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[www.nsx.com.au](http://www.nsx.com.au)

[www.simvse.com.au](http://www.simvse.com.au)

Incorporating

NSX Limited ABN: 33 089 447 058

National Stock Exchange of Australia Limited

ABN: 11 000 902 063

SIM Venture Securities Exchange Limited

ABN: 41 087 708 898

# NSX Limited

**ACN 089 447 058**

## Notice of Annual General Meeting 2012

**Thursday 22 November 2012, 2.00pm (AEDST)**

**FEX Marketsite**

Ground Floor, 7 Bridge Street, Sydney NSW 2000

## **NOTICE OF ANNUAL GENERAL MEETING 2012 AND EXPLANATORY NOTES**

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

You should read the whole of this document before you decide whether and how to vote on the Resolutions in the Notice of Annual General Meeting.

#### **IMPORTANT NOTICES**

The Explanatory Notes in this document are intended to provide Securityholders with information to assess the merits of the proposed Resolutions contained in the accompanying Notice of Annual General Meeting and are to be read in conjunction with the Notice of Annual General Meeting.

#### **Defined terms**

Terms used in the Notice of Annual General Meeting and the Explanatory Notes are defined in the Glossary at the end of the Explanatory Notes.

#### **Read this document**

The Notice of Annual General Meeting and the Explanatory Notes are important. You should read each document in its entirety before deciding how to vote on the Resolutions. If you have any doubt regarding what you should do, you should consult your investment, financial or other professional advisers.

#### **Forward looking statements**

Certain statements in the Explanatory Notes may constitute "forward looking statements" for the purposes of applicable securities law. You should be aware that there are a number of risks (known and unknown), uncertainties and assumptions and other important factors that could cause the actual results, performance or achievements of the Company to be materially different from the future results, performance or achievements, express or implied, by such statements. Factors that could cause or contribute to such differences include the general trading and economic conditions affecting the Company or its subsidiaries. The past performance of the Company is not necessarily representative of future performance.

None of the Company, its subsidiaries or their respective directors, officers and advisers, or any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in the Explanatory Notes will actually occur. Securityholders are cautioned not to place undue reliance on these forward looking statements.

All subsequent written and oral forward looking statements attributable to the Company or its subsidiaries or any person acting on their behalf are qualified by the above cautionary statement.

## NOTICE OF ANNUAL GENERAL MEETING 2012

NSX Limited ACN 089 447 058 ("**NSX**" or "**the Company**") will hold its 13<sup>th</sup> Annual General Meeting at **2.00 pm** (AEDST) on **Thursday 22 November 2012**, in the FEX Marketsite, Ground Floor, 7 Bridge Street, Sydney, NSW 2000. Attendee registration will be available from 1.30pm.

### ORDINARY BUSINESS

#### Receipt of financial statements and reports

To receive, consider and discuss the:

- (a) financial report;
- (b) director's report;
- (c) remuneration report; and
- (d) auditor's report,

for the Company and its controlled entities for the year ended 30 June 2012.

*Note: Reports are tabled at the meeting. Securityholders are not required to vote on this item. Sufficient time will be allowed at the meeting to discuss the reports and to ask questions of the Directors and the auditor.*

#### Resolution 1 – Re-election of Michael Cox as a Director

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

“That Michael Cox, being a Director of the Company, who retires in accordance with the Company's Constitution, and being eligible, offers himself for re-election, is re-elected as a Director of the Company.”

#### Resolution 2 – Adoption of remuneration report

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

“That the remuneration report for the financial year ended 30 June 2012 be adopted.”

*Notes:*

- *The vote on this item is advisory only and does not bind the Directors or the Company.*
- *However the outcome of the vote and comments made by Securityholders on the Remuneration Report at the meeting will be taken under advisement by the Directors when formulating future remuneration policies.*
- *Directors, Key Management Personnel and closely related parties are excluded from voting on this resolution.*
- *The Chairman will cast any undirected votes for this resolution.*
- ***The Chairman of the meeting will call a poll on this resolution.***

*Please see the next page for additional business*

## CONTINGENT BUSINESS

### Resolution 3 – Spill Resolution – Conditional on Resolution 2 being satisfied

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

“That on condition and as required by the Corporations Act that the vote against the Remuneration Report has exceeded 25% at two consecutive Annual General Meetings,

- (a) An extraordinary general meeting of the Company (the “Spill Meeting”) be held 90 days of the passing of this resolution;
- (b) That , if still in office at the Spill Meeting, Ann Bowering, Michael Cox and Thomas Price will cease to hold office immediately before the end of the Spill Meeting; and
- (c) Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to a vote of the Securityholders at the Spill Meeting.”

