

# JATENERGY LIMITED

ABN 31 122 826 242

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# Prospectus

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2 September 2019

## **Offer**

For the conditional offer of 1,000 Shares at an issue price of 10c each to raise \$100 (**Offer**).

## **Cleansing**

This Prospectus has also been prepared primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Shares issued prior to the Closing Date. Please refer to **Section 4.3** for further details.

## **Underwriting**

The Offer is not underwritten.

## **IMPORTANT NOTICE**

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

This is an important document that should be read in its entirety. Please read the instructions in this document and on the accompanying Application Form regarding acceptance of the Offer. If you do not understand this document you should consult your stockbroker, accountant or other professional adviser. The Securities offered by this Prospectus should be considered as highly speculative.

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## **1. IMPORTANT INFORMATION**

### **1.1 General**

The Prospectus is dated 2 September 2019 and a copy of this Prospectus was lodged with ASIC on that date. ASIC and ASX and their respective officers do not take any responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act.

### **1.2 Conditional Offer**

The Offer is conditional on the Company achieving the minimum subscription as set out in **Section 4.2**.

### **1.3 Electronic Prospectus**

In addition to issuing the Prospectus in printed form, a read-only version of the Prospectus is also available on the Company's website at <https://jatenergy.com/about/investors/>. Applications cannot be made online. Any person accessing the electronic version of this Prospectus for making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

### **1.4 Application for Securities**

Please read the instructions in this Prospectus and on the accompanying Application Form regarding the acceptance of the Offer. By returning an Application Form or lodging an Application Form with your stockbroker or otherwise arranging for payment for Securities in accordance with the instructions on the Application Form, you acknowledge that you have received and read this Prospectus, you have acted in accordance with the terms of the relevant Offer detailed in this Prospectus and you agree to all of the terms and conditions as detailed in this Prospectus.

Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

### **1.5 Risk factors**

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the assumptions underlying the prospective financial information and the specific risk factors set out below and further risk factors set out in **Section 6** that could affect the performance of the Company (but are not exhaustive of all such potential risks). Potential investors should carefully consider these factors in light of personal circumstances (including

financial and taxation issues) and seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest.

Risks specific to the Company include, without limitation:

**(a) Additional Requirements for Capital**

The Company's ability to effectively implement its business and operational plans in the future, to take advantage of opportunities for acquisitions or other business opportunities and to meet any unanticipated liabilities or expenses which the Company may incur may depend in part on its ability to raise additional funds.

The Company may seek to raise further funds through equity or debt financing, joint ventures or other means. Market conditions which are then generally prevailing will impact on the price or cost at which the Company will be able to raise such funds and no assurance can be given that such funding will be available on terms acceptable to the Company. Failure to obtain sufficient financing for the Company's activities may result in delay and indefinite postponement of the Company's business. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities.

**(b) New business opportunities and acquisitions**

The Company has to date and will continue to actively pursue and assess other new business opportunities in the fast-moving consumer goods business, specifically in relation to trade between Australia and China. The Company cannot confirm the structure or proposed form of any potential business opportunity.

The acquisition of a business or asset may require the payment of monies (as a deposit) after only limited due diligence and prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or successful. If the proposed acquisition is not completed, monies already advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition is completed, the Directors will need to reassess, at that time, the funding allocated to current activities and the new business and/or assets, which may result in the Company reallocating funds from its existing activities and/or the raising of additional capital (if available). Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new business activities will remain.

Any new asset or business acquisition may change the risk profile of the Company, particularly if the new asset or business is located or operates in another jurisdiction and/or changes the Company's capital/funding requirements. Should the Company propose or complete the acquisition of a new asset or business activity, investors should re-assess their investment in the Company in light of the new asset/business activity.

**(c) Market for Shares**

There can be no guarantee that an active market in the Company's Shares will exist in the future.

