

JATENERGY LIMITED

(ACN 122 826 242)

OFFER UNDER SECTION 708AA (2) OF THE CORPORATIONS ACT

**A NON-RENOUNCEABLE RIGHTS ISSUE TO ALL ELIGIBLE
SHAREHOLDERS**

TO RAISE APPROXIMATELY \$542,828

FOR EVERY FIVE SHARES HELD: ONE NEW SHARE AT 2.5 CENTS EACH

This document is important and requires your immediate attention. This document is not a prospectus. It does not contain all the information that an investor would find in a prospectus or which an investor would expect to make an informed decision as to whether or not to accept this offer. If you do not understand its content or are in doubt as to the course of action you should follow, you should consult your stockbroker or professional adviser without delay.

No person is authorised to give any information or to make any representation in connection with this offer which is not contained in this document. Any information or representation not so contained may not be relied upon as having been authorised by the Company in connection with this offer.

CONTENTS

1. Chairman's Letter
2. Details of the Offer
3. The Company's Business
4. Effect of Rights Issue on the Company
5. Risk Factors
6. Definitions & Glossary

CHAIRMAN'S LETTER

Dear Shareholder

On 18 November 2014 Jatenergy Limited (The Company) announced a Rights Issue to fund the continuing operations of the business.

The Rights Issue will raise up to \$542,828 (before costs) through issue of 21,713,113 New Shares in the company. The New Shares will be issued at a cost of \$0.025 each and will be offered to existing shareholders on a one new share for every five (5) existing shares held.

Proceeds from the Rights Issue will be used as general working capital, including the costs of office and corporate administration.

Full details of the Issue are contained in the Offer Document dated 19 November 2014 which is attached to this letter. Key dates that shareholders should note are as follows:

- Record Date for Offer 25 November 2014
- Opening Date for Offer 28 November 2014
- Closing Date for Offer 12 December 2014
- Issue Date 19 December 2014

You are urged to read the offer document in full and to consult your stockbroker or financial adviser in relation thereto before deciding whether to accept the offer.

Shareholders who do not participate in this offer should be aware that the level of their existing proportion of share capital in the Company may be significantly diluted as a result of a shortfall in the number of shareholders accepting this offer for further share in the Company and other persons or entities taking up such shortfall.

Yours faithfully



Tony Crimmins
Executive Chairman

1. TIMETABLE AND INVESTMENT SUMMARY

1.1. Timetable for the Offer

The timetable for the issue is as follows:

Announcement of Rights Issue and Lodgement of Appendix 3B and Section 708AA Cleansing Notice with ASX	18 November 2014
Notice to security holders containing the information required by Appendix 3B and details of the timetable for issue sent to shareholders	19 November 2014
"Ex" date from which shares commence trading without entitlement to participate in the Rights Issue	21 November 2014
Record Date	25 November 2014
Offer and entitlement documents sent to shareholders	28 November 2014
Last day for acceptance (close date)	12 December 2014
Securities quoted on a deferred settlement basis	15 December 2014
ASX notified of under subscriptions	16 December 2014
Issue Date (deferred settlement trading ends)	19 December 2014
Normal trading commences	22 December 2014
Holding Statements sent to shareholders	31 December 2014

All dates are subject to change and accordingly are indicative only. In particular, the Company has the right to vary the dates of the offer, without prior notice. Investors are encouraged to submit their Entitlement and Acceptance Forms as soon as possible.

1.2. Offer Statistics

Number of New Shares to be issued and offered to:

Shareholders 21,713,113

Issue Price 2.5 cents per New Share

1.3. How to Accept Entitlements to New Shares

Entitlements to New Shares can be accepted in full or in part by completing and returning the Entitlement and Acceptance Form which accompanies this Offer Document in accordance with the instructions set out below and on the entitlement and Acceptance Form.

This Offer Document also is available in electronic form on the Internet at www.jatenergy.com. If you wish to obtain a free copy of this Offer Document please contact the Share Registry on (08) 9315 2333.

Eligible Shareholders may also apply for more than their Entitlement by completing the "Additional New Shares" section on the Entitlement and Acceptance Form with the number of Additional New Shares you wish to apply for, lodging the completed form and paying the applicable Application Monies. If you are paying by BPAY you should make the payment for the total number of Entitlement Shares and Additional New Shares applied for.

