

ASX Announcement



Freecall: **1800 222 879**
Office: +61 2 9892 9999
Facsimile: +61 2 9892 9900
www.tmagroup.com.au

Thursday, 7 October 2010

The Manager
Company Announcements Office
Australian Stock Exchange
Exchange Centre, 20 Bridge Street
Sydney, NSW, 2000

RE: ANNUAL GENERAL MEETING

Dear Sir,

Please find attached:

1. Chairman's invitation
2. Notice of Annual General Meeting and Explanatory Memorandum
3. Proxy Form

Please note that the above items together with the Annual Report will be forwarded to shareholders on Tuesday 19 October 2010.

Yours Sincerely

A handwritten signature in black ink, appearing to read 'Willemien de Rie', written over a horizontal line.

Willemien de Rie
Company Secretary



TMA Group of Companies Limited

ABN 66 006 627 087

4-6 Straits Avenue, Locked Bag 60, Granville NSW 2142

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Dear Member

I am writing to invite you to attend the Annual General Meeting of TMA Group of Companies Limited to be held **Sheraton on the Park, Castlereagh Room 2, 161 Elizabeth Street, Sydney on Monday 22 November 2010 at 10:00am.**

While formal proceedings will commence at 10.00am, we will be opening the doors of the venue at 9.15am to allow shareholders to meet the Executive Management Team and to ask any questions you might have relating to our business.

I hope you will take advantage of this opportunity to see and hear about the excellent progress our company have made this year, and about our strategy going forward.

Light refreshments will also be available at this time.

The attached Notice of Meeting details the business to be dealt with on the day. A proxy form is also enclosed.

If you are unable to attend, I encourage you to complete and return the proxy form and return by 10.00am on Friday 19 November 2010 -

In Person

TMA Group of Companies Limited
6 Straits Avenue, Granville, NSW, 2142

By Mail

The Secretary
TMA Group of Companies Limited
Locked Bag 60, Granville, NSW, 2142

By Facsimile

+61 2 9892 9900

By Email

info@tmagroup.com.au

I look forward to seeing you at the meeting.

Yours Sincerely

Michael Whelan
Chairman



TMA Group of Companies Limited

ABN 66 006 627 087

4-6 Straits Avenue, Locked Bag 60, Granville NSW 2142

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Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of TMA Group of Companies Limited will be held at the **Sheraton on the Park, Castlereagh Room 2, 161 Elizabeth Street, Sydney** on **Monday 22 November 2010** at **10:00am**.

Business

1. Apologies

2. Report from the Chief Executive Officer.

3. Annual Report

To receive and consider the Directors' Report, Financial Report and the Auditor's Report for the year ended June 30 2010.

Note: Shareholders are advised that there is no requirement for shareholders to approve these reports.

4. Resolution 1: Adoption of Remuneration Report

To consider and if thought fit, to pass the following ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2010 is adopted."

Note: Shareholders are advised that the vote on this resolution is advisory only and does not bind the directors or the Company.

5. Resolution 2: Election of Directors

To consider and if thought fit, to pass the following ordinary resolutions:

- a) "That Corriene Karam, who retires from office by rotation in accordance with the Company's constitution and the ASX Listing Rules, is re-elected as a director of the Company."
- b) "That Michael Whelan, a director appointed to a casual vacancy, in accordance with the Company's constitution and the ASX Listing Rules, is elected as a director of the Company."

7 October 2010

By Order of the Board
Michael Whelan,
Chairman.



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General Notes

Further Information

Further details of the resolutions in this Notice of Meeting dated 7 October 2010 are contained in the Explanatory Statement section, which is included in and forms part of this notice.

The directors recommend that shareholders read the Explanatory Statement in conjunction with the Notice of Meeting in full before determining whether or not to support the resolutions.

Voting Entitlement

The directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulations 2001, that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register as at 7pm (AEST) on 19 November 2010. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Corporate Representatives

If a representative of a corporation is to attend the meeting, the appropriate "Certificate of Appointment of Representative" executed in accordance with the Corporations Act should be produced prior to admission.

Proxies

A member entitled to attend and vote at the Annual General Meeting may appoint one or two persons to attend and vote at the meeting as the member's proxy. If you wish to appoint a proxy you will need to complete the member's proxy form. If you wish to appoint a second proxy you will need to complete a second form. The Company will provide additional proxy forms upon request.

A proxy need not be a member. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

In order for the appointment of a proxy to be valid, the proxy form must be received no later than 10:00am (AEST) on 19 November 2009. Duly signed proxy forms should be received by the Company:

In Person

TMA Group of Companies Limited
6 Straits Avenue, Granville, NSW, 2142

By Mail

The Secretary
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Locked Bag 60, Granville, NSW, 2142

By Facsimile

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By Email

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Voting

On a show of hands, every member present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote and on a poll one vote for every share held provided that if a member appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

Voting Exclusion

The Company need not disregard a vote in accordance with a voting exclusion statement if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions by the proxy form; or
- b) it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.



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Explanatory Statement

Purpose of this Document

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting dated 7 October 2010) is to provide shareholders with an explanation of the business of the meeting and of the resolutions to be proposed and considered at the annual general meeting in order to allow shareholders to determine how they wish to vote on those resolutions.