**(d) China Risk**

The Company's business is focused on trade between China and Australia. Therefore, the Company will be subject to a number of risks inherent in selling and operating into

China which could adversely affect the Company's ability to increase and maintain sales. These include, but are not limited to, risks regarding:

- currency exchange rate fluctuations;
- local and Chinese economic and political conditions;
- disruptions of capital and trading markets;
- accounts receivable collection and longer payment cycles;
- difficulties in staffing and managing foreign operations;
- potential hostilities and changes in diplomatic and trade relationships;
- restrictive governmental actions (such as restrictions on the transfer or repatriation of funds and trade protection measures, including export duties and quotas and customs duties and tariffs);
- changes in legal or regulatory requirements;
- the laws and policies of Australia and China affecting trade, foreign investment and loans, and import or export licensing requirements; and
- tax laws.

## **1.6 Publicly available information**

Information about the Company is publicly available and can be obtained from ASIC and ASX, including ASX's website [www.asx.com.au](http://www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision on whether or not to invest in Securities of the Company.

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Prospectus. Any such extraneous information or representation may not be relied upon.

## **1.7 Offer restrictions**

The offer of Securities made pursuant to this Prospectus is not made to persons or in places to which, or in which, it would not be lawful to make such an offer of Securities. No action has been taken to register the Offer under this Prospectus or otherwise permit the Offer to be made in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate applicable laws.

This Prospectus does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

## **1.8 Representations**

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied upon as having been authorised by the Company or the Directors in relation to the Offer.

## **1.9 Forward-looking statements**

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements are based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events, as at the date of this Prospectus, are expected to take place, but there is no guarantee that such will occur as anticipated or at all given that many of the events are outside the Company's control.

Accordingly, the Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur. Further, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement.

#### **1.10 Interpretation**

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in **Section 9**.

All references in this Prospectus to **\$, AUD** or **dollars** are references to Australian currency, unless otherwise stated.

All references to time in this Prospectus relate to the time in Sydney, New South Wales.

## 2. CORPORATE DIRECTORY

### **Directors**

Mr Brett Crowley – Non-Executive Chairman  
Mr Xipeng Li – Non-Executive Director  
Mr Wilton Yao – Managing Director

### **Company Secretary**

Mr Brett Crowley  
Mr Justyn Stedwell

### **Registered Office**

Office B, Suite C303, 521 Toorak Road  
TOORAK VIC 3142 AUSTRALIA

### **Share Registry** (for information purposes only)

Security Transfer Australia Pty Ltd  
Suite 511, 155 King Street  
Sydney NSW 2000  
registrar@securitytransfer.com.au

### **Auditor** (for information purposes only)

LNP Audit and Assurance Pty Limited  
L28, 570 Bourke Street, Melbourne VIC 3000

### **ASX Code**

JAT

### **Website**

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

### 3. TIMETABLE

The timetable for the Offer is as follows:

<b>Event</b>	<b>Date</b>
Lodgement of this Prospectus with ASIC	2 September 2019
Opening Date	3 September 2019
Closing Date	27 December 2019
Expected Date of Official Quotation of the Shares (subject to ASX approval of that Official Quotation)	30 December 2019

The above dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates, including the Closing Date, without prior notice but subject to any applicable requirements of the Corporations Act or the ASX Listing Rules. This may include extending the Offer or accepting late acceptances, either generally or in particular cases.



## **4. DETAILS OF THE OFFER**

### **4.1 Offer**

The Company is making an offer of 1,000 Shares (“Offer Shares”) to investors identified by the Directors at an issue price of 10c each to raise \$100 before expenses of the Offer. The Offer has a minimum subscription of 1,000 Shares to raise \$100. The Offer will only be made to investors identified by the Directors. No Shares will be issued under the Offer to Directors, related parties of the Company or any other person if the issue would breach the takeover prohibition in section 606 of the Corporations Act.

The Company reserves the right to reject any Application Form or to allocate any Applicant fewer Shares than the number for which the Applicant has applied.

### **4.2 Condition of the Offer**

The Offer is conditional upon the Company achieving the minimum level of subscription for the Offer, being 1,000 Shares to raise \$100.

Satisfaction of the above condition is a requirement for the issue of Shares under the Offer. In the event that this condition is not met within 4 months of the date of this Prospectus (or such period as varied by the ASIC), all Application Monies will be returned to Applicants without interest as soon as practicable thereafter and no Shares will be issued under the Offer.

