

ASX Announcement

Tuesday, 19 January 2010

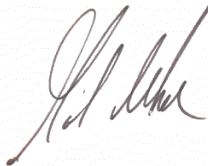
The Manager
Company Announcements Office
Australian Securities Exchange
Level 45, South Tower, Rialto,
525 Collins Street
Melbourne VIC 3000

RE: Notice of extraordinary general meeting, explanatory notes & proxy

Dear Sir,

Please find attached announcement for immediate release.

Yours faithfully



Michael Whelan
Chairman

**THIS IS AN IMPORTANT DOCUMENT
AND REQUIRES YOUR ATTENTION**

If you are in any doubt as to how to deal with it, please consult
your financial or other professional adviser.

TMA Group of Companies Limited
ABN 66 006 627 087

**Notice of extraordinary general meeting and
explanatory notes**

Date: 26 February 2010
Time: 10.00 am AEST
Place: Sheraton on the Park, Macquarie Room,
Level 5, 161 Elizabeth Street,
Sydney, NSW, Australia

In this document you will find:

1. A letter from the Chairman outlining the proposed Resolutions to be considered at the Extraordinary General Meeting and a recommendation as to how you should vote.
2. Notice of Meeting.
3. An Explanatory Statement containing an explanation of, and information about, the proposed Resolutions to be considered at the Extraordinary General Meeting.
4. Proxy form.

19 January 2010

Dear Shareholder,

Enclosed are a Notice of Meeting and accompanying Explanatory Statement which details the business of an Extraordinary General Meeting of TMA Group of Companies Limited (TMA) to be held at 10.00am (AEST) on Friday 26 February 2010 at Sheraton on the Park, Macquarie Room, Level 5, 161 Elizabeth Street, Sydney, NSW.

TMA currently has a large number of shares on issue, with the consequence that the per-share market price on the ASX is relatively low.

The Company is seeking approval by Shareholders of the consolidation of issued ordinary shares into a smaller number of shares in the ratio of 10 to one. The board believes that the share consolidation will establish a share price that is more appropriate for a listed entity of the Company's size.

In addition, Shareholders are also asked to ratify the allotment of shares made to acquire TTM Equipment Pty Ltd as this will provide the Company the capacity to issue up to 15% of its securities without the prior approval of shareholders.

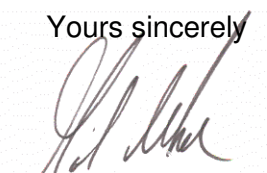
The Resolutions are set out in the Notice of Meeting and further details in respect of each Resolution are included in the Explanatory Statement.

For the reasons set out in the Explanatory Statement, your Directors unanimously recommend approval of the proposed Resolutions and encourage Shareholders to vote in favour of the Resolutions set out in the accompanying Notice of Meeting.

If you cannot attend the Extraordinary General Meeting, you are strongly urged to complete the attached Proxy Form. The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received as soon as possible and in any event by no later than 10.00 am (AEST) on 24 February 2010.

Your directors look forward to your support for the Resolutions and attendance at the Extraordinary General 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 Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of
TMA Group of Companies Limited
will be held at, the
Sheraton on the Park, Macquarie Room, Level 5,
161 Elizabeth Street, Sydney, NSW, Australia
on Friday, 26 February 2010,
commencing at 10.00am AEST.

Agenda

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

1. Ratification of the Allotment of Shares – 19 November 2009

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue and allotment of 16,944,000 fully paid ordinary shares at a price of 4 cents each representing part of the consideration for the acquisition of TTM Equipment Pty Ltd be ratified and approved”.

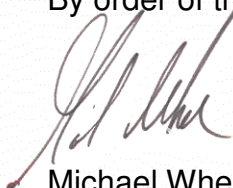
The Company will disregard any votes cast on this resolution by the parties listed in the Explanatory Notes and any associate of them. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions of the Proxy form: or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the Proxy Form to vote as the Proxy decided.

2. Share Consolidation

“That for the purposes of section 254H of the Corporations Act 2001, and for all other purposes, the Company approves the consolidation of every 10 shares on issue at 7pm on Friday, 26 February 2010 into 1 ordinary share, with fractions of a share being rounded down to the nearest whole number.”

The consolidation takes effect on Tuesday, 16 March 2010.

