

# Change to company details

Sections A, B or C may be lodged independently with this signed cover page to notify ASIC of:

- A1 Change of address
- A2 Change of name - officeholders or members
- A3 Change - ultimate holding company
- B1 Cease company officeholder
- B2 Appoint company officeholder
- B3 Special purpose company
- C1 Cancellation of shares
- C2 Issue of shares
- C3 Change to share structure
- C4 Changes to the register of members

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

## Company details

Refer to guide for information about corporate key

Company name	CENTRAL EXCHANGE LIMITED	
ACN/ABN	000 742 843	Corporate key

## Lodgement details

<b>Who should ASIC contact if there is a query about this form?</b>	
Name	
VICTOR HO	
ASIC registered agent number (if applicable)	
Telephone number	
08 9214 9797	
Postal address	
LEVEL 14, THE FORREST CENTRE	
221 ST GEORGES TERRACE, PERTH WA 6000	
Total number of pages including this cover sheet	Please provide an estimate of the time taken to complete this form.
3	00 hrs 15 mins

## Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.

Name	
VICTOR HO	
Capacity	
<input type="checkbox"/> Director	
<input checked="" type="checkbox"/> Company secretary	
Signature	
Date signed	
06 / 07 / 05	
[D] [M] [Y]	

## Lodgement

Send completed and signed forms to:  
Australian Securities and Investments Commission,  
PO Box 4000, Gippsland Mail Centre VIC 3841.

Or lodge the form electronically by visiting the ASIC website  
[www.asic.gov.au](http://www.asic.gov.au)

**For help or more information**  
Telephone 03 5177 3988  
Email [info.enquiries@asic.gov.au](mailto:info.enquiries@asic.gov.au)  
Web [www.asic.gov.au](http://www.asic.gov.au)

## Section C completion guide

### Standard share codes

Refer to the following table for the share class codes for sections C1, C2, C3 and C4

Share class code	Full title	Share class code	Full title
A	A	PRF	preference
B	B ...etc	CUMP	cumulative preference
EMP	employee's	NCP	non-cumulative preference
FOU	founder's	REDP	redeemable preference
LG	life governor's	NRP	non-redeemable preference
MAN	management	CRP	cumulative redeemable preference
ORD	ordinary	NCRP	non-cumulative redeemable preference
RED	redeemable	PARP	participative preference
SPE	special		

If you are using the standard share class codes you do not need to provide the full title for the shares, just the share class code.

If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

### Sections to complete

Use the table below to identify the sections of this form to complete (please indicate the sections that have been completed). Completion of this table is optional.

	C1 - Cancellation of shares	C2 - Issue of shares	C3 - Change to share structure table	C4 - Change to members register
<b>Issue of shares</b>				
<input type="checkbox"/> Proprietary company	Not required	✓	✓	✓
Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	✓	✓	✓
<input checked="" type="checkbox"/> if not in response to the Annual company statement	Not required	✓	Not required	Not required
<b>Cancellation of shares</b>				
<input type="checkbox"/> Proprietary company	✓	Not required	✓	✓
Public company				
<input type="checkbox"/> if in response to the Annual company statement	✓	Not required	✓	✓
<input type="checkbox"/> if not in response to the Annual company statement	✓	Not required	Not required	Not required
<b>Transfer of shares</b>				
<input type="checkbox"/> Proprietary company	Not required	Not required	Not required	✓
Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	Not required	Not required	✓
<input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	Not required
<b>Changes to amounts paid</b>				
<input type="checkbox"/> Proprietary company	Not required	Not required	✓	✓
Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	Not required	✓	✓
<input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	Not required
<b>Changes to beneficial ownership</b>				
<input type="checkbox"/> Proprietary company	Not required	Not required	Not required	✓
Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	Not required	Not required	✓
<input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	Not required

To notify ASIC about a division or conversion of a class of shares, you must lodge a form 211 within 28 days of the change occurring.

To notify ASIC about a conversion of shares into larger or smaller numbers, you must lodge a form 2205B within 28 days of the change occurring.

## C2 Issue of shares

List details of new share issues in the following table.