If you request Additional New Shares then, subject to this Prospectus, including Jatenergy's absolute discretion to scale back your allocation of Additional New Shares (in whole or part), you will be issued these at the same time as other shares issued as part of the Offer. The decision of Jatenergy on the number of Additional New Shares to be allocated to you will be final.

Your BPAY payment or your Entitlement and Acceptance Form with full payment must be received by the Registry by the closing Date, 5.00pm (WST) 12 December 2014. Applications received after that date may not be accepted.

1.4. Important Notice

This document is dated 18 November 2014.

This Offer is being made without a Prospectus in accordance with Section 708AA of the Corporations Act, as modified by Class Order (CO08/35). This Offer Document is not a Prospectus or any other form of disclosure document and has not been lodged with ASIC. Accordingly, this Offer Document does not contain all of the information which a prospective investor may require to make a decision as to whether to subscribe for New Shares. Further, this Offer Document does not contain all of the information which would otherwise be required to be disclosed in a Prospectus or other form of disclosure document.

The document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker or professional advisor without delay.

This offer opens on 24 November 2014 and closes at 5.00pm WST on 12 December 2014.

Valid acceptances must be received before the closing date.

Please read the instructions in this document and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement.

The Company has not made any investigation as to the regulatory requirements that may prevail in countries outside Australia and New Zealand, in which the Company's Shareholders may reside. The distribution of this offer Document in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Offer Document should seek advice on and observe those restrictions. Any failure to comply with such restrictions might constitute a violation of applicable securities laws.

It is the responsibility of overseas Applicants to ensure compliance with all laws of any country relevant to their Acceptance. A number of terms and abbreviations used in this Offer Document have defined meanings, which are explained in the Glossary. Money as expressed in this Offer Document is in Australian dollars or else as indicated.

No person named in this Offer Document, nor any other person, guarantees the performance of Jatenergy Limited, the repayment of capital or the payment of a return on the New Shares.

Information about the Company is publicly available and can be obtained from ASIC, ASX and other sources. Any such publicly available information is not incorporated into this Offer Document and does not form part of the Offer. This Offer Document is intended to be read in conjunction with publicly available information in relation to the Company that has been notified to ASIC and ASX. Investors should have regard to that information prior to making a decision to subscribe for New Shares pursuant to the Offer.

The information contained in this Offer Document is not and should not be considered to be financial product advice. The information is general only and has been prepared without any actual or implied knowledge or consideration of the investment objectives, financial situation, taxation position or other particular needs or requirements of you or any other person.

The information contained in this Offer Document is not a recommendation by the Company (or its officers, employees, agents or advisers) to any person that they should subscribe for New Shares or Additional New Shares pursuant to the Offer.

To the maximum extent permitted by law, no representation, warranty or undertaking, express or implied, is made, and to the maximum extent permitted by law, no responsibility or liability is assumed by the Company or its related entities or by any of its officers, employees, agents or consultants or any other person as to the adequacy, accuracy, completeness, accuracy, completeness or reasonableness of this Offer Document. To the maximum extent permitted by law, no responsibility is accepted for errors or omissions from this Offer Document.

The information set out in this section is not intended to be comprehensive and should be read in conjunction with the full text of this Offer Document.

1.5. The Offer

This Offer Document is for the non-renounceable rights issue of 21,713,113 New Shares at an issue price of 2.5 cents each, on the basis of One (1) New Share for every Five (5) Shares held by Shareholders on the Record Date.

Shareholdings are to be determined as at the Record Date of 25 November 2014.

Eligible Shareholders will also be entitled to apply for Additional New Shares, to take up any shortfall created by not all of the other Eligible Shareholders taking up all or any of their entitlement under this Offer. If the Board of Jatenergy

exercises its discretion to make up any shortfall under this Offer, then it may do so under this Prospectus as a separate offer to third parties of its choosing but only at the issue price of 2.5 cents.

The Company has applied for listing of the New Shares on the ASX.

1.6. Minimum Subscription

There is no minimum subscription to the Issue.

1.7. New Share Terms

Each New Share will rank equally with all existing Shares then on issue and will have the same rights as attached to existing Shares.

1.8. Acceptance of Entitlement to New Shares

The number of New Shares to which each Shareholder is entitled is shown on the Entitlement and Acceptance Form accompanying this Offer Document. This Offer Document is for the information of Shareholders who are entitled and may wish to apply for the New Shares.