Annual Report

Pursuant to the Corporations Act, the Company must table the Directors' Report, Financial Report and Audit Report (together the **Annual Report**) of the Company for the previous year before the shareholders at the annual general meeting. A copy of the Annual Report for the year ended 30 June 2010 has been forwarded to each shareholder with this Notice of Meeting and Explanatory Statement and copies will be made available at the meeting.

Shareholders should note that the purpose of tabling the Directors' Report, Financial Report and Auditor's Report of the Company at the annual general meeting is to provide shareholders with the opportunity to ask questions or discuss matters arising from the financial reports or the reports on the Company's operations at the meeting. They will also be able to ask the Company's auditor (or its representative) questions. It is not the purpose of the meeting that the financial reports be accepted, rejected or modified in any way and as it is not required by the Corporations Act, no resolution to that effect will be put to shareholders at the meeting.

Resolution 1: Adoption of Remuneration Report

The Directors' Report for the year ended 30 June 2010 contains a Remuneration Report, which sets out the policy for the remuneration of the directors and certain group executives of the Company and its subsidiaries.

Section 300A(1) of the Corporations Act requires that the directors' report for a financial year must include a Remuneration Report (in a separate and clearly identified section of the report), which details board policy for determining the nature and amount of remuneration of directors, secretaries and senior managers of the company together with details in relation to the remuneration of each director of the company and the five highest paid company executives in that financial year.

The Corporations Act expressly provides that the vote is advisory only and does not bind the Company or its directors. However, the outcome of the vote on the report will be taken under advisement by the directors when formulating future remuneration policies.

The Remuneration Report for the Company is detailed in Note 11 (pp. 27-30) of the Annual Report for the year ended 30 June 2010. A reasonable opportunity will be provided to ask questions about, or make comments on, the Remuneration Report prior to the resolution.

Resolution 2: Election of Directors

Under the Company's constitution, at each Annual General Meeting one third of the directors (if their number is not a multiple of three, then the number nearest to, but not exceeding one third) must retire from office. The directors retire by rotation, with the directors who have been the longest in office since being appointed being the directors who must resign in any year. The Company's constitution ensures that no director (except the Managing Director) is able to remain in office longer than three years without facing re-election. Each director is entitled to offer himself or herself for re-election as a director at the Annual General Meeting.

The Company's constitution provides that a director appointed to fill a casual vacancy, or as an addition to the existing directors, is only eligible to hold office until the conclusion of the next annual general meeting following his or her appointment as a director. At that next annual general meeting, if eligible for re-election, that director may seek re-election.



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4.1. Re-election of Corriene Karam

Corriene Karam, who was appointed as a director, retires in accordance with the requirements of the Company's constitution. As she is entitled to, and eligible for re-election, Corriene Karam seeks re-election as a director. Corriene Karam joined the board on 22 October 2008 and is currently the Operations Director.

4.2. Election of Michael Whelan

Michael Whelan, a director appointed by casual vacancy in accordance with the Company's constitution, being eligible and having offered himself for election, seeks election as a non-executive director of the Company.

Michael Whelan, non-executive chairman from 10 September 2010, executive chairman from 28 November 2008, Managing Director and Chief Executive Officer from July 2005 to 22 October 2008, Finance Director from January 2003 and CFO from October 2000. GAICD, Accountant CPA with extensive experience in finance and management from diversified industries both within Australia and overseas.

4.3. Recommendation

The non-candidate directors unanimously support the re-election of Corriene Karam and the election of Michael Whelan.



Proxy Form
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Please complete this form if you wish to vote by proxy and return your completed form no later than 48 hours before the commencement of the meeting.

If you wish your proxy to be able to exercise votes in respect of less than 100% of your shares, specify the relevant proportion or number of your shares here:

Proportion: or Number: (.....)

I/We, of

A member of Mark Sensing Limited appoint of

or, failing whom, or if no person is named above, the Chair of the Meeting, as my proxy to attend, act and exercise voting rights at the Meeting of the Company to be held at Sheraton on the Park, Castlereagh Room 2, 161 Elizabeth Street, Sydney, NSW on 22 November 2010 at 10:00am (AEST) and at any adjournment of that meeting.

If the no voting direction is given, the Chair of the Meeting will vote in favour of all resolutions set out in this Notice of Meeting.

If you do not wish to direct your proxy how to vote, please place a mark in this box

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

My proxy is to vote in the following manner in relation to the ordinary resolutions, and may vote as the proxy thinks fit in relation to any resolution in respect of which no voting direction is given below.

Resolution Number		For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 (a)	Re-election of Corriene Karam	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 (b)	Election of Michael Whelan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Should we need to contact you about your Proxy Form, please provide your phone number: (.....)

This form must be signed by the Shareholder or by an attorney of the Shareholder. In the case of a body corporate, the proxy must be executed in accordance with section 127 of the Corporations Act 2001. In the case of a sole director/secretary company, please indicate "Sole Director".

SIGNATORIES

Shareholders

Dated: _____ 2010

Dated: _____ 2010

Dated: _____ 2010

Companies Only

Executed by: _____

In accordance with the company's constitution and the Corporations Act 2001.

* Director/Sole Director and Secretary (*Delete as Applicable)

* Director/Sole Director and Secretary (*Delete as Applicable)

Please return your completed Proxy Form to:

By Mail

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