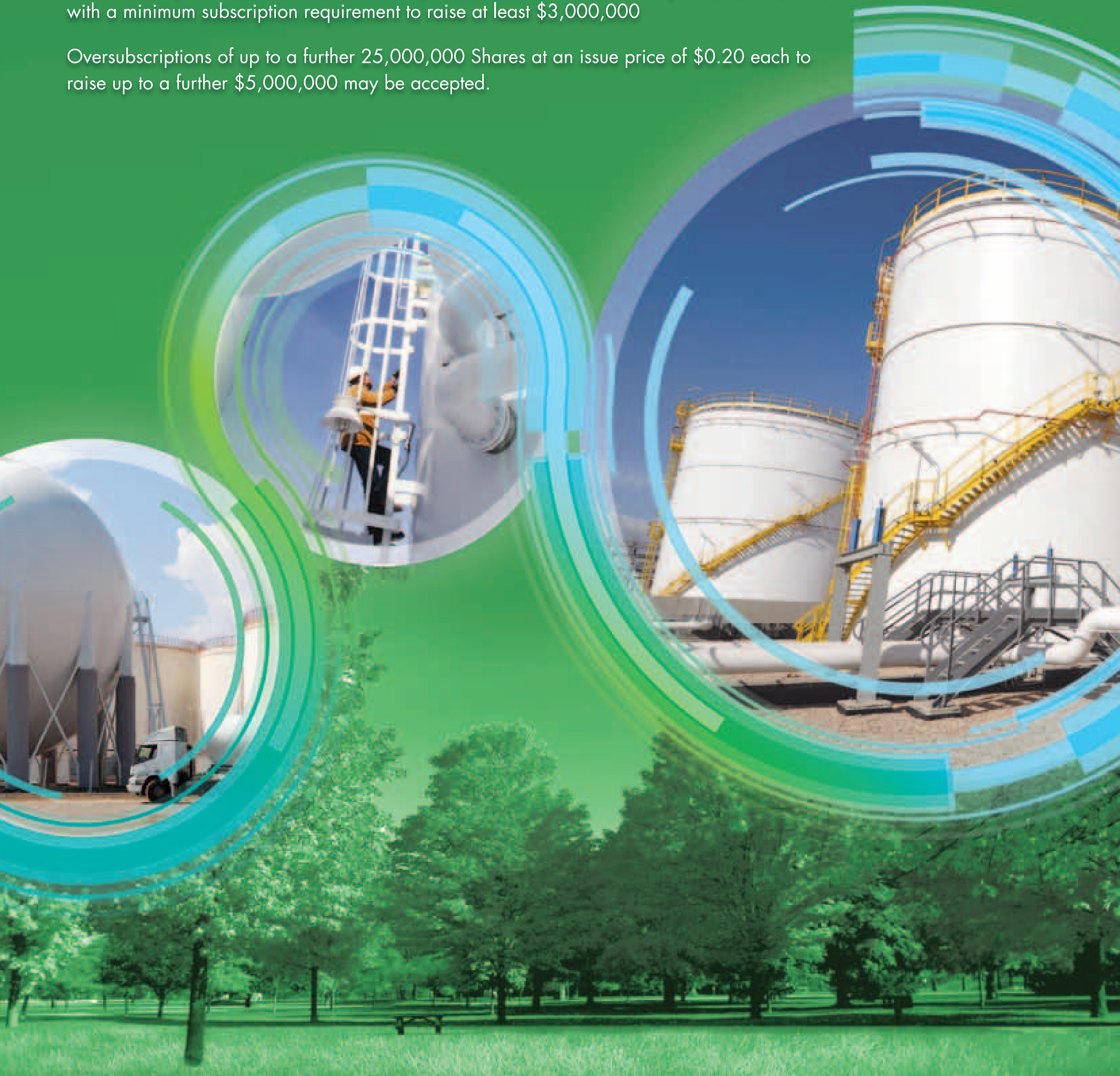
Premiere Eastern Energy Limited

ACN 169 923 095

REPLACEMENT PROSPECTUS

An Offer of up to 50,000,000 Shares at a price of $0.20 each to raise up to $10,000,000, with a minimum subscription requirement to raise at least $3,000,000

Oversubscriptions of up to a further 25,000,000 Shares at an issue price of $0.20 each to raise up to a further $5,000,000 may be accepted.



IMPORTANT INFORMATION

This is an important document. If you do not understand it you should consult your professional advisors without delay. The Shares offered by this Replacement Prospectus should be considered highly speculative.

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Nb. The people and the properties shown on the cover page of this Prospectus are not people employed by or properties owned by the Group.

IMPORTANT INFORMATION

This replacement Prospectus is dated 7 November 2014 and a copy of the Prospectus was lodged with ASIC on that date. It replaces an original prospectus which was dated 29 August 2014. Neither ASIC nor ASX take responsibility as to the contents of this Prospectus.

The Company has made an application to ASX for the Shares offered pursuant to the Prospectus to be admitted for quotation on ASX.

No Shares will be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus.

Persons wishing to apply for Shares pursuant to the Offer must do so using the Application Form attached to or accompanying this Prospectus. Before applying for Shares potential investors should carefully read this Prospectus so that they can make an informed assessment of the rights and liabilities attaching to the Shares, the assets and liabilities of the Company, its financial position and performance, profits and losses, and prospects.

Any investments in the Company should be considered highly speculative. Applicants should read this Prospectus in its entirety and persons considering applying for Shares pursuant to the Prospectus should obtain professional advice.

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 such information or representations may not be relied upon as having been authorised by the Directors.

The offer of Shares under this Prospectus does not constitute an offer in any jurisdiction outside Australia. The Offer is not made to persons or places to which, or in which, it would not be lawful to make such an offer of securities. Any persons in such places who come into possession of this Prospectus should seek advice on and comply with any legal restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and 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 securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. For further information on selling restrictions that apply to the Shares in certain jurisdictions outside of Australia, see Sections 1.13 and 9.11.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered highly speculative.

WEBSITE – ELECTRONIC PROSPECTUS

A copy of this Prospectus can be downloaded from the website of the Company at www.group-premiere.com. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access this 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 version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Share Registry, Boardroom Pty Limited on 1300 737 760 within Australia. For further information, see Sections 1.16 and 9.8.

RISKS

Before deciding to invest in the Company, potential investors should read the entire Prospectus and in particular, in considering the prospects of the Company, potential investors should consider the risk factors that could affect the financial performance and assets of the Company. Investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues). The Shares offered by this Prospectus should be considered highly speculative. Refer to Section 7 for details relating to risk factors.

EXPOSURE PERIOD

The original prospectus dated 29 August 2014 was circulated during the Exposure Period. The purpose of the Exposure Period was to enable this Prospectus to be examined by market participants prior to the raising of funds. Pursuant to Class Order 00/169, this Prospectus is not subject to an exposure period.

Applications for Shares under this Prospectus have not been processed by the Company. No preference was conferred on persons who lodge applications prior to the expiry of the Exposure Period.

MISCELLANEOUS

All references in this Prospectus to "$", "AUD", "dollars", "cents" are references to Australian currency unless otherwise stated.

All references to "RMB" or "Renminbi" are references to Chinese currency unless otherwise stated.

All references to "US$" or "USD" are references to the currency of the United States of America unless otherwise stated.

All references to "S$" or "SGD" are references to the currency of the Republic of Singapore unless otherwise stated.

All references to "HK$" or "HKD" are references to the currency of Hong Kong Special Administrative Region of the PRC unless otherwise stated.

All references to time relate to the time in Perth, Western Australia.

The people and assets depicted in this Prospectus are not employees or assets of the Company unless specifically stated.

A number of terms and abbreviations used in this Prospectus have defined meanings which appear in Section 12.

Certain names with Chinese characters have been translated into English. Such translations are provided solely for the convenience of Australia-based investors. The English names may not have been registered with the relevant PRC authorities and should not be construed as representations that the English names actually represent the Chinese characters.

CORPORATE DIRECTORY

DIRECTORS

Mr. Zhan; Musheng
(Non-Executive Chairman)
Mr. David Wheeler
(Non-Executive Deputy Chairman)
Mr. Zhan; Aiping (Executive Director and Chief Executive Officer)
Mr. Ou; Jinpei (Executive Director)
Mr. Jiang; Ting (Non-Executive Director)
Mr. Lau; Kay Heng (Non-Executive Director)

COMPANY SECRETARY

Mr. Jiang; Ting

REGISTERED OFFICE

Level 25, 108 St Georges Terrace, Perth,
Western Australia 6000

Principal Place of Business

No. 30, Shangpu,
Dongyi Community, Yangjiang City,
Guangdong Province
PRC

Contact Details

Telephone	:	(86)-20-85271729
Facsimile	:	(86)-20-85271702

Website
www.group-premiere.com

SHARE REGISTRY

Boardroom Pty Limited
Level 7, 207 Kent Street,
Sydney, NSW 2000

AUDITOR AND INVESTIGATING ACCOUNTANTS

Grant Thornton Audit Pty Ltd
Level 1, 67 Greenhill Road, Wayville,
South Australia 5034

AUTHOR OF THE TAXATION REPORT

Grant Thornton Australia Ltd
Level 1, 67 Greenhill Road, Wayville,
South Australia 5034

LEGAL ADVISERS

Legal Adviser to Australian Law

Price Sierakowski Corporate
Level 24, 44 St Georges Terrace, Perth,
Western Australia 6000

Legal Adviser to PRC Law

GFE Law Office
18th Floor, Guangdong Holdings Tower
No. 555, Dongfeng East Road
Guangzhou City, Guangdong Province,
PRC

ASX CODE

"PEZ"

INVESTMENT HIGHLIGHTS

1. INTRODUCTION

Question	Response	More info.
Who is the issuer of the Prospectus?	Premiere Eastern Energy Ltd ACN 169 923 095 **(Company)**	Section 4
Who is the Company and what does it do?	The Company is the parent company of Genius Supreme Investments Limited, a Hong Kong incorporated wholly-owned subsidiary, which in turn holds 97% interest in Yangjiang Yuanda Petrochemical Co., Ltd. (a PRC incorporated company), which in turn holds 100% interest in Yangjiang Yuanda Information Consultancy Co., Ltd. (a PRC incorporated company), which in turn holds 100.0% beneficial interest (91.47% legal interest) in Zhanjiang Industrial Production Materials Co., Ltd. (a PRC incorporated company). Zhanjiang Maoqi Oil Co., Ltd, pursuant to a share transfer agreement as detailed in section 8.6 of this Prospectus, holds 8.53% equity interest in Zhanjiang Industrial Production Materials Co., Ltd. All rights and obligations related to the 8.53% equity interest vest in Yangjiang Yuanda Information Consultancy Co., Ltd.. Other than Zhanjiang Maoqi Oil Co., Ltd, these companies make up the Group. The Group is a leading integrated supply chain manager of refined petroleum and other petrochemical products within the PRC, based strategically in the Guangdong Province, where there is strong demand for energy. As an integrated supply chain manager, the Group is engaged in the provision of sourcing, storage, shipping, sales and distribution and after-sales services of petrochemical products to its customers within the PRC. The Group's principal place of business is located in Yangjiang City in the Guangdong Province, PRC.	Sections 4 and 9.1
What is the Company's strategy?	The Company's strategy is to achieve superior returns for its Shareholders through maintaining and growing its position within the petrochemical industry in the PRC.	Section 4.10

What activity has the Group planned?	The Group plans to continue to grow its business horizontally within the petrochemical industry by increasing the volume and value of transactions to achieve greater economies of scale and expanding its range of petrochemical products distributed, focusing on the supply of petrochemical products with high gross profit margins. If full subscription of the Offer is achieved, the Group also plans to expand vertically downstream by acquiring and operating retail petrol stations in the Guangdong Province which will add to the distribution channels available for its petrochemical products.	Sections 1.5 and 4
Who are the Company's Directors?	Mr. Zhan; Musheng, Non-Executive Chairman Mr. David Wheeler, Non-Executive Deputy Chairman Mr. Zhan; Aiping, Executive Director and Chief Executive Officer Mr. Ou; Jinpei, Executive Director and General Manager of Sales Mr. Jiang; Ting, Non-Executive Director Mr. Lau; Kay Heng, Non-Executive Director Information about the background and experience of each Director and of the senior management team is set out in Section 2.	Section 2

What is the business model?	The Group's business model is described in further detail at Section 4, and importantly includes: • Procuring its supply of petrochemical products mainly from petroleum refineries and their authorised distributors in the resource-rich northern and western regions of the PRC and distributing these petrochemical products to the more economically developed southern coastal cities in the PRC, which has great demands for fuel and energy. • The Group stores the procured petrochemical products to satisfy customer demand. The Group does not hold significant amounts of inventory to ensure appropriate price risk management. Aggregating orders from customers in order to procure petrochemical products from suppliers at more favourable terms through economies of scale. • Shipping is provided to the Group by third party logistics services. The third party logistics service providers are responsible for the insurance of in-transit products. The Group has a list of third party logistic service providers they use based upon reliability and competitiveness. This list is subject to review by the Group's management. • The Group sells and distributes its Refined Petroleum and Other Petrochemicals. It adopts a conservative purchase policy whereby most of its purchase agreements with suppliers are entered into upon signing a legally binding sales agreement with its customers. The Group grants its customers credit terms between 15 and 30 days. Where customers do not perform their contractual obligations, their deposit will be forfeited.	See Chairman's Letter and Section 4 (Specifically 4.3)

What is the financial position of the Company?	The Company was incorporated on 4 June 2014 and has limited financial history. The Company was incorporated for the purpose of the Group's listing on the Official List. As at 30 June 2014, the Group has: • Cash balance of $99.0 million • Total assets of $164.4 million • Net assets of $120.74 million; and • Shareholders' equity of $120.74 million. The above financial information for the half year ended 30 June 2014 is based on the reviewed consolidated financial statements of the Group. The financial information has been converted to AUD from the Group's presentation currency of Renminbi based on the foreign currency translation policy outlined in Section 5.5. The Group maintains a cash balance to ensure it has sufficient working capital to meet its obligations and to fund actual or proposed commitments to purchase Refined Petroleum and Other Petrochemicals. The Group aims to maintain a minimum cash balance of approximately $25,000,000 to offset liquidity risks but reserves the right to review the level of the cash balance and use those funds as working capital for the Business if and when required. The Group's cash balance is to be used to: • fund its wholesale distribution of Refined Petroleum and Other Petrochemicals which includes purchasing, storing, shipping, selling and distributing petrochemical products in the PRC; • satisfy outstanding liabilities under the Amended Loan Agreement (refer to Section 8.2 for further information); • satisfy the outstanding amount on the Longkou Storage Facility (refer to Section 8.5 for further information); • the Company also reserves the right to use any excess funds to fund further expansion of the Business. For further information regarding the Company's operations refer to Section 4 of this Replacement Prospectus. Further financial information regarding the Group is set out in Section 5 and is considered in the Investigating Accountant's Report in Section 6 of this Prospectus.	Section 9.1 Section 5.5

What benefits are being paid to Directors?	The Directors will be paid directors' fees for operating the Company following the successful listing of the Company on the ASX. • As Non-Executive Chairman, Mr. Zhan Musheng will be paid $50,000 per annum plus statutory superannuation (if any). • As Non-Executive Deputy Chairman, Mr. David Wheeler will be paid $45,000 per annum plus statutory superannuation (if any). • As Executive Director and Chief Executive Officer, Mr. Zhan Aiping will be paid $156,000 per annum plus statutory superannuation (if any). • As Executive Director, Mr. Ou Jinpei will be paid $109,200 per annum plus statutory superannuation (if any). • The remaining non-executive Directors (Mr. Jiang Ting and Mr. Lau Kay Heng) will in aggregate be paid an annual directors fees of $72,000 per annum plus statutory superannuation (if any). For further information on the Directors' interests, please refer to Section 9.4.	Section 9.4
What benefits are being paid to other persons?	The Company will pay various service providers who have assisted with the preparation of the documentation required to enable the Company to prepare this Prospectus. These persons will include accountants, solicitors and corporate advisors. Full details of the amounts paid, or to be paid are included at Section 9.5.	Section 9.5
How will the Company comply with the Corporations Act and other corporate governance policies?	The Company's Directors collectively have experience in the management and administration of listed companies and have a general working knowledge of the laws and regulations affecting public companies in Australia and in the PRC. Further information on the Company's corporate governance policies and practices as at the date of this Prospectus are included of Section 2.4.	Section 2

What important contracts has the Company entered into?	The Company is a party to the following types of material contracts: • Employment agreements with the Group's Executive Director and CEO, Mr. Zhan Aiping and the Group's Executive Director and General Manager of Sales, Mr. Ou Jinpei; • Amended Loan Agreement and personal guarantee with the Former Bondholders; • Deeds of access, indemnity and insurance; • Purchase agreement for the Longkou Storage Facility; and • Share transfer agreement for Zhanjiang Industrial. For further information on the material contracts, please refer to Section 9.4.	Section 8
What is being offered and what rights and liabilities are attached to the Shares?	The Company is offering up to 50,000,000 Shares at $0.20 each to raise up to $10,000,000 (before costs of the Offer) with a Minimum Subscription of $3,000,000 and the right to accept Oversubscription of up to 25,000,000 Shares to raise up to an additional $5,000,000. The rights and liabilities attaching to the Shares are described at Section 9.2.	Sections 1 and 9.2
Is the Offer underwritten?	No, the Offer is not underwritten. The Company has also reserved the right to pay a fee of up to 7% of the value of the Shares to holders of an AFS (Australian Financial Services) license in respect of Shares placed to their clients under the Offer.	

What is the effect of the IPO on the Company?	The IPO will provide the Company with cash reserves with which to expand its business and operations both horizontally and vertically downstream within the petrochemical industry of the PRC. The capital structure of the Company will be impacted by the number of Shares issued. Control of the Company will remain with the major shareholder, Mr. Zhan Musheng, the Company's Non-Executive Chairman. The future of the Company will be dependent on many things, some of which are outside of the control of the Company. Specifically in relation to the funds raised under the Prospectus, the future growth of the Company will be dependent on the Company's ability to grow its business both horizontally within the petrochemical industry by increasing the volume and value of transactions and also its range of petrochemicals products distributed and vertically to include the operation of retail petrol stations to increase the distribution channel for its petrochemical products.	Sections 1 and 4
Will the Company pay dividends?	The Board can provide no guarantee as to the future dividend policy, the extent of future dividends or the level of franking or imputation credits applying to such dividends, as these will depend on, among other things, the actual levels of profitability and the financial and taxation position of the Company at the time. The Company is not likely to be subject to any Australian tax that will allow it to generate franking credits. Please see the Taxation Report at Section 10 for further details.	Section 1.18
Where will the Shares be quoted?	An application has been made to the ASX for quotation of the Shares under the trading symbol "PEZ".	Section 1.9
Are any shares escrowed?	Subject to the Company being admitted to the Official List, certain Shares on issue prior to the Offer will be classified by ASX as restricted securities and will be required to be held in escrow. For further information see Section 1.10.	Section 1.10
When will I know if my Application was successful?	A holding statement confirming your allocation under the Offer will be sent to you if your Application is successful. Holding statements are expected to be issued on or about 5 December 2014.	Section 1.11

How can I obtain further advice?	By speaking to your accountant, stockbroker or other professional adviser. If you require assistance or additional copies of this Prospectus, please contact the Share Registry, Boardroom Pty Limited on 1300 737 760.	
Contact details	For further details, see the Corporate Directory at the beginning of this Prospectus.	Corporate Directory

2. THE OFFER

Question	Response	More info.
What is the Offer?	The Offer is for up to 50,000,000 Shares at an Offer Price of $0.20 per Share to raise funds of up to $10,000,000 with a Minimum Subscription of $3,000,000. Oversubscriptions of up to a further 25,000,000 Shares at an issue price of $0.20 each to raise up to a further $5,000,000 may be accepted.	Section 1
How will funds raised under the Offer be used?	The gross funds raised by this Offer assuming Full Subscription will be $10,000,000 (before costs associated with the Offer) and $15,000,000 assuming the entire Oversubscriptions are accepted, which the Company intends to use towards: • expenses of the Offer; • growing the business horizontally within the petrochemical industry by using the financial resources available to the Group to increase the volume of transactions and value of each transaction to achieve greater economies of scale and expanding the range of petrochemical products distributed; and • acquiring and operating retail petrol kiosks for vertical expansion within the petrochemical industry and add to the distribution channel for the petrochemical products.	Sections 1.5 and 9.7

What are the key dates of the Offer?	Lodgement of this Prospectus with ASIC: 7 November 2014 Opening Date for Offer: 7 November 2014 Closing Date for Offer: 28 November 2014 Dispatch of Statements of Shareholding: 5 December 2014 Expected date for Shares to commence trading on ASX: 12 December 2014 The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offer early without notice.	Key Offer Details
What is the Offer Price?	The Offer Price is $0.20 per Share.	Section 1
What is the Minimum Subscription?	The Minimum Subscription is 15,000,000 shares to raise $3,000,000. Applications under the Public Offer must be for a minimum of 10,000 Shares ($2,000) and then in increments of 1,000 Shares ($200).	Section 1
How do I apply for Shares under the Offer?	All Application Forms must be completed in accordance with the instructions accompanying the Application Form and must be accompanied by a cheque in Australian dollars for the full amount of the application being 20 cents per Share. Cheques must be made payable to "Premiere Eastern Energy" and should be crossed "Not Negotiable".	Sections 1.2 and 7
Where do I send the Application Form?	Applications Forms should be sent to Premiere Eastern Energy Ltd – c/o Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney, NSW 2000. Completed Application Forms and cheques must be received by the Share Registry, Boardroom Pty Limited before 5.00 pm WST on the Closing Date.	Sections 1.2 and 7
Can I speak to a representative about the Offer?	Questions relating to the completion of the Application Form can be directed to the Share Registry, Boardroom Pty Limited on 1300 737 760 within Australia and +61 2 92909600 outside Australia.	Section 1.19

3. KEY RISK FACTORS

Question	Response	More info.
What are the key risks of investing in Shares in the Company?	The list below is a summary of some of the key risks associated with investing in the Company. A more comprehensive list of risks is set out in Section 7.	Section 7
	Pricing volatility and changes in demand and supply for products The prices of Refined Petroleum and Other Petrochemicals are directly correlated with international crude oil prices and their price, demand and supply are affected by various macro-economic, social and political factors. Any significant drop in prices when purchases had been made ahead of sales, or shortage in supply may result in adverse impact on the Group's reputation and financial performance.	Section 7.1.1
	Credit risks of customers The Group are exposed to payment delays and/or defaults by customers. Although, the Group will typically collect 20% to 30% of the contractual value as deposit from its customers, there is no guarantee whether or when the customers will be able to fulfil their remaining obligations.	Section 7.1.2
	Unable to maintain the Group's competitiveness The Group faces competition within the industry, particularly, from those who have strong financial resources, market reputation, strong capability in providing competitive pricing, stable source of supply and timely delivery, and wide range of products. Failure to compete successfully will adversely affect the Group's financial performance.	Section 7.1.3
	Increases in freight, storage and logistics support costs The Group is dependent on freight and shipment of its Refined Petroleum and Other Petrochemicals in large quantities, often by sea. Any delays in loading or unloading of the products or inability to correctly plan its storage requirements may lead to increase in the storage and logistics cost for the Group.	Section 7.1.4

	Short term sales agreements Due to the nature of its business, the Group's sales agreements with its customers are generally of a short term nature and the Group derives all of its revenue from such short term agreements. Although the Group is continuously focused on growing its customer base and cultivating long-term relationships with its customers, it does not have long term sales agreements with its customers. As such, there is no guarantee that the Group will continue to be able to retain its customers or find new customers for its products in the future.	Section 7.1.5
	Operations in the PRC The Group conducts substantially all its business operations in the PRC. Accordingly, the Group's results of operations, financial condition and prospects are significantly dependent on economic and political developments in the PRC.	Section 7.1.6
	Changes to the PRC environmental regulations The PRC government has been pursuing environmental reform policies in the recent years. Changes in environmental regulations may increase the compliance costs of operations and thereby reducing the profitability of the Group.	Section 7.1.7
	PRC legal system and legal risks The Group's operations in the PRC are governed by PRC laws and regulations. The introduction of new laws, changes to existing laws and the interpretation or application thereof or the delays in obtaining approvals from the relevant authorities may have an adverse impact on the Group's business or operations.	Section 7.1.8

	Payment of dividends from the PRC Subsidiaries The PRC government imposes controls on the convertibility of the RMB into foreign currencies and, in certain cases, the remittance of currency out of the PRC. As the Group receives all of its revenues in RMB, the Company relies principally on dividends from its PRC Subsidiaries to fund any cash and financing requirements the Company may have. The inability of the PRC Subsidiaries to distribute dividends or other payments to the Company could materially and adversely limit the Group's ability to grow, make investments or acquisitions that could be beneficial to its businesses, pay dividends, or otherwise fund and conduct its business.	Section 7.1.11
	Concentration of ownership shares In the event that Minimum Subscription is achieved, Mr. Zhan Musheng, the Company's Non-Executive Chairman, will hold 704,966,930 Shares in the Company representing approximately 77.05% of the Shares and voting rights in the Company. Following the Offer and assuming Full Subscription, Mr. Zhan Musheng, the Company's Non-Executive Chairman, will hold 704,966,930 Shares in the Company representing approximately 74.2% of the Shares and voting rights in the Company. Mr. Zhan could exert substantial influence over matters requiring approval by Shareholders, including electing directors, and in doing so may not act in the best interest of other minority Shareholders.	Section 7.1.13
	Trading Liquidity Risk The Company hopes to encourage increased levels of liquidity of trading in its Shares after being admitted to Official List. To that end, the Company notes that the ASX may determine that at least 856,989,248 Shares representing 90.2% of the Shares in the Company following the Offer and assuming Full Subscription, are required to be held in escrow for a period of between 12 and 24 months from the date of quotation of the Shares on the Official List. Due to the low number of Shares that are not under escrow and available for trading, the trading liquidity of the Shares may be adversely affected.	Section 7.1.14

	Ability to effectively operate the new retail petrol station business If full subscription of the Offer is achieved, the Group intends to expand its operations vertically downstream, by acquiring and operating retail petrol stations in Guangdong Province. Due to the hazardous nature of the business, high standards in safety and environmental protection are required to be maintained at the retail petrol stations. If the Group is not able to meet the requirements of the relevant authorities, the Group may face penalties or even lose its license to operate the retail petrol station business on a temporary or permanent basis and business operations may be adversely affected.	Section 7.1.15
	New technology With technological advancements, new technologies such as electric cars and solar-powered vehicles may gain popularity. Further, there is a general trend towards environmentally-friendly fuel usage and in the event that electric and/or solar-powered vehicles become widely popular and acceptable by end users, this may lead to a decline in demand for the Group's products and adversely affect the Group's business and financial results.	Section 7.1.16
	Dependent on management team The success of the Group has been largely attributable to the talent, effort, experience and leadership of its senior management team, in particular, the leadership of the Group's CEO, Mr. Zhan Aiping. Most of the Group's senior management team have substantial experience in the petrochemical industry and have extensive customer and supplier network contacts. Although the Group has entered into employment contracts with its Executive Directors and senior management team, there is no assurance that such contracts will not be terminated or breached.	Section 7.1.21
	Concentration of Reliance on Certain Non-Exclusive Customers There is a concentration of sales to a number of key and large customers over the historical period. During 2011, 2012, 2013 and the half year ended 30 June 2014, revenue from the top 10 customers amount to 77% ($515.6 million), 87% ($564.6 million), 80% ($680.6 million) and 84% ($341.7 million) of total sales respectively. This is due to sales being predominately contract based with large volumes and transaction value. Such concentration of sales may present a risk to the Group.	Section 7.1.23

	Longkou Storage Facility Risk The Group has several outstanding liabilities as disclosed in Section 5 of this Replacement Prospectus. Though the Group believes it is able to meet these obligations there is the possibility that it may not meet the obligation to pay the outstanding amount of RMB25,703,785 (approximately A$4,631,440) on the Longkou Storage Facility (refer to Section 8.5 for further information). If the Group is not able to make the final payment due on 31 March 2015 then the Group will lose its storage facility for the purposes of its operations. The Group's profitability, sales and operations may be adversely affected as a result.	Section 7.1.24

4. OFFER STATISTICS

Offer Price	**$0.20 per share**			
	Full Subscription ($10,000,000)	**Oversubscription (up to) ($15,000,000)**	**Minimum Subscription ($3,000,000)**	**Section**
Number of Existing Shares currently on issue	900,000,000	900,000,000	900,000,000	Key Offer Details, and Section 1
Number of Shares available under the Prospectus	50,000,000	75,000,000	15,000,000	Key Offer Details, and Section 1
Total number of Shares on issue following the Offer	950,000,000	975,000,000	915,000,000	Key Offer Details, and Section 1
Total proceeds from the Offer (before costs)	$10,000,000	$15,000,000	$3,000,000	Key Offer Details, and Section 1

CHAIRMAN'S LETTER

Dear Investor,

On behalf of the Board of Directors, I have great pleasure in presenting you with this Prospectus and inviting you to become a Shareholder of Premiere Eastern Energy Ltd. This is an opportunity to invest in a company that participates in the PRC petrochemical industry, a market characterised by a rapidly growing economy, which has driven the country's high overall energy demand.