Entitlements to New Shares can be accepted in full or in part by completing and returning the Entitlement and Acceptance Form which accompanies this Offer Document in accordance with the instructions set out below and on the entitlement and Acceptance Form.

1.9. Offer Not Underwritten

The Offer is not underwritten but the Directors may place any shortfall to such eligible persons or entities as they shall determine other than to Directors or related parties.

2. DETAILS OF THE OFFER

2.1. Offer to Shareholders

The Directors of Jatenergy Limited have approved a non-renounceable rights issue of 21,713,113 New Shares at 2.5 cents per New Share to raise approximately \$542,828 (less expenses associated with the Issue).

Shareholders are entitled to subscribe for one (1) New Share for every five (5) Share held. Only those Shareholders shown on the share register at 5:00pm (WST) on the Record Date will be entitled to participate in the Issue.

Jatenergy has applied to ASX for official quotation of the New Shares on the ASX. Official quotation of the New Shares is expected to occur on or about 19 December 2014. ASX Participating Organisations (as defined in the ASX Business

Rules) cannot deal in the New Shares either as principal or agent until official quotation is granted.

2.2. Important Dates

Record Date for the Offer	25 November 2014
Offer document sent to shareholders	28 November 2014
Opening Date of Offer	28 November 2014
Closing Date of Offer	12 December 2014
Expected date of sending out New Shareholding Statements	31 December 2014

2.3. What to do with your Entitlement

Sections 2.3 and 2.7 inclusive DO NOT apply to Shareholders with registered addresses outside Australia or New Zealand. Such Shareholders should refer to Section 2.12 of this Offer Document.

The number of New Shares to which you are entitled under this Offer Document (Your Entitlement) is shown on the accompanying Entitlement and Acceptance Form.

2.4. No Rights Trading

The rights to New Shares under the Issue are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your rights to subscribe for New Shares under the Issue to any other party. If you do not take up your Entitlement to New Shares under the Issue by the Closing Date, the Offer to you will lapse.

2.5. If your Entitlement is not taken up

If you do nothing, any part of your Entitlement that is not taken up by 12 December 2014 will lapse and the New Shares that would otherwise have been issued pursuant to the taking up of your Entitlement will form part of the shortfall.

2.6. Payment

The number of New Shares to which Shareholders are entitled is shown on the Entitlement and Acceptance Form which accompanies this Offer Document.

Entitlements to New Shares can be accepted in full or in part by completing and returning the Entitlement and Acceptance Form which accompanies this Offer Document in accordance with the instructions set out in this Offer Document (refer above) and on the Entitlement and Acceptance Form and forwarding the completed Form together with your cheque, bank draft or BPAY for the full amount payable so as to reach the Share Registry by no later than 5:00pm (WST) on the Closing Date.

The issue price of 2.5 cents per New Share is payable in full on acceptance of part or all of your Entitlement.

Cheques should be in Australian currency and made payable to "Jatenergy Limited" and crossed "not negotiable". Completed forms and accompanying cheques should be lodged at or forwarded to the following address:

Jatenergy Limited
c/- Security Registries Pty Ltd
PO Box 535
APPLECROSS WA 6953

Payment by BPAY must be made according to the instructions set out on your personalised Entitlement and Acceptance Form.

If paying by BPAY, Eligible Shareholders do not need to submit a completed Entitlement and Acceptance Form.

If you have multiple holding you will have multiple BPAY reference numbers. You must use the specific customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any Shares that you wish to apply for in respect of that holding. If you inadvertently use the same customer reference number for more than one of your Entitlements, you may be deemed to have applied for the Entitlement to which that customer reference number applies and any excess amount may be treated as an application for Additional New Shares.

Applicants should be aware that their own financial institution may implement early cut off times with regards to BPAY payment, and therefore should take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

No brokerage or stamp duty is payable by Applicants in respect of their applications for New Shares and Additional New Shares under this Offer Document. The amount payable on acceptance will not vary during the period of the Offer and no further amount is payable on allotment. Acceptance Monies will be held in trust in a subscription account until allotment of the New Shares and Additional New Shares. The subscription account will be established and kept by the Share Registrar on behalf of the Applicants. Any interest earned on the Acceptance Monies will be retained by the Company irrespective of whether allotment takes place.