### **4.3 Purpose of the Offer**

The Company is seeking to raise only a nominal amount of \$100 under this Prospectus and accordingly, the purpose of this Prospectus is not to raise capital. The Directors intend to apply the proceeds from the Offer to expenses of the Offer.

The Offer is for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Shares issued prior to the Closing Date.

All of the above shares issued rank equally with existing Shares on issue.

The Offer will also remove any trading restrictions on the sale of any Shares issued prior to the Closing Date, being 27 December 2019 (assuming the Offer is not closed earlier).

### **4.4 Cleansing**

Relevantly, section 708A(11) of the Corporations Act provides that an offer of securities for sale does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body;  
and
- (b) either:
  - (i) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
  - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

### **4.5 Rights and liabilities attaching to new Securities**

The Shares to be issued pursuant to the Offer are of the same class and will rank equally in all respects with the existing Shares on issue. The rights and liabilities attaching to the Shares are further described in **Section 7.2**.

#### **4.6 Minimum subscription**

The Offer is conditional on the Company achieving the minimum level of subscription of 1,000 new Shares to raise \$100. No Shares under the Offer will be issued until the minimum subscription has been reached. If the minimum subscription has not been achieved within 4 months from the date of this Prospectus (or such period as varied by the ASIC), all Application Monies will be refunded to Applicants without interest in accordance with the Corporations Act.

#### **4.7 Oversubscriptions**

No oversubscriptions for the Offer will be accepted by the Company.

#### **4.8 Underwriting**

The Offer is not underwritten.

#### **4.9 Commissions on Offer applications**

No commissions will be paid on applications under the Offer.

#### **4.10 Applications**

Applications for Securities under the Offer can only be made on the relevant original Application Form attached to or accompanying this Prospectus. Under the Offer, Applicants may apply for a minimum parcel of 100 Shares, representing a minimum investment of \$10 using an Application Form. Applicants seeking additional Shares must apply thereafter for Shares in multiples of 100 (equivalent to \$10).

All applications must be completed in accordance with the detailed instructions on the Application Form and be accompanied by a cheque or bank cheque drawn and payable on an Australian bank (if applicable). The cheque must be made payable to "Jatenergy Limited" and should be crossed "Not Negotiable". No brokerage or stamp duty is payable.

Completed Application Forms and accompanying cheques (if applicable) must be received by the Company before 5.00pm on the Closing Date by either being delivered to, or mailed to

Security Transfer Australia Pty Ltd  
PO Box 52  
Collins Street West VIC 8007

All Application Monies received with duly completed Application Forms will be paid into the Company account in accordance with **Section 4.12**.

An original, completed and lodged Application Form together with a cheque for the Application Monies (if applicable) constitutes a binding and irrevocable offer to subscribe for the number of Securities specified in each Application Form. The Application Form does not need to be signed to be valid.

If the Application Form is not completed correctly or if the accompanying payment is for the wrong amount, it may be treated by the Company as valid. The Directors' decision as to whether to treat such an Application Form as valid and how to construe, amend or complete the Application Form is final, however, for Application Forms an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the cheque for the Application Monies.

Applicants are encouraged to lodge their Application Forms as soon as possible, as the Offer may close early without notice.

#### **4.11 Allocation and issue of Securities**

Subject to satisfaction of the relevant condition specified in **Section 4.2**, the issue of Securities will occur as soon as practicable after the Closing Date. Holding statements will then be dispatched as required by ASX. It is the responsibility of Applicants to determine whether they have been

allocated any Shares pursuant to the Offer prior to trading in those Shares. Applicants who sell the Securities before they receive their holding statement will do so at their own risk.

The Directors reserve the right to reject any Application Form or to issue a lesser number of Shares than that applied for under the Offer. If the number of Shares allocated is less than that applied for, or no issue is made, the surplus Application Monies will be promptly refunded without interest.

#### **4.12 Application Monies**

The Application Monies for Shares to be issued pursuant to the Offer will be held in trust on behalf of Applicants until the Shares are issued. If the condition to the Offer set out in **Section 4.2** is not achieved within a period of 4 months from the date of this Prospectus (or such period as varied by the ASIC), the Application Monies will be refunded to Applicants in full as soon as practicable without interest, and no Shares will be issued under the Offer. All interest earned on Application Monies (including those which do not result in the issue of Shares) will be retained by the Company.