The Group is a leading integrated supply chain manager of refined petroleum and other petrochemical products within the PRC, based strategically in the Guangdong Province, PRC, where there is a strong demand for energy. As an integrated supply chain manager, the Group is engaged in the sourcing, storage, shipping, sales and distribution and after-sales services of petrochemical products.

The Group's business model is described in detail at Section 4 of this Prospectus and importantly includes:

- Procuring its supply of petrochemical products mainly from petroleum refineries and their authorised distributors in the resource-rich northern and western regions of the PRC and distributing these petrochemical products to the more economically developed southern coastal cities in the PRC, which has great demands for fuel and energy.

- Aggregating orders from customers in order to procure petrochemical products from suppliers at more favourable terms through economies of scale.

Using this business model, the Group's strategy is to apply the proceeds from the Offer to continue to grow its business horizontally within the petrochemical industry by increasing the volume and value of transactions to achieve greater economies of scale and expanding its range of petrochemical products distributed. If full subscription of the Offer is achieved, the Group also plans to expand vertically downstream by acquiring and operating retail petrol stations which will add to the distribution channels available for its petrochemical products.

This Prospectus contains detailed information about the Offer, the petrochemical industry in which the Group operates and the Group's operating and financial performance. The Group's business is subject to a range of risks, including specific and operating risks, as well as other risks of investing in the Group which are detailed in Section 7. It is important that you read this Prospectus carefully and in its entirety before making your investment decision. While the objective of this Prospectus is to provide the necessary information to help you make an investment decision, we recommend that you seek independent professional advice.

The Company is committed to listing on the ASX as it offers a sophisticated capital market, an internationally recognised and sustainable corporate governance environment, and thereby a suitable platform for the Group's expansion.

The Board of the Company commends the Offer to you and looks forward to welcoming you as a Shareholder.

Yours sincerely,

Mr. Zhan Musheng
Non-Executive Chairman
7 November 2014

KEY OFFER DETAILS

Key Financial Data Relating to the Offer

Offer price per Share	$0.20
New Shares to be offered • assuming Full Subscription • with Oversubscription (up to) • assuming Minimum Subscription	 50,000,000 75,000,000 15,000,000
Cash proceeds of the Offer • assuming Full Subscription • with Oversubscription (up to) • assuming Minimum Subscription	 $10,000,000 $15,000,000 $3,000,000
Total number of Existing Shares on issue before the Offer	900,000,000
Total number of Shares on issue following the Offer • assuming Full Subscription • with Oversubscription (up to) • assuming Minimum Subscription	 950,000,000 975,000,000 915,000,000

Indicative Timetable

Dates shown in the table below are indicative only and may be varied. The Company reserves the right to vary the Opening Date and the Closing Dates without prior notice, which may have a consequential effect on the other dates. **Applicants are therefore urged to lodge their Application Forms as soon as possible.**

INDICATIVE TIMETABLE	
Lodgment Of This Prospectus With ASIC	Friday, 7 November 2014
Opening Date for the Offer	Friday, 7 November 2014
Closing Date for the Offer ("Closing Date")	Friday, 28 November 2014
Dispatch of Statements of Shareholding	Friday, 5 December 2014
Expected date for Shares to commence trading on ASX	Friday, 12 December 2014

1. DETAILS OF THE OFFER

By this Prospectus, the Company offers up to 50,000,000 Shares at an Offer Price of 20 cents per Share to raise funds of up to $10,000,000. Oversubscription of up to a further 25,000,000 Shares at an issue price of 20 cents each to raise up to a further $5,000,000 may be accepted.

The Offer is open to the general public.

The Shares to be issued pursuant to this Prospectus are of the same class and will rank equally in all respects with the Existing Shares in the Company. The rights and liabilities attaching to Shares are further described in Section 9.2 of the Prospectus.

Persons wishing to apply for Shares should refer to the following Section 13 of this Prospectus for further details and instructions.

1.1 THE OFFER

Under the Offer, members of the general public may apply for Shares pursuant to this Prospectus. Applications for Shares under the Offer can only be made on the Application Forms contained at the back of the Prospectus.

The Application Form should be completed in accordance with the instructions set out on the back of the form.

Applications under the Offer must be for a minimum of 10,000 Shares ($2,000) and then in increments of 1,000 Shares ($200). No brokerage, stamp duty or other costs are payable by applicants. Refer to Section 1.2 below for payment and lodgement details.

1.2 PAYMENT AND LODGEMENT DETAILS

The details provided in this section relate to the Application Form.

All Application Forms must be completed in accordance with the instructions accompanying the Application Form and must be accompanied by a cheque in Australian dollars for the full amount of the application being 20 cents per Share. Cheques must be made payable to "Premiere Eastern Energy Ltd – Share Applications Account" and should be crossed "Not Negotiable". All applications Monies will be paid into a trust account.

Completed Application Forms and cheques must be received by the Share Registry, Boardroom Pty Limited before 5.00pm WST on the Closing Date.

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

Delivered to:

Premiere Eastern Energy Ltd
c/o Boardroom Pty Limited
Level 7, 207 Kent Street,
Sydney, NSW 2000

Mailed to:

Premiere Eastern Energy Ltd
c/o Boardroom Pty Limited
Level 7, 207 Kent Street,
Sydney, NSW 2000

An original, completed and lodged Application Form for Shares together with a cheque for the Application Monies, constitutes a binding and irrevocable offer to subscribe for the number of Shares 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 as valid and how to construe amend or complete the Application Form is final however 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.

It is the responsibility of Applicants outside Australia to obtain all necessary approvals for the allotment and issue of the Shares pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

1.3 MINIMUM SUBSCRIPTION

The Minimum Subscription for this Prospectus is $3,000,000 representing 15,000,000 Shares of 20 cents each. No Shares will be allotted or issued until the Offer has reached the Minimum Subscription. If the Minimum Subscription of the Offer has not been achieved within four (4) months after the date of this Prospectus, all Application Monies will be refunded without interest in accordance with the Corporations Act.

1.4 PURPOSE OF THE OFFER

The principal purpose of the Offer is:

(a) to facilitate the listing of the Company's Shares on ASX; and

(b) to increase the financial resource of the Group to allow the Group to grow its business horizontally within the petrochemical industry by increasing the value and volume of transactions to achieve greater economies of scale and expanding its range of petrochemical products distributed in the PRC; and

(c) to fund the acquisition and operation of retail petrol kiosks for vertical expansion within the petrochemical industry and add to the distribution channel for the Group's petrochemical products in the PRC.

1.5 PROPOSED APPLICATION OF FUNDS RAISED

The Company intends to apply the funds raised from the Offer over the next two years as follows:

PROPOSED APPLICATION OF FUNDS RAISED						
	Minimum Subscription		**Full Subscription**		**Oversubscription (up to)**	
	Amount ($)	**%**	**Amount ($)**	**%**	**Amount ($)**	**%**
Expenses of the Offer[1]	945,000	31.5	1,435,000	14.4	1,785,000	12.5
Financial resource to allow the Group to expand its business operations by increasing the volume of transactions and value of each transaction and expand its range of petrochemical product distributed	2,055,000	68.5	7,000,000	70.0	7,000,000	46.7
Vertical expansion of business through the acquisition and operation of retail petrol kiosks	—	—	1,565,000	15.6	6,215,000	40.8
Total	**3,000,000**	**100.0**	**10,000,000**	**100.0**	**15,000,000**	**100.0**

Notes:

1. Actual expenditure may differ from the above estimates due to a number of factors. For details of the Company's business and risk factors relating to its operations please refer to Section 04 – Company and Business Overview and Section 7 – Risk Factors.

2. For further information, refer to Section 4.10.

3. Additional expenses of the Offer have been paid from the existing funds of the Company. For further information, refer to Section 9.7.

If the proceeds from the Offer are between the Minimum Subscription and the Full Subscription, the first $7 million of proceeds (less the expenses of the Offer) will be applied towards the horizontal expansion of business operations. Proceeds in excess of this will then be applied towards the acquisition and operation of retail petrol kiosks.

The Directors are of the opinion, after reviewing its business plans, investment plans and the proceeds to be raised from the Offer under this Prospectus, that upon completion of the Offer (regardless of whether the Full Subscription or the Minimum Subscription is raised), the Company will have sufficient capital to meet its stated objectives.

If only the Minimum Subscription, or less than the Full Subscription, is raised the Company believes that this may have an effect on the rate at which its expansion plans are undertaken. The use of further equity funding or share placements will be considered by the Directors where it is appropriate to accelerate a specific project.

It is also possible that future acquisitions that may be contemplated may exceed the current or projected financial resources of the Company and it is expected that these acquisitions would be funded by additional financing and/or equity issues (subject to any necessary shareholder approvals).

1.6 CAPITAL STRUCTURE

Set out in the table below is a summary of the capital structure of the Company before and after completion of the Offer.

CAPITAL STRUCTURE						
	Full Subscription		Oversubscription (up to)		Minimum Subscription	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Shares on issue at the date of this Prospectus*	900,000,000	94.7	900,000,000	92.3	900,000,000	98.4
Shares now offered under this Prospectus	50,000,000	5.3	75,000,000	7.7	15,000,000	1.6
Total Shares on issue at completion of the Offer	950,000,000	100.0	975,000,000	100.0	915,000,000	100.0

* Directors are of the opinion that all or a substantial portion of the 900,000,000 Existing Shares on issue at the date of this Prospectus will be under escrow (refer to Section 1.10 for details).

Oversubscriptions of up to a further 25,000,000 Shares at an issue price of $0.20 each to raise up to a further $5,000,000 may be accepted.

1.7 ALLOCATION AND ALLOTMENT OF SHARES

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

Subject to ASX granting approval for quotation of the Shares, the allotment of Shares will occur as soon as practicable after the Offer closes. All Shares issued pursuant to the Offer will rank pari passu in all respects with the Existing Shares of the Company. Statements of shareholding will be dispatched as required by ASX. It is the responsibility of applicants to determine their allocation prior to trading in the Shares.

Applicants who sell the Shares before they receive their statement of shareholding will do so at their own risk.

1.8 APPLICATION MONIES TO BE HELD IN TRUST

The Application Monies for Shares to be issued pursuant to the Offer will be held in a separate bank account on behalf of Applicants until the Shares are allotted. If the Minimum Subscription of the Offer is not fully subscribed within a period of four (4) months from the date of this Prospectus, the Application Monies will be refunded in full without interest, and no Shares will be allotted pursuant to this Prospectus. All interest earned on Application Monies (including those which do not result in allotment of Shares) will be retained by the Company.

Under the Corporations Act, the Company has applied for and been granted approval from ASIC to allow the four (4) month requirement for subscription to begin from the date of this Replacement Prospectus.

1.9 ASX LISTING

The Company has applied to ASX for official quotation of the Shares issued pursuant to this Prospectus.

If the Shares are not admitted to quotation by ASX within three (3) months after the date of this Prospectus, no Shares will be issued. In that case, Application Monies will be refunded in full without interest in accordance with the Corporations Act.

Under the Corporations Act, the Company has applied for and been granted approval from ASIC to allow the three (3) month requirement for admission to begin from the date of this Replacement Prospectus.

Neither ASX nor ASIC take responsibility for the contents of this Prospectus. The fact that ASX may grant official quotation of the Shares issued pursuant to this Prospectus is not to be taken in any way as an indication by ASX as to the merits of the Company or the Shares.

1.10 RESTRICTED SECURITIES

Subject to the Company being admitted to the Official List, the Company expects that certain Shares on issue prior to the Offer will be classified by ASX as restricted securities and will be required to be held in escrow as follows:

- 704,966,930 Shares representing all of the Shares belonging to the Company's Non-Executive Chairman, Mr. Zhan Musheng will be escrowed for a period of 24 months from the date of quotation of the Shares on the Official List Shares:

- 45,000,000 Shares representing all of the Shares belonging to Certex Holdings Limited will be escrowed for a period of 12 months from the date of quotation of the Shares on the Official List; and

- 107,022,317 Shares representing a portion of the Shares belonging to the Former Bondholders following the conversion of convertible bonds (for further information see Section 8.2) will be escrowed for a period of 12 months from the date of quotation of the Shares on the Official List. The breakdown of the Shares under escrow for the Former Bondholders is as follows:

Shareholders	**Number of Shares under escrow**	**% of Existing Shares**
Magic Carpet Fund III	4,762,892	0.3%
Skyven Growth Opportunities Fund Pte Ltd	66,680,494	7.4%
Venstars Investments Ltd	31,752,616	3.5%
Fortune Technology Fund Ltd	3,826,315	0.4%
Total	107,022,317	

ASX may determine further or other escrow restrictions once the Company lodges its application for quotation of the Shares.

1.11 CHESS AND ISSUER SPONSORSHIP

The Company will apply to CHESS. The Company will operate an electronic CHESS sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of shares. The Company will not issue certificates to shareholders. Rather, holding statements (similar to bank statements) will be dispatched to shareholders as soon as practicable after allotment. Holding statements will be sent either by CHESS (for shareholders who elect to hold shares on the CHESS sub-register) or by the Company's Share Registry (for shareholders who elect to hold their shares on the issuer sponsored sub-register). The statements will set out the number of Shares allotted under the Prospectus and provide details of a shareholder's Holder Identification Number (for shareholders who elect to hold shares on the CHESS sub register) or Shareholder Reference Number (for shareholders who elect to hold their shares on the issue sponsored sub-register). Updated holding statements will also be sent to each shareholder following the month in which the balance of their shareholding changes, and also as required by the Listing Rules or the Corporations Act.

1.12 RISKS

As with any share investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 7 of this Prospectus. The Shares on offer under this Prospectus should be considered highly speculative. Accordingly, before deciding to invest in the Company, Applicants should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

1.13 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 a public offering of Shares in any jurisdiction outside Australia. It is the responsibility of non-Australian resident investors to obtain all necessary approvals for the issue to them of Shares offered pursuant to this Prospectus.

1.14 PRIVACY DISCLOSURE

Persons who apply for Shares 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 Shares, to provide facilities and services to shareholders, 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. If the information requested is not supplied, applications for Shares will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company, or the Share Registry on 1300 737 760 from within Australia and on +61 2 9290 9600 from outside Australia.

1.15 EXPOSURE PERIOD

In accordance with Chapter 6D of the Corporations Act, is the original prospectus dated 29 August 2014 was subject to an Exposure Period of 14 days from the date of lodgement with ASIC. Pursuant to Class Order 00/169, this Prospectus is not subject to an exposure period.

The purpose of the Exposure Period was to enable the original prospectus dated 29 August 2014 to be examined by market participants prior to the raising of funds. During the Exposure Period, the original prospectus dated 29 August 2014 was available for viewing online at the Group's website (www.group-premiere.com). Applications received during the Exposure Period were not processed during expiration of the Exposure Period. No preference has been conferred on applications received during the Exposure Period and all such applications have been treated as if they were simultaneously received on the Opening Date.

1.16 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, www.group-premiere.com. There is no facility for online applications. Any person accessing the electronic version of this Prospectus for the purpose of 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. For further information, see Section 9.8.

1.17 FORECAST FINANCIAL INFORMATION

There are significant uncertainties associated with forecasting future revenues and expenses of the Group. In light of uncertainty due to the nature of the Group's petrochemical business which is characterised by pricing volatility, the short-term nature of the Group's contracts with both its customers and suppliers, the timing and outcome of the Group's expansion strategies especially with regards to the intended vertical expansion of business to acquire and operate retail petrol stations as well as uncertain macro market and economic conditions in the Group's markets and how they apply to the Group, the Group's performance in any future period cannot be reliably estimated. On these bases and after considering ASIC Regulatory Guide 170, the Directors do not believe that they have a reasonable basis to reliably forecast future earnings and accordingly the forecast financials are not included in this Prospectus.

1.18 DIVIDENDS

The Board can provide no guarantee as to the future dividend policy or the extent of future dividends, as these will depend on, among other things, the actual levels of profitability and the financial and taxation position of the Company at the time.

The Company is not likely to be subject to any Australian tax that will allow it to generate franking credits. Please see the Taxation Report at Section 10 for further details.

1.19 ENQUIRIES

This Prospectus is important and should he read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay.

Questions relating to the completion of the Application Forms can be directed to the Share Registry, Boardroom Pty Limited on 1300 737 760 from within Australia and on +61 2 9290 9600 from outside Australia.

2. DIRECTORS AND SENIOR MANAGEMENT

The Board of the Company is responsible for:

(a) setting and reviewing strategic direction and planning;

(b) reviewing financial and operational performance;

(c) identifying principal risks and reviewing risk management strategies; and

(d) considering and reviewing significant capital investments and material transactions.

The Board of the Company includes directors who collectively have significant experience in the petrochemical and corporate sectors. Brief summaries of the Directors profiles are set out below.

2.1 DIRECTOR PROFILES

Mr. Zhan; Musheng (詹木生)
Non-Executive Chairman

Mr. Zhan; Musheng is the Non-Executive Chairman of the Company and was appointed as the Non-Executive Chairman of the Company on 25 August 2014. Mr. Zhan, a Chinese citizen, started the Group's operations in 2005 when he founded Genius Supreme Investments Limited.

Mr. Zhan has over 30 years of experience in the China petrochemical industry, where he held the position of general manager at various state-owned petrochemical enterprises such as the Guangdong Oil Associate of Sinopec Maoming Company (粵西石油聯營公司) and Zhanjiang Fuel Corporation (湛江燃料總公司).

Mr. Zhan graduated from Zhanjiang Fifth Secondary School (湛江第五中學) in 1963. He was certified an economist by the Zhanjiang City Science and Technology Committee in 1993. As a result of his efforts and exemplary contributions, he received high individual accolades, being named as "National Model Worker" by the State Council in 1994, and "Guangdong's Provincial Model Worker" by the Guangdong Provincial Government in 1995.

Mr. David Wheeler
Independent Non-Executive Deputy Chairman

Mr. David Wheeler is the Independent Non-Executive Deputy Chairman of the Company. He was appointed as a Director of the Company on 25 August 2014. Mr Wheeler, an Australian citizen, has more than 30 years of executive management experience, through general management, CEO and managing director roles across a range of companies and industries.

Mr Wheeler has worked on business projects in the USA, UK, Europe, New Zealand, China, Malaysia and the Middle East and has been a Fellow of the Australian Institute of Company Directors (FAICD) since 1990. He has serve as a director on public and private company boards including as the non-executive chairman of ASX-listed Ozbrewing Ltd.

Mr. Zhan; Aiping (詹愛平)
Executive Director and Chief Executive Officer ("CEO")

Mr. Zhan; Aiping is the Executive Director and CEO of the Company and was appointed as the Executive Director of the Company on 25 August 2014. Mr. Zhan, a Chinese citizen, is responsible for the overall operations, strategic planning, business development, and corporate management of the Group, including devising the annual plan and financial budget of the Group.

Mr. Zhan has over 15 years of experience in the China petrochemical industry, with experience working as the sales manager of various petrochemical and chemical enterprises such as China Chemical Company Limited (Guangzhou Branch) (中化物產有限公司廣州分公司), Guangzhou Runqi Chemical Company Limited (廣州市潤奇化工有限公司) and Guangdong Commercial Enterprise (Group) Corporation Development Branch (廣東省商業企業集團公司發展分公司), a company involved in the export and import of chemical and oil products.

Mr. Zhan graduated from Jinan University with a Bachelor's Degree in Economics in 1997.

Mr. Ou; Jinpei (歐錦培)
Executive Director and General Manager of Sales

Mr. Ou; Jinpei is the Executive Director of the Company and was appointed as the Executive Director of the Company on 25 August 2014. Mr. Ou, a Chinese citizen, is the General Manager of Sales of the Group and oversees all sales and marketing related matters of the Group.

Mr. Ou has over 25 years of experience in the China petrochemical industry. Prior to joining the Group, he was employed as a manager in several state-owned petrochemical enterprises, such as Guangzhou Branch of Sinopec Corporation (中石化廣東廣州石油分公司) and Guangdong Province Crude Oil Company (廣東省石油公司), where he was in charge of various processes within the petrochemical supply chain, including the management of oil tanks and trading of crude oils. Mr. Ou graduated from Guangdong Province Television Broadcast University (廣東廣播電視大學) with a degree in human resource management in 1989.

Mr. Jiang; Ting (江艇)
Independent Non-Executive Director and Company Secretary

Mr. Jiang; Ting is an Independent Non-Executive Director and Company Secretary of the Company. He was appointed as a Director of the Company on 25 August 2014. Mr. Jiang, a Chinese citizen and an Australian resident, is a qualified Certified Practising Accountant in Australia and has passed the PRC bar exam. He holds a Master of Business (Research) and a Master of Accounting and Finance from the University of Adelaide, and a Bachelor of Law from Changchun University of Science and Technology.

Mr. Jiang has more than 6 years of experience in corporate finance and corporate advisory as well as 4 years in legal practice, and has completed a range of capital market transactions in both Australia and the PRC. He has extensive experience in the corporate capital raising process in Australia, including in relation to initial public offerings. He also possesses a strong knowledge of Australian and Chinese corporation laws and exchange listing rules. Currently, Mr. Jiang is also an independent director of ASX-listed Sunbridge Group Limited.

Mr. Lau; Kay Heng (劉啟興)
Independent Non-Executive Director

Mr. Lau; Kay Heng is an Independent Non-Executive Director of the Company. He was appointed as a Director of the Company on 25 August 2014. Mr. Lau, a Singapore citizen, was awarded the prestigious Public Service Commission Scholarship and graduated from the National University of Singapore with a Bachelor of Science degree.

Mr. Lau has over 20 years of corporate management and corporate advisory experience spanning the Asia Pacific region for various renowned multinational and Singapore listed companies in the medical, chemical, pharmaceutical, interior floor covering and environmental protection industries. Mr. Lau is currently the Managing Director of an independent corporate advisory firm specialising in corporate advisory, private equity, merger and acquisition, IPO transactions in Singapore, China, Korea and Australia. On top of being on the board of a Singapore exchange mainboard listed, Cacola Furniture International Limited, as its lead independent director, Mr. Lau is also on the board of a Singapore Exchange catalist board listed, Equation Corp Limited as its non-executive director. Mr. Lau has been the chairman of Asia M&A Group, an alliance of member firms specialising in cross border merger and acquisition activities across Asia since 2013.

2.2 COMPOSITION OF BOARD OF DIRECTORS

The Company's Board currently comprises six members, one Non-Executive Chairman, one Non-Executive Deputy Chairman, one Executive Director and CEO, one Executive Director and General Manager of Sales and two Non-Executive Directors.

The Board considers an independent Director to be a Non-Executive Director who is not a member of management and who is free of any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the independent exercise of that director's judgment. The Company considers Mr. David Wheeler, Mr. Jiang Ting and Mr. Lau Kay Heng to be independent. As such, the composition of Company's Board is in line with the recommendations of the ASX Corporate Governance Council in that it has a majority of Independent Directors.

2.3 SENIOR MANAGEMENT TEAM

The Board has delegated responsibility for the business operations of the Company to the CEO and the management team. The management team, led by the Group CEO, Mr. Zhan, Aiping is accountable to the Board and comprises:

Mr. Sun; Yaowei (孫耀偉)
General Manager of Sales

Mr. Sun; Yaowei is the General Manager of Sales of the Group, in charge of overseeing the sales and marketing functions of the Group together with the Executive Director, Mr. Ou; Jinpei. Mr. Sun, a Chinese citizen, founded Yangjiang Yuanda in December 2004 and was the managing director of the company until Yangjiang Yuanda was acquired by the Group in 2008. Thereafter, he assumed his current position of General Manger of Sales of the Group.

Mr. Sun has a depth of experience in the China petrochemical industry, spending his entire career, spanning over 40 years, in this industry. He had previously held the position of general manager in several petrochemical enterprises, including state-owned petrochemical enterprises, such as Yangjiang City Hailingdao Petroleum Co., Ltd. (陽江市海嶺島石油有限公司), Yangjiang branch of Sinopec (中國石化陽江分公司) and Yangjiang Petrochemical Company (陽江石油公司), where he oversaw various functions of the supply chain for refined petroleum and other petrochemicals in the PRC. Mr. Sun graduated from Yangguang First Secondary School (陽光第一中學) in 1965.

