

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of TMA Group of Companies Limited will be held at 10.00 am (AEST) on Wednesday 30 November 2011 at the Echelon Room, Level 1, Pullman Hotel, Olympic Boulevard, Sydney Olympic Park, Homebush Bay, NSW, 2127.

### Agenda

#### 1. Annual Report

To receive and consider the annual financial report of the Company and the Directors' Report and the Auditor's Report for the year ended June 30 2011.

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

#### 2. Report from the Chief Executive officer for the financial year ended 30 June 2011.

### Resolutions

#### 3. Resolution 1: Repeal existing Constitution and adopt new Constitution

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

"That the company's existing constitution be repealed in its entirety and replaced with a new constitution tabled at the meeting and signed by the Chairman for identification, such repeal and replacement taking effect on the date and from the time when the company's shares are removed from the Official List of Australian Stock Exchange Limited."

#### 4. Resolution 2: 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 2011 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 3: 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 **Tony Saad**, who retires from office by rotation in accordance with the Company's constitution and the ASX Listing Rules, is elected as a director of the Company."

21 October 2011



By Order of the Board  
Anthony Karam,  
Director.

## General Notes

### Further Information

Further details of the resolutions in this Notice of Meeting dated 21 October 2011 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 10.00am (AEST) on 28 November 2011. 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 28 November 2011. 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  
TMA Group of Companies Limited  
Locked Bag 60, Granville, NSW, 2142

#### *By Facsimile*

+61 2 9892 9900

#### *By Email*

[proxy@tmagroup.com.au](mailto:proxy@tmagroup.com.au)

### 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.



## Explanatory Statement

### 1. 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 21 October 2011) 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.

A copy of this Notice of Meeting (including this Explanatory Statement) has been lodged with the Australian Securities and Investments Commission (**ASIC**) and ASX Limited (**ASX**). No responsibility is taken for the content of this Notice of Meeting (including this Explanatory Statement) by ASIC or the ASX.

### 2. 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 2011 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.

### 3. Resolution 1: Repeal existing Constitution and adopt new Constitution

#### 1 Introduction

The Directors believe the company should adopt a new constitution subject to delisting by ASX.

Under sections 136 and 137 of the Corporations Act, a company may adopt a new constitution by passing a special resolution at a meeting of shareholders. The resolution proposes that the existing constitution be repealed in its entirety and be replaced by a new constitution, in the form signed by the Chairman at the meeting for identification.

#### 2 Special Resolution

The resolution is a special resolution and must be passed by at least 75% of the votes actually cast by members who are entitled to vote on the resolution.

#### 3 Changes to constitution

Generally, the constitution is to be updated; in particular, upon cessation of the company's listing on ASX, all references to the ASX, the Listing Rules, the CHES system and the SCH Business Rules are unnecessary and will be removed.

#### 4 Directors' recommendation

The Directors recommend that shareholders vote in favour of the resolution.

A copy of the proposed replacement constitution can be obtained by a shareholder from the company's website [www.tmagroup.com.au](http://www.tmagroup.com.au). A copy of the company's existing constitution and the proposed replacement constitution can also be inspected before the date of the meeting by a shareholder at the company's registered office during normal business hours, after providing reasonable prior notice to the company secretary.

### 4. Resolution 2: Adoption of Remuneration Report

The Directors' Report for the year ended 30 June 2011 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.



Under the Corporations Act 2001, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director or CEO) must go up for re-election.

### **Voting Exclusion Statement**

A vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report ("KMP") and their closely related parties, whether as a shareholder or as a proxy. However, a vote may be cast on Resolution 1 by a KMP, or a closely related party of a KMP, if:

- the vote is cast as a proxy;
- the appointment is in writing and specifies how the proxy is to vote on Resolution 1; and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

The Remuneration Report for the Company is detailed in Note 11 (pp. 19 - 22) of the Annual Report for the year ended 30 June 2011. A reasonable opportunity will be provided to ask questions about, or make comments on, the Remuneration Report prior to the resolution.

## **5. Resolution 3: 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.

### **5.1. 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. She brings over ten years' experience of the position from her involvement with TMA Group of Companies Pty Ltd (*TMA*), a wholly owned subsidiary of the Company.

### **5.2. Election of Tony Saad**

Tony Saad, who was appointed as a director, retires in accordance with the requirements of the Company's constitution. As he is entitled to, and eligible for re-election, Tony Saad seeks re-election as a director.

Tony Saad joined the Board on 22 October 2008 in a non-executive capacity. He is MBA qualified and a consultant specialising in business development, strategy, marketing, contract management and negotiations.

### **5.3. Recommendation**

The non-candidate directors unanimously support the re-election of Corriene Karam and Tony Saad.



## Proxy Form

### TMA Group of Companies Limited

ABN 66 006 627 087

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 TMA Group of Companies 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 **10.00 am (AEST) on Wednesday 30 November 2011, at the Echelon Room, Level 1, The Pullman Hotel, Olympic Boulevard, Sydney Olympic Park, Homebush Bay, NSW** 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	<b>Repeal old and adopt new Constitution</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<b>Adoption of Remuneration Report</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 (a)	<b>Re-election of Corriene Karam</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 (b)	<b>Re-election of Tony Saad</b>	<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: \_\_\_\_\_ 2011

\_\_\_\_\_  
Dated: \_\_\_\_\_ 2011

\_\_\_\_\_  
Dated: \_\_\_\_\_ 2011

**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:

**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 or

Email:  
[proxy@tmagroup.com.au](mailto:proxy@tmagroup.com.au)