



NSX Newcastle

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Incorporating
NSX Limited
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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 2006

Thursday 26th October 2006, 11.00am

Innovation @ 257
Level 1,
257 Collins Street
Melbourne, VIC 3000

Notice of Annual General Meeting 2006

NSX Limited ("NSX" or "the Company") will hold its 7th Annual General Meeting at **11.00 am** (Melbourne time) on **Thursday 26th October 2006**, at Innovation @ 257, Level 1, 257 Collins Street, Melbourne, VIC 3000.

Business

NSX's Financial statements and reports

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

for NSX and its controlled entities for the year ended 30 June 2006.

Election of Directors

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

2. That Michael Cox, who retires by rotation, is re-elected as a director of NSX. That Michael 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.
3. That Hugh Robertson, 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 Report

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

4. "That the remuneration report for the financial year ended 30 June 2006 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

Scott Evans,
Company Secretary
15 September 2006.

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 24th October 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 instrument 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 2006 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 and 3 above relate to the election and re-election of directors.

Hugh Robertson was appointed as a director to fill a casual vacancy. 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, Hugh Robertson offers himself 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. Accordingly, Michael Cox offers himself for re-election.

Information on directors offering themselves for election or re-election

Name: **Hugh Robertson**
Term of Office: Appointed 23rd February 2006
Current Office Title: Non-Executive Director
Independent: Yes (Corporate Governance Definition)
External Directorships of listed entities Catalyst Recruitment Limited
Wentworth Mutual Limited
Rattoon Holdings Limited

Skills Experience and expertise:

Mr Robertson has had 23 years experience in the Securities industry and his positions have included acting as Director of Falkiners Stockbroking Limited, Bell Potter Securities Limited and OAMPS Limited. In addition to his role as Director of NSX Limited, Mr Robertson is also currently acting as Director of Catalyst Recruitment Limited, Rattoon Holdings Limited and Wentworth Mutual Limited. Mr Robertson is a Member of the Securities and Derivatives Industry Association (SDIA).

Name: **Michael Cox**
Term of Office: Appointed 13th October 2003
Current Office Title: Chief Executive Officer
Independent: No
External Directorships of listed entities 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.

Board Recommendation on Directors

For the reasons set out above the non-candidate director unanimously supports the election of Mr Robertson, and the re-election of Mr Cox.

Board recommendation on the adoption of the Remuneration Report

The Remuneration Report is contained within the Director's Report of the Company's 2006 Annual Report including the required presentation of the remuneration tables referred to in the report and set out in note 23 of the financial statements. A summary table of requirements of Section 300A of the Corporations Act is also provided within the Remuneration Report.

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.