Mr. Gary Chan; Sui Wa (陳瑞華)
Chief Financial Officer ("CFO")

Mr. Gary Chan; Sui Wa is the CFO of the Group. Mr. Chan, a Hong Kong citizen, joined the Group in April 2013. Mr. Chan is responsible for overseeing all finance and accounting matters of the Group. In addition, he is responsible for implementing and monitoring of internal control, corporate governance and risk management practices and procedures of the Group.

Mr. Chan graduated with a bachelor's degree in business administration in accounting from Hong Kong University of Science and Technology in 1997. He also graduated with a master degree in corporate governance from the Hong Kong Polytechnic University in 2011. He is a Practising Member with the Hong Kong Institute of Certified Public Accountants, a Fellow Member with The Association of Chartered Certified Accountants and an Associate Member with both of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators.

Mr. Chan had prior experience working in public accounting firms such as Deloitte Touche Tomatsu, Arthur Andersen and PricewaterhouseCoopers in Hong Kong and also held the position of Financial Controller for Luxking Group Holdings Limited and Cacola Furniture International Limited, which are companies listed on the Singapore Stock Exchange.

Mr. Jiang; Qiguo (姜啟國)
General Manager of Procurement

Mr. Jiang; Qiguo is the General Manager of Procurement of the Group and is in charge of overseeing the procurement of all petrochemical products of the Group. Mr. Jiang, a China citizen, joined the Group in April 2011 and has assumed his current position of General Manger of Procurement since 2012.

Mr. Jiang has over 30 years of experience in the China petrochemical industry. He had held the position of sales manager for China Petroleum Zhuhai Yuehua Co., Ltd. (中石化珠海悅華有限公司) where he was in charge of the sale and marketing of Other Petrochemicals and general manager at Guangzhou Nansha Xinya Petrochemical Company (廣州南沙興亞石化公司), where he was in charge of the overall management of the supply of refined petroleum in Guangzhou City. Mr. Jiang graduated from Wushun City No. 3 Secondary School (撫順市第三中學) in 1968.

2.4 CORPORATE GOVERNANCE

The Board of Directors recognises the importance of good corporate governance and establishing the accountability of the Board and management. The Board intends to establish a corporate governance structure framework that is consistent with the ASX Corporate Governance Principles and Recommendations.

The Board recognises the need for the Company to operate with the highest standards of behaviour and accountability. Subject to the exceptions outlined below the Company has adopted the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations to determine an appropriate system of control and accountability to best fit its business and operations commensurate with these guidelines. The Board has adopted a number of corporate governance policies, including a securities trading policy which sets out the Company's policy and procedures regarding dealing in the Company's securities by directors, officers, employees and contractors.

Copies of corporate governance policies are accessible on the Company's website at www.group-premiere.com.

As the Company's activities develop in size, nature and scope the implementation of additional corporate governance structures will be given further consideration. The Board sets out below its "if not, why not" report in relation to those matters of corporate governance where the Company's practices depart will depart from the recommendations.

Principal No.	Recommendation	Compliance	Reason for Non-compliance
1. Lay a solid foundation for management and oversight			
1.1	Establish the functions reserved to the Board and those delegated to senior executives and disclose those functions.	The Board has established and adopted a formal Board Charter setting out the responsibilities of the Board.	N/A
1.2	Disclose the process for evaluating the performance of senior executives.	The Board has adopted a Nomination and Remuneration Committee Charter which, amongst other functions, guides the Board in its evaluation of the performance of service executives and encourages an appropriate mix of skills, experience, expertise and diversity on the Board. The Board will meet annually to review the performance of executives. The senior executives' performance is assessed against the performance of the Company as a whole. The Board has adopted a board performance evaluation policy. This policy is to ensure the Executive Director and key executives execute the Company's strategy through the efficient and effective implementation of the business objectives.	N/A
1.3	Provide the information indicated in the Guide to reporting on Principal 1.	The information will be disclosed in the Annual Report.	N/A
2. Structure the Board to add value			
2.1	A majority of the Board should be independent of Directors.	The Board has considered the guidance to Principle 2: *Structure the Board to Add Value* and in particular, Box 2.1, which contains a list of "relationships affecting independent status". The Board seeks to nominate persons for appointment to the Board who have the qualification, experience and skills to augment the capabilities of the Board.	Given the size and nature of the Company, the Board considers the composition of the Board is appropriate at this stage.

Principal No.	Recommendation	Compliance	Reason for Non-compliance
2.2	The chair should be an independent Director.	The current Chairman is not independent but is a non-executive Director.	Given the size and nature of the Company, the Board considers that it is appropriate that the Chairman is not independent.
2.3	The roles of Chair and Chief Executive Officer should not be exercised by the same individual.	The Company's Chairman and Chief Executive Officer is not the same person.	N/A
2.4	The Board should establish a Nomination Committee.	The Company currently does not have a separate Remuneration and Nomination Committee. However, the Company has adopted a Nomination and Remuneration Committee Charter. The roles and responsibilities of a Remuneration and Nomination Committee are currently undertaken by the full Board.	Given the size and nature of the Company, the Board considers the composition of the Remuneration and Nomination Committee is appropriate at this stage.
2.5	Companies should disclose the process for evaluating the performance of the Board, its committees and individual Directors.	The performance evaluation of Board members occurs by way of: – the Chairperson meeting with each non-executive director separately to discuss individual performance and ideas for improvement; and – the Board as a whole discussing and analysing its own performance during the year including suggestions for change and improvement.	N/A
2.6	Provide the information indicated in the Guide to reporting on Principle 2.	The skills, experience and expertise relevant to the position held by each Director will be disclosed in the Directors' Report which forms part of the Annual Report. The period of office held by each Director will be disclosed in the Directors' Report which forms part of the Annual Report.	N/A

Principal No.	Recommendation	Compliance	Reason for Non-compliance
3. Promote ethical and responsible decision making			
3.1	Establish a code of conduct and disclose the code for a summary of the code as to: • the practice necessary to maintain confidence in the Company's integrity; • the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders; and • the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.	The Company has adopted a Code of Conduct.	N/A
3.2	Establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the Board to establish measurably objectives for achieving gender diversity for the Board to assess annually both the objectives and the progress in achieving them.	The Company has adopted a Diversity Policy.	N/A
3.3	Disclose in each annual report the measurable objectives for achieving gender diversity set by the Board in accordance with the Diversity Policy.	The information will be disclosed in the Annual Report.	N/A
3.4	Disclose in each annual report the proportion of women employees in the whole organization, women in senior positions and women on the Board.	The information will be disclosed in the Annual Report.	N/A
3.5	Provide information indicated in the Guide to reporting on Principle 3.	The information will be disclosed in the Annual Report.	N/A

Principal No.	Recommendation	Compliance	Reason for Non-compliance
4. Safeguard integrity in financial reporting			
4.1	The Board should establish an Audit Committee.	The Company has established an Audit Committee.	N/A
4.2	The Audit Committee should be structured so that it: • consists only of Non-Executive Directors; • consists of a majority of independent Directors; • is chaired by an independent chair, who is not chair of the Board; • has at least three members.	The Company is in the process of establishing a formal Audit Committee.	N/A
4.3	The Audit Committee should have a formal charter.	The Audit Committee has a formal charter.	N/A
4.4	Provide the information in the Guide to reporting on Principle 4.	The Audit Committee will meet twice in each year to review the audited annual and half yearly financial statements and any reports which accompany published financial statements before submission to the Board, recommending their approval.	N/A
5. Make timely and balanced decisions			
5.1	Establish written policies and procedures designed to ensure compliance with ASX Listing Rules disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.	The Company has adopted a Continuous Disclosure Policy.	N/A
5.2	Provide the information indicated in the Guide to reporting on Principle 5.	The information will be disclosed in the Annual Report.	N/A

Principal No.	Recommendation	Compliance	Reason for Non-compliance
6. Respect the rights of shareholders			
6.1	Design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose that policy or a summary of that policy.	The Company has adopted a Shareholder Communications Policy.	N/A
6.2	Provide the information indicated in the Guide to reporting on Principle 6.	The information will be disclosed in the Annual Report.	N/A
7. Recognise and manage risk			
7.1	Establish policies for the oversight and management of material business risk and disclose a summary of those policies.	The Company has adopted a Risk Management Policy. This policy outlines the key material risks faced by the Company as identified by the Board.	N/A
7.2	The Board should require management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively. The Board should disclose that management has reported to it as to the effectiveness of the Company's management of its material business risks.	The Chief Executive Officer report quarterly to the board on the areas they are responsible for, including material business risks and provide an annual written report to the Board summarising the effectiveness of the Company's management of material business risks.	N/A

Principal No.	Recommendation	Compliance	Reason for Non-compliance
7.3	The Board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	The Board will receive assurance in the form of a declaration from the Chief Executive Officer as required by the Corporations Act.	N/A
7.4	Companies should provide the information indicated in the Guide to reporting on Principle 7.	The information will be disclosed in the Annual Report.	N/A
8.	***Remunerate fairly and responsibly***		
8.1	The Board should establish a Remuneration Committee.	The Company has not established a separate Remuneration Committee. The roles and responsibilities of a Remuneration and Nomination Committee are currently undertaken by the full Board.	Given the size and nature of the Company's operations, the Board considers it is appropriate for the role of the Remuneration and Nomination Committee to be performed by the Board at this stage.
8.2	The Remuneration Committee should be structured so that it: • consists of a majority of independent Directors; • is chaired by an independent Director; and • has at least 3 members.	The roles and responsibilities of a Remuneration and Nomination Committee are currently undertaken by the full Board.	Given the size and nature of the Company, the Board considers it is appropriate for the role of the Remuneration and Nomination Committee to be performed by the Board at this stage.

Principal No.	Recommendation	Compliance	Reason for Non-compliance
8.3	Companies should clearly distinguish the structure of Non-Executive Directors' remuneration from that of Executive Directors and senior executives.	The structure of non-executive Directors' remuneration is clearly distinguished from that of Executive Directors and senior executives, as described in the Directors' Report which forms part of this Annual Report.	N/A
8.4	Companies should provide the information indicated in the Guide to reporting on Principle 8.	The information will be disclosed in the Annual Report.	N/A

The Company's full Corporate Governance Policies are available from the Company's website www.group-premiere.com.

3. INDUSTRY OVERVIEW

3.1 OVERVIEW

The PRC is the world's most populous country and has a rapidly growing economy, which has driven the country's high overall energy demand and the quest for securing energy resources. This has led the PRC to become the world's second-largest oil consumer behind the United States and the largest global energy consumer in 2010. The country was a net oil exporter until the early 1990s and became the world's second-largest net importer of crude oil and petroleum products in 2009. The PRC is projected to surpass the United States as the largest net oil importer by 2014, in part due to its rising oil consumption and the PRC's oil consumption growth accounted for one-third of the world's oil consumption growth in 2013[1].

In 2010, the PRC's crude oil production exceeded 4 million barrels per day ("**mb/d**"). The remaining proven oil reserves in the PRC have steadily grown since 2000 due to exploration in the Northwest and offshore, where oil production increased by 60% and 24% in 2009 respectively, compared to 2000. The PRC's offshore oil production rapidly increased in 2010, reaching 0.9 mb/d, accounting for 23% of the total oil production of the country. In contrast, oil production in the Northeast has gradually decreased each year. To secure oil supplies, the main state-owned oil companies have enhanced investment in domestic and foreign oil exploration in recent years, and crude oil production is expected to remain relatively stable.[2]

However, with strong and sustained economic growth, its demand for oil has also increased to over 8 mb/d in 2009 and the PRC's oil demand is expected to rise to 12.2 mb/d in 2020. Therefore even though the PRC is now the world's fifth largest oil producer, the country is dependent on crude oil imports to meet its oil demands. In 2011, the PRC imported over 5 mb/d of crude oil, accounting for about 54% of its total demand.[2]

To counter this shortfall and to open up the industry, the PRC government has granted international oil companies more access to technically challenging onshore and deep water offshore fields and the PRC has revised its oil price reform legislation in 2013 to further reflect international oil prices in the country's domestic demand.

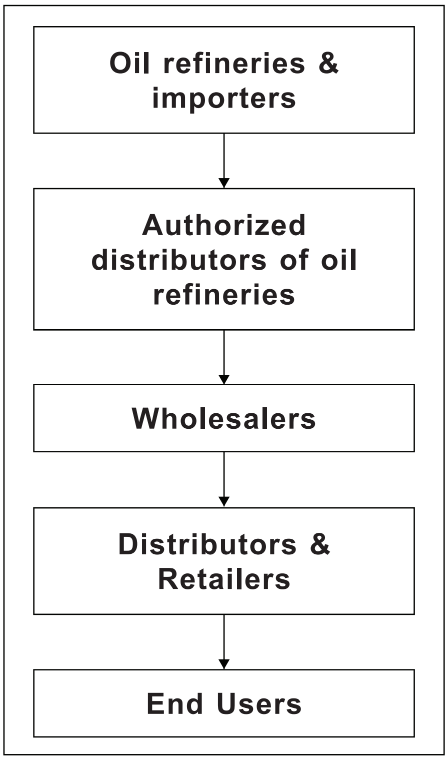
3.2 THE PRC PETROLEUM INDUSTRY SUPPLY CHAIN

The petroleum industry in the PRC is largely dominated by the three state-owned oil companies namely, China Petroleum and Chemical Corporation ("**Sinopec**"), China National Petroleum Corporation ("**CNPC**"), and China National Offshore Oil Corporation ("**CNOOC**").

[1] Source: Data in this paragraph has been extracted from the China country report issued by the U.S. Energy Information Administration updated on 4 February 2014.

[2] Source: Data in these paragraphs have been extracted from the International Energy Agency's country report on China published in 2012.

The petroleum industry supply chain can be categorised into upstream, midstream, and downstream. The upstream players are mainly state-owned oil refineries located mainly in the northern and western regions of the PRC. Prices and output from the refineries have significant impact on companies further down the supply chain. The middle stream players are wholesale distributors. These companies play an important role in the efficient distribution of refined petroleum. Finally, the downstream players are retailers that sell directly to the end consumers. The Group can be classified as a wholesale distributor in the middle stream of the industry supply chain.



Oil refineries and Importers

As its domestic production is insufficient to meet its crude oil demands, the PRC imports more than half of its oil demands. Domestic oil refining is mainly dominated by the three state-owned oil companies; Sinopec, CNPC and CNOOC. According to statistics compiled by FACTS Global Energy ("**FGE**")[3], CNPC is the leading upstream player in the PRC and, along with its publicly-listed arm, PetroChina, accounts for an estimated 53% of the total oil output in the PRC in 2012.

A vast majority of the PRC's largest oil fields, located in the northeast and north central regions of the country, represent the backbone of the country's domestic production.[4] However, these fields are mature and prone to declining production. According to FGE's estimate, CNPC's Daqing field, located in the Northeast, one of the PRC's oldest and most prolific oil field produced about 800,000 bbl/d of crude oil, approximately 19% of the country's total production in 2012. Sinopec's Shengli oil field near the Bohai Bay produced about 550,000 bbl/d of crude oil during 2012, making it the second-largest oil-producing field.

3 FACTS Global Energy is an international energy consultancy group specialised in the Asia Pacific energy markets.

4 Source: Data in these paragraphs have been extracted from the International Energy Agency's country report on China published in 2012.

Additional state-owned oil companies have emerged over the past several years, such as the Sinochem Corporation, CITIC Group, and Yanchang Petroleum but these companies are still relatively small compared to Sinopec, CNPC and CNOOC.[5]

With the PRC's increasing dependence on oil imports, these state-owned oil companies have rapidly expanded their purchases of international oil assets and form strategic commercial partnerships with international oil companies, such as ConocoPhillips, Shell, Chevron, BP, BG, Husky, Anadarko, and Eni, among others, through direct acquisitions of equity and financial loans in exchange for oil supplies in order to secure more oil supplies and gain technical expertise for their more challenging oil resources.[5]

Wholesalers

Companies in the PRC have to obtain the Refined Petroleum Wholesale Operating Licence issued by the Ministry of Commerce of the PRC before they can engage in the wholesale distribution of Refined Petroleum. Companies with this licence in the PRC are mainly state-owned oil companies with the remainder being private oil companies. Although these private oil companies will continue to play an important role in the distribution of Refined Petroleum in the PRC at every segment of the supply chain, there are significant barriers to entry for new entrants to this business. The main barriers to entry are:

(a) High regulatory requirements

The requirements for the Refined Petroleum Wholesale Operating Licence include among others, having oil storage facilities with a minimum capacity of 10,000m^3, and being a PRC registered enterprise with minimum registered capital of RMB 30 million (approximately A$5,405,500).[7]

(b) High working capital

Refined Petroleum and Other Petrochemicals wholesalers will need to have strong cash flow and a credible reputation in the industry. In general, a wholesaler needs to enter into large purchase volume so as to enjoy bulk discount. Further, the payment terms to suppliers may be short in comparison with payment terms granted to customers. Highly reputable market players also have a competitive edge given the importance of reliable supply and quality assurance.

(c) Strong market intelligence

As oil is a strategic resource, its supply in the PRC is largely controlled by the three state-owned oil companies, Sinopec, CNPC and CNOOC, which are responsible for the distribution of oil within the PRC. However due to the large geographic area of the PRC, information asymmetry exists between the different regions and within the supply chain. Hence, private enterprises have a role to play in improving the efficiency of distribution channels. The ability of private wholesalers to obtain timely and accurate market intelligence has a significant impact on the profitability and sustainability of their business.

Retailers

At present, the operation of retail petrol stations in the PRC is dominated by the two state-owned oil companies; Sinopec and CNPC. Together, the two state-owned oil companies own approximately half of the total retail petrol stations in the PRC.[6] With the growing automotive industry in the PRC, retail demand for Refined Petroleum is expected to remain positive.

[5] Source: Data in this paragraph has been extracted from the China country report issued by the U.S. Energy Information Administration updated on 4 February 2014.

[6] Source: Extracted from the China retail petroleum industry study done by CI Consulting, a PRC industry research agency released in May 2014.

[7] Amounts shown in A$ above are based on a nominal exchange rate of (RMB1: A$0.17390) chosen as at 28 August 2014. This exchange rate will fluctuate and may not be applicable in the future. Such fluctuations will result in changes to this AUD amounts shown above.

4. COMPANY AND BUSINESS OVERVIEW

The information provided in this Section 4 is in summary form only. Investors should read the remainder of this Prospectus which contains more detailed information before making a decision to apply for Shares.

4.1 OVERVIEW

The Group is a leading integrated supply chain manager of petrochemical products in the PRC based in the Guangdong Province, PRC. As an integrated supply chain manager, it engaged in the wholesale distribution of petrochemical products including sourcing, storage, shipping, sales and distribution and after-sales services of petrochemical products in the PRC.

The Group's products can be grouped into 2 major classes of product; namely Refined Petroleum and Other Petrochemicals. Refined Petroleum comprised mainly the various grades of gasoline and diesel oil used mainly by automobiles. The Group's Other Petrochemicals comprised of mixed aromatics, C5 non aromatics, fuel oil, naphtha and MBTE, used mainly for gasoline blending. Going forward, the Group intends to expand its product range for Other Petrochemicals.

The revenue and net profit of the Group for FY2013 was approximately RMB5.1 billion and RMB178.2 million (approximately A$849.2 million and A$29.8 million respectively)[1], respectively. For FY2013, the Group distributed an aggregate of 786,783 tonnes of Refined Petroleum and Other Petrochemicals in the PRC. Please note that the Group's past profits and performance is not an indication as to the future profitability and performance of the Group.

The PRC is the world's most populous country and has a rapidly growing economy, which has driven the country's high overall energy demand leading the PRC to become the world's second-largest oil consumer behind the United States. The Group's business focuses on the wholesale supply of Refined Petroleum and Other Petrochemicals used mainly in automobiles. Even amidst a protracted European sovereign debt crisis and concerns about the slowing down of the PRC economy, the PRC remains one of the world's fastest growing economy.

The Group procures its supply of Refined Petroleum and Other Petrochemicals mainly from petroleum refineries and their authorised distributors in the resource-rich northern regions of the PRC. It distributes these products to the more economically developed southern coastal cities in the PRC, which has huge demands for fuel and energy and rely on the petroleum resources from the northern PRC regions. The Group also aggregates orders from its customers in order to procure these products from suppliers at more favourable terms through economies of scale.

The Group beneficially owns the Longkou Storage Facility which is a petroleum storage facility located in Longkou City, Shandong Province, PRC with a total petroleum storage capacity of 13,500 cubic meters (equivalent to approximately 9,000 tonnes). Beneficial ownership allows the Group to use the facilities at their own discretion and for their own purposes. The Group is looking to complete the outstanding payment on the Longkou Storage Facility which will then make it the legal owner of the facility (refer to Material Contracts section 8.5 for more details). The strategic location near the Longkou harbour enables it to expediently and economically store Refined Petroleum intermediately for shipment to its customers located in the southern PRC cities.

The nature of its Business exposes the Group to risks relating to, inter alia, price, liquidity, counterparty (including credit) and operations. The Group has developed and implemented policies and procedures to manage these risks. Its risk management policy seeks to identify, assess, manage, monitor and report such risks. Please refer to the Section 4.6 for more information on the Group's risk management policies.

[1] Amounts shown in A$ above are based on a nominal exchange rate of (RMB1: A$0.17390) chosen as at 28 August 2014. This exchange rate will fluctuate and may not be applicable in the future. Such fluctuations will result in changes to this AUD amounts shown above.

The Group maintains a cash balance in order to offset liquidity risk and to ensure it has sufficient working capital to meet its obligations and to ensure it can fund actual or proposed commitments to purchase Refined Petroleum and Other Petrochemicals. The Group aims to maintain a minimum cash balance of approximately $25,000,000 to offset liquidity risks but reserves the right to review the level of the cash balance and use those funds as working capital for its wholesale petrochemical distribution business if and when required.

The Group's cash balance is to be used to:

- fund its wholesale distribution of Refined Petroleum and Other Petrochemicals which includes purchasing, storing, shipping, selling and distributing petrochemical products in the PRC;

- satisfy outstanding liabilities under the Amended Loan Agreement (refer to Section 8.2 for further information);

- satisfy the outstanding amount on the Longkou Storage Facility (refer to Section 8.5 for further information); and

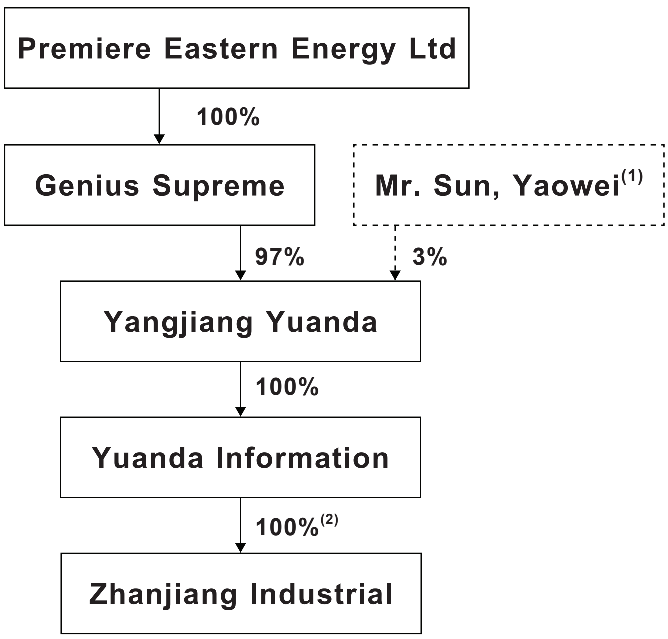
- the Company also reserves the right to use any excess funds to fund further expansion of the business.

4.2 CORPORATE STRUCTURE

In preparation for the Group's listing on the Official List on ASX, the Group undertook a restructuring exercise whereby Premiere Eastern Energy Ltd was incorporated in Australia for the purpose of owning the Group companies.

On 29 August 2014, the Company's Non-Executive Chairman, Mr. Zhan Musheng, as the sole shareholder of Premiere Singapore, agreed to the transfer of the entire shareholdings in Genius Supreme held by Premiere Singapore to Premiere Eastern Energy Ltd in consideration for the issuance of 704,966,929 Shares in Premiere Eastern Energy Ltd to him and 45,000,000 Shares to Certex Holdings Limited.

Following this restructuring exercise, Genius Supreme is now 100% owned by Premiere Eastern Energy Ltd and the current Group structure is as shown below:



Notes:

(1) Mr. Sun, Yaowei is the founder of Yangjiang Yuanda and currently the General Manager of Sales of the Group.

(2) In accordance to the share transfer agreement dated 15 July 2011 and a supplemental agreement dated 12 August 2011, although Yangjiang Information is the 100% beneficial owner of Zhanjiang Industrial, 8.53% of the equity interest of Zhanjiang Industrial is held by Zhanjiang Maoqi Oil Co., Ltd. on its behalf. Please refer to Section 8.6 for more details of the share transfer agreement.

Premiere Eastern Energy Ltd is an investment holding company incorporated in Australia.

Genius Supreme is an investment holding company incorporated in Hong Kong.

Yangjiang Yuanda, a company incorporated in the PRC, is engaged in the wholesale distribution of Other Petrochemicals in the PRC.

Yuanda Information is an investment holding company incorporated in the PRC.

Zhanjiang Industrial, a company incorporated in the PRC, is engaged in the wholesale distribution of Refined Petroleum in the PRC.

4.3 BUSINESS MODEL

The Group's wholesale distribution services include origination, storage, shipping, sales and distribution and after-sales services. The following diagram illustrates its involvement in managing key aspects of the supply chain:

4.3.1 SOURCING

Sourcing involves procuring directly from petroleum refiners and their authorised distributors mainly from the northern regions of the PRC, which allows the Group to procure Refined Petroleum and Other Petrochemicals at competitive prices.

In addition, due to the scale of the operations, the Group is able to dictate the blending process to achieve tailored grades of Refined Petroleum and Other Petrochemicals in accordance to its customers' specifications, taking into considerations, *inter alia*, air density, temperature and atmospheric pressure.

The Group maintains close relationships with its suppliers to ensure stability in its supply during tight supply conditions and to gain timely market information valuable to its business operations. The Group does not enter into long term contracts with its suppliers. The Group is usually granted credit terms of five to ten days and is required to pay a deposit of 20% to 30% of the purchase order before the suppliers proceed with its order.

4.3.2 STORAGE

The Group plan the potential sales volume for the following month based on the indicative demand of its major customers and make its procurement accordingly to ensure the availability of its products for delivery to the customers. The Group will procure Refined Petroleum and Other Petrochemicals based on customers' orders. For most of its orders, the Group will arrange for the products to be delivered directly to its customers and do not hold significant amount of inventory to manage its exposure to price risk.