*Notes:*

- *If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Securityholders will be required to vote at the second of those AGMs on a resolution to (a “spill resolution”) that another meeting to be held within 90 days at which all the Company’s Director’s must present themselves for re-election. At the AGM held on 17 November 2011 29% of the votes were cast against the Remuneration Report.*
- *Directors, Key Management Personnel and closely related parties are excluded from voting on this resolution.*
- *The Chairman will cast any undirected votes against this resolution.*
- ***The Chairman of the meeting will call a poll on this resolution.***

**Please refer to the explanatory notes for further information on the proposed resolutions.**

By order of the Board

**Scott Evans**

General Manager & Company Secretary

15 October 2012

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

### EXPLANATORY NOTES

The accompanying Explanatory Notes form part of this Notice of Annual General Meeting and should be read in conjunction with it. Unless the context otherwise requires, terms which are defined in the Explanatory Notes have the same meaning when used in this Notice of Annual General Meeting.

### RECORD DATE

The Board has determined that, for the purposes of the meeting, Shares will be taken to be held by the persons who are registered as a Securityholder as at 7.00pm (Sydney time) on Tuesday 20 November 2012. Accordingly Share transfers registered after that time will be disregarded in determining entitlement to attend and vote at the meeting.

### POLL

On a poll, Securityholders have one vote for every fully paid ordinary share held. On a show of hands, every person present and qualified to vote has one vote and if one proxy has been appointed, that proxy will have one vote on a show of hands. If a Securityholder appoints more than one proxy, neither proxy may vote on a show of hands, but both proxies will be entitled to vote on a poll.

### REPRESENTATIVES

A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at meetings of Securityholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

### PROXIES

A proxy form accompanies this Notice of Annual General Meeting.

If you are entitled to attend and cast a vote at the meeting, you may appoint a person as your proxy to attend and vote for you at the meeting and that appointment may specify the proportion or number of votes that the proxy may exercise. If you are entitled to cast 2 or more votes at the meeting, you may appoint up to 2 proxies. If you appoint 2 proxies but do not specify the proportion or number of your votes that each proxy may exercise, each proxy may exercise half of your votes. A proxy does not need to be a Securityholder.

If the proxy form is signed under a power of attorney, you must also lodge the power of attorney with the Company not less than 48 hours before the meeting, unless you have previously sent the power of attorney to the Company.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolutions by marking either “**For**”, “**Against**” or “**Abstain**” on the Proxy Form for that Resolution.

To appoint a proxy (or proxies) you must complete the attached proxy form and lodge it so that it is received by the Company not less than 48 hours before the meeting (i.e. by 2.00 PM (AEDST) on Tuesday 20 November 2012) at the following address, fax number or vote online.

## **METHODS OF VOTING**

**BY MAIL** - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

**BY FAX** - + 61 2 9290 9655

**IN PERSON** - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

**VOTE ONLINE** - [www.boardroomlimited.com.au/vote/nsxagm2012](http://www.boardroomlimited.com.au/vote/nsxagm2012)

## **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 Boardroom Limited will need to verify your identity. You will be able to register from **1.30pm** on the day of the meeting.

If you have lodged an online vote, you are still entitled to attend the meeting. However, your attendance will cancel your online vote unless you instruct the Company or the registry otherwise.

## **HOW THE CHAIRMAN OF THE MEETING WILL VOTE UNDIRECTED PROXIES**

If a member entitled to vote appoints the Chairman of the Meeting as their proxy and the member does not direct the Chairman of the Meeting how to vote on Resolutions 2 and 3, the member may authorise the Chairman of the Meeting in respect of those Resolutions to exercise the proxy notwithstanding those items are connected directly or indirectly with the remuneration report of a member of the Company's key management personnel. Instructions are provided in the proxy form distributed with the notice of meeting.