#### **4.13 ASX quotation**

The Company will apply to ASX for official quotation of the Shares as soon as practicable after the Shares are issued and, in any event, not later than 4 Business Days after that date by lodging a duly completed Appendix 3B in the corresponding form set out in the ASX Listing Rules in relation to the Shares.

#### **4.14 Overseas investors**

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit an offering of Securities in any jurisdiction outside Australia. It is the responsibility of non-Australian resident investors to obtain all necessary approvals and comply with all relevant regulations for the issue to them of Securities offered pursuant to this Prospectus. Return of a duly completed Application Form will constitute a representation and warranty that there has been no breach of such regulations.

#### **4.15 CHESS and issuer sponsorship**

The Company operates an electronic CHESS sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of Securities.

The Company will not issue certificates to security holders. Rather, holding statements (similar to bank statements) will be dispatched to security holders as soon as practicable after issue. Holding statements will be sent either by CHESS (for security holders who elect to hold Securities on the CHESS sub-register) or by the Company's Share Registry (for security holders who elect to hold their Securities on the issuer sponsored sub-register). The statements will set out the number of Securities issued under this Prospectus and the Holder Identification Number (for security holders who elect to hold Securities on the CHESS sub register) or Shareholder Reference Number (for security holders who elect to hold their Securities on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the ASX Listing Rules and the Corporations Act.

#### **4.16 Privacy disclosure**

Persons who apply for Securities pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for Securities, to provide facilities and services to security holders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry. If the information requested is not supplied, applications for Securities will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained, corrected and updated by that Shareholder through contacting the Company or the Share Registry.

#### **4.17 Taxation**

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisors. The Company and the Directors do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

#### **4.18 Enquiries**

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, lawyer, accountant or other professional advisor without delay. Questions relating to the Offer can be directed to the Chairman, Brett Crowley, on 0411 713 555.

## 5. PURPOSE AND EFFECT OF THE OFFER

### 5.1 Purpose of the Offer

This Offer is for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Shares issued or to be issued prior to the Closing Date.

### 5.2 Effect of the Offer

The effect of the Offer will, assuming that 1,000 Shares are issued pursuant to the Offer, be that:

- (a) cash reserves (before costs) will increase by approximately \$100; and
- (b) the number of Shares on issue (including the Offer Shares) will increase from 798,486,180 to 798,487,180.

The Directors intend to apply the proceeds from the Offer to expenses of the Offer.

### 5.3 Capital structure

The capital structure of the Company following completion of the Offer is set out below:

Shares	Full Subscription
Existing Shares on issue at the date of this Prospectus	798,486,180
Shares to be issued under the Offer	1,000
<b>Total Shares on issue at completion of the Offer</b>	<b>798,487,180</b>

### 5.4 Pro forma statement of financial position

Set out below is the audited statement of financial position of the Company as at 30 June 2019 and the unaudited pro forma statement of financial position as at 30 June 2019. The unaudited pro forma statement of financial position as at 30 June 2019 is prepared on the basis of the assumption that there will be issued 1,000 shares pursuant to the Offer to raise \$100.

The pro forma statement of financial position has been prepared on the basis of the audited accounts to 30 June 2019 and does not include any events subsequent to 30 June 2019 other than the issue of the 1,000 shares. The significant accounting policies upon which the consolidated statement of financial position and the pro forma statement of financial position are based are contained in the audited financial report for the year ended 30 June 2019.