When required to hold inventory, the Group will utilise its own Longkou Storage Facility which allows the Group to store and aggregate Refined Petroleum from its various suppliers to a single storage location at reduced cost before shipment to its customers. This storage facility also provides greater operational flexibility to the Group especially during periods of shortage in supply.

4.3.3 SHIPPING

The Group engage third party logistics service providers for the shipment of its products. The cost of shipping to its customers is negotiated and agreed upon on a case by case basis. The third party logistics service providers will be responsible for the insurance of such in-transit products. To facilitate timely delivery of the products to our customers, the Group maintain a list of qualified third party logistics services providers that have demonstrated reliability in delivery time as well as price competiveness. This list is subject to review by the management of the Group on an annual basis.

4.3.4 SALES AND DISTRIBUTION

The Group is principally involved in the wholesale supply of physical Refined Petroleum and Other Petrochemicals. It adopts a conservative purchase policy whereby most of its purchase agreements with suppliers are only entered into upon the signing of legal-binding sales agreements with its customers. In addition, the Group might also procure Refined Petroleum and Other Petrochemicals as inventory upon receiving indicative demand from its major customers to ensure availability of the product supplies. The Group do not have long term contracts with its customers. The Group usually requires its customers to place a deposit with the Group before it proceeds with the transaction. The Group usually grant its customers credit terms of between 15 to 30 days. The credit limits and days granted to its customers depend on their credit rating according to its credit assessment and a credit scoring process. In the event this customers do not perform their contractual obligations, their deposit will be forfeited.

The prices for Refined Petroleum are highly regulated and are determined with reference to the published maximum price set by the PRC National Development and Reform Commission and Sinopec Corporation's reference price. The prices set by the PRC National Development and Reform Commission highly correlates to international oil prices. On the other hand, the prices for Other Petrochemicals are determined based on prevailing market conditions.

The Group's Refined Petroleum and Other Petrochemicals exclusively traded within the PRC. It has sales team covering regions such as the Guangdong Province and Shanghai City. Please refer to Section 4.7 for more information.

4.3.5 AFTER-SALES SERVICES

In the event of any secondary physical contaminations of products due to any adverse conditions customers have inadvertently subjected the products to, the Group will assist in managing the rectification process for its customers.

The Group is also able to offer customised value-added services such as in-depth market information and risk management solutions to its customers.

4.4 PRODUCTS

The Group's products can be broadly categorised into Refined Petroleum and Other Petrochemicals, each of which can be described as follows:

Refined Petroleum

Refined Petroleum are distillates from fractional distillation of crude oil and used mainly for the generation of electricity for industrial and commercial usage and to power various types of automobiles and vehicles. Refined Petroleum comprise different grades of gasoline, diesel oil and kerosene. Sales of Refined Petroleum accounted for approximately 51%, 33% and 23% of the Group's revenue in FY2011, FY2012 and FY2013, respectively.

Since March 2012, the entire wholesale distribution of Refined Petroleum business of the Group is conducted through Zhanjiang Industrial, a Refined Petroleum Wholesale Enterprise which holds all the requisite licences to engage in the wholesale distribution of Refined Petroleum.

Other Petrochemicals

Other Petrochemicals are mainly supplied as industrial feedstock or petroleum additives and comprise mixed aromatics, C5 non aromatics, fuel oil, naphtha and methyl tertiary butyl-ether ("**MTBE**"). Sales of Other Petrochemicals accounted for approximately 49%, 67% and 77% of the Group's revenue in FY2011, FY2012 and FY2013, respectively.

Since June 2012, the entire wholesale distribution of Other Petrochemicals business of the Group is conducted through Yangjiang Yuanda, which holds all the requisite licences to engage in the wholesale distribution of Other Petrochemicals.

4.5 QUALITY CONTROL

The Group have established a quality management system which is integral to its supply chain processes. This quality management system seeks to ensure that its Refined Petroleum and Other Petrochemicals meet its customers' expectations while ensuring that the quality of its products is also in strict compliance with the national quality standards in the PRC.

The Quality Control Department of the Group conducts sample testing regularly prior to the delivery of its products to ensure the quality of the products. Samples of the sampling done by the Quality Control Department are sent for inspection by the relevant authorities, such as the Products Quality Supervision and Inspection Authority. In addition, the Quality Control Department oversees the quality control process at every stage of the Group's supply chain to ensure that the control process in question is in line with the quality management system.

As part of the after-sales services, the Group will manage the rectification process for its customers in the event if there are any physical contaminations of its products due to any adverse conditions its customers have inadvertently subjected the products to. Due to the stringent quality control, the Group has not experienced any material disputes or rejections from its customers for its products.

4.6 RISK MANAGEMENT FRAMEWORK

The Group is exposed to risks relating to price, liquidity, counterparty (including credit) and operational. The Group recognises these risks and therefore has in place a formal risk management framework which aims to structure risk management activities such that risks are identified, assessed, managed, monitored and reported in a formalised manner. This framework is continually maintained and developed to provide reasonable assurance that the Group understands the risks associated with achieving its business objectives and that it is responding appropriately to these risks at all levels within the Group. This is achieved by ensuring that:

- Risks are properly identified, assessed, managed and reported;
- Resources are effectively and efficiently allocated to manage risks;
- Risks that could significantly affect the Group, the employees, the suppliers and/or the customers of the Group are suitably managed; and
- The Group is compliant with regulatory and legal requirements.

4.6.1 RISK MANAGEMENT POLICIES

The key risks that the Group faces and its related risk management policies are as follows:

Price risks

The prices of Refined Petroleum are directly correlated with the international crude oil prices and the price, demand and supply of Refined Petroleum are affected by numerous factors, including but not limited to macro-economic conditions, level of activities in exploration, political conditions, wars and strikes, natural disasters, weather conditions, industrial accidents, labour disruptions, the PRC government policies and changes in market expectations. The Group monitors international and PRC prices, demand and supply, market trends on a daily basis and seek to purchase its supply at the most competitive prices and under the most favourable terms. As the Group only carry out physical trades and seek to minimise inventory, it does not use any derivative financial instruments to substantially hedge these risks.

All purchases of the Group require the approval of the CEO and the CFO for the transaction to proceed. The Group has established both volume and stop loss limits, and justifications and approval from the Board are required for any transaction that exceeds either of the limits as set out in its procurement policy. As many of its purchase agreements are back-to-back with customer orders, both purchase and sale transactions are typically concluded within a month, which also serves as a form of price risk control.

Liquidity risks

Liquidity risk is the risk that the Group is unable to meet its payment obligations when due, or that the Group is unable, on an ongoing basis, to obtain sufficient cash flow or funding from the market on an unsecured, or even secured, basis at an acceptable price to fund actual or proposed commitments. Prudent liquidity risk management implies maintaining sufficient cash to meet operational requirement.

The Group has set itself a minimum available cash balance to be maintained at all times. Its credit profile, diversified funding sources and committed credit facilities ensure that sufficient liquid funds are maintained to meet its liquidity requirements. Also as part of its liquidity management, all purchases require the approval of the CEO and CFO, who will ensure that the Group has sufficient working capital and financing to fulfill the contractual obligations before giving the approval.

Credit or counterparty risks

Credit and counterparty risks are controlled through prudent credit assessment and exposure limits including credit limits and credit days, and the requirement for deposits.

For each new customer, it has a credit assessment and credit scoring process. Pursuant to our assessment, new customers are admitted to the Group's list of approved customers, which are reviewed and approved by the CEO and the CFO ("**Pre-approved Customers List**"). Thereafter, the Pre-Approved Customers List is maintained and continuously monitored by both the Sales Division and the CFO. Depending on the rating, the Group will determine the appropriate credit terms to be taken with each customer. The Group usually require deposits of approximately 20% to 30% of the contract value from its customers before entering into the transaction.

PRC regulation risks

As a wholesale distributor of Refined Petroleum and Other Petrochemicals in the PRC, the Group is required to maintain current Refined Petroleum Wholesale Operating Licence and Hazardous Chemicals Operating Licence. The Group presently possesses all the relevant licences required for its Business.

The Group has put in place measures and dedicated staff to continuously monitor and ensure that it is in compliance with all licensing requirements and also to handle the application for extension of these licences when they are up for renewal.

Under the relevant PRC regulations, as a Refined Petroleum Wholesale Enterprise, the Group is required to distribute Refined Petroleum only to a Refined Petroleum Wholesale Enterprises or a Refined Petroleum Retail Enterprises. Refined Petroleum may be sold to a customer without such licences if the Refined Petroleum is purchased for the customer's own use. The Group will only include a customer into the Group's Pre-Approved Customer List if it meets the above criteria.

Also, under the relevant PRC regulations, companies which engage in the wholesale business of hazardous chemicals must ensure that their suppliers have the requisite licences in relation to the production or operation of hazardous chemicals. The Group maintains a list of qualified suppliers, which is reviewed and approved by the CEO and the CFO ("**Pre-Approved Suppliers List**"). The Group will only include a supplier into the Group's Pre-Approved Suppliers List if it meets the above criteria.

Both the Pre-Approved Customers List and the Pre-Approved Suppliers List are maintained and continuously monitored by the CFO and any exception will be reported to the Board.

New products approval process

Before entering into a transaction for a new product, the Group will conduct a formal analysis prior to the trading of any new product, so as to document the risk profile of the new product, and to assess its ability in handling the new product operationally, including but not limited to accounting and risk management capabilities.

4.6.2 RISK MONITORING AND REPORTING

The Group conducts monthly risk reporting and monitoring, which is prepared by the CFO for review and approval by the Board. These monthly risk reports to the Board will include details such as the price and volume of each transaction, purchase and sales matching of the transactions, the Group's working capital position and exception reporting.

The Group also carries out an internal audit of its various business processes, including the risk monitoring and reporting process on an annual basis. The Group has outsourced its internal audit function to an independent CPA firm since 2011.

4.7 SALES AND MARKETING

The sales division of the Group comprised six staff and is headed by the General Managers, Mr. Ou Jinpei and Mr. Sun Yaowei. The sales division cover various regions within the economically developed southern coastal cities of the PRC including the Guangdong Province and Shanghai City. Going forward, the Group intends to continue to focus and expand its sales team within these southern coastal cities of the PRC.

The Group's current customer base comprises distributors, trading companies and direct users and ranges from large state-owned petroleum corporations to privately-owned trading companies. The Group focused on the following four main strategies to grow its customer base and capture new opportunities with a view to minimising its reliance on any single major customer:

(a) The distribution of its products to the economically developed southern coastal cities in the PRC that have great demand for petrochemical products but are lacking in oil refineries or resources;

(b) Increasing sales of the higher margin Other Petrochemicals by allocating more of its financial resources towards these products to improve profitability and diversify its revenue base;

(c) Increasing sales to private companies to expand and diversify its customer base and reduce its reliance on sales to the large state-own enterprises. Dealing with private companies also allow the Group to have greater flexibility in terms of volume, delivery methods and schedule; and

(d) Increasing sales to distributors that either consume the products themselves or have direct distribution access to retailers. These distributors with direct sales channels provide a more stable source of demand for products.

The Group generates sales lead through referrals from customers, suppliers and business associates as a result of its strong reputation of delivering quality products and services. The sales division is responsible for responding to enquiries from existing and potential customers, maintaining customer relationships and negotiating the terms and conditions with both customers and suppliers on a transaction by transaction basis.

The Group emphasises on cultivating long-term relationships with its customers. The sales division maintain regular communication with its customers through regular calls and visits to understand its customers' requirements and needs. The Group also seeks feedback from its customers to ensure customer satisfaction.

The Group attends year-end trade fairs regularly in order to increase the awareness of the Group and its products. These trade fairs organised by the various local industry association and major petroleum refineries in the PRC, also provide the Group with networking opportunities with its customers and suppliers and help the Group to keep abreast of current market trends, and to use the information to identify business opportunities.

4.8 PROCUREMENT

The procurement division of the Group comprised two staff and is headed by its General Manager, Mr. Jiang Qiguo. The Group procures its supply of Refined Petroleum and Other Petrochemicals mainly from authorised distributors of petroleum refineries in the resource rich northern regions of the PRC.

The Group selects its suppliers based on their reputation, product quality, pricing, adequacy of supply and the ability to deliver on time. To facilitate timely purchases of Refined Petroleum and Other Petrochemicals, it deals with suppliers which had demonstrated reliability in product quality and delivery time as well as price competitiveness.

The Group maintains a Pre-Approved Suppliers List, which is subject to review by management on an annual basis. As the Group does not enter into long term contracts with its suppliers, it ensures that it maintains a large list of qualified suppliers so as to give the Group a pool of qualified suppliers to choose from to diversify its supply risk.

4.9 COMPETITIVE STRENGTHS

The Group believes its competitive strengths are as follows:

Well established reputation and track record

The Group have, since 2004, built a strong reputation in the petroleum industry for ensuring a stable supply of quality products at a competitive price to its customers. Due to the scale of its operations and close relationships with its suppliers, the Group is able to provide a steady supply of Refined Petroleum and Other Petrochemicals to its customers at competitive prices through bulk purchase. In addition, the Group's quality management system seeks to ensure that its products meet its customers' specifications while ensuring that the quality of the products is also in strict compliance with the national quality standard of the PRC.

Leading and established management team

The Group's management team has extensive experience in the petrochemical industry. It is led by the Group's CEO, Mr. Zhan Aiping, who has more than 15 years of experience in the petrochemical industry. He is supported by a very experienced team of dedicated management team, all with at least 20 years of experience in the petrochemical industry, overseeing all the major operational functions of the Group.

The Group operates in a dynamic environment characterised by price volatility which may be affected by factors from within and outside of the PRC. The Group believes its management team's extensive experience and in-depth market knowledge gives the Group a competitive advantage in identifying business opportunities and risks as well as formulating sound business strategies. In addition, the Group believes that the strong relationships built by the management team with its customers and suppliers has been integral to its success and will continue to contribute to its further growth.

Extensive and strong customer and supplier network

Since its inception, the Group has cultivated strong relationships with an extensive customer and supplier base across the PRC. Its strong long-standing relationships with its suppliers helps to ensure the steady supply of Refined Petroleum and Other Petrochemicals at competitive prices, while its strong relationship with its customers ensure a strong demand for the Refined Petroleum and Other Petrochemicals and in achieving a competitive price when the Group purchases in bulk for its customers. In addition, the Group believes that its dedication to meet its customer's specifications enables the Group to retain its customers and achieve a higher margin on its products.

The Group has a dedicated sales division which maintains regular communication with its customers, thereby ensuring the Group's presence in the market.

4.10 BUSINESS STRATEGIES AND FUTURE PLANS

Continue to expand its existing Refined Petroleum and Other Petrochemicals business

The PRC continues to have a huge demand for Refined Petroleum and Other Petrochemicals, driven by rapid urbanisation, significant expansion of transportation infrastructure and, the growing automotive industry. In the past, the Group has not been able to meet the full demands of its customers as it is constrained by its limited working capital base.

The Group believes that with a stronger working capital base, it will be able to continue to expand its Refined Petroleum and Other Petrochemicals business by increasing both the volume of transactions and the value of each transaction. Going forward, the Group also intends to use its financial resource to expand on its range of Other Petrochemicals distributed, focusing on products with higher gross profit margins.

Expand operations vertically downstream into the operations of retail petrol stations

As the Group continue to seek revenue growth and higher profit margins, if full subscription is achieved, it intends to further strengthen its position as a leading Refined Petroleum and Other Petrochemicals supply chain manager, particularly in its home base of Guangdong Province by expanding its operations vertically downstream by acquiring and operating retail petrol stations. The Group expects that if Full Subscription is achieved the amount allocated to potential acquisitions of retail petrol stations as contemplated by Section 1.5, could potentially fund the acquisition of up to two (2) retail petrol stations. Any such acquisitions would be considered by the Board on a case by case basis, and subject to the completion of negotiations and satisfactory due diligence enquiries as required.

This downstream expansion is expected to be complementary with its existing operations, as not only will it provide the Group with an additional distribution channel for its Refined Petroleum, it will allow the Group to sell its Refined Petroleum at the higher retail prices.

Business expansion through acquisition, joint ventures or strategic partnerships

Wherever opportunities arise, the Group will expand its capabilities and business through acquisition, joint venture or strategic partnership with parties who can add value to its business. This may include business co-operation in co-managing the strategic assets or marketing activities to achieve mutual benefit.

5. FINANCIAL INFORMATION

5.1 Overview

This section contains a summary of the Historical Financial Information and Pro Forma Historical Financial Information (collectively referred to as the Financial Information) in relation to the Premiere Eastern Energy Limited ("Premiere Australia") which the Directors consider relevant to investors.

Investors are referred to section 4.2 of the Prospectus for an overview of Premiere's corporate structure. Investors should note that the Group's financial year ends on 31 December.

(1) Historical Financial Information

The Historical Financial Information comprises the following:

- Audited Consolidated Historical Statement of Profit or Loss and Other Comprehensive Income for Premiere Eastern Energy Pte Ltd ("Premiere Singapore") for the years ended 31 December 2011, 31 December 2012 and 31 December 2013 and the period ended 30 June 2014 as set out in section 5.3.1;

- Audited Consolidated Historical Statement of Cash flows for Premiere Singapore for the years ended 31 December 2012 and 31 December 2013 and the period ended 30 June 2014 as set out in Section 5.3.2; and

- Audited Consolidated Statement of Financial Position of Premiere Singapore as at 30 June 2014 as set out in section 5.5.

Given the restructure of the Group subsequent to 30 June 2014, Premiere Eastern Energy Pte Ltd ("Premiere Singapore") is no longer part of the consolidated Group. As a result of the restructure performed, transactions associated with Premiere Singapore have been reflected within Section 5.5 below.

A qualified audit report on the consolidated financial statements of Premiere Singapore was issued for the years ended 31 December 2011 and 31 December 2012. Details of the qualifications are set out in Section 6 Investigating Accountant's Report of this prospectus.

Premiere Australia Eastern Energy Limited ("Premiere Australia") was registered on 4 June 2014 and has not traded.

(2) Pro Forma Historical Financial Information

The pro forma Historical Financial Information comprises the following:

- Pro Forma Consolidated Historical Statement of Financial Position of Premiere Australia as at 30 June 2014 as set out in section 5.5, includes the Consolidated Financial Information of Premiere Singapore prior to restructure as at 30 June 2014 which assumes the pro forma transactions set out in Note 2 of section 5.5 had occurred on 30 June 2014;

- Pro Forma Consolidated Historical Statement of Changes in Equity of Premiere Australia as at 30 June 2014 as set out in section 5.5 includes the Consolidated Financial Information of Premiere Singapore prior to restructure as at 30 June 2014 which assumes the pro forma transactions set out in Note 2 of section 5.5 has occurred at 30 June 2014.

Premiere Singapore financial information for the period ended 30 June 2014 has been included in the pro forma consolidated statement of financial position as at 30 June 2014 to provide potential shareholders with a view of the Group's financial position.

The Financial Information contained in this section of the Prospectus is presented in an abbreviated form and does not contain all the disclosures that are usually provided in an annual report prepared in accordance with Australian equivalents to International Financial Reporting Standards ("AIFRS") and the Corporations Act. In the view of the Directors of Premiere Australia, the omitted disclosures would provide no further relevant information to potential investors.

The Financial Information should be read in conjunction with the risk factors associated with an investment in Premiere Australia set out in sections 7 and 8, the Investigating Accountant's Report and the other information contained in this Prospectus.

Investors should note the scope and limitations of the Investigating Accountant's Report.

5.2 Basis of Preparation of the Financial Information

(1) Historical Financial Information

The Historical Financial Information has been compiled from the financial statements of Premiere Singapore as at 31 December 2011, 31 December 2012, 31 December 2013 and 30 June 2014. Financial statements of Premiere Singapore as at 31 December 2011, 31 December 2012, 31 December 2013 have been audited by Grant Thornton Audit Pty Ltd. Financial statements of Premiere Singapore as at 30 June 2014 have been reviewed by Grant Thornton Audit Pty Ltd.

(2) Pro Forma Historical Financial Information

The Pro Forma Historical Financial Information of Premiere Australia has been compiled from the reviewed financial information of Premiere Australia and the Consolidated Financial Information of Premiere Singapore for the period ending 30 June 2014.

The consolidated financial statements of Premiere Singapore were reviewed in accordance with Australian Accounting Standards. Grant Thornton Audit Pty Ltd has not provided a review report on Premiere Singapore's consolidated financial statements in the context of complying with the relevant accounting, statutory and regulatory requirements in China and Singapore.

The consolidated financial statements of Premiere Singapore for the period ending 30 June 2014 are converted into Premiere Australia's presentation currency, Australian Dollars for the purposes of inclusion of financial information for this Prospectus as opposed to the financial statements of Premiere Singapore which are presented in Chinese Renminbi.

Foreign Currency Translation

In accordance with the requirements of Australian Accounting Standards, Premiere Australia has adopted the foreign currency translation accounting policy set out in section 5.5 in which assets and liabilities of the Company and its controlled entities are translated at exchange rates in effect at reporting date. Revenue and expenses are translated at the exchange rates in effect at the date of the transaction. Exchange differences arising are recognised directly to the Group's foreign currency translation reserve in the Statement of Financial Position.

5.3 Summary of Historical Financial Performance and Cash Flows

Set out below is the Historical Consolidated Financial Information for Premiere Singapore.

The basis of preparation of the Historical Consolidated Financial Information is set out in section 5.2. The accounting policies are set out in Note 1 of section 5.5.

5.3.1 Statement of Profit or Loss and Other Comprehensive Income

	Historical[1] Year Ended 31 December 2011 $'000	Historical[2] Year Ended 31 December 2012 $'000	Historical[3] Year Ended 31 December 2013 $'000	Historical[4] Period Ended 30 June 2014 $'000
Revenue	667,000	646,658	849,169	407,419
Cost of sales	(629,778)	(610,332)	(797,462)	(383,720)
Gross profit	37,222	36,326	51,707	23,699
Other revenues	122	241	427	242
Operating expenses	(7,524)	(7,423)	(9,686)	(4,656)
Administration expenses	(2,326)	(1,549)	(1,508)	(728)
Finance costs	(1,093)	(1,569)	(807)	(6)
Profit before income tax expense	26,401	26,026	40,133	18,551
Income tax expense	(7,145)	(7,018)	(10,325)	(4,678)
Profit after income tax expense	**19,256**	**19,008**	**29,808**	**13,873**

(1) The above Statement of Profit or Loss and Other Comprehensive Income of Premiere Singapore for the 12 months ending 31 December 2011 has been translated from RMB to $AUD at average exchange rate RMB 1: AUD$0.1497.

(2) The above Statement of Profit or Loss and Other Comprehensive Income of Premiere Singapore for the 12 months ending 31 December 2012 has been translated from RMB to $AUD at average exchange rate RMB 1: AUD$0.1528.

(3) The above Statement of Profit or Loss and Other Comprehensive Income of Premiere Singapore for the 12 months ending 31 December 2013 has been translated from RMB to $AUD at average exchange rate RMB 1: AUD$0.1673.

(4) The above Statement of Profit or Loss and Other Comprehensive Income of Premiere Singapore for the 6 months ending 30 June 2014 has been translated from RMB to $AUD at average exchange rate RMB 1: AUD$0.1780.

5.3.2 Statement of Cash flows

Cash flows from operating activities	Historical(1) Year Ended 31 December 2012 $'000	Historical(2) Year Ended 31 December 2013 $'000	Historical(3) Period Ended 30 June 2014 $'000
Receipts from customers	652,964	837,937	413,976
Payments to suppliers and employees	(602,453)	(800,624)	(391,709)
Interest received	241	368	242
Finance costs (net of interest received)	24	(33)	(6)
Income tax paid	(7,234)	(10,736)	(4,114)
Sales and other taxes	(3,147)	(5,154)	(500)
Net cash provided by/(used in) operating activities	40,395	21,758	17,889
Cash flows from investing activities			
Proceeds from sale of PPE	—	586	—
Proceeds/(Payments) from/(to) related parties	(978)	(302)	154
Payment made to related parties for the acquisition of additional interest in the subsidiary	(810)	(1,774)	—
Net cash provided by/(used in) investing activities	(1,788)	(1,490)	154
Cash flows from financing activities			
Proceeds/(Payments) from/(to) non-related parties	5,122	(21)	14
Net cash provided by/(used in) financing activities	5,122	(21)	14
Net change in cash and cash equivalents held	43,729	20,247	18,057
Cash and cash equivalents at beginning of financial year	10,318	53,897	87,408
Effect of exchange rates on cash holdings in foreign currencies	(150)	13,264	(6,442)
Cash and cash equivalents at end of financial year	53,897	87,408	99,023

(1) Items within the cash flows from operating activities, cash flows from investing activities and cash flows from financing activities sections of the Statement of Cash flows of Premiere Singapore for the 12 months ending 31 December 2012 have been translated from RMB to $AUD at average exchange rate of RMB 1: AUD$0.1528. Cash and cash equivalents at the beginning and the end of the financial year has been translated at the spot rate RMB 1: AUD$0.1544 and RMB 1: AUD$0.1526 respectively.

(2) Items within the cash flows from operating activities, cash flows from investing activities and cash flows from financing activities sections of the Statement of Cash flows of Premiere Singapore for the 12 months ending 31 December 2013 have been translated from RMB to $AUD at average exchange rate of RMB 1: AUD$0.1673. Cash and cash equivalents at the beginning and the end of the financial year has been translated at the spot rate RMB 1: AUD$0.1526 and RMB 1: AUD$0.1843 respectively.

(3) Items within the cash flows from operating activities, cash flows from investing activities and cash flows from financing activities sections of the Statement of Cash flows of Premiere Singapore for the 6 months ending 30 June 2014 have been translated from RMB to $AUD at average exchange rate of RMB 1: AUD$0.1780. Cash and cash equivalents at the beginning and the end of the financial year has been translated at the spot rate RMB 1: AUD$0.1843 and RMB 1: AUD$0.1720 respectively.

5.4 Management Discussion on 31 December 2011, 31 December 2012, 31 December 2013 and 30 June 2014

5.4.1 Financial Performance

The commentary below has been provided in order to give investors an understanding of the Historical Consolidated Financial Information of Premiere Singapore set out above. This section should be read in conjunction with the Basis of Preparation of the Financial Information set out in section 5.2.

