

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of Central Exchange Limited A.B.N. 77 000 742 843 ("**Company**") will be held at The Forrest Centre Conference Suites, Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia at 10:00 am on Friday, 28 November 2003.

## AGENDA

### ORDINARY BUSINESS

#### 1. Annual Report

To consider and receive the 2003 Directors' Report, Financial Statements and Audit Report of the Company.

#### 2. Resolution 1 - Re-Election of Victor Poh Hong Ho as Director

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

*"That Mr Victor Poh Hong Ho, having been appointed since the last Annual General Meeting of the Company and having retired pursuant to the Constitution of the Company, being eligible, be re-elected as a Director of the Company."*

#### 3. Resolution 2 - Re-Election of William Matthew Johnson as Director

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

*"That Mr William Matthew Johnson, having been appointed since the last Annual General Meeting of the Company and having retired pursuant to the Constitution of the Company, being eligible, be re-elected as a Director of the Company."*

#### 4. Resolution 3 - Re-Election of Yaqoob Khan as Director

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

*"That Mr Yaqoob Khan, having retired pursuant to the Constitution of the Company, being eligible, be re-elected as a Director of the Company."*

#### 5. Resolution 4 - Adoption of New Constitution

To consider, and if thought fit, to pass the following resolution as a **special resolution**:

*"That, for the purposes of sections 136 and 648G of the Corporations Act 2001 and for all other purposes, the Company approve and adopt the constitution tabled at this meeting and signed by the Chairman for the purpose of identification as the constitution of the Company in substitution for, and to the exclusion of, the existing constitution of the Company."*

DATED THIS 27<sup>th</sup> DAY OF OCTOBER 2003

BY ORDER OF THE BOARD



VICTOR HO  
COMPANY SECRETARY

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

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## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist shareholders of the Company in understanding the business to be put to shareholders for their consideration at the Annual General Meeting (AGM) of the Company

### ORDINARY RESOLUTIONS 1, 2, 3 - RE-ELECTION OF DIRECTORS

The Company's Constitution requires Directors who are appointed during the year to retire at the first AGM held after their appointment. Retiring Directors are eligible for re-election.

Mr Victor Ho was appointed on 4 July 2003 and Mr William Johnson was appointed on 28 February 2003. Accordingly, each of Messrs Ho and Johnson are required to resign in accordance with the Company's Constitution. Each of Messrs Ho and Johnson, being eligible, offer themselves for re-election as Directors of the Company.

The Company's Constitution also requires one third of the Directors (or if that is not a whole number, the whole number nearest to one third) to retire at each AGM. This rule does not apply to the Managing Director.

The Director(s) who retire under this rule are those who have held office the longest since last being elected or appointed. If two or more Directors have been in office for the same period, those Directors may agree which of them will retire.

Mr Yaqoob Khan retires at the AGM under this rule. However, being eligible, Mr Khan has offered himself for re-election as a Director of the Company. Mr Khan has been a Non-Executive Director of the Company since 5 November 1999.

Profiles of each of the candidates for re-election as Directors are set out in the Company's 2003 Annual Report.

### SPECIAL RESOLUTION 4 - ADOPTION OF NEW CONSTITUTION

#### 1. Background

The Directors propose that a new constitution be adopted by the Company which is consistent with changes to the law introduced by the Corporate Law Economic Reform Program Act 1999 (Cth), the Corporations Act 2001 (Cth) and the Australian Stock Exchange Listing Rules.

One of the rules of the new constitution is rule 164, which contains a proportional takeover approval provision which is not present in the current constitution of the Company.

In accordance with sub-section 648G(5) of the Corporations Act 2001, which requires the provision of certain information in relation to constitutions that contain proportional takeover approval provisions, the following information is provided to shareholders.

If the new constitution (including rule 164) is adopted and a proportional takeover bid is subsequently made for a class of shares in the Company, the Directors will be required to convene

a general meeting of shareholders in that class to vote on a resolution to approve the proportional takeover bid. The resolution must be voted on a day that is at least 15 days before the end of the period during which the offers under the takeover bid remain open. The bidder and any associates will be excluded from voting.

If the resolution is rejected, then the offer will be deemed to be withdrawn and a person who has accepted an offer made under the takeover bid is entitled to rescind the contract (if any) resulting from acceptance.

If no resolution is voted on at least 15 days before the close of the offer then a resolution to approve the bid will be deemed to have been voted on and passed in accordance with rule 164.