	Audited 30 June 2019	Adjustments for the Share Issues	Unaudited Pro Forma 30 June 2019
	\$	\$	\$
<b>Current Assets</b>			
Cash assets	7,844,671	100	7,844,771
Trade and other receivables	4,744,319	-	4,744,319
Financial assets	3,267,750	-	3,267,750
<b>Total Current Assets</b>	<b>15,856,740</b>	<b>100</b>	<b>15,856,840</b>
<b>Non-Current Assets</b>			
Intangible assets	28,799,052	-	28,799,052
Plant & equipment	63,379	-	63,379
<b>Total Non-Current Assets</b>	<b>28,862,431</b>		<b>28,862,431</b>
<b>TOTAL ASSETS</b>	<b>44,719,171</b>	<b>100</b>	<b>44,719,271</b>
<b>Current Liabilities</b>			
Trade and other payables	1,121,600	-	1,121,600
Borrowings	1,675,806		1,675,806
Tax liabilities	919,384		919,384
Provisions	5,305,470		5,305,470
<b>Total Current Liabilities</b>	<b>9,022,260</b>	<b>-</b>	<b>9,022,260</b>
<b>Non-Current Liabilities</b>			
Borrowings	2,527,374		2,527,374
Provisions	-		-
Deferred tax liabilities	1,028,100	-	1,028,100
<b>Total Non-Current liabilities</b>	<b>3,555,474</b>	<b>-</b>	<b>3,555,474</b>
<b>TOTAL LIABILITIES</b>	<b>12,577,734</b>	<b>-</b>	<b>12,577,734</b>
<b>NET ASSETS</b>	<b>32,141,437</b>	<b>100</b>	<b>32,141,537</b>
<b>EQUITY</b>			
Contributed equity	57,556,005	100	57,556,105
Accumulated losses	(40,267,593)	-	(40,267,593)
Total Parent Entity	17,288,412	-	17,288,412
Non-controlling	14,853,025	-	14,853,025
<b>TOTAL EQUITY</b>	<b>32,141,437</b>	<b>100</b>	<b>32,141,537</b>

## 5.5 Effect of the Offer on control

The Company will not issue Shares under the Offer to Directors, related parties of the Company or any other person if the issue would breach the takeover prohibition in section 606 of the Corporations Act.

The following table sets out the potential dilutionary effect of the Offer assuming that no current Shareholders apply for or are issued Shares under the Offer.

<b>Full Subscription</b>		
Existing Shares on issue	Shares to be issued	% dilution
798,486,180	1,000	~0.0%

## 6. RISK FACTORS

As with any share investment, there are risks associated with an investment in the Company. The numerous risk factors are both of a specific and a general nature. Some can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated.

This **Section 6** along with **Section 1.5** identify the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed. Potential investors should read the entire Prospectus and the Company's ASX announcements and consult their professional advisor before deciding whether to apply for Shares.

These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can effectively manage them is limited.

### 6.1 Key risks

Risks specific to the Company are set out in **Section 1.5**.

### 6.2 Industry Specific Risks

#### (a) Unforeseen expenditure risk

Expenditure may need to be incurred that has not been taken into account by the Company. If such unforeseen expenditure is subsequently incurred, this may adversely affect the Company's financial position and financial performance.

#### (b) Dependence on outside parties

The Company may pursue a strategy that forms strategic business relationships with other organisations. There can be no assurance that the Company will be able to attract such prospective organisations and to negotiate appropriate terms and conditions with these organisations.

### 6.3 General risks

#### (a) Policies and legislation

Any material adverse changes in Federal, State or Territory government policies or legislation of Australia and in other jurisdictions in which the Company operates or may operate may affect the viability and profitability of the Company.

#### (b) Share market

Share market conditions may affect the value of the Company's quoted Securities regardless of the Company's operating performance. The market price of the Shares may be subject to fluctuation and may be affected by many factors including, but not limited to, the following:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- commodity price fluctuations;

- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

There is also no guarantee that an active market in the Shares will develop or that the price of the Shares will increase. There may be relatively few or no buyers or sellers of Shares on the ASX at any particular time.

The market price of Securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. Investors may therefore realise less than, or lose all of, their investment.

**(c) Competition**

The industry in which the Company is involved is subject to domestic and global competition. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, and such activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

**(d) Economy**

The future viability of the Company is also dependent on a number of factors which may affect the performance of all industries and not just the exploration and mining industries including, but not limited to, the following:

- general economic conditions;
- changes in Government policies, taxation and other laws;
- the strength of the equity and share markets in Australia and throughout the world and, in particular, investment sentiment towards the commodities sector;
- movement in, or outlook on, exchange rates, interest rates and inflation rates; and
- natural disasters, social upheaval or war.