Share class code	Number of shares issued	Amount paid per share	Amount unpaid per share
ORD	453,659	\$469,219.50	\$nil
ORD	359,151	\$371,469.88	\$nil
ORD	1,002,233	\$1,036,609.59	\$nil

### Earliest date of change

Please indicate the earliest date that any of the above changes occurred

3 0 / 0 6 / 0 5

[D D] [M M] [Y Y]

If shares were issued for other than cash, were some or all of the shares issued under a written contract?

Yes

if yes, proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.

No

if no, proprietary companies are not required to provide any further documents with this form. Public companies must also lodge a Form 208.

## C3 Change to share structure

Where a change to the share structure table has occurred (eg. as a result of the issue or cancellation of shares), please show the updated details for the share classes affected. Details of share classes not affected by the change are not required here.

Share class code	Full title if not standard	Total number of shares (current after changes)	Total amount paid on these shares	Total amount unpaid on these shares
ORD	FULLY PAID ORDINARY SHARES	17,814,389	\$30136027.07	NIL
			(FULLY PAID)	

### Earliest date of change

Please indicate the earliest date that any of the above changes occurred

3 0 / 0 6 / 0 5

[D D] [M M] [Y Y]

## Lodgement details

Is this document being lodged to update the Annual Company Statement that was sent to you?

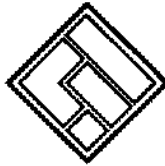
Yes

No

ASIC registered agent number \_\_\_\_\_  
**lodging party or agent name** VICTOR HO  
 office, level, building name or PO Box no. LEVEL 14, THE FORREST CENTRE  
 street number & name 221 ST GEORGES TERRACE  
 suburb/city PERTH state/territory WA postcode 6000  
 telephone ( 08 ) 9214 9797  
 facsimile ( 08 ) 9322 151  
 DX number \_\_\_\_\_ suburb/city \_\_\_\_\_

**A BARCODE IS NOT  
REQUIRED ON THIS  
DOCUMENT**

	ASS CASH	<input type="checkbox"/>	REQ-A REQ-P	<input type="checkbox"/>
	PROC.	<input type="checkbox"/>		<input type="checkbox"/>



**Australian Securities & Investments Commission**

Certification of  
**compliance with stamp duty law**

form **207Z**  
 Corporations Act 2001  
 117(2), 163(3), 254X(2), 601BC(2)

company name CENTRAL EXCHANGE LIMITED  
 A.C.N. 000 742 843

**Details of the contract for the issue of shares**

date of contract (d/m/y) / /

name(s) of contracting parties

REFER ANNEXURE "A"

details of the shares issued, or deemed to have been issued under the contract

number and class ORD - 453,659

number and class ORD - 359,151

number and class ORD - 1,002,233

**Certification**

*I certify that the contract for the issue of shares has been duly stamped, if so required and as required by any law of the Australian Capital Territory, New South Wales, the Northern Territory, Queensland, South Australia, Tasmania, Victoria and Western Australia relating to stamp duty on any such document.*

**Signature**

I certify that the information in this form is true and complete.

print name VICTOR HO capacity SECRETARY

sign here date 6 / 7 / 2005

Small Business (less than 20 employees), please provide an estimate of the time taken to complete this form

**Include**

The time actually spent reading the instructions, working on the question and obtaining the information  
 The time spent by all employees in collecting and providing this information

hrs mins

*This is Annexure A of one page referred to in ASIC Form 207Z (Certification of Compliance With Stamp Duty Law) signed by me and dated 6 July 2005*

## **DETAILS OF THE CONTRACTS FOR THE ISSUE OF SHARES**

### **1. ISSUE OF 453,659 ORDINARY SHARES**

**Date Of Contract:** Option Deed dated 2 May 2005; Deed of Variation dated 30 May 2005

**Parties To The Contract:** Central Exchange Limited A.C.N. 000 742 843 (CXL) and SOF Limited A.C.N. 087 482 602 (SOF)

### **2. ISSUE OF 359,151 ORDINARY SHARES**

**Date Of Contract:** First Tranche BEL Share Sale Agreement dated 30 May 2005

**Parties To The Contract:** Central Exchange Limited A.C.N. 000 742 843 (CXL) and SOF Limited A.C.N. 087 482 602 (SOF)

### **3. ISSUE OF 1,002,233 ORDINARY SHARES**

**Date Of Contract:** Second Tranche BEL Share Sale Agreement dated 30 May 2005

**Parties To The Contract:** Central Exchange Limited A.C.N. 000 742 843 (CXL) and SOF Limited A.C.N. 087 482 602 (SOF)



.....  
Victor Ho  
Company Secretary, Central Exchange Limited A.C.N. 000 742 843