In accordance with section 648G of the Corporations Act 2001 and rule 164.9 of the Company's new constitution, rule 164 will cease to have effect on the third anniversary of the date of its adoption or of its most recent renewal.

The Corporations Act 2001 permits the inclusion and renewal of takeover provisions in the Company's constitution. .

At the date of this notice, save as otherwise disclosed in this notice, none of the Directors are aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Rule 164 will enable the Directors to be guided by the views of shareholders on any proportional takeover bid. Apart from this, there is no specific advantage or disadvantage for Directors, in their capacity as Directors, for inserting rule 164.

Rule 164 will ensure that all shareholders will have the opportunity to consider a proportional takeover bid and vote on whether it should be permitted to proceed. This should ensure that the terms of any future proportional bids are structured to be attractive to a majority of independent shareholders.

A copy of the new constitution can be inspected free of charge at the Company's registered office. In addition, any shareholder who wishes to review the proposed new constitution (and who makes a written request to the Company Secretary) prior to the AGM will be sent a copy, free of charge.

## **2. Section 136 Corporations Act**

Pursuant to section 136 of the Corporations Act 2001, a company may adopt, modify or repeal its constitution by passing a special resolution. A special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution and present in person or by proxy at the AGM.

The adoption of the new constitution will only take effect from the date on which the shareholders pass this resolution.

## TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

### Venue

The Annual General Meeting of the shareholders of Central Exchange Limited will be held at:

The Forrest Centre Conference Suites                      commencing    10:00 am  
Level 14, The Forrest Centre    Friday, 28 November 2003  
221 St Georges Terrace  
Perth, Western Australia

### How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

### Voting in Person

To vote in person, attend the meeting on the date and at the place set out above.

### Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- send the proxy by facsimile to the Company on facsimile number (08) 9322 1515; or
- deliver to the registered office of the Company at Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000.

so that it is received **not later than 10:00 am on Wednesday, 26 November 2003.**

**Your proxy form is enclosed.**

### Snapshot Date

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the AGM.

The snapshot date is **5:00pm on Wednesday, 26 November 2003.**

### Bodies corporate

A body corporate may appoint an individual as its authorised corporate representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. A properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the AGM. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.

### Powers of Attorney

A person appearing as Power of Attorney for a shareholder should produce a properly executed original (or certified copy) of an appropriate Power of Attorney for admission to the AGM. Previously lodged Powers of Attorney will be disregarded by the Company.

# PROXY FORM

## Annual General Meeting

Central Exchange Limited  
A.B.N. 77 000 742 843

COMPLETE AND RETURN TO:  
The Company Secretary  
Central Exchange Limited  
Level 14, The Forrest Centre  
221 St Georges Terrace  
Perth Western Australia 6000  
Facsimile: +61 8 9322 1515

### Appointment of Proxy

I/We being a member/s of Central Exchange Limited and entitled to attend and vote hereby 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 the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting 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) at the Annual General Meeting of Central Exchange Limited to be held at The Forrest Centre Conference Suites, Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia at **10:00 am on Friday, 28 November 2003** and at any adjournment of such Annual General Meeting.

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 in favour of all resolutions.

### Voting directions to your proxy - please mark to indicate your directions

RESOLUTIONS	For	Against	Abstain*
1. Re-Election of Victor Ho as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-Election of William Johnson as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-Election of Yaqoob Khan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Adoption of New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If to proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

\* 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.

Individual or Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

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Contact Name	Contact Daytime Telephone	Date
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Email		
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Please contact us at [info@centralexchange.com.au](mailto:info@centralexchange.com.au) to join our email distribution list to receive the Company's latest ASX Market Announcements, Reports and Press Releases

## INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Completion of a proxy form will not prevent individual shareholders from attending the AGM in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the AGM.
2. 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.
3. A proxy need not be a shareholder of the Company.
4. 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.
5. 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.
6. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or certified copy) of an appropriate Power of Attorney should be produced for admission to the Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

### 7. **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.

### 8. **Lodgment 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 **10:00am on Wednesday, 26 November 2003** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

#### **Proxy Forms may be lodged:**

- by posting, delivery or facsimile to the address below:

Central Exchange Limited  
Level 14, The Forrest Centre  
221 St Georges Terrace  
Perth Western Australia 6000

**Facsimile: +61 8 9322 1515**