**(e) Taxation**

In addition to the Company being at risk of adverse taxation events and reforms in taxation laws (and other laws) the acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability or responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

**(f) Litigation risks**

The Company is exposed to possible litigation risks including, without limitation, native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.



**(g) Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its management and its Directors. There can be no assurance given that there will be no detrimental impact on the Company if one or more of those individuals cease to be appointed to the Company.

**(h) Insurance risks**

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance against all risks faced by the Company is not always available and where available the costs can be prohibitive.

**(i) Speculative investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance and financial position of the Company and the value of the Shares offered under this Prospectus.

The Shares proposed to be issued pursuant to this Prospectus should be considered speculative due to the nature of the Company's business. Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or market value.

The prices at which an investor may be able to trade the Shares, if at all, may be above or below the price paid by the investor for the Shares.

Potential investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

Potential investors should also consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

## 7. ADDITIONAL INFORMATION

### 7.1 Continuous disclosure obligations

The Company is a “listed disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations which, among other things, require it to disclose to the ASX any information of which it is, or becomes, aware concerning the Company and which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Offer.

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

As a disclosing entity under the Corporations Act, the Company states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in Section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report most recently lodged with ASIC by the Company;
  - (ii) any half-year financial report lodged with ASIC by the Company after the lodgement of the annual financial report referred to in **Section 7.1(c)(i)** and before the lodgement of a copy of this Prospectus with ASIC; and
  - (iii) all continuous disclosure notices given by the Company to ASX in accordance with the ASX Listing Rules as referred to in Section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in **Section 7.1(c)(i)** before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
  - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and

- (ii) the rights and liabilities attaching to the Shares the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

Copies of all documents lodged with ASIC in relation to the Company can be obtained from, or inspected at, an ASIC office, or they may be inspected at the registered office of the Company during normal office hours.

## **7.2 Rights and liabilities attaching to the Shares**

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, ASX Listing Rules and the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

### **(a) General Meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

### **(b) Voting Rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and
- (iii) on a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such shares registered in the shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

### **(c) Dividend Rights**

Subject to the rights of persons (if any) entitled to shares with special rights to dividend the Directors may declare a final dividend out of profits in accordance with the Corporations Act and may authorise the payment or crediting by the Company to the shareholders of such a dividend. The Directors may authorise the payment or crediting by the Company to the shareholders of such interim dividends as appear to the Directors to be justified by the profits of the Company. Subject to the rights of persons (if any) entitled to shares with special rights as to dividend all dividends are to be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid. Interest may not be paid by the Company in respect of any dividend, whether final or interim.

(d) Winding-Up

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the shareholders or different classes of shareholders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any shares or other securities in respect of which there is any liability. Shareholder liability

As the Shares under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(e) Transfer of Shares

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

(f) Variation of Rights

Pursuant to Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of shareholders, vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(g) Alteration of Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of the votes cast by Shareholder entitled to vote at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

### 7.3 Consents

Each of the parties referred to as consenting parties who are named below:

- (a) does not make the Offer;
- (b) has not authorised, and has not caused the issue of this Prospectus;
- (c) has not made, or purported to make, any statement in this Prospectus or any statement on which a statement made in this Prospectus is based, except to the extent specified in this **Section 7.3**;
- (d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus; and
- (e) has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus in the form and context in which it is named.

## 7.4 Directors', experts' and advisers' consents and interests

Other than as set out below or elsewhere in this Prospectus no:

- Director or proposed Director (or any firm in which any such Director or proposed Director is a partner or director);
- person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- promoter of the Company; or
- underwriter to the issue of the Securities or financial services licensee named in this Prospectus as being involved in the issue of the Securities,

holds at the date of this Prospectus or held at any time during the two years preceding lodgement of this Prospectus with ASIC, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the offer of Securities under the Offer; or
- the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons:

- in the case of the Directors or any proposed Directors, as an inducement to become or qualify as a Director; or
- for services provided in connection with:
  - a. the formation or promotion of the Company; or
  - b. the Offer.