6 July 2005

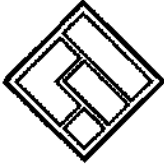
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ASIC registered agent number

**lodging party or agent name** VICTOR HO  
 office, level, building name or PO Box no. LEVEL 14, THE FORREST CENTRE  
 street number & name 221 ST GEORGES TERRACE  
 suburb/city PERTH state/territory WA postcode 6000  
 telephone (08) 9214 9797  
 facsimile (08) 9322 1515  
 DX number suburb/city

**A BARCODE IS NOT  
REQUIRED ON THIS  
DOCUMENT**

ASS.  REG-A   
 CASH.  REG-P   
 PROC.



Australian Securities &amp; Investments Commission

Notification of

**details of shares issued other than for cash**form **208**Corporations Act 2001  
117(2), 163(3), 254X(1), 601BC(2)

company name CENTRAL EXCHANGE LIMITED  
 A.C.N. 000 742 843

**Details of the shares issued**

class code	total number of shares issued	date of issue (d/m/y)
ORD	453,659	30 JUNE 2005

class code	total number of shares issued	date of issue (d/m/y)
ORD	359,151	30 JUNE 2005

class code	total number of shares issued	date of issue (d/m/y)
ORD	1,002,233	1 JULY 2005

**Details of the issue**

(Tick the boxes which apply and fill in the details required.)

 The issue was made under a contract not reduced to writing.

date of the contract (d/m/y) / /

parties to the contract

nature of the contract

 The issue was made under written contract.

date of the contract (d/m/y) / /

parties to the contract REFER ANNEXURE "A"

nature of the contract

 The issue was made under a provision in the company's constitution / replaceable rules.relevant clauses in constitution  
and/or replaceable rules

- The issue was made in satisfaction of a dividend declared in favour of, but not payable in cash to the shareholders. or  The issue was made by using an account or reserve to pay up, or partly pay up, unissued shares to which the shareholders have become entitled.

date of relevant resolution or authority (d/m/y) / /

summary of the provisions of the relevant resolution or other authority

- The issue was made in satisfaction or part satisfaction of the purchase price of property.

details of the property:

amount paid in cash	\$
amount deemed as paid in shares issued	\$
amount of debt released or liabilities assumed (including mortgages on the property)	\$
<b>TOTAL purchase price</b>	<b>\$</b>

- The issue was made in consideration of services rendered or any other consideration not mentioned above.

details:

Signature

I certify that the information in this form is true and complete.

print name VICTOR HO, SECRETARY, 6 JULY 2005 capacity

sign here



Small Business (less than 20 employees), please provide an estimate of the time taken to complete this form

**Include**

- The time actually spent reading the instructions, working on the question and obtaining the information
- The time spent by all employees in collecting and providing this information

0 hrs 15 mins

## **DETAILS OF WRITTEN CONTRACTS FOR THE ISSUE OF SHARE SOTHER THAN FOR CASH**

### **1. ISSUE OF 453,659 ORDINARY SHARES**

**Date Of Contract:** Option Deed dated 2 May 2005; Deed of Variation dated 30 May 2005

**Parties To The Contract:** Central Exchange Limited A.C.N. 000 742 843 (CXL) and SOF Limited A.C.N. 087 482 602 (SOF)

**Nature Of The Contract:**

On 2 May 2005, SOF entered into the Option Deed with CXL where SOF granted an option to CXL for CXL to acquire 3,167,152 SCB shares held by SOF for a consideration per share equal to the last reported NTA backing value of SCB per share with the total consideration to be paid by the issue of new CXL shares priced at CXL's last reported NTA backing. The option exercise period was due to expire at 5:00pm (Perth time) on 2 August 2005. The Option Deed was also subject to compliance with the Corporations Act and ASX Listing Rules.