5.4.2 Revenue

A revenue breakdown is shown as follows:

Category	**2011 $'000**	**2012 $'000**	**2013 $'000**	**January to June 2014 $'000**
Refined petrol sales	339,905	214,369	194,208	114,899
Cost of sales	(323,991)	(199,386)	(184,002)	(110,107)
Gross profit	15,914	14,983	10,206	4,792
Gross margin	4.68%	6.99%	5.26%	4.17%
Petrochemical sales	327,095	432,289	654,961	292,520
Cost of sales	(305,787)	(410,946)	(613,459)	(273,613)
Gross profit	21,308	21,343	41,502	18,907
Gross margin	6.51%	4.94%	6.34%	6.46%
Total revenues	667,000	646,658	849,169	407,419
Total cost of sales	(629,778)	(610,332)	(797,462)	(383,720)
Overall gross profit	37,222	36,326	51,707	23,699
Overall gross margin	5.58%	5.62%	6.09%	5.82%

Operating revenues are generated through sales of refined petrol and petrol chemical sales through the operating entities Yangjiang Yuanda Petrochemical Co., Ltd and Zhanjiang Industrial Production Materials Co., Ltd.

Refined petrol sales relate to contract wholesale of refined petrol products such as diesel and gasoline.

Petrochemical sales relate to contract sales to customers for use as industrial feedstock or petroleum additives such as mixed aromatics, fuel oil, and naphtha.

The increase in overall sales from 2011 to 2013 is the result of increased marketing efforts and the acquisition of new customers over the period. Decrease in sales from January to June 2014 (based on annualised sales compared to 2013) is due to the fact that new national standard for environmental protection requires higher level of gasoline production technology including less additive in the petroleum products, which affects overall supply and demand for old stock of the industry in a 6-month period to June 2014.

Customer concentration risk

There is a concentration of sales to a number of key and large customers over the historical period. During 2011, 2012, 2013 and the half-year ended 30 June 2014 revenue from top 10 customers amount to 77% ($515.6 million), 87% ($564.6 million), 80% ($680.6 million) and 84% ($341.7 million) of total sales respectively.

This is due to sales being predominately contract based with large volumes and transaction value.

(3) Gross profit

Gross margins achieved on respective products have remained relatively consistent throughout the historical period.

(4) Operating expenses

Major operating expense line items are shown below:

	Year Ended 31 December 2011 $'000	Year Ended 31 December 2012 $'000	Year Ended 31 December 2013 $'000	Period Ended 30 June 2014 $'000
Salary expenses	737	603	682	121
Transportation expense	3,596	4,612	6,282	3,428
Oil depot rental expense	1,464	685	742	197
Depreciation and amortisation	407	414	439	231

Operating expenses are costs directly related to sales activities. Overall increases in operating costs over the historical period reflect a general expansion in operating activities.

The decrease in oil depot rental expense from 2011 to 2013 is due to a reduction in the use of lease oil depot space to store inventory and products available for sale.

(5) Administration expense

Major administration expense line items are shown below:

	Year Ended 31 December 2011 $'000	Year Ended 31 December 2012 $'000	Year Ended 31 December 2013 $'000	Period Ended 30 June 2014 $'000
Travelling expense	398	370	403	199
Legal and advisory expenses	747	479	240	95

Administration expenses are those not directly related to sales. Travelling expenses have increased due the increased size of operations. Legal and advisory expenses relate to costs incurred for general legal advice in relation to operations and for the preparation of the listing of the Group.

(6) Finance costs

Major finance costs line items are shown below:

	Year Ended 31 December 2011 $'000	Year Ended 31 December 2012 $'000	Year Ended 31 December 2013 $'000	Period Ended 30 June 2014 $'000
Interest expense for convertible bonds	1,083	1,561	796	—

Interest expense represents amounts incurred on convertible notes issued by Premiere Singapore to pre-IPO investors. The interest has been accrued in line with agreed terms and conditions. Refer to Section 8 for further details of agreements with Bond holders.

(7) Income tax expense

Premiere Singapore is a resident Singapore company and pays tax in Singapore at an income tax rate of 17%. The subsidiary of Premiere Singapore, Genius Supreme Investment Ltd ("Genius") is a resident Hong Kong company and pays tax in Hong Kong at an income tax rate of 16.5%.

The subsidiaries of Genius, Yangjiang Yuanda Petrochemical Co., Ltd ("Yangjiang") (direct subsidiary of Genius), Yangjiang Yuanda Information Consultancy Co., Ltd ("Yangjiang IC")(subsidiary of Yangjiang) and Zhanjiang Industrial Production Materials Co., Ltd ("Zhanjiang")(subsidiary of Yangjiang IC) are resident companies in the PRC.

The income tax rate applicable to the subsidiaries Yangjiang, Yangjiang IC and Zhanjiang, is 25% (standard tax rate) in 2011, 2012, 2013 the period ended 30 June 2014 in accordance with the income tax law of the PRC.

5.5 Pro Forma Financial Information

Premiere Eastern Energy Limited
ACN 169 923 095

REVIEWED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FROM REGISTRATION TO 30 JUNE 2014

	Reviewed
	$
Revenue	—
Cost of sales	—
Gross profit	
Other revenues	—
Operating expenses	—
Administration expenses	—
Finance costs	—
Profit/(loss) from ordinary activities before income tax expense	—
Income tax expense relating to ordinary activities	—
Profit/(loss) from ordinary activities after income tax expense	—
Other comprehensive income	—
Total comprehensive income for the period	—

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Premiere Eastern Energy Limited
ACN 169 923 095

STATEMENT OF FINANCIAL POSITION AND CONSOLIDATED PRO FORMA STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2014

	Note	Reviewed Premiere Australia(1) $'000	Reviewed 30 June 2014 Premiere Singapore(2) $'000	Reviewed Pro Forma Minimum Subscription $'000	Reviewed Pro Forma Full Subscription $'000	Reviewed Pro Forma Over Subscription $'000
CURRENT ASSETS						
Cash and cash equivalents		—	99,023	101,078	107,588	112,238
Trade and other receivables	4	—	47,352	47,352	47,352	47,352
Inventory	5	—	5,580	5,580	5,580	5,580
Prepayments	6	—	1,015	1,015	1,015	1,015
TOTAL CURRENT ASSETS		**—**	**152,970**	**155,025**	**161,535**	**166,185**
NON CURRENT ASSETS						
Property, plant and equipment	7	—	1,530	1,530	1,530	1,530
Land-use rights	8	—	9,890	9,890	9,890	9,890
Investment in Genius Supreme Investment Ltd	9	—	—	—	—	—
TOTAL NON CURRENT ASSETS		**—**	**11,420**	**11,420**	**11,420**	**11,420**
TOTAL ASSETS		**—**	**164,390**	**166,445**	**172,955**	**177,605**
CURRENT LIABILITIES						
Trade and other payables	10	—	27,631	23,488	23,488	23,488
Convertible notes	11	—	13,570	—	—	—
Non-convertible debt	11		—	7,633	7,633	7,633
Current tax liabilities	12	—	2,452	2,452	2,452	2,452
TOTAL CURRENT LIABILITIES		**—**	**43,653**	**33,573**	**33,573**	**33,573**
TOTAL LIABILITIES		**—**	**43,653**	**33,573**	**33,573**	**33,573**
NET ASSETS		**—**	**120,737**	**132,872**	**139,382**	**144,032**
SHAREHOLDERS EQUITY						
Issued capital	13	—	—	11,366	18,013	22,761
Foreign currency translation reserve	14	—	7,964	7,964	7,964	7,964
Reserves	14	—	2,525	2,525	2,525	2,525
Retained earnings		—	106,217	106,986	106,849	106,751
Non-controlling interest	15		4,031	4,031	4,031	4,031
TOTAL SHAREHOLDERS EQUITY		**—**	**120,737**	**132,872**	**139,382**	**144,032**

(1) Premiere Australia was registered on the 4 June 2014 with 1 share. Amount of capital paid was AUD$1.00.

(2) Reviewed Premiere Singapore financial information has been extracted from the reviewed financial statements of Premiere Singapore for the period ended 30 June 2014 for the purposes of the preparation of the pro forma consolidated statement of financial position as at 30 June 2014 to provide potential shareholders with a view of the Group's financial position.

(3) Amount of capital paid was SGD$1. Amount has been translated from SGD$ to AUD$ at an exchange rate AUD$1: SGD$1.1253.

The above statement of financial position and consolidated pro forma statement of financial position should be read in conjunction with the accompanying notes

Premiere Eastern Energy Limited
ACN 169 923 095

REVIEWED STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM REGISTRATION TO 30 JUNE 2014

	Reviewed $
Operating activities	
Receipts from customers	—
Payments to suppliers	—
Interest received	—
Cash inflows/(outflows) from operating activities	—
Investing activities	
Payments for property, plant and equipment	—
Cash inflows/(outflows) from investing activities	—
Financing activities	
Proceeds from share issues	1
Payments for capital raising costs	—
Cash inflows/(outflows) from financing activities	**1**
Net increase/(decrease) in cash	1
Cash at registration	—
Cash at period end	**1**

The above statement of cash flows should be read in conjunction with the accompanying notes

Premiere Eastern Energy Limited
ACN 169 923 095

REVIEWED STATEMENT OF CHANGES IN EQUITY AND CONSOLIDATED PRO FORMA STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD FROM REGISTRATION TO 30 JUNE 2014

	Consolidated Entity				
	Issued Capital $'000	Foreign currency translation reserve $'000	Reserves $'000	Retained Earnings $'000	Non-controlling Interest $'000
Balance at registration	—	—	—	—	—
Shares issued on incorporation — 1 ordinary share[1]	—	—	—	—	—
Balance at 30 June 2014 (Reviewed)	—	—	—	—	—
Pro forma transactions					
Issue of 749,966,929 Ordinary Shares to the existing shareholders of Premiere Singapore and equity adjustments resulting from the reverse acquisition transaction — Refer Note 3	—	—	—	—	—
Amounts recognised as a consequence of a reverse acquisition transaction — Refer Note 3	—	7,964	2,525	106,217	4,031
Issue of 15,000,000 Offer Shares in the Company pursuant to this Prospectus — Minimum Subscription	3,000	—	—	—	—
Expenses of the offer — Refer Note 2	(217)	—	—	(728)	—
Deferred tax assets associated with capital raising costs not recognised	65	—	—	(65)	—
Restructure of consolidated Group and disposal of Premiere Singapore — Refer Note 2	—	—	—	1,562	—
Conversion of convertible notes by bondholders to 137,129,844 ordinary shares — Refer Note 2	5,937	—	—	—	—
Conversion of convertible notes interest accrued to 12,903,226 ordinary shares — Refer Note 2	2,581	—	—	—	—
Pro forma balance — Minimum Subscription	**11,366**	**7,964**	**2,525**	**106,986**	**4,031**

	Consolidated Entity				
	Issued Capital $'000	Foreign currency translation reserve $'000	Reserves $'000	Retained Earnings $'000	Non-controlling Interest $'000
Issue of an additional 35,000,000 Offer Shares in the Company pursuant to this Prospectus — Full Subscription	7,000	—	—	—	—
Additional expenses of the offer — Refer Note 2	(504)	—	—	14	—
Deferred tax assets associated with capital raising costs not recognised	151	—	—	(151)	—
Pro forma balance — Full Subscription	**18,013**	**7,964**	**2,525**	**106,849**	**4,031**
Issue of an additional 25,000,000 Offer Shares in the Company pursuant to this Prospectus — Over Subscription	5,000	—	—	—	—
Additional expenses of the offer — Refer Note 2	(360)	—	—	10	—
Deferred tax assets associated with capital raising costs not recognised	108	—	—	(108)	—
Pro forma balance — Over Subscription	**22,761**	**7,964**	**2,525**	**106,751**	**4,031**

(1) Premiere Australia was registered on the 4 June 2014 with 1 share. Amount of capital paid was AUD$1.00.

The above statement of changes in equity and consolidated pro forma statement of changes in equity should be read in conjunction with the accompanying notes

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2014

Note 1 — Statement of Significant Accounting Policies

The consolidated Financial Information has been prepared in accordance with Australian Accounting Standards.

Accounting Policies

(a) New Accounting Standards and Interpretations

Certain new accounting standards and IFRIC interpretations have been published that are not mandatory for current reporting periods. The Group's assessment of the impact of these new standards and interpretations is that there would be no material impact on the historical or reported pro forma financial information.

(b) Principles of Consolidation

A controlled entity is any entity that Premiere Australia controls. The consolidated entity controls an entity when it is exposed to, or has rights to variable returns from its investment with the entity and has the ability to affect those returns through its power to direct the activities of that entity.

As at a reporting date, the assets and liabilities of all controlled entities have been incorporated into the consolidated financial statements as well as their results for the period then ended. Where controlled entities have entered (left) the Group during the period, their operating results have been included (excluded) from the date control was obtained (ceased).

Reverse acquisition transactions are transactions in which the shareholders of the Group are the same party or parties before and after the transaction.

The share transfer agreements detailed above represent a reverse acquisition transaction. Premiere Australia has elected to account for these transactions using the predecessor values method. The method requires financial statements to be prepared using predecessor book values. Predecessor book values represent the carrying amount of net assets before the common control transaction.

All intercompany balances and transactions between entities in the consolidated entity, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the parent entity.

(c) Income Tax

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the reporting date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the Statement of Profit or Loss and Other Comprehensive Income except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the Group will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

(d) Registration

The Company was registered on 4 June 2014.

(e) Foreign currency translation

(i) Functional and presentation currency

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates.

The presentational currency of Genius and the functional currency of its operating subsidiaries, Yangjiang Yuanda Petrochemical Co., Ltd and Zhanjiang Industrial Production Materials Co., Ltd is Chinese Renminbi, and the consolidated financial statements are presented in Australian Dollars, the presentational and functional currency of Premiere Australia.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction(s). Foreign exchange gains and losses resulting from the settlement of such transaction(s) and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit or Loss and Other Comprehensive Income, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Translation differences on non-monetary financial assets and liabilities are reported as part of the fair value gain or loss. Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assts such as equities classified as available for sale financial assets are included in the fair value reserve in equity.

(iii) Group entities

Financial results and position of foreign operations whose functional currency is different from the Group's presentation currency are translated as follows:

- assets and liabilities are translated at year end exchange rates;
- income and expenses are translated at average rates for the period; and
- retained earnings are translated at historical rates.

Exchange differences arising on the translation of foreign operations are recognised directly to the Group's foreign currency translation reserve in the Statement of Financial Position.

(f) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable.

Revenue from the sale of goods is recognised at the point of delivery as this corresponds to the transfer of significant risks and rewards of ownership of the goods and the cessation of all involvement in those goods.

(g) Inventories

Inventories are measured at the lower of cost and net realisable value. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

(h) Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit or Loss and Other Comprehensive Income on a straight line basis over the period of the lease.

(i) Business Combination

Reverse acquisitions, where the cost of the business combination is deemed to have been incurred by the legal subsidiary (ie the acquirer for accounting purposes) in the form of equity instruments issued to the owners of the legal parent (ie the acquiree for accounting purposes), are accounted for using AASB 3 Business Combinations. The method calculates the fair value of the instruments issued by the legal parent on the basis of the fair value of existing instruments in the legal subsidiary.

The Group has elected to account for these transactions using the predecessor values method.

(j) Impairment of Assets

At each reporting date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Any excess of the asset's carrying value over its recoverable amount is expensed to the Statement of Profit or Loss and Other Comprehensive Income.

Impairment testing is performed annually for intangible assets with indefinite lives and intangible assets not yet available for use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(k) Cash and Cash Equivalents

For statement of cash flows presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

(l) Trade and Other Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for doubtful debts.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful receivables is established where there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables.

(m) Financial Instruments:

(i) Recognition

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

(ii) Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

(iii) *Financial Liabilities*

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

(iv) *Fair Value*

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

(v) *Impairment*

At each reporting date, the Group assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether impairment has arisen. Impairment losses are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

(n) Property, Plant & Equipment

Each class of property, plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment losses.

(i) *Plant and Equipment*

Plant and equipment are measured on the cost basis less depreciation and impairment losses.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

(ii) *Amortisation and depreciation*

The depreciable amount of all fixed assets including buildings is depreciated on a straight-line basis over the asset's useful life to the combined group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Office equipment	10%
Buildings	3%
Motor vehicles	12.5%
Oil depot equipment	12.5%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

(o) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

Provisions are measured using the best estimate of amounts required to settle the obligation at the end of the reporting period.

(p) Employee Benefits

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to reporting date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs.

Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. Those cash flows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows.

(q) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares and options are shown in equity as a deduction, net of tax, from the proceeds.

(r) Chinese VAT/Australian GST

Revenues, expenses and assets are recognised net of the amount of VAT/GST, except where the amount of VAT/GST incurred is not recoverable from the local tax office. In these circumstances the VAT/GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of VAT/GST. Cash flows are presented in the statement of cash flows on a gross basis, except for the VAT/GST component of investing and financing activities, which are disclosed as operating cash flows.

(s) Land-use Rights

Land use rights have a finite useful life and are carried at cost less accumulated amortisation and impairment losses.

Amortisation of land-use rights is calculated using the straight line method to allocate the cost of land use-rights over their estimated useful lives, which vary from 42 to 54 years.

The carrying amount of land-use rights is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

(t) Finance Costs

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use of sale.

All other borrowing costs are recognised in the Statement of Profit or Loss and Other Comprehensive Income in the period in which they are incurred.

(u) Critical Accounting Estimates and Judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities with the next financial year are discussed below.

Significant judgments — Impairment of non-financial assets

The Company assesses impairment at each reporting date by evaluating conditions and events specific to the Company that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

Exchange Rates

The following exchange rates used in the preparation of the financial information section is as follows:

RMB:AUD		
	Average	Spot
FY2011	0.1497	0.1544
FY2012	0.1528	0.1526
FY2013	0.1673	0.1843
HY2014	0.1780	0.1720
AUD:SGD		
31 December 2013	—	1.1253

Note 2 — Basis of Preparation of the Consolidated Pro Forma Statement of Financial Position

The consolidated pro forma Statement of Financial Position has been prepared from the Audited Statement of Financial Position of Premiere Singapore adjusted for the following transactions as if they had taken place on 30 June 2014:

(a) Group restructure agreements subsequent to 30 June 2014:

- Pursuant to a Share Sale Agreement dated 29 August 2014 the Company has issued 749,966,929 Ordinary Shares to the existing shareholders of Premiere Singapore as purchase consideration for 100% of the share capital of Genius Supreme Investment Ltd ("Genius"). This transaction is one referred to as a reverse acquisition transaction, the detail of which is set out in Note 3.

- This transaction is subject to the novation of convertible notes and associated interest obligations to Premiere Australia. Refer to Note 2(b), Note 2(c) and Note 2(d).

- Following the completion of the agreement, Premiere Australia's Statement of Financial Position will include third party unsecured loans and associated interest obligations (Refer to Note 2 (d)). Premiere Australia only source of cash flow will include dividends from its subsidiaries and/or capital repayment of inter-company balances and/or capital injections.

- The effect of the above transactions is to remove Premiere Singapore from the Group.

- The Company has determined that the acquisition of Genius did not represent a business combination as defined by Australian Accounting Standards AASB 3. This is because the restructure is considered to be a combination of entities under common control immediately prior to the IPO, and such common control transactions are outside the scope of AASB 3.

  The capital restructure and Group reorganisation has been accounted for by reference to the principles of a reverse acquisition by Premiere Australia of Genius. As a result the consolidated pro forma financial statements of Premiere Australia have been prepared as a continuation of the financial statements of the accounting acquirer, Genius.

(b) Conversion of convertible notes by bondholders

- Pursuant to an agreement between by bondholders and Premiere Singapore dated 29 August 2014, convertible notes amounting to $5.9 million were converted into 137,129,844 shares in Premiere Australia.

(c) Conversion of convertible notes interest accrued to equity

- Pursuant to an agreement dated 29 August 2014 between the bondholders and Premiere Singapore, accrued interest on convertible notes were satisfied by the issue of 12,903,226 shares amounting to the equivalent of $SGD3 million in Premiere Australia.

(d) Reclassification of remaining convertible notes to debt instrument

- Pursuant to an agreement dated 29 August 2014 between the bondholders and Premiere Singapore, the remaining portion of convertible notes has been novated to a non-convertible debt instrument in Premiere Australia with the following terms:
  - ○ The loan is denominated in Singapore dollars (SGD$9million)
  - ○ Interest rate of 4% per annum is to be accrued on the outstanding balance
  - ○ The loan shall be repaid in the following tranches:
    - ■ SGD$5million to be paid before 6 months after a successful listing on the ASX
    - ■ The outstanding balance to be paid within 12 months after a successful listing on the ASX

(e) Assuming Minimum Subscription

- The issue of 15,000,000 Offer Shares at an issue price of $0.20 per share to raise $3,000,000, less associated capital raising costs estimated to be $945,000. $217,000 has been directly off-set against raised capital ($152,000 net of tax), and $728,000 has been expensed in accordance with Australian Accounting Standards.

(f) Assuming Full Subscription

- The issue of an additional 35,000,000 Offer Shares upon Full Subscription at an issue price of $0.20 per share to raise an additional $7,000,000, less additional capital raising costs estimated to be $490,000. Total capital raising costs associated with Full Subscription are estimated to be $1,435,000 of which $721,000 has been directly off-set against raised capital ($505,000 net of tax), and $714,000 has been expensed in accordance with Australian Accounting Standards.

(g) Assuming Over Subscription

- The issue of an additional 25,000,000 Offer Shares upon Over Subscription at an issue price of $0.20 per share to raise an additional $5,000,000, less additional capital raising costs estimated to be $350,000. Total capital raising costs associated with full subscription are estimated to be $1,785,000 of which $1,081,000 has been directly off-set against raised capital ($757,000 net of tax), and $704,000 has been expensed in accordance with Australian Accounting Standards.

Note 3 — Business Combination

The pro forma statement of financial position has been prepared on the basis that Premiere Australia has acquired Premiere Singapore's assets and liabilities as noted below. The pro forma statement of financial position has then been adjusted to reflect transactions in the agreement dated 29 August 2014 as discussed in Note 2.

Through this transaction effective control of Genius passed to the shareholders of Premiere Australia. The transaction is one referred to in AASB 3 Business Combinations as a reverse acquisition, where following the reconstruction Premiere Australia took control of Genius with no change in underlying control.

As Premiere Australia was incorporated specifically for the purpose of this transaction and the subsequent equity raising, the fair value of the equity instruments issued has been estimated by reference to the value of historical (Genius's) net assets.

The following has been extracted from the audited financial information of Premiere Singapore as at 30 June 2014, converted from Chinese Renmimbi to Australian Dollars using an exchange rate outlined in Note 1.

	30 June 2014 $'000
The assets and liabilities of Premiere Singapore as at 30 June 2014 were:	
Cash and cash equivalents	99,023
Trade and other receivables	47,352
Inventory	5,580
Prepayments	1,015
Property, plant and equipment	1,530
Land-use rights	9,890
Trade and other payables	(27,631)
Convertible notes	(13,570)
Current tax liabilities	(2,452)
Total net assets acquired	120,737
Accounted for as:	
Issued capital*	—
Foreign currency translation reserve	7,964
Reserves	2,525
Retained earnings	106,217
Non-controlling interest	4,031
	120,737

* Amount of capital paid was SGD$1. Amount has been translated from SGD$ to AUD$ at an exchange rate AUD$1: SGD$1.1253.

Note 4 — Trade and other receivables

	Reviewed $'000	Pro Forma Minimum Subscription $'000	Pro Forma Full Subscription $'000	Pro Forma Over Subscription $'000
Trade receivables	—	47,342	47,342	47,342
Other receivables	—	—	—	—
Related party receivables	—	10	10	10
Total trade and other receivables	**—**	**47,352**	**47,352**	**47,352**

The carrying value of trade receivables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable in the financial statements. The company does not hold any collateral as security over any receivable balance, nor does it hold any restrictions of title.

The average credit period on sales of goods is 30 days. Extended credit terms may be provided through negotiation with customers. An analysis of the top 10 customers over the historical period shows concentration of sales to key and large customers with 77%, 87%, 80% and 84% in the financial years ending 2011, 2012, 2013 and the half-year ended 30 June 2014 respectively. No interest is charged on the trade receivables.

Some of the unimpaired trade receivables are past due as at the reporting date. These relate to customers who have a good credit history with the Company and are expected to be recovered in full.

The age of trade receivables past due but not impaired is as follows:

	$'000
31 – 60 days	9,782
61 – 90 days	5,505
90 – 180 days	2,410
Total	**17,697**

Note 5 — Inventory

	Reviewed $'000	Pro Forma Minimum Subscription $'000	Pro Forma Full Subscription $'000	Pro Forma Over Subscription $'000
Inventory at cost	—	5,580	5,580	5,580
Net inventory	**—**	**5,580**	**5,580**	**5,580**

Inventory includes refined petrol products and petrochemicals held for sale. Inventory has been determined to be valued at the lower of cost and net realisable value at reporting date.

Note 6 — Prepayments

	Reviewed $'000	Pro Forma Minimum Subscription $'000	Pro Forma Full Subscription $'000	Pro Forma Over Subscription $'000
Prepayments	—	1,015	1,015	1,015
Total	**—**	**1,015**	**1,015**	**1,015**

Prepayments represent advances/security deposits to suppliers for inventory purchases.

Note 7 — Property, Plant and Equipment

	Reviewed $'000	Pro Forma Minimum Subscription $'000	Pro Forma Full Subscription $'000	Pro Forma Over Subscription $'000
Office equipment	—	308	308	308
Less accumulated depreciation	—	(231)	(231)	(231)
	—	77	77	77
Oil depot buildings	—	826	826	826
Less accumulated depreciation	—	(97)	(97)	(97)
	—	729	729	729
Oil depot equipment		1,260	1,260	1,260
Less accumulated depreciation	—	(536)	(536)	(536)
	—	724	724	724
Total property, plant and equipment	**—**	**1,530**	**1,530**	**1,530**

Note 8 — Land-use Rights

	Reviewed $'000	Pro Forma Minimum Subscription $'000	Pro Forma Full Subscription $'000	Pro Forma Over Subscription $'000
Cost	—	10,814	10,814	10,814
Accumulated amortisation	—	(924)	(924)	(924)
Net land-use rights	**—**	**9,890**	**9,890**	**9,890**

Note 9 — Investment in Genius Supreme Investment Ltd

	Reviewed $'000	Pro Forma Minimum Subscription $'000	Pro Forma Full Subscription $'000	Pro Forma Over Subscription $'000
Investment in Genius Supreme Investment Ltd	—	—	—	—
Total	**—**	**—**	**—**	**—**

Balance represents investment by Premiere Australia in Genius Supreme Investment Ltd. Amount of $4.27 million represents pursuant to an agreement between the shareholders of Premiere Singapore and Premiere Australia the net consideration by Premiere Australia after assuming convertible notes obligations and the accrued interest on convertible notes. Amount has been eliminated on consolidation of the entities within the Group.