**(a) Directors' Relevant Interests in securities**

As at the date of this Prospectus, the Directors had the following Relevant Interests in Shares:

<b>Director</b>	<b>Number</b>
Brett Crowley	1,112,111
Xipeng Li	81,188,999
Wilton Yao	19,811,111

**(b) Remuneration**

The Constitution provides that the Directors may be paid for their services as directors a maximum total amount (excluding salaries) determined by the Company in general meeting. Executive Directors are entitled to be remunerated by salary or other employment related benefits in accordance with their employment agreements. The table below sets out the remuneration paid, or due to be paid, to the Directors, inclusive of superannuation (exclusive of GST) for the two financial years prior to the date of this Prospectus and for the current financial year until the date of this Prospectus:

<b>Director</b>	<b>Proposed remuneration to be paid in 2020 financial year</b>	<b>Remuneration paid in 2019 financial year</b>	<b>Remuneration paid in 2018 financial year</b>
Brett Crowley	\$60,000	60,750	Nil
Xipeng Li	NIL	NIL	NIL
Wilton Yao	\$300,000	\$440,480	\$256,000

**7.5 Expenses of the Offer**

The estimated expenses of the Offer (exclusive of GST) are as follows:

<b>Expense</b>	<b>Full Subscription</b>
ASIC fees	\$3,206
ASX fees	\$1,850
Other costs	\$1,000
<b>Total</b>	<b>\$5,250</b>

**7.6 Market price of Shares**

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

During the three-month period prior to the date of this Prospectus, the highest and lowest Share price respectively has been \$0.047 (on 28 June 2019) and \$0.07 (on 22 July 2019). The last market sale price per Share prior to the date of this Prospectus was \$0.059 (on 30 August 2019).

**7.7 Litigation**

As at the date of this Prospectus, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company.

## **7.8 Financial Forecasts**

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future financial performance on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

## **8. DIRECTORS' AUTHORISATION**

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company on 2 September 2019.

**Brett Crowley**  
Chairman

## 9. DEFINITIONS

Definitions used in this Prospectus are as follows:

**Applicant** means an applicant for Securities under the Offer.

**Application Form** means an application form in respect of the Offer attached to and forming part of this Prospectus.

**Application Monies** means the amount of money in dollars and cents payable for Shares at 6c per Share pursuant to the Offer.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

**ASX Listing Rules** means the ASX Listing Rules published and distributed by the ASX.

**Board** means the board of Directors of the Company from time to time.

**CHESS** means ASX Clearing House Electronic Sub-register System.

**Closing Date** means the date that the Offer closes (which is 5.00pm on 27 December 2019) or such other time and date as the Directors determine.

**Company** means JATENERGY LIMITED ABN 31 122 826 242.

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Offer** means the offer to investors to be identified by the Directors of 1,000 shares at an issue price of 10c each pursuant to this Prospectus to raise \$100.

**Offer Period** means the period commencing on the Opening Date and ending on the Closing Date.

**Offer Shares** means 1,000 Shares offered under this Prospectus.

**Opening Date** means the first date for receipt of completed Application Forms which is 3 September 2019 or such other time and date as the Directors determine.

**Prospectus** means this Prospectus dated 2 September 2019.

**Section** means a section of this Prospectus, unless otherwise specified.

**Securities** means Shares.

**Share** means a fully paid ordinary share in the Company.

**Share Registry** means Security Transfer Australia Pty Ltd.

**Shareholder** means the registered holder of a Share.



APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

All Correspondence to:
Security Transfer Australia Pty Ltd
PO Box 52
Collins Street West VIC 8007
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

JATENERGY LIMITED

ACN: 122 826 242

BROKER STAMP

Broker Code

Advisor Code

PLEASE READ CAREFULLY ALL INSTRUCTIONS ON THE REVERSE OF THIS FORM
This application relates to the offer of Fully Paid Ordinary Shares at the price of \$0.10 per Share.

I / We apply for:

Form for entering the number of shares and price per share (AUD \$0.10 per share).

Full Name of Applicant / Company
Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Joint Applicant #2
Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Joint Applicant #3
Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Account Designation (for example: THE SMITH SUPERFUND A/C)

Postal Address
Unit Street Number Street Name or PO BOX

Suburb / Town / City State Postcode

Country Name (if not Australia)

CHESS HIN (where applicable)

X

If an incorrect CHESS HIN has been provided (for example, an incorrect number as registration details do not match those registered) any securities issued will be held on the Issuer Sponsored sub-register.