On 30 May 2005, SOF and CXL entered into a deed of variation to the Option Deed whereby the purchase consideration was amended to be a consideration per share equal to the last reported NTA (post tax) backing value of SCB per share with the total consideration to be paid by \$200,000 cash and the issue of new CXL shares priced at CXL's last reported NTA (post tax) backing.

The references to NTA backings in respect of SCB and CXL shares were references to the last reported NTA backings (post tax) of such companies prior to settlement – these were the NTA backings reported as at 31 May 2005, as the Option Deed was exercised and settled on 30 June 2005.

The Option Deed was conditional upon the satisfaction by 29 July 2004 (unless conditions (b) and (c) were waived by CXL) of the following conditions precedent:

- (a) SOF's shareholders approving the sale of the 3,167,152 SCB shares to CXL upon exercise of CXL's option on the terms and conditions of the Option Deed;
- (b) CXL acquiring from SOF 2,100,000 shares in accordance with the terms of the First Tranche BEL Share Sale Agreement; and
- (c) SOF's shareholders approving the SOF Return of Capital insofar as it relates to the distribution of CXL shares to SOF shareholders.



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Victor Ho  
Company Secretary, Central Exchange Limited A.C.N. 000 742 843

6 July 2005

*This is Annexure A of four pages referred to in ASIC Form 208 (Notification Of Details Of Shares Issued Other Than For Cash) signed by me and dated 6 July 2005*

SOF shareholders approved the transaction and the SOF Return of Capital on 30 June 2005; CXL exercised the option immediately thereafter; the transaction settled on 30 June 2005 with the total consideration being \$669,219 (based on SCB's last published NTA backing (post tax) as at 31 May 2005 of \$0.2113 per share) satisfied by the payment by CXL of \$200,000 cash and the issue of 453,659 fully paid ordinary shares in CXL to SOF.

On 30 June 2005, CXL applied to the ASX for quotation of the 453,659 CXL shares issued to SOF.

## **2. ISSUE OF 359,151 ORDINARY SHARES**

**Date Of Contract:** First Tranche BEL Share Sale Agreement dated 30 May 2005

**Parties To The Contract:** Central Exchange Limited A.C.N. 000 742 843 (CXL) and SOF Limited A.C.N. 087 482 602 (SOF)

### **Nature Of The Contract:**

On 30 May 2005, SOF entered into the First Tranche BEL Share Sale Agreement with CXL for the sale to CXL of 2,100,000 BEL shares held by SOF for a consideration per share equal to the last reported NTA (post tax) backing value of BEL per share with the total consideration to be paid by \$575,000 cash and the issue to SOF of new CXL shares priced at CXL's last reported NTA (post tax) backing.

The references to NTA backings in respect of BEL and CXL shares were references to the last reported NTA (post tax) backings of such companies prior to settlement – these were the NTA backings reported as at 31 May 2005, as the transaction settle on 30 June 2005.

The First Tranche BEL Share Sale Agreement was conditional upon the satisfaction by 29 July 2004 (unless conditions (b) and (c) were waived by CXL) of the following conditions precedent:

- (a) SOF's shareholders approving the sale of the 2,100,000 BEL shares to CXL on the terms and conditions of the First Tranche BEL Share Sale Agreement;
- (b) CXL acquiring from SOF 3,167,152 SCB shares upon exercise of CXL's option on the terms and conditions of the Option Deed; and
- (c) SOF's shareholders approving the SOF Return of Capital insofar as it relates to the distribution of CXL shares to SOF shareholders.



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Victor Ho  
Company Secretary, Central Exchange Limited A.C.N. 000 742 843

6 July 2005

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*This is Annexure A of four pages referred to in ASIC Form 208 (Notification Of Details Of Shares Issued Other Than For Cash) signed by me and dated 6 July 2005*

SOF shareholders approved the transaction and the SOF Return of Capital on 30 June 2005; The transaction settled on 30 June 2005 with the total consideration being \$946,470 (based on BEL's last published NTA backing (post tax) as at 31 May 2005 of \$0.4507 per share) satisfied by the payment by CXL of \$575,000 cash and the issue of 359,151 fully paid ordinary shares in CXL to SOF.