Where the Chairman of the Meeting is appointed as a proxy for the member entitled to vote, the Chairman of the Meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions except for resolution 3 ("Spill" resolution). For Resolution 3 the Chairman will vote against the resolution.

If you appoint the Chairman of the Meeting as your proxy and you wish to vote differently to how the Chairman of the Meeting intends to vote on any of the items you must mark either of the boxes "For", "Against" or "Abstain" on the proxy form for the relevant Resolution.

The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2012. Their related parties are defined by the Corporations Act 2001, and include certain of their family members, dependants and companies they control.

## **NON-CHAIR DIRECTED PROXIES**

Non-chair proxy holders are required to cast all of their directed proxies on all resolutions as directed if they vote. If a nominated proxy does not vote, the proxy will automatically default to the Chair, who has a duty to vote all directed proxies (s250BB).

## **VOTING EXCLUSIONS**

There are no voting exclusions, other than the voting exclusion applicable to directors and other key management personnel of the Company and their related parties as provided by the Corporations Act on Resolutions 2 and 3.

## EXPLANATORY NOTES

These Explanatory Notes have been prepared for the Securityholders to provide information about the items of business to be considered at the Annual General Meeting of the Company to be held at 2.00pm on Thursday 22 November 2012.

**Sections 1 through 4** of these Explanatory Notes provides information relating to the Ordinary Business described in the Notice of Annual General Meeting, including Resolutions 1,2 and 3.

**Section 5** sets out the glossary of terms used in these Explanatory Notes.

The information contained in this explanatory notes is important and should be read carefully by all Securityholders.

### 1. FINANCIAL STATEMENTS AND REPORTS

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#### 1.1 Securityholder questions and comments

The Corporations Act requires that the financial report, directors' report, remuneration report and auditor's report for the Company for the year ended 30 June 2012 be laid before the meeting.

There is no requirement in the Corporations Act or the Company's Constitution for Securityholders to approve those reports.

The Chairman will allow a reasonable opportunity for Securityholders to ask questions or make comments about those reports and the business and operations of the Company.

Securityholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

#### 1.2 How to obtain a copy of the Annual Report 2012

Securityholders who completed an election form to receive the Company's Annual Report (including the Financial Report) will find a copy of the report enclosed with this notice of Annual general Meeting.

Securityholders who did not make an election to receive a hardcopy of the Annual Report (including the Financial report) are able to access an electronic version of the Company's 2012 Annual Report the NSX website Securityholders area ([http://www.nsx.com.au/shareholder\\_financials.asp](http://www.nsx.com.au/shareholder_financials.asp)).

Alternatively election forms to receive a free hard copy of the Company's Annual report (including the Financial Report) are available from the Share Registry or you may request a hard copy from the Company Secretary.

## 2. RE-ELECTION OF DIRECTOR

### 2.1 Resolution 1 - Re-election of Michael Cox as a Director

According to ASX listing rules 14.4 and 14.5 and NSX's constitution rule 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 whichever 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.

#### Information about Michael Cox

<b>Positions Held:</b>	Director
<b>Qualifications:</b>	BSc (USyd), LLB(UTS), Cert Acc, Dip Gem, Dip DT, FIPA, MAICD, FGAA
<b>Appointed:</b>	23 November 2009
<b>NSX Limited shares held:</b>	2,609 Fully paid ordinary shares 700,000 Partly paid shares paid to 1 cent

#### Experience:

Mr Cox had 10 years of experience in the securities industry prior to acting as corporate consultant and professional director. Mr Cox was formerly a director of other public companies including Benitec Ltd, Queensland Opals NL, Australian Environmental Resources NL and is a director of a number of private and public unlisted companies.

Mr Cox was CEO of the NSX at the time it listed on the ASX and merged with the Bendigo Stock Exchange (now called SIM Venture Securities Exchange). Mr Cox is a partner in Solidus Financial Services – public accountants.

### 2.2 What majority of votes is required for Resolution 1 to be passed?

An ordinary resolution is required for Resolution 1 to be passed. That is 50% or more of the votes counted either by a show of hands or in a poll.