Tax File Number / Australian Business Number

Tax File Number of Security Holder #2 (Joint Holdings Only)

Contact Name

Contact Number

Email Address

@

DECLARATION

By lodging this Application Form and a cheque for the application money the applicant hereby:

- (1) Applies for the number of Shares specified in the Application Form or such lesser number as may be allocated by the directors;
(2) Agrees to be bound by the Constitution of the Company;
(3) Authorises the directors to complete or amend this Application Form where necessary to correct any errors or omissions;
(4) Authorises the Company to send the applicant a substituted Application Form (if this Application Form ceases to be current) to the applicant's email address set out in this application.

E & O.E.

**This Application Form relates to the Offer of Fully Paid Shares in JATENERGY LIMITED.**

**APPLICATION FORMS**

Please complete all parts of the Application Form using BLOCK LETTERS. Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected. Current CHES participants should complete their name and address in the same format as they are presently registered in the CHES system.

Insert the number of Shares you wish to apply for.

No notice of acceptance of the application will be provided by the Company prior to the allotment of Shares. Applicants agree to be bound upon acceptance by the Company of the application.

Please provide us with a telephone contact number (including the person responsible in the case of an application by a company) so that we can contact you promptly if there is a query in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your application as valid, and how to construe, amend or complete it shall be final.

**PAYMENT**

All cheques should be made payable to **JATENERGY LIMITED** and drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable". Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured. Do not forward cash as receipts will not be issued.

**LODGING OF APPLICATIONS**

Completed Application Forms and cheques must be:

**Posted to:**

**JATENERGY LIMITED**

C/- Security Transfer Australia Pty Ltd

PO Box 52

Collins Street West VIC 8007

**OR**

**Delivered to:**

**JATENERGY LIMITED**

C/- Security Transfer Australia Pty Ltd

Suite 913, 530 Little Collins Street

Melbourne, VIC, 3000

**Applications must be received by no later than 5:00pm AEST on the Closing Date 27 December 2019 which may be changed immediately after the Opening Date at any time and at the discretion of the Company.**

**CHES HIN/BROKER SPONSORED APPLICANTS**

The Company intends to become an Issuer Sponsored participant in the ASX CHES System. This enables a holder to receive a statement of holding rather than a certificate. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold shares allotted to you under this Application on the CHES sub-register, enter your CHES HIN. Otherwise, leave this box blank and your Shares will automatically be Issuer Sponsored on allotment.

**CORRECT FORM OF REGISTRABLE TITLE**

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to JATENERGY LIMITED. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of the correct forms of registrable names below:

**TYPE OF INVESTOR**

**Individual**

*Use given names in full, not initials.*

**Company**

*Use the company's full title, not abbreviations.*

**Joint Holdings**

*Use full and complete names.*

**Trusts**

*Use trustee(s) personal name(s). Do not use the name of the trust.*

**Deceased Estates**

*Use the executor(s) personal name(s).*

**Minor (a person under the age of 18)**

*Use the name of a responsible adult with an appropriate designation.*

**Partnerships**

*Use the partners' personal names. Do not use the name of the partnership.*

**Superannuation Funds**

*Use the name of the trustee(s) of the super fund.*

**CORRECT**

Mr John Alfred Smith

ABC Pty Ltd

Mr Peter Robert Williams &  
Ms Louise Susan Williams

Mrs Susan Jane Smith  
<Sue Smith Family A/C>

Ms Jane Mary Smith &  
Mr Frank William Smith  
<Estate John Smith A/C>

Mr John Alfred Smith  
<Peter Smith A/C>

Mr John Robert Smith &  
Mr Michael John Smith  
<John Smith and Son A/C>

Jane Smith Pty Ltd  
<JSuper Fund A/C>

**INCORRECT**

J A Smith

ABC P/L or ABC Co

Peter Robert &  
Louise S Williams

Sue Smith Family Trust

Estate of Late John Smith  
or  
John Smith Deceased

Master Peter Smith

John Smith and Son

Jane Smith Pty Ltd  
Superannuation Fund

**PRIVACY STATEMENT**

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.