2.7. Allotment and Allocation Policy

Jatenergy will proceed to issue and allot New Shares as soon as possible after the Closing Date. Successful Applicants will be notified in writing of the number of New Shares and Additional New Shares allocated to them by 31 December 2014.

In the case that there is less than full subscription by shareholders for their Entitlements under this Offer Document, the Directors may place any shortfall to such eligible persons or entities as they shall determine other than to Directors or related parties at an issue price not less than that at which such shares were offered to shareholders under this rights issue.

The Directors reserve their rights to reject any Entitlement and Acceptance Form which is not complete in any particular or the processing of which would result in a contravention of any relevant law including, without limitation, any contravention of the takeover provisions set forth in the Corporations Act.

It is the responsibility of Applicants to confirm the number of New Shares and Additional New Shares allocated to them prior to trading New Shares and Additional New Shares. Applicants who sell New Shares before they receive notice of the number of securities allocated to them do so at their own risk. No New Shares will be allotted or issued on the basis of this Offer Document later than 13 months after the date of issue of the Offer Document.

2.8. ASX listing

Jatenergy has applied for the listing and quotation of the New Shares and Additional New Shares on ASX. If granted, quotation and trading of the New Shares will commence as soon as practicable after allotment.

2.9. Investment Risks

Investors should carefully read Risk Factors outlined in Section 5. An investment of this kind involves a number of risks, a number of which are specific to Jatenergy and the industry in which it operates.

2.10. CHESS

Jatenergy will apply to the ASX Settlement and Transfer Corporation Pty Ltd (ASTC) to have the New Shares issued under this Offer Document participate in the Securities Clearing House Electronic Subregister System known as CHESS. After allotment of the New Shares, those who are issuer sponsored holders will receive an issuer sponsored statement and those who are CHESS holders will receive an allotment advice.

The CHESS statements, which are similar in style to bank account statements, will set out the number of New Shares allotted to each successful Applicant pursuant to this Offer Document. The Statement will also advise holders of their

holder identification number. Further statements will be provided to holders which reflect any changes in their holding in Jatenergy during a particular month.

2.11. Minimum Subscription

There is no minimum subscription to the Issue.

2.12. Overseas Shareholders

This Offer Document and accompanying Entitlement and Acceptance Form does not, and is not intended to, constitute an offer of New Shares in any place outside Australia and New Zealand in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Document or the Entitlement and Acceptance Form. The distribution of this Offer Document and the accompanying Entitlement and Acceptance Form in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Offer Document and the accompanying Entitlement and Acceptance Form should seek advice on and observe those restrictions.

Any failure to comply with those restrictions may constitute a violation of applicable securities laws.

The Company has decided that it is unreasonable to make offers under this Offer Document to Shareholders with registered addresses outside Australia and New Zealand having regard to the number of Shareholders in those places, the number and value of the New Shares they would be offered and the costs of complying with the legal and regulatory requirements in those places. Accordingly, the Issue is not being extended to, and does not qualify for distribution and no New Shares will be issued to Shareholders having registered addresses outside Australia and New Zealand. This Offer Document is sent to those Shareholders for information purposes only.

2.13. Electronic Offer Document

An electronic version of this Offer Document is available on the internet at www.jatenergy.com

The Entitlement and Acceptance Form may only be distributed accompanying a complete and unaltered copy of the Offer Document. The Company will not accept a completed Entitlement and Acceptance Form if it has reason to believe that the Applicant has not received a complete paper copy or electronic copy of the Offer Document or if it has been altered or tampered with in any way.

While the Company believes that it is extremely unlikely that in the Issue period the electronic version of the Offer Document will be tampered with or altered in any way, the Company cannot give any absolute assurance that it will not be the case. Any Applicant in doubt concerning the validity or integrity of an

electronic copy of the Offer Document ought to immediately request a paper copy of the Offer Document directly from the Share Registry.

