



**AMENDED**

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Incorporating  
NSX Limited  
ABN: 33 089 447 058  
Stock Exchange of Newcastle Limited  
ABN: 11 000 902 063  
Bendigo Stock Exchange Limited  
ACN: 084 885 683

# **NSX Limited**

## **Notice of Annual General Meeting 2005**

**Thursday 17<sup>th</sup> November 2005, 10.30am**

Tattersalls Club  
181 Elizabeth Street  
Sydney

**Note: This notice has been amended to include a resolution concerning adoption of the Remuneration Report. Please use the blue proxy form and disregard the previous proxy form that was sent to you.**



# Notice of Annual General Meeting 2005

NSX Limited ("NSX" or "the Company") will hold its 6<sup>th</sup> Annual General Meeting at 10.30 am (Sydney time) on **Thursday 17<sup>th</sup> November 2005, 10.30am**, at Tattersalls Club, 181 Elizabeth Street, Sydney.

## Business

### NSX's Financial statements and reports

1. To receive and consider/discuss the
  - a. finance report;
  - b. directors' report;
  - c. remuneration report; and
  - d. auditor's report

for NSX and its controlled entities for the year ended 30 June 2005.

### Election of Directors

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

2. That Raymond L Whitten, retiring by rotation in accordance with section 12.4 of the Company's Constitution and ASX Listing Rule 14.4, being eligible, offers himself for re-election, be re-elected as a director of the Company.
3. That Michael A Cox, who retires by rotation, is re-elected as a director of NSX. That Michael A Cox, retiring by rotation in accordance with section 12.4 of the Company's Constitution and ASX Listing Rule 14.4, being eligible, offers himself for re-election, be re-elected as a director of the Company.
4. That Dudley K Chamberlain, having been appointed to a casual vacancy, in accordance with sections 12.7 and 12.8 of the Company's Constitution and ASX Listing Rule 14.4, being eligible, offers himself for election, be elected as a director of the Company.
5. That Ian G Mansbridge, having been appointed to a casual vacancy, in accordance with sections 12.7 and 12.8 of the Company's Constitution and ASX Listing Rule 14.4, being eligible, offers himself for election, be elected as a director of the Company.

### Adoption of Remuneration and Benefits Report

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

6. "That the remuneration report for the financial year ended 30 June 2005 be adopted."

*Note: The vote on this item is advisory only and does not bind the directors or the Company.*

By Order of the Board



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**F M (Mark) Menzies,**  
**Company Secretary**  
**21<sup>st</sup> October 2005.**

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## NOTES TO NOTICE OF MEETING

### VOTING ENTITLEMENTS

For the purposes of this General Meeting, in accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board of Directors has determined that a member's entitlement to vote at the Annual General Meeting will be the entitlement of that member set out in the register of members as at 7.00pm Tuesday 15<sup>th</sup> November (AEST). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

### VOTING EXCLUSION STATEMENT

Pursuant to ASX Listing Rule 7.3.8 a voting exclusion statement has been included.

No voting exclusions

### EXCEPTION TO VOTING EXCLUSION STATEMENT

NSX need not disregard a vote in accordance with the above exclusion statement if:

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

### PROXIES

- (a) A member entitled to attend and vote at a meeting is entitled to appoint not more than 2 proxies.
- (b) Where more than 1 proxy is appointed, each proxy may be appointed to represent a specified portion of the member's voting rights. The Company will supply an additional form on request. If 2 proxies are appointed and a proportion is not specified, each proxy is deemed to vote in respect of half the appointer's shares.
- (c) A proxy need not be a member of the Company.
- (d) A proxy form must be signed by the member or his or her Attorney. Proxies given by corporations must either be signed under seal or under the hand of a duly authorised Officer of Attorney.
- (e) To be valid, the form appointing the proxy and the Power of Attorney or other authority (if any) under which it is signed or authenticated or a certified copy must be lodged at the Registered Office of the Company (stated on the first page of this form) not later than 48 hours before the time for holding the meeting.

## PROXY INSTRUCTIONS

- (a) To direct the proxy to cast all votes covered by this instrument in a particular manner, place a tick or a cross in the relevant box.
- (b) To direct the proxy to cast some only of the votes covered by this instrument in respect of an item of business in a particular manner, place in the relevant box either the number of votes to be cast in that manner on a poll or the percentage of total votes covered by this instrument to be cast in that manner on a poll. This direction, if given, is also an instruction to the proxy to vote according to the proxy's discretion on a show of hands.
- (c) Unless the proxy is directed, he or she may vote or abstain as he or she thinks fit.