On 30 June 2005, CXL applied to the ASX for quotation of the 359,151 CXL shares issued to SOF.

### **3. ISSUE OF 1,002,233 ORDINARY SHARES**

**Date Of Contract:** Second Tranche BEL Share Sale Agreement dated 30 May 2005

**Parties To The Contract:** Central Exchange Limited A.C.N. 000 742 843 (CXL) and SOF Limited A.C.N. 087 482 602 (SOF)

**Nature Of The Contract:**

On 30 May 2005, SOF entered into the Second Tranche BEL Share Sale Agreement with CXL for the sale to CXL of 2,300,000 BEL shares held by SOF for a consideration per share equal to the last reported NTA (post tax) backing value of BEL per share with the total consideration to be paid by the issue to SOF of new CXL shares priced at CXL's last reported NTA (post tax) backing.

The references to NTA backings in respect of BEL and CXL shares were references to the last reported NTA (post tax) backings of such companies prior to settlement – these were the NTA backings reported as at 31 May 2005, as the transaction settle on 1 July 2005.

The Second Tranche BEL Share Sale Agreement were conditional upon the satisfaction by 29 July 2004 (unless conditions (b) to (c) are waived by CXL) of the following conditions precedent:

- (a) SOF's shareholders approving the sale of the 2,300,000 BEL shares to CXL on the terms and conditions of the Second Tranche BEL Share Sale Agreement;
- (b) SOF's shareholders approving the SOF Return of Capital insofar as it relates to the distribution of CXL shares to SOF shareholders;
- (c) CXL acquiring from SOF 3,167,152 SCB shares upon exercise of CXL's option on the terms and conditions of the Option Deed;
- (d) CXL acquiring from SOF 2,100,000 BEL shares on the terms and conditions of the First Tranche BEL Share Sale Agreement;



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Victor Ho  
Company Secretary, Central Exchange Limited A.C.N. 000 742 843

6 July 2005

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*This is Annexure A of four pages referred to in ASIC Form 208 (Notification Of Details Of Shares Issued Other Than For Cash) signed by me and dated 6 July 2005*

- (e) BEL shareholders approving the acquisition of the 2,300,000 BEL shares by CXL on the terms and conditions of the Second Tranche BEL Share Sale Agreement for the purposes of s611 Item 11 of the *Corporations Act*.

SOF shareholders approved the transaction and the SOF Return of Capital on 30 June; BEL shareholders approved the transaction on 1 July 2005; The transaction settled on 1 July 2005 with the total consideration being \$1,036,610 (based on BEL's last published NTA backing (post tax) as at 31 May 2005 of \$0.4507 per share) satisfied by the issue of 1,002,233 fully paid ordinary shares in CXL to SOF.

On 1 July 2005, CXL applied to the ASX for quotation of the 1,002,233 CXL shares issued to SOF.

### **Definitions Used In This Annexure**

**CXL** means Central Exchange Limited ACN 000 742 843.

**First Tranche BEL Share Sale Agreement** means the agreement dated 30 May 2005 between SOF and CXL in relation to the sale of SOF's 2,100,000 BEL shares to CXL, as described herein.

**SCB** means Scarborough Equities Limited ABN 58 061 287 045 (formerly Rivkin Financial Services Limited).

**Option Deed** means the deed dated 2 May 2005 between SOF and CXL (as amended) in relation to the sale of SOF's 3,167,152 SCB shares to CXL, as described herein.

**Second Tranche BEL Share Sale Agreement** means the agreement dated 30 May 2005 between SOF and CXL in relation to the sale of SOF's 2,300,000 BEL shares to CXL, as described herein.

**SOF** means Sofcom Limited ACN 087 482 602.

**SOF Return of Capital** means the return of capital approved by SOF shareholders, as described in the SOF Notice of Meeting and Explanatory Memorandum dated 30 May 2005.



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Victor Ho  
Company Secretary, Central Exchange Limited A.C.N. 000 742 843

6 July 2005

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