By order of the Board



Michael Whelan
Chairman
19 January 2010



TMA Group of Companies Limited

ABN 66 006 627 087

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

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Explanatory Notes

1. INTRODUCTION

1.1 General

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at a meeting of the Company to be held at 10.00am (AEST) on Friday 26 February 2010 at Sheraton on the Park, Macquarie Room, Level 5, 161 Elizabeth Street, Sydney, NSW. It forms part of the Notice of Extraordinary General Meeting and must be read together with that notice.

1.2 Purpose of the meeting

The purpose of the Meeting is to consider the share consolidation and ratification of the share allotment and to vote on the Resolutions.

1.3 Definitions

In this Explanatory Statement, the following terms have the following meanings:

AEST means Australian Eastern Standard Time ie local Sydney time.

ASX means Australian Stock Exchange Limited.

Board means the Board of Directors of the Company.

Company means TMA Group of Companies Limited ACN 006 627 087 (formerly known as Mark Sensing Limited).

Corporations Act means the *Corporations Act 2001* (Cth).

Constitution means the Constitution of the Company.

Director means a director of the Company from time to time.

Listing Rules means the official listing rules of ASX from time to time.

Member means a person whose name is entered in the register as a member of the Company.

Notice of Meeting means the Notice of General Meeting dated **19 January 2010** referred to in, and which accompanies, this Explanatory Statement.

Proxy Form means the proxy form attached to and forming part of the Notice of Meeting.

Resolution means a resolution referred to in the Notice of Meeting.

Rule means a particular rule of the Listing Rules as applicable.

SEATS means the ASX's Stock Exchange Automated Trading System.

Share means a fully paid ordinary share in the capital of the Company.

Shareholders means the holders of Shares.

1.4 Further information

If you have any questions in relation to the ratification of the allotted shares or the Share consolidation proposal or the Meeting please call the Company direct on +61 2 9892 9999 between 9.00am and 5.00pm (AEST), Monday to Friday, or consult with your investment or other professional advisers.

2. Voting

Ordinary resolutions require the support of more than 50% of those shareholders voting in person, by proxy, representative or attorney.

The resolutions will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's constitution.

On the show of hands, every shareholder who is present in person or by proxy, representative or attorney, will have one vote.

If a member appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

3. Voting entitlement

The directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulation 2001 that, for the purpose of voting at the meeting, shares will be taken to be held by the registered holder at 7.00pm (AEST) on 24 February 2010. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

4. Proxies

A member who is entitled to attend and vote at the Extraordinary General Meeting may appoint one or two persons to attend and vote at the meeting as the member's proxy. A proxy need not be member. A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act 2001; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes.

The proxy form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received at the Company's office by 10.00am (AEST) on 24 February 2010.

In order for the appointment of a proxy to be valid, the proxy form must be received no later than 10:00am (AEST) on 24 February 2010. Duly completed and signed proxy forms should be received by the Company at:

Street Address:

TMA Group of Companies Limited
4-6 Straits Avenue, Granville, NSW

or

TMA Group of Companies Limited
31 Jersey Road, Bayswater, Vic

Postal Address:

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

or

P O Box 626
BAYSWATER, VIC 3153

Fax to : +61 (0)2 9892 9900

or

+61 (0)3 9720 7940

EMAIL to : proxy@tmagroup.com.au

5. Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act 2001 in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act 2001. The Certificate must be lodged with the Company before the meeting or at the registration desk on the day of the meeting. The Company will retain the certificate.

6. Resolutions

A. Ratification of Allotment of Shares

Shareholder ratification is sought in accordance with ASX Listing Rule 7.4. The reason for seeking shareholder approval under ASX Listing Rule 7.4 is to reinstate the capacity of the Company to issue up to 15% of its securities without the approval of its shareholders.

The following information is provided to shareholders for the purposes of obtaining shareholder approval pursuant to the ASX Listing Rule 7.5;

The number of shares allotted as part of the acquisition of TTM Equipment Pty Ltd were:	16,944,000
The shares were allotted at	\$0.04 per share

The shares rank equally with the existing shares on issue.

The allottees were sophisticated investors and were shareholders of TTM Equipment Pty Ltd details of which are as follows:

	Number of shares
- JUBARENE PTY LTD	11,013,600
- BRETT JOHN HOLDSWORTH	3,388,800
- RONALD STEPHEN BAXTER	2,541,600

The funds raised from the issue were used to acquire TTM Equipment Pty Ltd.

No director of the Company participated in this allotment.

B. Share Consolidation

This resolution seeks to consolidate the Company's share capital in a ratio of 1 new share for every 10 shares held.