## ATTENDING THE MEETING

If attending the meeting, please bring along your personalised proxy form with you. The bar code at the top of the form will help you to register. If you do not bring your form with you, you will still be able to attend the meeting but representatives from Registries Limited will need to verify your identity. You will be able to register from 10.00 am on the day of the meeting.

## CORPORATE SHAREHOLDERS

Corporate shareholders who wish to appoint a representative to attend the meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this meeting only or for all meetings of NSX.

## EXPLANATORY NOTES

These explanatory notes have been prepared to assist shareholders to understand the business to be put to shareholders at the annual general meeting.

### NSX's financial statements, reports and shareholder questions

The financial report, directors' report, remuneration report and auditor's report for NSX for the year ended 30 June 2005 will be laid out before the meeting. There is no requirement for shareholders to approve those reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and the management of NSX. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

### Election of Directors

Resolutions 2, 3, 4 and 5 above relate to the election and re-election of directors.

Dudley Chamberlain and Ian Mansbridge were appointed directors of NSX as part of the takeover of Bendigo Stock Exchange. Under the ASX listing rules 14.4 and 14.5 and NSX's constitution section 12.7, a director who is appointed to a casual vacancy must stand for election at the next annual general meeting. Accordingly Dudley Chamberlain and Ian Mansbridge offer themselves for election.

Also under the ASX listing rules 14.4 and 14.5 and NSX's constitution section 12.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years which ever is longer or at least one-third of the existing director's must retire by rotation irrespective of when they were appointed. A director who retires in accordance with these requirements may offer themselves for re-election. Raymond Whitten and Michael Cox offer themselves for re-election.

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Information on directors offering themselves for election or re-election

**Name:** **Raymond L Whitten**  
**Term of Office:** Appointed 13<sup>th</sup> October 2003  
**Current Office Title:** Chairman  
**Independent:** No  
**External Directorships** Chairman, Benitec Limited

**Skills Experience and expertise:**

Mr Whitten is the principal of Whittens Solicitors. Mr. Whitten has over 30 years experience as a commercial solicitor and has been the chairman of ASX listed companies as well as a director of a number of private companies. Whittens Solicitors is a Nominated Adviser to NSX. Mr. Whitten is an Accredited Specialist in Business Law and is a Notary Public. Mr Whitten is Chairman of Benitec Limited, an ASX listed company.

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**Name:** **Michael A Cox**  
**Term of Office:** Appointed 13<sup>th</sup> October 2003  
**Current Office Title:** Chief Executive Officer  
**Independent:** No  
**External Directorships** None

**Skills, experience and expertise:**

Mr Cox has a background in stockbroking and has acted as a corporate consultant in mergers and acquisitions. Mr. Cox was formerly a director of other public companies including Benitec Limited and Queensland Opals Limited. Mr. Cox is a Fellow of the Gemmological Association of Australia (FGAA) and a Member of the National Institute of Accountants.

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**Name:** **Dudley K Chamberlain**  
**Term of Office:** 11<sup>th</sup> May 2005  
**Current Office Title:** Non-executive Director  
**Independent:** Yes  
**External Directorships** None

**Skills, experience and expertise:**

Mr Chamberlain has been involved in the securities industry for over 40 years principally specializing in all areas of settlement. For 17 years, he was employed by the London Stock Exchange where he had the responsibility for preparing brokers, registrars and other market participants for the introduction of TALISMAN – the settlement system that preceded CREST. Dudley joined Computershare Limited in 1994 and worked closely with Chris Morris as the company rapidly expanded through its early acquisition phases. He was based in South Africa in 1999 to head up and to consolidate the share registry acquisitions there. In 2001, Dudley headed out to Chicago to frame their marketing team and from there to Canada to work with the newly appointed regional head in consolidating and re-organising the business.

Information on directors offering themselves for election (continued)

**Name:** Ian G Mansbridge  
**Term of Office:** 11<sup>th</sup> May 2005  
**Current Office Title:** Non-executive Director  
**Independent:** No  
**External Directorships**  
Chair:-  
Sandhurst Trustees Ltd  
Community Enterprise Foundation  
Central Victoria Innovation Park.  
Director:-  
Australian Friendly Society Ltd  
Australian Fresh Food Alliance Pty Ltd  
Sandhurst Custodians Ltd  
Sandhurst Nominees (Canberra) Ltd.  
Sandhurst Nominees (Victoria) Ltd.  
Sunstate Lenders Mortgage Insurance Pty Ltd.  
Tasmanian Banking Services Limited.  
Tasmanian Perpetual Trustees Limited.