### 2.3 Who can vote on Resolution 1?

Subject to the Constitution, all Securityholders can vote on Resolution 1. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy Form for that Resolution.

### 2.4 Directors' recommendation

The non-candidate Directors recommend that Securityholders vote in favour of Michael Cox's re-election as a Director of the Company.



### **3. REMUNERATION REPORT**

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#### **3.1 Resolution 2 – Adoption of the remuneration report**

Securityholders are required to vote on the remuneration report.

The remuneration report is contained within the director's report of the Annual Report, including the required presentation of the remuneration tables referred to in the report (pages 39 to 47) and set out in note 22 of the financial statements (pages 84 to 90). A summary table of requirements of Section 300A of the Corporations Act is also provided within the remuneration report.

The vote on this item is advisory only and does not bind the Directors or the Company. However the outcome of the vote and comments made by Securityholders on the Remuneration Report at the meeting will be taken under advisement by the Directors when formulating future remuneration policies.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Securityholders will be required to vote at the second of those AGMs on a resolution to (a "Spill" Resolution) that another meeting to be held within 90 days at which all the Company's Director's must present themselves for re-election

The Company encourages all Securityholders to cast their votes on this Resolution.

#### **3.2 First and Second Strikes**

The votes against the Remuneration Report cast at the AGM held on 17 November 2011 were 29%. This is considered a "First strike". If more than 25% of the votes cast are against Resolution 2 then this is considered a "Second Strike" and Resolution 3, the Spill Resolution, will be voted on. If less than 25% is cast against Resolution 2, then the Spill Resolution will not be voted upon. (Please refer to Resolution 3 for more information).

#### **3.3 Poll will be called**

Voting on this Resolution will be determined by a poll at the meeting rather than a show of hands. Securityholders and proxy holders attending the meeting will be provided with poll voting cards. Securityholders not attending the meeting may use the enclosed Proxy Form or vote online.

#### **3.4 What majority of votes is required for Resolution 2 to be passed?**

An ordinary resolution is required for Resolution 2 to be passed.

#### **3.5 Who can vote on Resolution 2 (Voting Exclusions)?**

Subject to the Constitution and Corporations Act, all Securityholders can vote on Resolution 2 except Key Management Personnel (KMP) and their closely related parties. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling activities of NSX, directly or indirectly, including any director (whether executive or otherwise) of the NSX.

Closely related parties are defined as the spouse or child of the KMP, a step child, a dependant of the KMP's family who may be expected to influence, or be influenced by the KMP in the dealings with the NSX and a company controlled by the KMP.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 2 by marking either “**For**”, “**Against**” or “**Abstain**” on the Proxy Form for that Resolution.

**3.6 Undirected proxies**

The Chairman of the meeting will exercise any undirected proxies for this resolution and any subsequent “spill” resolution where a Securityholder has expressly authorised the Chairman to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of a member of the KMP. Otherwise any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their related parties will not be voted on this Resolution.

**3.7 Directors' recommendation**

The Directors unanimously recommend that the Securityholders pass Resolution 2 to adopt the Remuneration Report.

**4. “SPILL” RESOLUTION**

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**4.1 Resolution 3 – Spill Resolution**

**This resolution is conditional on Resolution 2 being satisfied.**

If 25% or more of votes that are cast are voted **against** the adoption of the Remuneration Report at two consecutive AGMs, Securityholders will be required to vote at the second of those AGMs on a resolution to (a “Spill Resolution”) that another meeting to be held within 90 days at which all the Company’s Director’s must present themselves for re-election.

**If less than 25% is cast against Resolution 2, then the “Spill” Resolution 3 will not be voted upon.**

**4.2 Poll will be called**

Voting on this Resolution will be determined by a poll at the meeting rather than a show of hands. Securityholders and proxy holders attending the meeting will be provided with poll voting cards. Securityholders not attending the meeting may use the enclosed Proxy Form.

**4.3 What majority of votes is required for Resolution 3 to be passed?**

An ordinary resolution is required for Resolution 3 to be passed.

**4.4 Who can vote on Resolution 3?**

Subject to the Constitution and Corporations Act, all Securityholders can vote on Resolution 3. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 3 by marking either “**For**”, “**Against**” or “**Abstain**” on the Proxy Form for that Resolution.