Further details can be found at Note 2(a).

Note 10 — Trade and Other Payables

	Reviewed $'000	Pro Forma Minimum Subscription $'000	Pro Forma Full Subscription $'000	Pro Forma Over Subscription $'000
Trade payables	—	17,832	17,832	17,832
Revenue received in advance	—	1,273	1,273	1,273
Other tax payable	—	(106)	(106)	(106)
Convertible note interest	—	—	—	—
Salary payable	—	18	18	18
Accrued expenses	—	49	49	49
Other payables	—	4,422	4,422	4,422
Total trade and other payables	**—**	**23,488**	**23,488**	**23,488**

Included within other taxes payable is a VAT receivable from the PRC taxation authority amounting to $196,697.

Included within other payables is the remaining payment for the acquisition of the Long Kou oil depot amounting to $4,421,051.

Note 11 — Convertible Notes and Non-convertible debt

	Reviewed $'000	Pro Forma Minimum Subscription $'000	Pro Forma Full Subscription $'000	Pro Forma Over Subscription $'000
Convertible notes	—	—	—	—
Non-convertible debt	—	7,633	7,633	7,633
Total	**—**	**7,633**	**7,633**	**7,633**

Convertible note balances have been transferred from Premiere Singapore to Premiere Australia and remaining unconverted balances have been novated to a non-convertible debt instrument in Premiere Australia.

Further details can be found at Note 2 for details of conversion and novation of the convertible notes to Premiere Australia.

Note 12 — Current tax liabilities

	Reviewed $'000	Pro Forma Minimum Subscription $'000	Pro Forma Full Subscription $'000	Pro Forma Over Subscription $'000
Income tax payable	—	2,452	2,452	2,452
Total current tax liabilities	**—**	**2,452**	**2,452**	**2,452**

Income tax payable represents current income tax obligations to the Chinese taxation authorities at 30 June 2014.

Note 13 — Issued Capital

	Number of shares issued	$'000
Shares on issue at 30 June 2014 – 1 ordinary share	**1**	**—**
Pro forma transactions		
— Issue of 749,966,929 Ordinary Shares to shareholders of Premiere Singapore for the acquisition of Genius	749,966,929	—
— Issue of 15,000,000 Offer Shares in the Company pursuant to this Prospectus	15,000,000	3,000
Less capital raising costs (net of tax effect)	—	(152)
Conversion of convertible notes by bondholders	137,129,844	5,937
Conversion of interest accrued on convertible notes	12,903,226	2,581
Pro forma issued capital — Minimum Subscription	**915,000,000**	**11,366**
— Issue of additional 35,000,000 Offer Shares in the Company pursuant to this Prospectus	35,000,000	7,000
Less capital raising costs (net of tax effect)	—	(353)
Pro forma issued capital — Full Subscription	**950,000,000**	**18,013**
— Issue of additional 25,000,000 Offer Shares in the Company pursuant to this Prospectus	25,000,000	5,000
Less capital raising costs (net of tax effect)	—	(252)
Pro forma issued capital — Over Subscription	**975,000,000**	**22,761**

Note 14 — Reserves

	Reviewed $'000	Pro Forma Minimum Subscription $'000	Pro Forma Full Subscription $'000	Pro Forma Over Subscription $'000
Foreign currency translation reserve	—	7,964	7,964	7,964
Statutory reserve	—	2,503	2,503	2,503
Capital reserve	—	22	22	22
Total reserves	**—**	**10,489**	**10,489**	**10,489**

Statutory Reserve

Pursuant to the current People's Republic of China Company Law, the Company is required to transfer between 5% to 10% of its profit after taxation to a statutory reserve until the surplus reserve balance reaches minimal 50% of the registered capital. For the purposes of calculating the transfer to this reserve, the profit after taxation shall be the amount determined under the People's Republic of China accounting standards. The transfer to this reserve must be made before the distribution of dividends to the shareholders.

Foreign translation reserve

The foreign currency translation reserve represents exchange differences arising from translation of the subsidiaries' functional currency (Chinese Renminbi and Hong Kong Dollars) into presentational currency of the group (Australian Dollars).

Note 15 — Non-controlling Interest

	Reviewed $'000	Pro Forma Minimum Subscription $'000	Pro Forma Full Subscription $'000	Pro Forma Over Subscription $'000
Non-controlling interest	—	4,031	4,031	4,031
Total non-controlling interest	**—**	**4,031**	**4,031**	**4,031**

Non-controlling interest represents amounts attributable to the minority shareholder of Yangjiang Yuanda Petrochemical Co., Ltd ("Yangjiang"), Mr. Sun Yao Wei. The minority interest amounts to 3% of Yangjiang's shareholdings.

Note 16 — Controlled Entities

The pro forma financial statements incorporate assets, liabilities, results and equity of the following entities in accordance with Note 2 — Pro Forma Transactions, Note 3 — Business Combination and Note 1(b) Principles of Consolidation.

Name of Entity	Registration date	Country of incorporation	Pro-forma equity holding
Ultimate Holdings Company			
Premiere Eastern Energy Limited	4 June 2014	Australia	
Subsidiaries of Premiere Eastern Energy Limited			
Genius Supreme Investment Ltd	7 November 2005	Hong Kong	100%
Subsidiary of Genius Supreme Investment Ltd			
Yangjiang Yuanda Petrochemical Co., Ltd	27 December 2004	People's Republic of China	97%
Subsidiary of Yangjiang Yuanda Petrochemical Co., Ltd			
Yangjiang Yuanda Information Consultancy Co., Ltd	23 November 2010	People's Republic of China	100%
Subsidiary of Yangjiang Yuanda Information Consultancy Co., Ltd			
Zhanjiang Industrial Production Materials Co., Ltd	11 June 1981	People's Republic of China	91.5%*

* Pursuant to the share transfer agreement dated 12 August 2011, all rights and obligations are assumed by Yangjiang Yuanda Information Consultancy Co., Ltd. Therefore 100% of all risks and rewards are attributable to Yangjiang Yuanda Information Consultancy Co., Ltd.

Note 17 — Commitments

Operating leases in respect of land and buildings are held with commitments totalling AUD$130,523 at 30 June 2014.

Note 18 — Contingent Assets and Liabilities

As at 30 June 2014, the Group is not aware of any other contingent assets or liabilities that should be disclosed in accordance with AASB 137.

Note 19 — Subsequent Events

The Directors of Premiere Australia are aware of no subsequent events, other than those pro forma transactions set out in Note 2 of Section 5.5 of the Prospectus.

Grant Thornton

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7 November 2014
PRIVATE AND CONFIDENTIAL

Dear Directors

INVESTIGATING ACCOUNTANT'S REPORT ON THE HISTORICAL AND PRO FORMA FINANCIAL INFORMATION

Introduction

We have prepared this Investigating Accountant's Report at the request of the Directors of Premiere Eastern Energy Limited ("Premiere" or the "Company") for inclusion in a Replacement Prospectus ("Prospectus") to be dated on 7 November 2014, to be issued by Premiere, in respect of the planned initial public offering on the Australian Securities Exchange Ltd.

Expressions defined in the Prospectus have the same meaning in this report.

Scope

Grant Thornton Audit Pty Ltd ("Grant Thornton Audit") has been requested to prepare this report on the following financial information:

Historical Financial Information

The Historical Financial Information, as set out in **Section 5.5** of the Prospectus comprises:

- Premiere's historical consolidated statement of comprehensive income for the financial period ended 30 June 2014;
- Premiere's historical consolidated statement of financial position as at 30 June 2014.

(hereafter, 'Historical Financial Information').

The historical financial information for the years ended 31 December 2011, 31 December 2012 and 31 December 2013 and the period ended 30 June 2014 has been extracted from the audited financial statements of Premiere Eastern Energy Pte Ltd ("Premiere Singapore") for the years ended 31 December 2011, 31 December 2012 and 31 December 2013 and the reviewed financial statements of Premiere Singapore for the period ended 30 June 2014, upon which Grant Thornton Audit issued an unqualified audit report for the year ended 31 December 2013 and an unqualified review report for the period ended 30 June 2014.

A qualified audit report was issued for the years ended 31 December 2011 in relation to the following matters:

- As Grant Thornton Audit was appointed auditors of Premiere Singapore during 2014 and one subsidiary was consolidated into the Group during 2011 and has not been audited, we are not in a position to and do not express an opinion on the opening balances as at 1 January 2011, which impact on the current year consolidated financial performance and statement of cash flows; and

- As Grant Thornton Audit was appointed auditors of Premiere Singapore during 2014, we were not able to observe the counting of the physical inventories at the beginning of the financial year 2011 or satisfy ourselves concerning those inventory quantities by alternative means. Since opening inventories affect the determination of the results of operations, we were unable to determine whether adjustments to the results of operations and opening retained earnings might be necessary for 2011. Our audit opinion on the financial report for the year ended 31 December 2011 was modified accordingly.

A qualified audit report was issued for the years ended 31 December 2012 in relation to the following matters:

- As Grant Thornton Audit was appointed auditor of Premiere Singapore during 2014 and one subsidiary was consolidated into the Group during 2011 and has not been audited, we are not in a position to and do not express an opinion on the opening balances as at 1 January 2011, which impact on the current year consolidated financial performance and statement of cash flows; and

- As Grant Thornton Audit was appointed auditors of Premiere Singapore during 2014, we were not able to observe the counting of the physical inventories at the beginning of the financial year 2012 or satisfy ourselves concerning those inventory quantities by alternative means. Since opening inventories affect the determination of the results of operations, we were unable to determine whether adjustments to the results of operations and opening retained earnings might be necessary for 2011. Our audit opinion on the financial report for the year ended 31 December 2012 is also modified because of the possible effect of this matter on the comparability of the 2012's figures and the corresponding figures.

Pro forma Financial Information

The Pro forma Financial Information as set out in **Section 5** of the Prospectus comprises the pro forma consolidated statement of financial position at 30 June 2014 and includes the Pro forma Adjustments ("Pro forma Adjustments") as at that date as disclosed in Note 2 and Note 3 of **Section 5.5**.

(hereafter, the 'Pro forma Financial Information' and collectively the 'Financial Information').

This report has been prepared for inclusion in the Prospectus. Grant Thornton Audit disclaim any assumption of responsibility for any reliance on this report or on the Financial Information to which this report relates for any purpose other than the purposes for which it was prepared. This report should be read in conjunction with the Prospectus.

Directors Responsibility for the Historical and Pro Forma Financial Information

The Directors have prepared and are responsible for the preparation and presentation of the Financial Information. The Directors are also responsible for the determination of the Pro forma Adjustments as set out in **Section 5.5** of the Prospectus.

The Financial Information is presented in an abbreviated form insofar as it does not include all of the presentation and disclosures required by the Australian equivalents to International Financial Reporting Standards and other mandatory professional reporting requirements.

Our Responsibility

Our responsibility is to express a conclusion on the Historical and Pro forma Financial Information based on our review. We have conducted an independent review of the Financial Information in order to state whether on the basis of the procedures described, anything has come to our attention that would cause us to believe that:

a) The Historical Financial Information does not present fairly the consolidated statement of financial position in accordance with the measurement and recognition (but not all of the presentation and disclosure requirements) of applicable Accounting Standards;

b) The Pro forma Adjustments do not provide a reasonable basis for the Pro Forma Financial Information;

c) The Pro forma Financial Information has not been prepared on the basis of the assumptions set out in **Section 5** of the Prospectus; and

d) The Pro forma Financial Information does not present fairly the pro forma consolidated statement of financial position at 30 June 2014 in accordance with the measurement and recognition (but not all of the presentation and disclosure requirements) of applicable Accounting Standards in Australia as if the Pro forma Adjustments set out in **Section 5.5** of the Prospectus had occurred at 30 June 2014.

Our independent review of the Financial Information has been conducted in accordance with Australian Auditing Standards applicable to review engagements. Our procedures consist of reading relevant Board minutes, reading of relevant contracts and other legal documents, inquiries of management personnel and the Directors and analytical and other procedures applied to Premiere's accounting records.

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than that given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion on the Financial Information.

Subsequent events

Since the 30 June 2014 and to the date of the Report, the Company has:

- an agreement dated 29 August 2014 between the Premiere Australia and Premiere Singapore, subject to the novation of convertible notes and associated interest obligations to Premiere Australia, Premiere Singapore agrees to dispose of its shares in Genius Supreme Investment Ltd ("Genius") in consideration for shares in Premiere Australia and the assumption of convertible note obligations and the associated accrued interest on the convertible notes and the loan receivable by Premiere Singapore from Genius;

- pursuant to an agreement between the bondholders and Premiere Australia dated 29 August 2014, convertible notes amounting to $5.9 million were converted into 137,129,844 shares in Premiere Australia;

- Pursuant to an agreement dated 29 August 2014 between the bondholders and Premiere Singapore, accrued interest on convertible notes were satisfied by the issue of 12,903,226 shares in Premiere Australia;

- an agreement dated 29 August 2014 between the bondholders and Premiere Singapore, the remaining portion of convertible notes has been novated to a non-convertible debt instrument in Premiere Australia;

- incurred costs associated with the production of the Prospectus and managing of the Company's assets.

These transactions have been included in the pro forma financial information as adjustments as outlined in **Section 5.5** of the Prospectus.

Apart from the matters dealt with in this report and having regard to the scope of our review, to the best of our knowledge and belief, no additional material transactions or events outside the ordinary business of the Company have come to our attention that require comment on or adjustment to the information referred to in our report or that would cause such information to be misleading or deceptive.

Conclusion Statements

Review Conclusion on the Financial Information

Based on our independent review, which is not an audit, nothing has come to our attention which causes us to believe that:

a) The Historical Financial Information does not present fairly the consolidated statement of financial position at 30 June 2014 in accordance with the measurement and recognition (but not all of the presentation and disclosure requirements) of applicable Accounting Standards in Australia;

b) The Pro forma Adjustments do not provide a reasonable basis for the Pro Forma Financial Information;

c) The Pro Forma Financial Information has not been prepared on the basis of the assumptions set out in **Section 5.5** of the Prospectus; and

d) The Pro forma Financial Information does not present fairly the pro forma consolidated statement of financial position at 30 June 2014 in accordance with the measurement and recognition (but not all of the presentation and disclosure requirements) of applicable Accounting Standards in Australia as if the Pro forma Adjustments set out in **Section 5.5** of the Prospectus had occurred at 30 June 2014.

Independence and Disclosure of Interest

Grant Thornton Audit does not have any pecuniary interests that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. Grant Thornton Audit will receive a professional fee for the preparation of this report.

Yours faithfully
GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

S J Gray
Partner – Audit & Assurance

7. RISK FACTORS

As with any share investment, there are risks involved. This Section identifies 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 consult their professional advisor before deciding whether to apply for Shares.

7.1 SPECIFIC COMPANY AND INDUSTRIAL RISKS

7.1.1 PRICING VOLATILITY AND CHANGES IN DEMAND AND SUPPLY FOR PRODUCTS

The prices of Refined Petroleum are directly correlated with international crude oil prices and the price, demand and supply are affected by numerous factors, including but not limited to, macro-economic conditions, level of activities in exploration, political conditions, wars and strikes, natural disasters, weather conditions, industrial accidents, labour disruptions, the PRC government policies and changes in market expectations. While the prices, demand and supply of Other Petrochemicals are less volatile as compared to Refined Petroleum, the prices, demand and supply of Other Petrochemicals may also be subject to fluctuations due to these same factors.

The Group monitor international and PRC prices, demand and supply, and market trends on a daily basis and seek to procure supply at the most competitive prices and under the most favourable terms. However, in the event that there is a significant drop in prices when purchases had been made ahead of sales, the Group may not be able to recover its full cost from its customers. Furthermore, in an event where there is a shortage in supply, the Group may not be able to procure sufficient supply to meet the needs of the customers and this may have an adverse impact on the Group's reputation and financial performance.

7.1.2 CREDIT RISKS OF CUSTOMERS

The Group are exposed to payment delays and/or defaults by customers. In general, the Group will collect 20% to 30% of the contractual value as deposit from its customers with the balance to be paid by the customer within one month after delivery. However, there is no guarantee whether or when the customers will be able to fulfil their obligations, particularly if they face financial difficulties, cashflow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, the Group's financial performance and operating cash flow may be adversely affected.

7.1.3 UNABLE TO MAINTAIN THE GROUP'S COMPETITIVENESS

The Group faces competition within the industry, particularly, from those who have strong financial resources, market reputation, strong capability in providing competitive pricing, stable source of supply and timely delivery, and wide range of products. Competition can also increase as a result of new market entrants. There is no assurance that the Group will be able to compete successfully in the future and failure to do so will adversely affect the Group's financial performance.

7.1.4 INCREASES IN FREIGHT, STORAGE AND LOGISTICS SUPPORT COSTS

The Group is dependent on freight and shipment of its Refined Petroleum and Other Petrochemicals in large quantities, often by sea. The Group often competes with other producers, purchasers or marketers of commodities or other products for berthing facilities at ports and freight terminals, which can result in delays in loading or unloading of the products and this could impede the Group's ability to deliver products on time or increase its costs of freight.

Due to the nature of its products, the Group has very specific storage requirements. Any material gap in the Group's ability to correctly plan its storage requirements against its own storage facilities may result in the Group having to lease temporary oil storage facilities which may lead to increase in the storage and logistics cost for the Group.

7.1.5 SHORT TERM SALES AGREEMENTS

Due to the nature of its business, the Group's sales agreements with its customers are generally of a short term nature and the Group derives all of its revenue from such short term agreements. Although the Group is continuously focused on growing its customer base and cultivating long-term relationships with its customers, it does not have long term sales agreements with its customers. As such, there is no guarantee that the Group will continue to be able to retain its customers or find new customers for its products in the future. For further information concerning the Group's sales, see Section 4.7.

7.1.6 OPERATIONS IN THE PRC

The Group conducts substantially all its business operations in the PRC. Accordingly, the Group's results of operations, financial condition and prospects are significantly dependent on economic and political developments in the PRC.

Since 1978, the PRC government has undertaken various reforms of its economic systems. Such reforms have resulted in economic growth of the PRC in the last three decades. However, many of the reforms are unprecedented or experimental, and are expected to be refined and modified from time to time. Other political, economic and social factors may also lead to further readjustment of the reform measures. Although the PRC's economy has experienced significant growth in the past 30 years, the Group cannot assure investors that the PRC's economy will continue to grow, or that if there is growth, such growth will be steady and uniform, or that if there is a slowdown, such slowdown will not have a negative effect on the Group's business and results.

7.1.7 CHANGES IN THE PRC ENVIRONMENTAL REGULATIONS

The PRC government has been pursuing environmental reform policies in the recent years. While the Group aims to attempt to anticipate the changes in the regulatory requirements so as to plan accordingly to not only remain in compliance with the changes, but also to minimise the costs of compliance, changes in environmental regulations may increase its compliance costs of operations, for example, for the disposal of waste, handling of chemical substances, storage of products. All these may result in an increase in compliance costs and thereby reducing the profitability of the Group.

7.1.8 PRC LEGAL SYSTEM AND LEGAL RISKS

The Group's operations in the PRC are governed by PRC laws and regulations. The Group's PRC Subsidiaries are foreign-invested enterprises and are subject to laws and regulations applicable to foreign investment in the PRC.

The PRC legal system is based on the PRC Constitution and is made up of written laws, regulations, circulars and directives. The PRC government is still in the process of developing its legal system, so as to meet the needs of investors and to encourage foreign investment. As the PRC economy is undergoing development generally at a faster pace than its legal system, some degree of uncertainty exists in connection with whether and how existing laws and regulations will apply to certain events or circumstances.

Some of the laws and regulations, and the interpretation, implementation and enforcement thereof, are still subject to policy changes. The introduction of new laws, changes to existing laws and the interpretation or application thereof or the delays in obtaining approvals from the relevant authorities may have an adverse impact on the Group's business or operations.

Further, precedents on the interpretation, implementation and enforcement of the PRC Laws and Regulations are limited, and unlike other common law countries such as Australia, decisions on precedent cases are not binding on lower courts. As such, the outcome of dispute resolutions may not be consistent or predictable as in the other more developed jurisdictions and it may be difficult to obtain swift or equitable enforcement of the laws in the PRC, or obtain enforcement of judgment by a court of another jurisdiction.

The legislative trend in the PRC in recent years has been to enhance the protection afforded to foreign investment and to allow for more active control by foreign parties of foreign invested enterprises. However, there is no assurance that such a trend will continue. Any restrictive rules against foreign investments may severely affect the Group's ability to expand its operations in the PRC.

7.1.9 FUTURE INFLATION IN THE PRC INHIBITS THE GROUP'S PRC BUSINESS

In the recent years, the Chinese economy has experienced significant and rapid expansion, as well as high rates of inflation. These significant changes in the rate of inflation may cause the Chinese government to take action and impose certain controls that may inhibit economic activity in the PRC, which will in turn affect the Group's business.

7.1.10 FOREIGN EXCHANGE RISKS

The Group's costs and expenses in the PRC and Hong Kong are denominated in RMB and Hong Kong Dollar respectively. Accordingly, the depreciation and/or the appreciation of the RMB and or Hong Kong Dollar relative to the Australian currency would result in a translation loss on consolidation which is taken directly to shareholder equity. In addition the reporting currency of the Company's financial reports is denominated in Australian currency. Any depreciation of the RMB or Hong Kong Dollar relative to the Australian currency may result in lower than anticipated revenue, profit and earnings.

7.1.11 PAYMENT OF DIVIDENDS FROM THE PRC SUBSIDIARIES

The PRC government imposes controls on the convertibility of the RMB into foreign currencies and, in certain cases, the remittance of currency out of the PRC. As the Group receives all of its revenues in RMB, the Company relies principally on dividends from its PRC Subsidiaries to fund any cash and financing requirements the Company may have.

Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior approval from the PRC State Administration of Foreign Exchange ("**SAFE**"), by complying with certain procedural requirements. Therefore, the PRC Subsidiaries are able to pay dividends in foreign currencies to the Group without prior approval from SAFE by complying with certain procedural requirements. For conversion of RMB into foreign currency and remitted out of the PRC to pay for capital items such as repatriation of capital, securities investments and repayment of loans, approval from or registration with SAFE or its local branches is required.

Current PRC regulations permit the PRC Subsidiaries to pay dividends only out of accumulated after-tax profits, if any, determined in accordance with the PRC accounting standards and regulations. In addition, the PRC Subsidiaries are required to set aside a certain amount of its after-tax profits each year, if any, to fund certain statutory reserves. These reserves are not distributable as cash dividends. Furthermore, in the future, if the PRC Subsidiaries incur debt on their own behalf, the instruments governing the debt may restrict its ability to pay dividends or make other payments to the Company.

The Company presently has an outstanding debt of approximately $7,729,380 under the Amended Loan Agreement (see Section 8.2) which is to be repaid within 12 months following the admission of the Company to the Official List. The Company believes that is has sufficient after-tax profit in the PRC Subsidiaries to declare dividends to repay this debt.The inability of the PRC Subsidiaries to distribute dividends or other payments to the Company could affect the ability of the Company to repay this debt and can also adversely limit the Group's ability to grow, make investments or acquisitions that could be beneficial to its businesses, pay dividends, or otherwise fund and conduct its business.

7.1.12 UTILISATION OF PROCEEDS

To utilise the proceeds from the Offer in the manner described in this Prospectus, as an offshore holding company of the PRC Subsidiaries, the Company may provide loans to its PRC Subsidiaries or make additional capital contributions to them. Any loans to the PRC Subsidiaries are subject to relevant registration under PRC regulations, and capital contributions must be approved by the local branches of SAFE or the commercial authorities. The Company cannot assure investors that it will be able to obtain these government approvals on a timely basis, if at all, with respect to future capital contributions by it to its PRC Subsidiaries. If the Group fails to obtain such approvals, the Company's ability to use the proceeds from this offering as intended will be affected, and this could adversely affect the Group's ability to carry out its business strategies and expand its operations in the PRC.

7.1.13 CONCENTRATION OF OWNERSHIP SHARES

Following the Offer and assuming Full Subscription, the Company's Non-Executive Chairman, Mr. Zhan Musheng, will hold 704,966,930 Shares in the Company representing approximately 74.2% of the Shares and voting rights in the Company. Mr. Zhan could exert substantial influence over matters requiring approval by the Company's Shareholders, including electing directors, and in doing so they may not act in the best interest of other minority Shareholders. This concentration of ownership may also discourage, delay or prevent a change in control of the Company, which would deprive the Company's Shareholders of an opportunity to receive a premium for their Shares as part of a sale of the Company and might reduce the price for the Company's Shares. These actions may be taken even if they are opposed by the Company's other Shareholders, including those who purchase Shares in this Offer.

7.1.14 TRADING LIQUIDITY RISK

The Company hopes to encourage increased levels of liquidity of trading in its Shares after being admitted to Official List. To that end, the Company notes that the ASX may determine that at least 856,989,248 Shares representing 90.2% of the Shares in the Company following the Offer and assuming Full Subscription, are required to be held in escrow for a period of between 12 and 24 months from the date of quotation of the Shares on the Official List. Following the end of these escrow periods a significant portion of Shares will become tradeable on ASX. This may contribute to a change (likely to be downwards) in the Company's Share price (see further at Section 7.2). For further information on potential restrictions to be imposed by ASX, see Section 1.10.

In accordance with the Group's expansion plans, the Company will consider secondary raisings and/or potential acquisitions in the future with a view to increasing the proportion of its tradable Shares to above 10% within 12 to 24 months from the Company being admitted to the Official List. Investors should note that any such secondary raisings or potential acquisitions (for which Shares are issued as consideration) would dilute Shareholder's interests. However, due to the low number of Shares that are not under escrow and available for trading, the trading liquidity of the Shares may be adversely affected.

7.1.15 ABILITY TO EFFECTIVELY OPERATE THE NEW RETAIL PETROL STATION BUSINESS

If full subscription is achieved, the Group intends to expand its operations vertically downstream, by acquiring and operating retail petrol stations in Guangdong Province. The ability of the Group to implement this future plan effectively depends on amongst others; its capital resources, the availability of suitable retail petrol stations to be acquired, its ability to obtain the necessary regulatory approval and/or licences and the availability of experience management staff for this new business.

In addition, due to the hazardous nature of the business, high standards in safety and environmental protection are required to be maintained at the retail petrol stations, and there can be no assurance that the Group will be able to meet such requirements to the satisfaction of the relevant authorities and as a result the Group may face penalties or even lose its license to operate the retail petrol station business on a temporary or permanent basis and as a result the business operations, financial performance and financial position may be adversely affected.

Furthermore, additional financing may be required in the medium to long-term to expand this business. The ability of the Group to raise the required financing then will have an impact on the Group's overall business expansion plans.