**Skills, experience and expertise:**

(FCIM, CPA, FCIS, DCM) – Mr Mansbridge's career has included experience at senior level in Agriculture, Legal office, Trustee Industry, Banking and Finance. Positions held included Managing Director Sandhurst Trustees Ltd, Managing Director Elders Rural Bank, Managing Director National Mortgage Market Corporation, General Manager Financial Services and Subsidiaries Bendigo Bank. Mr Mansbridge is a director of the following companies: Australian Friendly Society Ltd, Australian Fresh Food Alliance Pty Ltd, Sandhurst Custodians Ltd, Sandhurst Nominees (Canberra) Ltd, Sandhurst Nominees (Victoria) Ltd, Sunstate Lenders Mortgage Insurance Pty Ltd, Tasmanian Banking Services Limited, Tasmanian Perpetual Trustees Limited. Mr Mansbridge is the Chair of the following companies: Sandhurst Trustees Ltd, Community Enterprise Foundation, Central Victoria Innovation Park.

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Board Recommendation on Directors

For the reasons set out above the non-candidate directors unanimously support the election of Mr Chamberlain, Mr Mansbridge and the re-election of Mr Whitten and Mr Cox.

Board recommendation on the adoption of the Remuneration Report

The Remuneration Report is stated on pages 55 to 60 of the Company's 2005 Annual Report including the remuneration tables referred to in the report and set out in note 22 of the financial statements.

The vote on this proposed resolution is advisory only and will not bind the directors or the Company. However, the board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The board unanimously recommends that the shareholders pass the resolution to adopt the Remuneration Report.

**PROXY FORM**

**NSX LIMITED**  
**ABN 33 089 447 058**  
**Annual General Meeting**  
**Proxy Form**

**All correspondence to:**  
 Registries Limited  
 P O Box R67  
 Royal Exchange, Sydney NSW 1223  
 Enquiries: 61 2 9290 9600  
 Facsimile: 61 2 9279 0664  
 www.registriesltd.com.au  
 registries@registriesltd.com.au

Mark this box with an 'X' if you are Issuer Sponsored and want to make any changes to your address details (see reverse)

«NameAddress\_1»  
 «NameAddress\_2»  
 «NameAddress\_3»  
 «NameAddress\_4»  
 «NameAddress\_5»  
 «NameAddress\_6»

«Holder\_Id»

**Appointment of Proxy**

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the directions at the bottom of the page.

I/We being a shareholder/shareholders of NSX Limited pursuant to my/our right to appoint not more than two proxies, appoint

The Chairman of the Meeting (mark with an "X") **OR**

Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting.

or failing him/her

Write here the name of the other person you are appointing.

or failing him/her, (or if no proxy is specified above), the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at Tattersalls Club, Chelmsford Room, 181 Elizabeth Street, Sydney on Thursday 17<sup>th</sup> November 2005, 10.30am and at any adjournment of that meeting.

This proxy is to be used in respect of \_\_\_\_\_ % of the ordinary shares I/we hold.

If you do not wish to direct your proxy how to vote, please place a mark in the box. If you have appointed the Chair of the meeting to exercise your proxy, by marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of a particular resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chair intends to vote 100% of all open proxies in favour of the resolution.

**Voting directions to your proxy – please mark  to indicate your directions**

RESOLUTION	For	Against	Abstain*
2. Re-election of Raymond L Whitten	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Michael A Cox	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Dudley Chamberlain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Ian G Mansbridge	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**PLEASE SIGN HERE**

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

*Executed in accordance with section 127 of the Corporations Act:*

**Individual or Shareholder 1**

**Joint Shareholder 2**

**Joint Shareholder 3**

Director

Director / Company Secretary

Sole Director & Sole Company Secretary

Dated this \_\_\_\_\_

day of \_\_\_\_\_

2005

**Contact Name**

**Contact Business Telephone / Mobile**



**Annual General Meeting  
Proxy Form****NSX Limited  
ABN 33 089 447 058****INSTRUCTIONS FOR COMPLETING PROXY FORM**

1. Your pre-printed name and address is as it appears on the share register of NSX Limited. If you are Issuer Sponsored and this information is incorrect, please mark the box at the top of the proxy form and make the correction on the form. Securityholders sponsored by a broker on the CHESSE subregister should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Annual General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Annual General Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

**8. Signing Instructions**

You must sign this form as follows in the spaces provided:

- Individual:** Where the holding is in one name, the holder must sign.
- Joint Holding:** Where the holding is in more than one name, all of the shareholders should sign.
- Power of Attorney:** If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
- Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

**9. Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 10.30am on Tuesday 15<sup>th</sup> November 2005 (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Hand deliveries**                      **Registries Limited**  
**Level 2**  
**28 Margaret Street**  
**Sydney NSW 2000**

**Postal address:**                      **Registries Limited**  
**PO Box R67**  
**Royal Exchange NSW 1223**

**Fax number:**                              **(02) 9279 0664**