**4.5 Undirected proxies**

Any undirected proxies held by the Chairman of the meeting will be voted **against** this Resolution.

**4.6 Directors' recommendation**

The Directors unanimously recommend that the Securityholders vote **against** Resolution 3.

**5. GLOSSARY**

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**\$ and cents** means an amount in Australian currency.

**Annual Report** means the Company's Annual financial report, directors' report, remuneration report and auditor's report for the financial year ended 30 June 2012.

**ASX** means ASX Limited ACN 008 624 691.

**Board** means the board of directors of the Company.

**Business Days** means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Sydney.

**Company** means NSX Limited ABN 33 089 447 058.

**Constitution** means the constitution of the Company at the date of these Explanatory Notes.

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

**Directors** means the directors of the Company.

**Explanatory Notes** means these Explanatory Notes.

**Member** means a Securityholder of the Company.

**Notice of Annual General Meeting** means the Notice of Annual General Meeting accompanying these Explanatory Notes.

**ordinary resolution** means a simple majority of those Securityholders present and entitled to vote either in person or by proxy at the meeting, either on a show of hands or on a poll if one is called in accordance with applicable requirements.

**Resolution** means a resolution in the Notice of Annual General Meeting which requires Securityholder approval.

**Share** means a fully paid ordinary share in the Company or an equivalent paid up value of a partly paid share.

**Securityholder** means any person holding Shares.

**FOR ALL ENQUIRIES CALL:**  
(within Australia) 1300 737 760 (outside Australia)  
+61 2 9290 9600

**FACSIMILE**  
+61 2 9290 9655

**ALL CORRESPONDENCE TO:**  
Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001  
Australia

**Your Address**  
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 2:00pm (AEST) TUESDAY 20th NOVEMBER 2012

## TO VOTE ONLINE

### Reference Number:

Please note it is important you keep this confidential



**STEP 1 : VISIT** [www.boardroomlimited.com.au/vote/nsxagm2012](http://www.boardroomlimited.com.au/vote/nsxagm2012)

**STEP 2: Enter your holding/Investment type**

**STEP 3: Enter your Reference Number and VAC:**

## TO VOTE BY COMPLETING THE PROXY FORM

### STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy  
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

### STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### STEP 3 Sign the Form

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders must sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

### STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **2:00pm on Thursday, 22<sup>nd</sup> November 2012**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxies may be lodged using the reply paid envelope or:**

**BY MAIL** - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

**BY FAX** - + 61 2 9290 9655

**IN PERSON** - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

### Vote online at:

**[www.boardroomlimited.com.au/vote/nsxagm2012](http://www.boardroomlimited.com.au/vote/nsxagm2012)**

**or turnover to complete the Form →**

### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**STEP 1 - Appointment of Proxy to Vote on Your Behalf**

I/We being a member/s of **NSX Limited** and entitled to attend and vote hereby appoint

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

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of NSX Limited to be held at the FEX Marketsite, Ground Floor, 7 Bridge Street, SYDNEY NSW 2000 on Thursday the 22nd November 2012 at 2:00pm** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 2 and 3 as they see fit (except where I/we have indicated a different voting intention below) even though Resolutions 2 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel.

*The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 3 where the Chairman of the meeting intends to vote undirected proxies against that Resolution.*

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 2 and 3 by marking the appropriate box in Step 2 below.

**STEP 2 - Voting directions to your Proxy – please mark  to indicate your directions**

ORDINARY BUSINESS		For	Against	Abstain*
Resolution 1	Re-election of Michael Cox as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business except for Resolution 3 where the Chairman will vote against this Resolution.

CONTINGENT BUSINESS		For	Against	Abstain*
Resolution 3	"Spill" resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 3 will only be considered at the meeting if the condition described in the Notice of Annual General Meeting is satisfied.

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies against Resolution 3.

\*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.

**STEP 3 - PLEASE SIGN HERE** This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

<b>Individual or Securityholder 1</b>	<b>Securityholder 2</b>	<b>Securityholder 3</b>

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name .....

Contact Daytime Telephone .....

Date / / 2012