7.1.16 NEW TECHNOLOGY

With technological advancements, new technologies such as electric cars and solar-powered vehicles may gain popularity. Further, there is a general trend towards environmentally-friendly fuel usage and in the event that electric and/or solar-powered vehicles become widely popular and acceptable by end users, this may lead to a decline in demand for the Group's products and adversely affect the Group's business and financial results.

7.1.17 TAX TREATY BENEFITS ON DIVIDENDS RECEIVED FROM THE PRC SUBSIDIARIES

Pursuant to the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Incomes dated 21 August 2006 and came into effect on 27 September 2006, and the Notice of the State Administration of Taxation on How to Understand and Determine "Beneficial Owner" in Tax Agreements dated 27 October 2009 issued by the State Administration of Taxation of the PRC, the withholding tax rate on the dividend distribution by the foreign investment enterprise shall be a preferential tax rate of not more than 5.0% of the total dividend declared if the "Beneficial Owner" of the dividends is a company that holds directly at least 25.0% of the share capital of the company paying the dividend. According to the Notice of the State Administration of Taxation on the Issues relating to the Administration of the Dividend Provision in Tax Treaties promulgated on 20 February 2009, the corporate recipients of dividends distributed by Chinese enterprises must satisfy the direct ownership thresholds of 25.0% at all times during the 12 consecutive months preceding the receipt of the dividends. In the event that a company is not considered as a "Beneficial Owner" of the dividends, the preferential tax rate of not more than 5.0% does not apply and the withholding tax rate shall be 10.0% instead.

In the event that the Company is not deemed as the "Beneficial Owner" of the dividends distributed and the Company is subject to a withholding tax rate which is higher than the preferential tax rate of not more than 5.0%, it may limit the amount of dividends declared by the PRC Subsidiaries. Further, there is no assurance that the PRC government and Hong Kong government will not amend the above treaty, or that the Company will continue to be deemed as the "Beneficial Owner" of the dividend by the local tax authorities and be entitled to the preferential tax rate of not more than 5.0%.

7.1.18 FUTURE CAPITAL NEEDS

Further funding of projects may be required by the Group to support its ongoing activities and operations. There can be no assurance that such funding will be available on satisfactory terms or at all. Any inability to obtain funding will adversely affect the business and financial condition of the Group and, consequently, its performance.

7.1.19 PRODUCT LIABILITY

All of the Group's products are sold within the PRC. The Group may be exposed to product liability claims, if its product is determined to cause harm to its consumers. As a result, the Group may have to expend significant financial and managerial resources to defend against such claims. The Company believes that such product liability claim risks will increase as legal concepts in product liability claims begin to develop and mature in the PRC. If a successful claim is made against the Group, the Group may be fined or sanctioned and its reputation and brand may be negatively impacted, which could materially and adversely affect its reputation, business, prospects, financial condition and results of operations.

7.1.20 INSURANCE COVERAGE

The Group faces various risks in connection with its Business and may lack adequate insurance coverage or may not have the relevant insurance coverage. The Group maintains insurance coverage for its storage facilities, goods-in-transit and inventory. However, as is typical in the PRC, the Group does not maintain product liability insurance, insurance against loss of key personnel, business interruption insurance or third-party liability insurance against claims for property damage, personal injury and environmental liabilities. If the Group incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, its financials may be adversely affected.

7.1.21 DEPENDENT ON MANAGEMENT TEAM

The success of the Group has been largely attributable to the talent, effort, experience and leadership of its senior management team, in particular, the leadership of the Group's CEO, Mr. Zhan Aiping. Most of the Group's senior management team have substantial experience in the petrochemical industry and have extensive customer and supplier network contacts. The Group believe its continued success is dependent to a large extent on its ability to attract, retain and motivate these personnel.

Although the Group has entered into employment contracts with its Executive Directors and senior management team, there is no assurance that such contracts will not be terminated or breached.

7.1.22 OPERATION RISKS

The operations of the Group are subject to operating hazards and risks normally associated with handling, storing and delivering toxic or inflammable Refined Petroleum and/or Other Petrochemicals. The Group may be exposed to health or fire hazards as a result of any accidents occurring. A penalty or criminal liability may be imposed on the Group or its employees under the laws of the PRC. In the event such accident occurs, the Group's business operations and financial performance may be materially and adversely affected.

7.1.23 CONCENTRATION OF RELIANCE ON CERTAIN NON-EXCLUSIVE CUSTOMERS

The Group places some reliance on around 10 customers who between them make up a significant percentage of the Group's total sales. Specifically, during 2011, 2012 and, 2013 and the half year ended 30 June 2014, revenue from the top 10 customers amount to 77% (A$515.6 million, 87% ($564.6 million) and, 80% ($680.6 million) and 84% ($341.7 million) of total sales respectively. If a significant portion of the Group's main customers were to fail or fail to make payment to the Group, the Group's sales will ultimately be affected.

In addition, the Group engaged its customers on a non-exclusive basis. Customers are therefore free to not engage with the Group and/or instead engage with a competitor of the Group. If a customer or more than one customer were to cease engagement with the Group ad cease to sell the Group's products, the Group's sales will ultimately be affected.

7.1.24 LONGKOU STORAGE FACILITY RISK

The Group has several outstanding liabilities as disclosed in Section 5 of this Replacement Prospectus. Though the Group believes it is able to meet these obligations there is the possibility that it may not meet the obligation to pay the outstanding amount of RMB25,703,785 (approximately A$4,631,440) on the Longkou Facility (refer to Section 8.5 Purchase Agreement for the Longkou Storage Facility for further information). If the Group is not able to make the final payment due on 31 March 2015 then the Company will lose its storage facility for the purposes of its operations. The Group's profitability, sales and operations may be adversely affected as a result.

Note:

Amounts shown in A$ above are based on a nominal exchanges rate of (RMB1: A$0.17390) chosen as at 28 August 2014. This exchange rate will fluctuate and may not be applicable in the future. Such fluctuations will result in changes to this AUD amounts shown above.

7.2 SPECIFIC INVESTMENT RISKS

7.2.1 INVESTMENT RISK

The Shares to be issued pursuant to this Prospectus should be considered highly speculative. They carry no guarantee as to payment of dividends, return of capital or the market value of the Shares. The prices at which an investor may be able to trade the Shares may be above or below the Offer Price paid for the Shares. While the Directors commend the Offer, prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

7.2.2 SHARE MARKET

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors including but not limited to the following:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital;
- terrorism or other hostilities;
- as well as other factors beyond the control of the Company.

7.2.3 TRADING LIQUIDITY RISK

The Company hopes to encourage increased levels of liquidity of trading in its Shares after being admitted to Official List. To that end, the Company notes that the ASX may determine that at least 856,989,248 Shares representing 90.2% of the Shares in the Company following the Offer and assuming Full Subscription, are required to be held in escrow for a period of between 12 and 24 months from the date of quotation of the Shares on the Official List. Following the end of these escrow periods a significant portion of Shares will become tradeable on ASX. This may contribute to a likely fall in the Company's Share price. For further information on potential restrictions to be imposed by ASX, see Section 1.10.

Following the Offer and assuming Full Subscription, the Company's Non-Executive Chairman, Mr. Zhan Musheng, will hold 704,996,930 Shares in the Company representing approximately 74.2% of the Shares and voting rights in the Company. These shares are to be classified as restricted securities and will be held in escrow for 24 months (refer to Section 1.10 for further information). This may result in liquidity risk for the Shares given a large percentage of the Shares may not be traded for up to 24 months.

The concentration of shares with one Shareholder, particularly in the event that only the Minimum Subscription is raised, poses a risk that illiquidity in the trading of the Shares will arise and that Shareholders may be unable to sell their investment due to limited demand for the Shares or may only be able to sell their Shares in small parcels. An Illiquid market is likely to have an adverse impact upon the Share price.

7.2.4 ECONOMIC CONDITIONS

The performance of the Company may be significantly affected by changes in economic conditions, and particularly conditions which affect the petrochemical industry in the PRC. Changes in economic conditions could affect the ability of the Company to operate and could increase the costs of operating the Company. Adverse economic conditions, including economic recession, may have a negative impact on the Company's ability to raise capital. Factors such as inflation, currency fluctuation, and interest rates have an impact on operating costs, media expenditures and stock market prices. The Company's future possible profitability and the market price of the Shares can be affected by these factors, which are beyond the control of the Company, particularly due to the Company operating in fast changing economic conditions in the PRC, Hong Kong and Australia.

7.2.5 CHANGES TO REGULATIONS

The Company may be affected by changes to Government policies and legislation (both Australian and in foreign jurisdictions including, but not limited to, the PRC) concerning property, the environment, superannuation, taxation and the regulation of trade practices and competition, government grants and incentive schemes. These changes in legislation or regulation, or changes to accounting rules, could have adverse impacts on the Company from a financial and operational perspective. The Company's primary assets and business interests are in Australia and the PRC and changes in these countries' legislation or regulation could have an adverse impact on the Company's results of operations, business or prospects.

7.2.6 DILUTION RISK FROM ADDITIONAL FUNDING REQUIREMENTS

The Group's business strategies and future plans are set out in Section 4.10. In the event that the costs of implementing such plans exceed the Group's estimates significantly or that the Group come across opportunities to grow through expansion plans which cannot be predicted at this juncture, the Group may need be required to raise additional funds to fund these plans.

These additional funds may be raised by issuing equity or debt securities or by borrowing from banks or other resources. In the event the Group raises additional funds by way of issuance of new Shares or by a rights offering, Shareholders who do not participate in such fund raising exercise will suffer a dilution in their Shareholdings in the Company.

7.2.7 INVESTMENT SPECULATIVE

The above list of risk factors ought not to be 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 of the Company and the value of the securities offered under this Prospectus. Therefore, the securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, return of capital or the market value of those securities.

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

8. MATERIAL CONTRACTS

8.1 EMPLOYMENT CONTRACTS WITH EXECUTIVE DIRECTORS

Executive Director and CEO

The Executive Director of the Company, Mr. Zhan Aiping, is engaged as the Company's CEO pursuant to an Employment Agreement between him and the Company.

As a result of Mr. Zhan's appointment as Executive Director pursuant to clause 13.19 of the Constitution, Mr. Zhan will not be subject to the usual requirement of directors to stand for re-election in accordance with the rotation of directors requirements.

The Employment Agreement commenced on 26 August 2014. The term of the engagement is 3 years from the commencement date unless otherwise terminated in accordance with the Employment Agreement.

The Executive Director and CEO shall (amongst other things):

- be engaged as a full-time employee of the Company and must donate the whole of his time, attention and skill to the duties of his position and the business of the Company;
- perform his duties in a proper and reasonable manner, with the standard of diligence normally exercised by a person bearing comparable qualifications in the performance of comparable duties, and in accordance with generally accepted practices and standards appropriate to those duties and that industry; and
- obey all reasonable and lawful directions given to him by or under the authority of the Board, and use his best endeavours to promote interests of the Company.

Either party may terminate the agreement without cause by providing the other party no less than 6 months' notice in writing.

The Company may terminate the agreement by summary notice to the Executive Director and CEO with cause in circumstances considered standard for agreements of this nature.

Inventions, discoveries, designs and developments relating to or capable of being used in the Business which are made by the Executive Director and CEO during his employment by the Company will become the property of the Company and the Executive Director and CEO is obligated to promptly disclose full details of any such invention.

The Executive Director and CEO is also subject to restrictions in relation to the solicitation of employees and clients, the use of confidential information and being directly or indirectly involved in a competing business for a period of 1 year from termination of the agreement, on terms which are otherwise considered standard for agreements of this nature in Australia.

The Employment Agreement contains additional provisions considered standard in agreements of this nature.

Executive Director and General Manager of Sales

The Executive Director of the Company, Mr. Ou Jinpei, is engaged as the Company's General Manager of Sales pursuant to an Employment Agreement between him and the Company.

As a result of Mr. Ou's appointment as Executive Director pursuant to clause 13.19 of the Constitution, Mr. Ou will not be subject to the usual requirement of directors to stand for re-election in accordance with the rotation of directors requirements.

The Employment Agreement commenced on 26 August 2014. The term of the engagement is 3 years from the commencement date unless otherwise terminated in accordance with the Employment Agreement.

The Executive Director and General Manager of Sales shall (amongst other things):

- be engaged as a full-time employee of the Company and must donate the whole of his time, attention and skill to the duties of his position and the business of the Company;

- perform his duties in a proper and reasonable manner, with the standard of diligence normally exercised by a person bearing comparable qualifications in the performance of comparable duties, and in accordance with generally accepted practices and standards appropriate to those duties and that industry; and

- obey all reasonable and lawful directions given to him by or under the authority of the Board, and use his best endeavours to promote interests of the Company.

Either party may terminate the agreement without cause by providing the other party no less than 6 months' notice in writing.

The Company may terminate the agreement by summary notice to the Executive Director and General Manager of Sales with cause in circumstances considered standard for agreements of this nature.

Inventions, discoveries, designs and developments relating to or capable of being used in the Business which are made by the Executive Director and General Manager of Sales during his employment by the Company will become the property of the Company and the Executive Director and General Manager of Sales is obligated to promptly disclose full details of any such invention.

The Executive Director and General Manager of Sales is also subject to restrictions in relation to the solicitation of employees and clients, the use of confidential information and being directly or indirectly involved in a competing business for a period of 1 year from termination of the agreement, on terms which are otherwise considered standard for agreements of this nature in Australia.

The Employment Agreement contains additional provisions considered standard in agreements of this nature.

8.2 AMENDED LOAN AGREEMENT AND PERSONAL GUARANTEE WITH THE FORMER BONDHOLDERS

Amended Loan Agreement

The Company has entered an Amended Loan Agreement with the Former Bondholders and its Non-Executive Chairman, Mr. Zhan Musheng.

The Amended Loan Agreement principally amends two previous agreements whereby the Former Bondholders subscribed for redeemable convertible bonds for a total investment S$16 million (or approximately $13,741,200[1]). The proceeds from the issue of the redeemable convertible bonds were used to fund the Group's acquisition of the Longkou Storage Facilities in the PRC, business expansion and general working capital purposes.

By the Amended Loan Agreement the Former Bondholders have agreed that all debt owed by the Company would no longer be convertible.

Some Former Bondholders chose to convert a portion of this debt into Shares. For further information on Shares held by the Former Bondholders see Sections 1.10 and 9.12. The balance of the principal debt owed by the Company to the Former Bondholders is S$9,000,000 (or approximately $7,729,380[1]).

The balance of the principal debt owed by the Company is to be repaid in two tranches:

- firstly, by payment of S$5,000,000 (or approximately $4,294,120[1]) to be made prior to the date that is 6 months following the admission of the Company to the Official List; and

- secondly, by payment of all outstanding amounts owing to the Former Bondholders prior to the date that is 12 months following the admission of the Company to the Official List.

The Company's Non-Executive Chairman Mr. Zhan Musheng has provided a personal guarantee in favour of the Former Bondholders (as summarised below). The Amended Loan Agreement provides (inter alia) that a breach of the personal guarantee will constitute an event of default under the Amended Loan Agreement.

The Amended Loan Agreement contains additional provisions, including termination and default provisions which are considered standard for agreements of this nature.

Personal Guarantee by the Company's Non-Executive Chairman Mr. Zhan Musheng

Simultaneously with entering into the Amended Loan Agreement, the Company's Non-Executive Chairman Mr. Zhan Musheng has provided a personal guarantee in favour of the Former Bondholders.

The personal guarantee provides that Mr. Zhan Musheng will guarantee the obligations of the Company in relation to the Amended Loan Agreement, and indemnify the Former Bondholders against all losses arising out of any non-performance by the Company of its obligations pursuant to the Amended Loan Agreement.

[1] Amounts shown in $ above are based on a nominal exchange rate of (S$1:$0.85882) chosen as at 28 August 2014. This exchange rate will fluctuate and may not be applicable in the future. Such fluctuations will result in changes to this AUD amounts shown above.

8.3 WAIVER LETTERS FROM THE RELEVANT PRC GOVERNMENT AUTHORITIES FOR PAST NON-COMPLIANCE WITH LICENCING REQUIREMENTS

Under the relevant PRC Laws and Regulations, companies engaging in the wholesale distribution of Refined Petroleum business in the PRC are required to (a) operate within the approved business scope as stated on its business licence, and (b) apply for the Refined Petroleum Wholesale Operating Licence and the Hazardous Chemicals Operating Licence (collectively, the "**RP Licences**"). Companies engaging in the wholesale distribution of Other Petrochemicals business in the PRC are required to (a) operate within the approved business scope as stated on its business licence, and (b) apply for the Hazardous Chemicals Operating Licence (collectively, the "**OP Licences**")

In the past, the Group had operated for periods without possessing all of the relevant RP Licences and OP Licences. For these past instances of non-compliance with licencing requirements, the Group had obtained waiver letters for non-compliance from the relevant local PRC government authorities confirming that they will not impose any penalty on the Group for such past instances of non-compliance with the licencing requirements ("**Waiver Letters**").

GFE Law Office has confirmed that these Waiver Letters are (i) legally valid and binding and (ii) were obtained from the relevant PRC authorities that have the authority under PRC Laws and Regulations to penalise enterprises for the wholesale distribution of Refined Petroleum and Other Petrochemicals without the respective RP Licences and OP Licences.

Since 2012, following an internal re-organisation, the Group's entire wholesale distribution of Refined Petroleum business is conducted through Zhanjiang Industrial which holds the requisite RP Licences and the Group's entire wholesale distribution of Other Petrochemicals business is conducted through Yangjiang Yuanda, which holds the requisite OP Licences. The Group has also put in place risk management measures to ensure that the Group will not breach any licencing requirements in the future. Please refer to Section 4.6.1 on the Group's risk management policies.

8.4 DEEDS OF ACCESS, INDEMNITY AND INSURANCE

The Company has entered into Deeds of Access, Indemnity and Insurance with each Director and the Company Secretary which confirm each person's right of access to certain books and records of the Company for a period of seven years after the Director ceases to hold office. This seven year period can be extended where certain proceedings or investigations commence before the seven years expires. The Deeds also require the Company to provide an indemnity for liability incurred as an officer of the Company, to the maximum extent permitted by law.

Pursuant to the Deeds of Access, Indemnity and Insurance, the Company shall arrange and maintain Directors' and Officers' Insurance during each Director's and the Company Secretary's period of office and for a period of seven years after a Director or Company Secretary ceases to hold office. This seven year period can be extended where certain proceedings or investigations commence before the seven years expires.

The Deeds of Access, Indemnity and Insurance are otherwise on terms and conditions considered standard for agreements of this nature in Australia.

8.5 PURCHASE AGREEMENT FOR THE LONGKOU STORAGE FACILITY

On 17 December 2010, an agreement was entered into between Dongguan Dong An Petrochemical Co., Ltd. and Dongguan Dong An Petrochemical Co., Ltd. Longkou Branch (as sellers) and Yantai Zhifu Fengda Petrochemical Co., Ltd. (as buyer) for the acquisition of the Longkou Storage Facility. The purchase consideration for the above was RMB75,000,000 (approximately A$13,513,800)[2].

Pursuant to a supplemental agreement dated 10 June 2011, the right to acquire the Longkou Storage Facility was novated to Yangjiang Yuanda and Yangjiang Yuanda has been entitled to control and use the Longkou Assets and profit from the same since 17 December 2010. Partial payment of RMB49,296,215.95 (approximately A$8,882,360)[3] was made to the sellers, with the remaining balance to be paid by 30 June 2012. Pursuant to supplemental agreements dated 16 April 2012 and 20 March 2013, the payment of the remaining balance was postponed to no later than 31 March 2015. The Group has full use of the Longkou Storage Facility until completion of the agreement.

The purchase agreement is otherwise on terms and conditions considered standard for agreements of this nature in the PRC.

8.6 SHARE TRANSFER AGREEMENT FOR ZHANJIANG INDUSTRIAL

On 15 July 2011, Yangjiang Information entered into a share transfer agreement with Zhanjiang Maoqi Oil Co., Ltd., Li Zhongping and Zhong Zhenyu to transfer 100% of the equity interest of Zhangjiang Industrial to Yangjiang Information for a total consideration of RMB312,000,000 (approximately A$56,217,200)[4].

Pursuant to a supplemental agreement dated 12 August 2011, Zhanjiang Maoqi Oil Co., Ltd. agreed to hold the 8.53% of equity interest of Zhanjiang Industrial on behalf of Yangjiang Information, whilst the rights and obligations related to the 8.53% equity interest vest in Yangjiang Information. The terms of the supplemental agreement affirm that Yangjiang Information is entitled to the entire profits of Zhanjiang Industrial since 29 July 2011.

The terms and conditions of the share transfer agreement are considered standard and acceptable according to PRC Law.

9. ADDITIONAL INFORMATION

9.1 COMPANY INFORMATION

Premiere Eastern Energy Ltd ACN 169 923 095

Premiere Eastern Energy Limited was incorporated on 4 June 2014 for the purposes of the Group's listing on the official list of ASX. The Company is the parent company of Genius Supreme Investments Limited, a Hong Kong incorporated wholly-owned subsidiary, which in turn holds 97% interest in Yangjiang Yuanda Petrochemical Co., Ltd. (a PRC incorporated company), which in turn holds 100% interest in Yangjiang Yuanda Information Consultancy Co., Ltd. (a PRC incorporated company), which in turn holds 100.0% beneficial interest in Zhanjiang Industrial Production Materials Co., Ltd. (a PRC incorporated company). Together, these companies make up the Group, which conducts the Business.

9.2 RIGHTS AND LIABILITIES ATTACHING TO 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, Listing Rules and the Company's Constitution. A copy of the Company's Constitution is available upon request from the Share Registry at (02) 9290 9600.

[2,3,4] Amounts shown in A$ above are based on a nominal exchanges rate of (RMB1: A$0.17390) chosen as at 28 August 2014. This exchange rate will fluctuate and may not be applicable in the future. Such fluctuations will result in changes to this AUD amounts shown above.

Ranking of Shares

At the date of this Prospectus, all shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with Existing Shares.

Voting Rights

Subject to any special rights or restrictions (at present there are none), at any meeting each member present in person or by proxy has one vote on a show of hands, and on a poll has one vote for each share held.

Dividend Rights

Subject to any special rights (at present there are none), any dividends that may be declared by the Company are payable on all Shares in proportion to the amount paid up.

Variation of Rights

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

Transfer of Shares

Subject to the Company's Constitution, the Corporations Act or any other applicable laws of Australia and the Listing Rules, the Shares are freely transferable. The Directors may refuse to register a transfer of Shares only in limited circumstances, such as where the Listing Rules require or permit the Company to do so.

General Meetings

Each shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to shareholders under the Company's Constitution, the Corporations Act and Listing Rules.

Rights on Winding Up

If the Company is wound up, the liquidator may, with the sanction of a special resolution;

- divide among the shareholders the whole or any part of the Company's property; and

- decide how the division is to be carried out between the Shareholders.

Subject to any special rights (at present there are none), any surplus assets on a winding up are to be distributed to Shareholders in proportion to the number of Shares held by them irrespective of the amounts paid or credited as paid.

9.3 CONTINUOUS DISCLOSURE AND DOCUMENTS AVAILABLE FOR INSPECTION

The Company will be a "disclosing entity" for the purposes of Part 1.2A of the Corporations Act. As such, it will be subject to regular reporting and disclosure obligations which will require it to disclose to ASX any information which it is or becomes aware of concerning the Company and which a reasonable person would expect to have a material effect on the price or value of the securities of the Company.

9.4 INTERESTS OF DIRECTORS

Other than as set out below or elsewhere in this Prospectus no Director has or has had, within two years before lodgement of this Prospectus with ASIC:

- any interest in the formation or promotion of the Company; or in any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the Offer; or in 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 Director, either to induce him to become, or to qualify him as a Director, or otherwise, for services rendered by him in connection with the formation or promotion of the Company or the Offer.

Shareholding qualifications

The Directors are not required to hold any Shares under the Constitution of the Company.

Directors' security holdings

Set out in the table below are details of the Directors' interests in the Shares of the Company as at the date of this Prospectus.

DIRECTORS' SECURITY HOLDINGS

Interests of the Directors and their related parties	Number of Existing Shares	% of Existing Shares	% of post-Offer Shares[1]
Mr. Zhan Musheng	704,966,930	78.3%	74.2%
Mr. David Wheeler	0	0%	0%
Mr. Zhan Aiping[2]	0	0%	0%
Mr. Ou Jinpei	0	0%	0%
Mr. Jiang Ting	0	0%	0%
Mr. Lau Kay Heng	0	0%	0%
TOTAL	**704,966,930**	**78.3%**	**74.2%**

Note:

1. Based on Full Subscription.

2. Mr. Zhan Aiping is the son of Mr. Zhan Musheng, as such they are considered related parties and the Shares owned by Mr. Zhan Musheng is deemed to be beneficially owned by Mr. Zhan Aiping.

Directors remuneration

The Constitution provides that each Director is entitled to such remuneration from the Company as the Directors decide, but the total amount provided to all non-executive directors must not exceed in aggregate the amount fixed by the Directors prior to the first annual general meeting. The aggregate remuneration for all non-executive directors has been set at an amount of $167,000 per annum by the Directors. The remuneration of the Directors shall not be increased except pursuant to a resolution passed at a general meeting of the Company where notice of the suggested increase shall have been given to Shareholders in the notice convening the meeting. The Directors have resolved that non-executive director's fees will be $50,000 per annum for the Chairman, $45,000 per annum for the Deputy Chairman and $72,000 per annum in aggregate for the other non-executive directors. The remuneration of the executive directors, being $156,000 per annum for the CEO and $109,200 per annum for the General Manager of Sales has been fixed by the Board via service agreements, details of which are provided in Section 8.1.

9.5 INTERESTS OF EXPERTS AND ADVISERS

Other than as set out below or elsewhere in the Prospectus, no expert, promoter, or any other 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, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, within two years before lodgement of the Prospectus with ASIC, has:

- had any interest in the formation or promotion of the Company or in any property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or in connection with the Offer, or in the Offer; and

- received any amounts or benefits or has agreed to be paid benefits for services rendered by such persons in connection with the formation or promotion of the Company or the Offer.

Price Sierakowski acted as legal adviser as to Australian Law. Total fees payable to Price Sierakowski for work done in relation to this Prospectus and other matters are approximately $150,000 (plus GST).

Grant Thornton Audit Pty Ltd has prepared the Investigating Accountant's Report which is included as part of this Prospectus. Total fees payable to Grant Thornton Audit Pty Ltd for work done in relation to this Prospectus are approximately $50,000 (plus GST).

