

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

*This notice was originally lodged on 19 April 2016, and is re-lodged with additional information at the request of ASIC via their letter dated 14 July 2016*

To Company Name / Scheme NSX LIMITED

ACN/ARSN ACN 089 447 058

**1. Details of substantial holder <sup>(1)</sup>**

Name Sino Australia Holdings Company Limited

ACN/ARSN (if applicable) (CR 2287097) (Incorporated in Hong Kong)

The holder became a substantial holder on 15 / 04 / 2016

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate <sup>(2)</sup> had a relevant interest <sup>(3)</sup> in on the date the substantial holder became a substantial holder are as follows:

Class of securities <sup>(4)</sup>	Number of securities	Person's votes <sup>(5)</sup>	Voting power <sup>(6)</sup>
Ordinary Shares	17,509,577	17,509,577	11.838%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest <sup>(7)</sup>	Class and number of securities
Sino Australia Holdings Company Limited	Registered shareholder upon completion of an off-market purchase of shares pursuant to an arrangement documented in <i>NSX Shares – Purchase Intent Confirmation and Certification</i> dated 18 February 2016, a copy which is attached to this notice	Ordinary Shares / 17,509,577
LI Jiaying	Being person having voting power of greater than 20% in Sino Australia Holdings Company Limited	As above
CHEN Hui	Being person having voting power of greater than 20% in Sino Australia Holdings Company Limited	As above

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder <sup>(8)</sup>	Class and number of securities
Sino Australia Holdings Company Limited	Sino Australia Holdings Company Limited	None	Ordinary Shares / 17,509,577
LI Jiaying			
CHEN Hui			

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration <sup>(9)</sup>		Class and number of securities
		Cash	Non-cash	
Sino Australia Holdings Company Limited	15 / 04 / 2016	US\$0.25	-	Ordinary Shares / 17,509,577
LI Jiaying	As above	As above	As above	As above
CHEN Hui	As above	As above	As above	As above

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

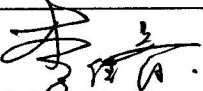
Name and ACN/ARSN (if applicable)	Nature of association
None	Not applicable

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Sino Australia Holdings Company Limited	Unit C 15/F, Wah Hen Comm. Centre 381-383 Hennessy Road Causeway Bay Hong Kong
LI Jiaying	Room 501, No. 211 Wanshui East Road 141 Nong Hongkou District, Shanghai China
CHEN Hui	24 <sup>th</sup> Floor, Block C, No. 55 Zhongshan West Road 800 Nong Changning District, Shanghai China

**Signature**

print name	LI Jiaying	capacity	Director
sign here		date	19 / 07 / 2016

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - ( any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any a document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, ) scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - ( any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the b securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
 See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

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## **NSX Shares - Purchase Intent Confirmation and Certification**

**FEX Equity Markets Pty Ltd**

**Financial & Energy Exchange Limited**

**Vitron Werkbund Sud Australasia Pty Ltd**

**DG International Co., Limited**

**Sino Australia Holding Company Limited**

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Baker & McKenzie

ABN 32 266 778 912

AMP Centre  
Level 27  
50 Bridge Street  
Sydney NSW 2000  
Australia

[www.bakermckenzie.com](http://www.bakermckenzie.com)



**Title** NSX Shares - Purchase Intent Confirmation and Certification

**Date** 18 February 2016

**Parties** **FEX Equity Markets Pty Ltd** (ABN 98 150 665 044) of Level 1, 7 Bridge Street Sydney NSW 2000 (**FEXEM**)

**Financial & Energy Exchange Limited** (ABN 20 122 086 284) of Level 1, 7 Bridge Street Sydney NSW 2000 (**FEXL**)

**Vitron Werkbund Sud Australasia Pty Ltd** (ABN 62 119 358 468) of Level 1, 7 Bridge Street Sydney NSW 2000 (**Vitron**)

(collectively, the **Seller**);

**DG International Co., Ltd** (CR 1921095 , of Room 1611B , 16/F , Ho King Commercial Centre, 2-16 Fa Yuen St, Mongkok, Kowloon, Hong Kong (**Lead Manager**); and

**Sino Australia Holding Company Ltd** (CR 2287097), of Unit C, 15/F, Wah Hen Commercial Centre, 381-383 Hennessy Rd, Causeway Bay, Hong Kong (**Purchaser**)

## Recitals

- A The Seller holds an aggregate of 74,040,958 fully paid ordinary shares in NSX Limited ACN 089 447 058 (**Company**) (the **Block Trade Shares** as more specifically set out in Schedule 1.
- B The Purchaser wishes to acquire the Specific Sale Shares specified in Schedule 1.
- C The Lead Manager has been mandated to arrange for other unconnected purchasers (the **DG Places**) to offer to purchase in aggregate the balance of the Block Trade Shares.