If passed, this will result in the issued capital of the Company reducing from 1,171.8 million shares to 117.1 million shares. Individual holdings will be reduced in accordance with the consolidation ratio.

This proposal requires shareholder approval by ordinary resolution under section 254H of the Corporations Act.

In addition, compared to its peers listed on the ASX, the Company has an abnormally high number of shares on issue compared to its market capitalisation. The board believes that the share consolidation will establish a share price that is more appropriate for a listed entity of the Company's size.

As the consolidation applies equally to all members (subject only to the rounding of fractions), it will have no material effect on the percentage interest of each member in the Company. Furthermore, the aggregate value of each member's proportional interest in the Company should not materially change solely as a result of the consolidation (the only changes will be immaterial due to rounding).

Theoretically, the per share market price of each share following the consolidation should increase 10 times its current value. In reality, the actual effect on the per share market price

will depend on a number of factors outside the control of the Company, and the market price following consolidation may be higher or lower than the theoretical post-consolidation price.

The proposed consolidation, if approved by shareholders, will take effect on Tuesday, 16 March 2010. Post consolidation shares will trade on a deferred settlement basis from the business day immediately following the date of the meeting and will trade on an ordinary settlement basis (T + 3) from Tuesday 16 March 2010.

The directors believe that the consolidation is fair and reasonable to the Company's shareholders as a whole, and that it will not prejudice the Company's ability to pay its creditors. The consolidation will have no tax implications for members whose shares are consolidated.

7. Key dates – Share consolidation

The proposed time table for the share consolidation is as follows:

Date	Action
Friday, 26 February 2010	Date of General Meeting and last day of trading shares on a pre-consolidation basis.
Tuesday, 2 March 2010	Trading of securities on a deferred settlement basis commences (on a post-consolidation basis): Ordinary Shares - ASX Code: TMADA.
Monday, 8 March 2010	Last day to register transfers on a pre-consolidation basis.
Tuesday, 9 March 2010	First day to register securities on a post-consolidation basis.
Monday, 15 March 2010	Despatch date for notice to shareholders and new holding statements. Deferred settlement ends.
Tuesday, 16 March 2010	Normal (T+3) trading commences: Ordinary Shares - ASX Code: TMA.
Wednesday, 17 March 2010	Settlement of trades conducted on a deferred settlement basis and first settlement of trades conducted on a normal T+3 basis.

9. Board recommendation

You are urged to consider carefully all of this material, determine how you wish to vote and cast your vote accordingly.

Your board **unanimously recommends** that shareholders vote in favour of the resolutions as the consolidation will give the Company a capital structure which is more appropriate to its size and business.

If Shareholders cannot attend the Extraordinary General Meeting they are urged to complete the attached Proxy Form. The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by 10.00 am (AEST) on 24 February 2010, being not later than 48 hours before the time for holding the meeting.

CORPORATE DIRECTORY

TMA Group of Companies Limited (TMA)

4-6 Straits Avenue
Locked Bag 60
Granville, NSW 2142
Phone +61 2 9892 9999
Fax +61 2 9892 9900
www.tmagroup.com.au

Share Registry

Registries Limited
Level 7, 207 Kent Street
Sydney, NSW 2000
Phone + 61 2 9290 9682
Fax: + 61 2 9279 0664
www.registries.com.au
registries@registries.com.au

Financial Advisor

Odyssey Capital Partners
Level 6, 33 York Street
Sydney, NSW 2000

Legal advisers

SWAAB Attorneys
Level 1, 20 Hunter Street
Sydney, NSW 2000

Auditors

Hill Rogers
Level 5, 1 Chifley Square
Sydney, NSW 2000

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 Sheraton on the Park, Macquarie Room, Level 5, 161 Elizabeth Street, Sydney, NSW on 26 February 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	Ratification of Allotment of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Share Consolidation 10:1	<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:

In Person

TMA Group of Companies Limited
4-6 Straits Ave
Granville, NSW, Australia

or
TMA Group of Companies Limited
31 Jersey Road
Bayswater,
Victoria, Australia.

By Mail

The Secretary
TMA Group of Companies Limited

Locked Bag 60
Granville, NSW, Australia, 2142

or
PO Box 626
Bayswater,
Victoria, Australia, 3153

By Facsimile

+61 (0)2 9892 9900

or

+ 61 (0)3 9720 7940

or

Email: proxy@tmagroup.com.au