Grant Thornton Australia Ltd has prepared the Taxation Report which is included as part of this Prospectus. Total fees payable to Grant Thornton Australia Ltd for work done in relation to this Prospectus are approximately $5,000 (plus GST).

GFE Law Office has acted as legal adviser as to PRC Law. Total fees payable for work done in relation this Prospectus are approximately $96,000 (including value added tax in the PRC).

9.6 CONSENTS

The following written consents have been given in accordance with the Corporations Act with respect to the issue of this Prospectus in both paper and electronic form:

Grant Thornton Australia Ltd has given, and has not before lodgement of this Prospectus withdrawn, its written consent to be named in this Prospectus as the author of the Taxation Report and to the inclusion of the Taxation Report in Section 10 of this Prospectus in the form and context in which it is named and the Taxation Report is included, together with all references to its name and that report in this Prospectus. Grant Thornton Australia Ltd has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than any references to it and that report.

Price Sierakowski Pty Ltd trading as Price Sierakowski Corporate has given, and has not before lodgement of this Prospectus withdrawn, its written consent to be named in this Prospectus legal advisers as to Australian Law in the form and context in which it is included. Price Sierakowski has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than its report and any references to it.

Grant Thornton Audit Pty Ltd has given, and have not before lodgement of this Prospectus withdrawn, its written consent to be named in this Prospectus as Investigating Accountant and Auditors and to the inclusion of the Investigating Accountant's Report in Section 6 of this Prospectus in the form and context in which it is named and the Investigating Accountant's Report is included, together with all references to them and to that report in this Prospectus. Grant Thornton Audit Pty Ltd has not authorised or caused the issue of this Prospectus and take no responsibility for any part of this Prospectus other than any references to it and that report.

GFE Law Office has given, and has not before lodgement of this Prospectus withdrawn, its written consent to be named in this Prospectus as legal advisers to PRC Law, in the form and context in which it is included, together with all references to PRC Law in this Prospectus. GFE Law Office has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than its report and any references to it and to PRC Law.

Boardroom Pty Limited has given, and has not before lodgement of this Prospectus withdrawn, its written consent to be named in this Prospectus as the Share Registry in the form and context in which it is named, together with all references to it in this Prospectus. Boardroom Pty Limited has had no involvement in the preparation of any part of this Prospectus other than being named as Share Registry. Boardroom Pty Limited has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than the references to it.

There are a number of persons referred to elsewhere in this Prospectus who have not made statements included in this Prospectus and there are no statements made in this Prospectus on the basis of any statements made by those persons. These persons did not consent to being named in this Prospectus and did not authorise or cause the issue of this Prospectus.

9.7 EXPENSES OF THE OFFER

The expenses of the Offer are expected to comprise the following estimated costs and are exclusive of any GST payable by the Company.

Item of Expenditure	Full Subscription	Over Subscription	Minimum Subscription
ASX/ASIC fees	$62,000	$62,000	$62,000
Brokerage fees and commissions	$700,000	$1,050,000	$210,000
Adviser fees (accounting, legal and other)	$633,000	$633,000	$633,000
Printing, design and miscellaneous	$40,000	$40,000	$40,000
Total	**$1,435,000**	**$1,785,000**	**$945,000**

9.8 ELECTRONIC PROSPECTUS

Pursuant to Class Order 00/044 the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Share Registry on 1300 737 760 within Australia and +61 2 9290 9600 outside Australia. Alternatively, you may obtain a copy of the Prospectus from the Company's website at www.group-premiere.com.

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 electronic 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.

9.9 LITIGATION

To the Directors knowledge there is no material litigation against the Company or initiated by the Company as at the date of this Prospectus.

9.10 TAXATION

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisers. Neither the Company nor any of its Directors or officers accepts any liability or responsibility in respect of the taxation consequences of the matters referred to above. Please also see the Taxation Report at Section 10 .

9.11 FOREIGN SELLING RESTRICTIONS

No action has been taken to register or qualify Shares that are subject to the Offer or otherwise permit a public offering of the Shares in any jurisdiction outside Australia.

People's Republic of China

This Prospectus may not be circulated or distributed in the PRC and the Shares offered by this Prospectus have not been offered or sold, and will not be offered or sold to any person for re-offering or resale, directly or indirectly, to any resident of the PRC except pursuant to applicable laws and regulations of the PRC.

The contents of this Prospectus have not been reviewed by any PRC regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.
For the purpose of the paragraphs above, the PRC does not include Taiwan and the special administrative regions of Hong Kong and Macau.

Hong Kong

This Prospectus has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong (the "Companies Ordinance"), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been, and will not be, taken in Hong Kong to authorise or register this Prospectus or to permit the distribution of this Prospectus or any documents issued in connection with it. Accordingly, the Shares have not been and will not be offered, sold or traded in the Stock Exchange of Hong Kong by means of any document, other than:

- to 'professional investors' (as defined in the SFO); or
- in other circumstances that do not result in this Prospectus being a 'prospectus' (as defined in the Companies Ordinance) or that do not constitute an offer to the public of Hong Kong within the meaning of that ordinance.

No advertisement, invitation or document relating to the Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the SFO of Hong Kong) other than with respect to Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted Shares may sell, or offer to sell, such shares in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such Shares.

The contents of this Prospectus have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

9.12 SUBSTANTIAL HOLDERS

Those Shareholders holding 5% or more of the Shares on issue as at the date of this Prospectus (and their post offer/shareholdings) are set out in the table below.

On completion of the Offer and assuming that no existing substantial Shareholders subscribe and receive additional Shares pursuant to the Offer:

Full Subscription		
Shareholders	**Shares**	**%**
Zhan Musheng	704,966,930	74.2
Certex Holdings Limited	45,000,000	4.7
Skyven Growth Opportunities Fund Pte Ltd	89,861,808	9.5
Venstar Investments Ltd	45,249,094	4.8
Oversubscription (up to)		
Shareholders	**Shares**	**%**
Zhan Musheng	704,966,930	72.3
Certex Holdings Limited	45,000,000	4.6
Skyven Growth Opportunities Fund Pte Ltd	89,861,808	9.2
Venstar Investments Ltd	45,249,094	4.6
Minimum Subscription		
Shareholders	**Shares**	**%**
Zhan Musheng	704,966,930	77.1
Certex Holdings Limited	45,000,000	4.9
Skyven Growth Opportunities Fund Pte Ltd	89,861,808	9.8
Venstar Investments Ltd	45,249,094	4.9

The Company will announce to ASX details of its top 20 Shareholders (following completion of the Offer) prior to the Shares commencing trading on ASX.

The Board of Directors
Premiere Eastern Energy Limited
Level 24
St Martin's Tower
44 St George's Terrace
PERTH WA 6000

Level 1,
67 Greenhill Rd
Wayville SA 5034
GPO Box 1270
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T 61 8 8372 6666
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W www.grantthornton.com.au

27 August 2014
PRIVATE AND CONFIDENTIAL

Dear Sirs

TAXATION REPORT
PREMIERE EASTERN ENERGY LIMITED

1 Introduction

At the request of the Directors of Premiere Eastern Energy Limited, this Taxation Report has been prepared for inclusion in a Prospectus to be dated on or about 28 August 2014 relating to the offer for subscription of up to 50,000,000 ordinary shares at an offer price of $0.20 each to raise up to a total of $10,000,000, with a minimum subscription requirement to raise at least $3,000,000. Oversubscriptions of up to a further 25,000,000 shares at an offer price of $0.20 may also be accepted.

2 Taxation Implications

This Report considers the Australian taxation implications for Australian resident investors of an investment in ordinary shares issued at $0.20 each in Premiere Eastern Energy Limited.

The tax implications for shareholders in Premiere Eastern Energy Limited relate to the receipt of dividends and potential gains on disposal of the shares.

3 General

We are advised that Premiere Eastern Energy Limited is incorporated in Australia and owns directly and indirectly a number of subsidiaries located in jurisdictions outside Australia.

4 Scope

The intention of this opinion is to provide a general understanding of the Australian taxation implications for shareholders Premiere Eastern Energy Limited.

This report only covers residents of Australia and their Australian taxation obligations. Shareholders who are not residents of Australia should separately seek their own tax advice in respect of their shareholdings in Premiere Eastern Energy Limited.
This report provides a general outline for shareholders who hold their shares as an investor, rather than as a trader, and are therefore subject to the Capital Gains Tax ('CGT') rules in the Income Tax Assessment Act 1997 (ITAA 1997) in respect of the sale of their shares.

This report is based on Australian income tax legislation and established interpretations of that legislation at the date of this report – however, it is not intended to be an authoritative or complete statement of the law applicable to the particular circumstances of every investor.

This report does not purport to provide advice to any particular investor, as the taxation position of each investor may vary depending on the specific circumstances of the investor. Investors should obtain professional advice relevant to their specific circumstances.

Disclaimer

To persons receiving this document in Australia:

The information contained in this document does not constitute 'financial product advice' within the meaning of the Corporations Act 2001 (Cth) (Corporations Act). Grant Thornton Australia Ltd is not licensed to provide financial product advice under the Corporations Act.

To the extent that this document contains any information about a 'financial product' within the meaning of the Corporations Act, taxation is only one of the matters that must be considered when making a decision about the relevant financial product.

This material has been prepared for general circulation and does not take into account the objectives, financial situation or needs of any recipient. Accordingly, any recipient should, before acting on this material, consider taking advice from a person who is licensed to provide financial product advice under the Corporations Act.

Any recipient should, before acting on this material, also consider the appropriateness of this material having regard to their objectives, financial situation and needs and consider obtaining independent financial advice.

5 Taxation Treatment of Dividends

The capital raising of Premiere Eastern Energy Limited involves the issue of shares which will be an equity interest for Australian tax purposes.

Premiere Eastern Energy Limited may choose to pay a dividend in respect of these shares and may choose to "frank" these shares for Australian taxation purposes to the extent the dividends are paid out of profits and are "frankable" for tax purposes. To the extent that franked dividends are paid by Premiere Eastern Energy Limited, the percentage of franking of such dividends will be set by Premiere Eastern Energy Limited and will depend on the amount of franking credits available to Premiere Eastern Energy Limited.

Generally, Premiere Eastern Energy Limited will be entitled to receive franking credits by the payment of corporate income tax and/or the receipt of franked dividends from another entity.

However, franking credits will not arise in respect of the receipt by Premiere Eastern Energy Limited of income that is non-assessable or exempt. For example, if Premiere Eastern Energy Limited were to receive certain foreign sourced dividends from a non-Australian resident company in which Premiere Eastern Energy Limited holds a shareholdings of at least 10%, this dividend will generally be not assessable in Australia and accordingly will not generate franking credits to Premiere Eastern Energy Limited.

Furthermore, based on the information contained in the prospectus that the Group's foreign subsidiaries will derive more than 95% of its income as "active" income, the directors are of the opinion there should be no activities conducted by foreign subsidiaries of Premiere Eastern Energy Limited that would give rise to attribution of income to Premiere Eastern Energy Limited under the Controlled Foreign Company ('CFC') provisions. However, this is a matter that will require ongoing monitoring and compliance by Premiere Eastern Energy Limited.

Accordingly, Premiere Eastern Energy Limited , which we understand is planning to pay dividends to its shareholders primarily out of its Group foreign dividend income, is not likely to be subject to any Australian income tax in respect of its profits that will allow it to generate franking credits. Therefore, it is not envisaged that dividends paid by Premiere Eastern Energy Limited will be franked in the immediate future.

The following comments are applicable to franked and unfranked dividends received by an ordinary shareholder. The tax treatment will vary depending on the nature of the entity owning the ordinary shares:

5.1 Individual Investors

The calculation of an individual's assessable income will depend on whether the dividend from Premiere Eastern Energy Limited is franked.

An individual receiving a dividend that is unfranked will include the amount of the dividend in the individual's assessable income, with tax being paid at the individual's marginal rate of tax.

If the dividend is fully or partly franked, the individual's assessable income is grossed up to include the franking credit attaching to the dividend. The individual should be entitled to a tax offset equal to the amount of the franking credit included in the individual's assessable income.

Where an individual's marginal rate of tax is greater than the company tax rate such that the individual's gross tax payable on the dividend exceeds the available franking offset, then further tax will be payable on the grossed up dividend.

Where the individual's marginal rate of tax is less than the company tax rate such that the individual's gross tax payable on the dividend is less than the available franking offset,, a refundable tax offset is available to reduce tax payable on other income or alternatively results in a refund of the excess franking credits.

Depending on the personal circumstances of the individual, additional Medicare Levy might be payable as result of receiving the dividends.

5.2 Company Investors

The taxation treatment of a company investor is similar to the taxation treatment of individuals in respect of dividends received on their shares.

A company investor receiving an unfranked dividend will pay tax at the applicable company tax rate, currently 30% but proposed to be reduced to 28.5% from income years commencing on or after 1 July 2015.

Where dividends are franked, the company investor will include in the assessable income the amount of dividend received and the amount of any franking credits attached to that dividend. The company tax rate is then applied to the grossed up dividend.

A tax offset will arise equivalent to the franking credit. In the event the dividend is fully franked, a company investor will pay no further tax on the dividend.

Company investors will include in their franking account the franking credit attached to the dividend received.

Company investors that have tax losses and receive franked dividends can convert any excess franking offsets to current year losses.

In limited circumstances, certain corporate entities (for example, exempt institutions and life insurance companies), may be entitled to receive a refund of the franking credit if they satisfy Division 67 of the ITAA 1997. These entities should seek separate tax advice in respect of their particular circumstances.

In all other cases, a company investor cannot receive a refund of franking credits.

5.3 Trustee Investors

The taxation treatment of an investor who holds shares as trustee for example either under a discretionary trust or under a fixed or unit trust on behalf of other beneficiaries will be subject to specific trust taxation rules and dividend and capital gains streaming rules in respect of their shares.

Ultimately, so long as appropriate taxation compliance steps are undertaken, and so long as the trust has sufficient income to distribute to its presently entitled beneficiaries, franked or unfranked dividends derived by a trust in respect of the shares in Premiere Eastern Energy Limited will generally "flow through" to the trust's beneficiaries and will be taxed to those presently entitled beneficiaries in accordance with the tax laws as they apply to those beneficiaries.

Trustees who seek to invest in Premiere Eastern Energy Limited should seek their own separate tax advice in respect of such investments.

5.4 Complying Superannuation Funds

Complying Superannuation Funds are assessable on the dividend and gross up the franked dividend in the same way as individuals and companies.

The rate of tax payable by complying superannuation entities is 15% on the grossed up amount. The franking credit is available to offset tax payable on other income of the complying superannuation entity or alternatively results in a refund of the excess franking credits.

5.5 Anti Avoidance Measures

Numerous anti avoidance measures are contained in taxation legislation to target dividend streaming and franking credit trading.

Depending on the availability of franking credits generated by Premiere Eastern Energy Limited , dividends paid on the new shares will be franked equally across all ordinary shares.

Providing the securities are held 'at risk' for a period of 45 days, it is not considered that any of the anti-avoidance measures will have application to the dividends paid on the ordinary shares.

6 Taxation Treatment of Disposal of Equity Interests

The ordinary shares will be listed on the Australian Stock Exchange and can be sold separately.

Disposal of the ordinary shares by Australian tax resident individuals will generally constitute a Capital Gains Tax (CGT) event (in the absence of any available CGT rollover, which is outside the scope of this report).

A capital gain will arise where the disposal proceeds are greater than the cost of acquisition of the shares.

Where the new shares acquired in the initial capital raising are retained for more than twelve months, individuals and complying superannuation funds might be entitled to a discount of the capital gain of 50% for individuals and 33 $^{1}/_{3}$% for complying superannuation funds when the shares are disposed.

Company taxpayers will receive no discount and will pay tax at the applicable company tax rate on any net capital gain.

Trustee shareholders will typically distribute any capital gains to presently entitled beneficiaries who will include the gains in their assessable income and be taxed according to that beneficiary's own tax circumstances. In certain circumstances, a trustee who fails to distribute capital gains will be taxed on such gains at the applicable trustee tax rates. Trustees who seek to invest in Premiere Eastern Energy Limited should seek their own separate tax advice in respect of such investments.

7 Quotation of Tax File Number

Premiere Eastern Energy Limited cannot insist that investors in the Premiere Eastern Energy Limited ordinary shares provide their Tax File Number (TFN) or Australian Business Number (ABN). However, if investors choose not to provide to it their TFN or ABN, Premiere Eastern Energy Limited is required by tax legislation to withhold 47% of the unfranked part of any dividend.

8 Goods & Services Tax (GST)

The GST implications for investors are dependent on the specific GST position of the investor. However, the acquisition, holding and disposal of shares in Australia are input taxed supplies for GST purposes.

There should therefore be no GST impacts for an investor not registered or required to be registered for GST as there is no GST on the acquisition or disposal of shares.

Yours faithfully
GRANT THORNTON AUSTRALIA LIMITED

Yan Wong
Partner - Tax

email: yan.wong@au.gt.com

11. DIRECTORS' AUTHORISATION

The 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 Premiere Eastern Energy Ltd.

Mr. David Wheeler
Deputy Chairman and Non-Executive Director
7 November 2014

12. DEFINITIONS

Amended Loan Agreement means the amended loan agreement dated 29 August 2014 between the Company, the Former Bondholders and the Company's Non-Executive Chairman Mr. Zhan Musheng, which itself amends and incorporates 2 separate investment agreements and various supplemental agreements to the investment agreements.

Applicants means persons to whom an Offer is made under this Prospectus and who apply for Shares under the Offer.

Application Monies means the amount of money in dollars and cents payable for Shares at $0.20 per Share pursuant to this Prospectus.

Application Form means the Application Form attached to, and forming part of this Prospectus.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) operating as the Australian Securities Exchange.

Board means the Board of Directors of the Company.

Business means the business of the Group, which is the provision of sourcing, storage, shipping, sales and distribution and after-sales services of Refined Petroleum and Other Petrochemicals to its customers within the PRC.

CHESS means ASX Clearing House Electronic Sub-register System operated in accordance with the Listing Rules and the ASX Settlement and Transfer Corporation Pte Ltd (ACN 008504532).

Closing Date means the date by which Application Form must be lodged for the Offer, as set out in the "Key Offer Details" of this Prospectus (subject to the Closing Date being varied by the Company).

Company means Premiere Eastern Energy Ltd (ACN 169 923 095).

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Existing Shares means the 900,000,000 Shares in the Company on issue at the date of this Prospectus.

Exposure Period means the period of 14 days after the date of lodgement of the original prospectus dated 29 August 2014.

Financial Year or FY means a period of 12 months ending on 31 December.

Former Bondholders means Magic Carpet Fund III, Skyven Growth Opportunities Fund Pte Ltd, Venstar Investments Ltd and Fortune Technology Fund Ltd, who are the holders of the unconvertible debt owed by the Company under the Amended Loan Agreement.

Full Subscription means the full subscription amount of $10,000,000 by the issue of 50,000,000 Shares at $0.20 each pursuant to this Prospectus.

Genius Supreme means Genius Supreme Investments Limited (毅俊投資有限公司), a Hong Kong incorporated wholly-owned subsidiary of the Company.

Group means the Australian Company and its Subsidiaries.

Hazardous Chemicals Operating Enterprise means an enterprise which engages in the wholesale distribution of hazardous chemicals with the Hazardous Chemicals Operating Licence.

Hazardous Chemicals Operating Licence means the licence to be engaged in the wholesale distribution of hazardous chemicals in the PRC issued to an enterprise by the Local Administration of Work Safety of the PRC.

Issue means the issue of Shares in accordance with the Offer.

Listing Rules means the listing rules of ASX.

Longkou Storage Facility means the oil storage facility comprising 20,000 square meters land use right, a building with 210 square meters of gross floor area, four petroleum storage tanks of 3,000 cubic meters each, three petroleum storage tanks of 500 cubic meters each, a shared berth and other ancillary facilities located at Longkou Harbour, Longkou City, Shandong Province, PRC.

Minimum Subscription means the raising of $3,000,000 by the acceptance of 15,000,000 Shares at $0.20 each pursuant to this Prospectus.

NED means non-executive Director.

Offer means the offer of Shares pursuant to this Prospectus.

Offer Price means $0.20 per share.

Official List means the official list of ASX.

Opening Date means the opening date of the Offer as set out in the "Key Offer Details".

Other Petrochemicals means the Other Petrochemicals currently distributed by the Group used mainly as industrial feedstock or petroleum additives, including mixed aromatics, C5 non-aromatics, fuel oil, naphtha and methyl tertiary butyl-ether or commonly known as MTBE.

Oversubscription means the right of the Company to accept oversubscriptions of up to 25,000,000 Shares to raise up to an additional $5,000,000 as part of the Offer

PRC means the People's Republic of China.

PRC Subsidiaries means the subsidiaries of the Company that are incorporated in the PRC, namely, Yangjiang Yuanda, Yuanda Information and Zhanjiang Industrial and PRC Subsidiary means either of them.

Premiere Singapore means Premiere Eastern Energy Pte Ltd, a Singapore incorporated company wholly owned by the Company's Non-Executive Chairman, Mr. Zhan Musheng and was the sole shareholder of Genius Supreme before Genius Supreme was transferred to the Company.

Price Sierakowski Corporate means Price Sierakowski Pty Ltd (ABN 83 662 050 668) trading as Price Sierakowski Corporate.

Prospectus means this replacement prospectus dated 7 November 2014.

Refined Petroleum means refined petroleum, in various grades, currently distributed by the Group, the bulk of which are mainly used as fuel in vehicles, including gasoline (comprising gasoline 90, gasoline 93 and gasoline 97), diesel oil and kerosene.

Refined Petroleum Wholesale Enterprise means an enterprise which engages in the wholesale distribution of Refined Petroleum with the Refined Petroleum Wholesale Operating Licence.

Refined Petroleum Wholesale Operating Licence means the licence to be engaged in the wholesale distribution of Refined Petroleum in the PRC issued to an enterprise by the Ministry of Commerce of the PRC.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

Share Registry means Boardroom Pty Limited (ABN 14003209836).

Subsidiaries means subsidiaries of the Company namely; Genius Supreme, Yangjiang Yuanda, Yuanda Information and Zhanjiang Industrial, and Subsidiary means either of them.

WST means Perth Western Australian local time.

Yangjiang Yuanda means Yangjiang Yuanda Petrochemical Co., Ltd (陽江市遠達石化有限公司), a subsidiary of Genius Supreme incorporated in the PRC, 97% of which is owned by Genius and the remaining 3% by Mr. Sun Yaowei.

Yuanda Information means Yangjiang Yuanda Information Consultancy Co., Ltd. (陽江市遠達信息諮詢有限公司), a wholly-owned subsidiary of Yangjiang Yuanda incorporated in the PRC.

Zhanjiang Industrial means Zhanjiang Industrial Production Materials Co., Ltd. (湛江市工業生產資料有限公司), a subsidiary of Yuanda Information incorporated in the PRC, of which 100.0% of the beneficial interest is owned by Yuanda Information pursuant to the terms of the Share Transfer Agreement described in Section 8.6.

13. APPLICATION FORM

Premiere Eastern Energy Ltd
ACN 169 095 923

Application Form

Broker reference – Stamp Only

Broker Code | Advisor Code

Fill out this Application Form if you wish to apply for Shares in Premiere Eastern Energy Ltd
- Please read the Replacement Prospectus dated 7 November 2014 ("Prospectus").
- Follow the instructions to complete this Application Form (see reverse).
- Print clearly in capital letters using black or blue pen.

Offer Closes 5.00pm (WST) 28 November 2014

A Number of Shares you are applying for ______ **x $0.20 per share =** **B Total amount payable** ______

Minimum of 10,000 Shares to be applied for and thereafter in multiples of 1,000.

C Write the name(s) you wish to register the Shares in *(see reverse for instructions)*

Applicant 1

Name of Applicant 2 or < Account Designation >

Name of Applicant 3 or < Account Designation >

D Write your postal address here

Number/Street

Suburb/Town | State | Postcode

E CHESS participant – Holder Identification Number (HIN)

X

***Important please note** if the name & address details above in sections C & D do not match exactly with your registration details held at CHESS, any Shares issued as a result of your Application will be held on the Issuer Sponsored subregister.*

F Enter your Tax File Number(s), ABN, or exemption category

Applicant #1 | Applicant #2

Applicant #3

G Cheque payment details – PIN CHEQUE(S) HERE

Please enter details of the cheque(s) that accompany this Application. Make your cheque or bank draft payable to "Premiere Eastern Energy Limited – Share Applications Account".

Name of drawer of cheque	Cheque No.	Cheque Amount $

H Contact telephone number (daytime/work/mobile)

I Email address

By submitting this Application Form, I/We declare that this Application is completed and lodged according to the Prospectus and the instructions on the reverse of the Application Form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the Constitution of Premiere Eastern Energy Ltd ("Company"). I/We was/were given access to the Prospectus together with the Application Form. I/We represent, warrant and undertake to the Company that our subscription for the above Shares will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for Shares in the Company.

Guide to the Application Form

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form.

Instructions

A. If applying for Shares insert the number of Shares for which you wish to subscribe at Item A (not less than 10,000 and then in multiples of 1,000). Multiply by $0.20 to calculate the total for Shares and enter the dollar amount at B.

C. Write your full name. Initials are not acceptable for first names.

D. Enter your postal address for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.

NB: your registration details provided must match your CHESS account exactly.

F. Enter your Australian tax file number ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.

G. Complete cheque details as requested. Make your cheque payable to "Premiere Eastern Energy Limited – Share Applications Account", cross it and mark it "Not negotiable". Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.

H. Enter your contact details so we may contact you regarding your Application Form or Application Monies.

I. Enter your email address so we may contact you regarding your Application Form or Application Monies or other correspondence.

Correct form of Registrable Title

Note that ONLY legal entities can hold Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below:

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith	John Smith Family Trust
Deceased Estates	<J D Smith Family A/C>	John Smith (deceased)
Partnerships	Mr Michael Peter Smith	John Smith & Son
Clubs/Unincorporated Bodies	<Est Lte John Smith A/C>	Smith Investment Club
Superannuation Funds	Mr John David Smith & Mr Ian Lee Smith	John Smith Superannuation Fund

Lodgement

Mail your completed Application Form with cheque(s) attached to the following address:

Mailing address:

Premiere Eastern Energy Ltd
c/o Boardroom Pty Limited
Level 7, 207 Kent Street,
Sydney, NSW 2000

Delivery address:

Premiere Eastern Energy Ltd
c/o Boardroom Pty Limited
Level 7, 207 Kent Street,
Sydney, NSW 2000

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Boardroom Pty Limited on 1300 737 760 within Australia and +61 2 9290 9600 outside Australia.

Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you as a share holder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting Boardroom Pte Limited as shown above.

Our privacy policy is available on our website (http://www.boardroomlimited.com.au/Privacy.html).