## Operative provisions

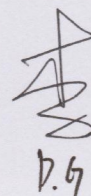
### 1. Sale of shares

#### Terms of sale of the Specific Sale Shares

- 1.1 The Purchaser confirms that it wishes to buy the Specific Sale Shares at a price of USD \$0.25 per Share (**Sale Price**).

#### Effecting of sales of the Specific Sale Shares and completion

- 1.2 In order to complete the purchase the Purchaser must:
- (a) make payment by the Purchaser to the Seller (or as the Seller directs) of an amount in immediately available funds equal to the Sale Price multiplied by the number of Specific Sale Shares the subject of the sale to the following designated account



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Account Name: Baker & McKenzie Trust Account

Account Address: #

Account Number: #

Bank Name: #

Bank Address: #

Bank Swift Code: #

Bank BSB No: #

- (b) executer an agreement with the Seller in terms acceptable to the Seller.

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## 2. Confirmation

### Confirmation

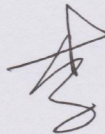
The Purchaser confirms that:

- (a) The proposed purchase is in compliance with all applicable laws in any jurisdiction, including the *Corporations Act 2001* (Cth) (**Corporations Act**), the *Foreign Acquisitions and Takeovers Act 1974* (Cth) (**FATA**) and the *Competition and Consumer Act 2010* (Cth).
- (b) The Purchaser is a person to whom an offer for the sale of securities may lawfully be made, and with whom the proposed purchase may be agreed and completed, without requiring the preparation, delivery, lodgement or filing of any prospectus or other disclosure document or any other lodgement, registration or filing with, or approval by, a government agency (whether under Chapter 6D of the Corporations Act or otherwise).
- (c) The Purchaser does not have a relevant interest in any NSX Shares (other than those the subject of the Sale).
- (d) The Purchaser is not an associate of any person who currently has, or who proposes to acquire, a relevant interest in any NSX Shares or any voting power in the Company (other than, in either case, as a result of the Sale).
- (e) The proposed purchase is not of a kind requiring notification or approval under the FATA or related policy.

- 2.1 In this document, the terms **associate** and **relevant interest** have the same meaning as set out in the Corporations Act.

### Execution

**Executed as an agreement.**



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Signed by

**FEX Equity Markets Pty Ltd**

in accordance with section 127 of the  
*Corporations Act 2001* by a director and  
secretary/director:

\_\_\_\_\_  
Signature of director

\_\_\_\_\_  
Signature of director/secretary

\_\_\_\_\_  
Name of director (please print)

\_\_\_\_\_  
Name of director/secretary (please print)

Signed by

**Financial & Energy Exchange Limited**

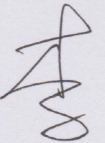
in accordance with section 127 of the  
*Corporations Act 2001* by a director and  
secretary/director:

\_\_\_\_\_  
Signature of director

\_\_\_\_\_  
Signature of director/secretary

\_\_\_\_\_  
Name of director (please print)

\_\_\_\_\_  
Name of director/secretary (please print)



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**Signed by**

**Vitron Werkbund Sud Australasia Pty Ltd**

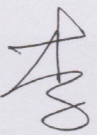
in accordance with section 127 of the  
*Corporations Act 2001* by a director and  
secretary/director:

\_\_\_\_\_  
Signature of director

\_\_\_\_\_  
Signature of director/secretary

\_\_\_\_\_  
Name of director (please print)

\_\_\_\_\_  
Name of director/secretary (please print)



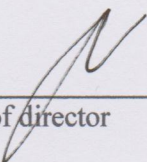
D.G



Signed by

**DG International Co., Limited**

in accordance with section 127 of the  
*Corporations Act 2001* by a director and  
secretary/director:

  
\_\_\_\_\_  
Signature of director

\_\_\_\_\_  
Signature of director/secretary

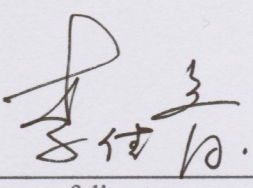
DAVID GU  
\_\_\_\_\_  
Name of director (please print)

\_\_\_\_\_  
Name of director/secretary (please print)

Signed by

**Sino Australia Holding Company  
Limited**


in accordance with section 127 of the  
*Corporations Act 2001* by a director and  
secretary/director:

  
\_\_\_\_\_  
Signature of director

\_\_\_\_\_  
Signature of director/secretary

Lijia Yin  
\_\_\_\_\_  
Name of director (please print)

\_\_\_\_\_  
Name of director/secretary (please print)



DG



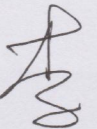
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**Schedule 1**

**Sellers**

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<b>Holder</b>	<b>Number of Block Sale Shares</b>	<b>Number of Specific Sale Shares</b>
FEX Equity Markets Pty Ltd	42,506,055	20,000,000
Financial & Energy Exchange Limited	17,360,945	Nil
Vitron Werkbund Sud Australasia Pty Ltd	14,173,348	Nil
<b>Total</b>	<b>74,040,958</b>	<b>20,000,000</b>



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