



LW/PG
& PARTNERS

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To:	Company Announcements	From:	Bill Lee
Fax No.	1300 135 638		LWPG & Partners
Company:	ASX	Date:	Thursday, 28 November 2019
Copy:	Mr Scott Francis Evans Company Secretary NSX LIMITED scott.evans@nsx.com.au	Pages:	8 (incl this page)
Subject:	Form 603 – Notice of Initial Substantial Holder		

NOTICE OF INITIAL SUBSTANTIAL HOLDER

United Capitals Limited, a company incorporated in Hong Kong with company registration number 2310085, lodges the **attached Form 603** as well as a copy of a fully signed *Confirmation of Share Sale and Purchase* in relation to NSX Limited.

Yours sincerely,

LWPG & Partners

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme NSX LIMITED

ACN/ARSN ACN 089 447 058

1. Details of substantial holder (1)

Name UNITED CAPITALS LIMITED

ACN/ARSN (if applicable) (CR2310085) (COMPANY INCORPORATED IN HONG KONG)

The holder became a substantial holder on 27/NOV/2019

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 (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
FULLY PAID ORDINARY SHARES	21,949,145	21,949,145	11.9%

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 (7)	Class and number of securities
UNITED CAPITALS LIMITED	Registered shareholder upon completion of an off-market purchase of shares pursuant to an arrangement document in <i>Confirmation of Share Sale and Purchase</i> dated 27 November 2019, a copy of which is attached to this Notice	FULLY PAID ORDINARY SHARES / 21,949,145
LAM, KIN TUNG	Being person having voting power of greater than 20% in United Capitals 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 (8)	Class and number of securities
UNITED CAPITALS LIMITED	UNITED CAPITALS LIMITED	NONE	FULLY PAID ORDINARY SHARES / 21,949,145
LAM, KIN TUNG	UNITED CAPITALS LIMITED	NONE	FULLY PAID ORDINARY SHARES / 21,949,145

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 (9)		Class and number of securities
		Cash	Non-cash	
UNITED CAPITALS LIMITED	27/NOV/2019	NON-CASH, PAID IN CRYPTOCURRENCY TOKEN - GLOS		FULLY PAID ORDINARY SHARES / 21,949,145
LAM, KIN TUNG	27/NOV/2019	NON-CASH, PAID IN CRYPTOCURRENCY TOKEN - GLOS		FULLY PAID ORDINARY SHARES / 21,949,145

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15 July 2001

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
UNITED CAPITALS LIMITED	Room 8, 3/F, SOLO, 83 Bedford Road, Tai Kok Tsui, Kowloon, Hong Kong
[LAM, KIN TUNG]	AS ABOVE

Signature

print name LAM, KIN TUNG

capacity DIRECTOR

sign here



date 27/11/2019

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:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any 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
 - (b) 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 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.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 603.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
 - (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
- 7 sign and date the annexure.

The annexure must be signed by the same person(s) who signed the form.



LWPG
& PARTNERS

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**Suntech Investments International Limited & United Capitals
Limited**

Confirmation of Share Sale and Purchase

With Respect to Ordinary Shares in NSX Limited (ACN 089 447
058)

Title Confirmation of Share Sale and Purchase

Subject 21,949,145 fully paid ordinary shares in NSX

Date 27 November 2019

Parties **Suntech Investments International Limited**
a private company limited by shares registered in Hong Kong with registration number 1644115, with registration address located at Room 32, 11/F, Lee Ka Industrial Building, 8 Ng Fong Street, San Po Kong, Kowloon, Hong Kong (the **Seller**); and
United Capitals Limited
a private company limited by shares registered in Hong Kong with registration number 2310085, with registration address located at Room 8, 3/F, SOLO, 83 Bedford Road, Tai Kok Tsui, Kowloon, Hong Kong (the **Purchaser**)

Recitals

- A. The Seller holds an aggregate of 21,949,145 fully paid ordinary shares (**Sale Shares**) in NSX Limited ABN 33 089 447 058 (ASX: NSX) (**NSX**).
- B. The Purchaser is willing to acquire the Sale Shares from the Seller.
- C. The Seller is willing to sell to the Purchaser the Sale Shares.

Operative provisions

1. Sale and Purchase of Sale Shares

Terms of sale of the Specific Sale Shares

- 1.1 The Purchaser confirms that it wishes to buy the Sale Shares for a total consideration of **38,449,679.83 GLOS**, a cryptocurrency token, (**Purchase Cryptocurrency**) which is traded and valued at **USD \$2,236,617.87** on the date of this document, and therefore in other words the Sale Shares is sold at a price of **USD \$0.1019**, approximately equal to **AUD \$0.15**, per Share (**Sale Price**).

Effecting the sales of the Sale Shares and completion

- 1.2 In order to complete the sale, the Seller must:
 - (a) execute a Boardroom Off Market Share Transfer form

- (b) execute a share purchase agreement with the Purchaser in terms mutually acceptable to both parties.
- 1.3 In order to complete the purchase, the Purchaser must:
 - (a) remit the Purchase Cryptocurrency into a cryptocurrency wallet designated by the Seller; and
 - (b) execute a share purchase agreement with the Seller in terms mutually acceptable to both parties.

2. Confirmation

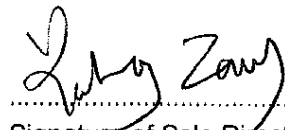
Confirmation

- 2.1 The Seller and the Purchaser mutually confirm that:
 - (a) The sale and purchase of the Sale Shares 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 sale and purchase of the Sale Share does not require notification or approval under the FATA or related policy;
 - (c) The Seller and the Purchaser are not associated with each other; and
 - (d) Subject to all relevant and applicable laws, the settlement of Sale Shares will take place once the obligations under clauses 1.2 and 1.3 are fulfilled by both parties and NSX's share registry Boardroom Pty Limited has duly recorded and transferred the Sale Shares from the Seller to the Purchaser.
- 2.2 The Purchaser confirms that
 - (a) The Purchaser does not have a relevant interest in any NSX shares (other than the Sale Shares).

Execution

IN WITNESS of which this document has been executed and delivered as a deed on the date which first appears above.

EXECUTED and DELIVERED as a
DEED and the COMMON SEAL of
SUNTECH INVESTMENTS
INTERNATIONAL LIMITED (尚德國
際投資有限公司) was affixed in the
presence of Mr ZENG, YALONG (it
sole director) in the presence of a
witness:



Signature of Sole Director
Mr ZENG, YALONG



Signature of Witness:

Name of Witness: Lam Fung

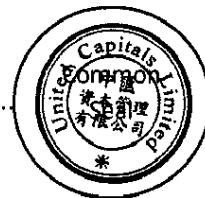
Occupation of Witness: Marketing

Address of Witness: Room 8, 3/F, SOLO, 83 Bedford Road
Tai Kok Tsui, Kowloon, Hong Kong

EXECUTED and DELIVERED as a
DEED and the COMMON SEAL of
UNITED CAPITALS LIMITED (中匯
資本管理有限公司) was affixed in the
presence of Mr LAM, KIN TUNG (it
sole director) in the presence of a
witness:



Signature of Sole Director
Mr LAM, KIN TUNG



Signature of Witness:

Name of Witness: Lam Fung

Occupation of Witness: Marketing

Address of Witness: Room 8, 3/F, SOLO, 83 Bedford Road
Tai Kok Tsui, Kowloon, Hong Kong