3. THE BUSINESS OF THE COMPANY

3.1. Introduction

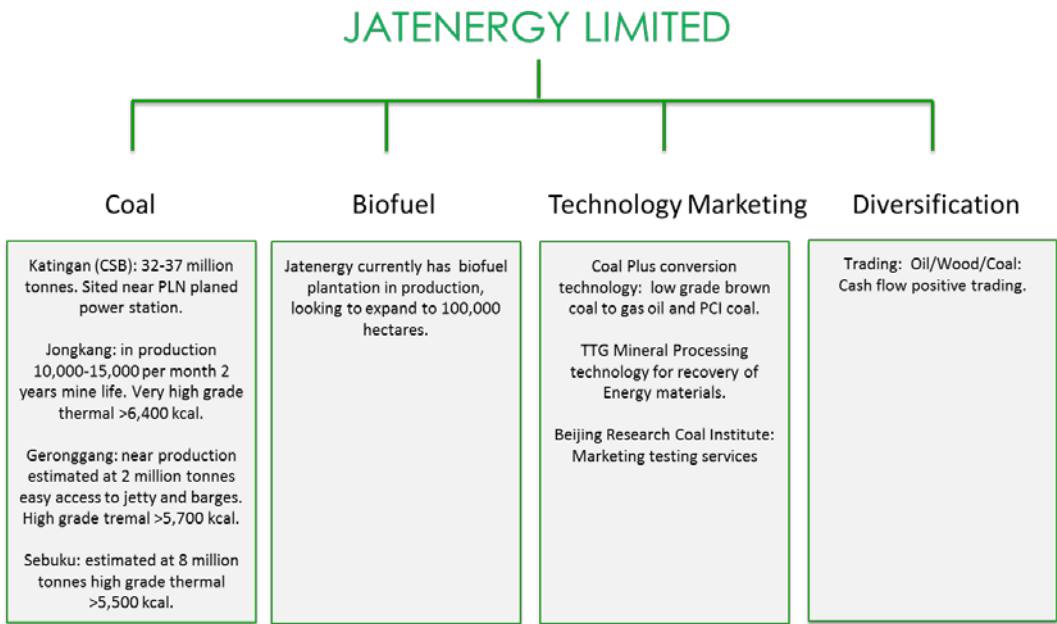
The Board of Jatenergy is pleased to announce and provide this Rights Issue to current shareholders in Jatenergy Limited. We consider it important that current shareholders are able to participate in the future of the Company at a similar low share price to recent private placements. I encourage all shareholder to become involved in the Company and take a stake in its future. The basics of the Company are now in order, focusing on what the general share market is demanding from small capital companies operating in the renewable and conventional energy sectors. We have a business network and the right technologies to actively work on projects that provide ready cash flow for our business.

3.2. Background

Jatenergy’s initial focus was in the biofuel sector, growing Jatropha in Vietnam and Indonesia. In 2010 the Company moved towards conventional coal resources in Indonesia. Since April 2012 the Company has been focused on energy technologies, especially upgrading of low ranked coal (Coal Plus) and the conversion of low grade coal into gases and liquids. Recently we have acquired processing technologies for the recovery of energy materials from low grade ores and waste streams.

3.3. Business Model and Corporate Strategy

The following diagram shows the business structure of Jatenergy Limited, with an emphasis on technology and cash flow generation.



3.3.1. Previous Strategy

Jatenergy's previous focus was on resources and their exploitation in a buoyant resource market. Recent declines in resource prices have reduced interest in these sectors for both Jatenergy shareholders and the general market.

Coal Projects

Jatenergy currently owns the rights to four coal development projects in Kalimantan, Indonesia. The first two, Jongkang and Geronggang, are smaller thermal coal projects. Jatenergy also has the rights to the Katingan Coal Soil Brik project. The remaining project is Sebuk, which the company is currently developing.

Biofuel Feedstock Production

Jatenergy Limited has formed a joint venture with another established Jatropa oil producing company, PT Waterland International, to develop biofuel farms in Indonesia. The companies established a company in Indonesia to pursue the venture, PT Jatol Waterland, of which 70% is owned by Jatenergy.

3.3.2 Current Strategy

To succeed, a business must be responsive to market movements and current business/consumer demands. The Company is focused on:

1. Commercial and relevant technologies. These are proven technologies with plants operating to generate revenues.
2. Cashflow projects such as trading coal, wood and oil using our expanded business network in China. Jatenergy is fortunate that it has a number of shareholders with good connections within the Chinese business community. Our JV Company Jatenergy Development Pty Ltd has been seeking opportunities for Australian resources in the Chinese market.

Technologies

Coal Plus: Jatenergy currently has the rights to a proprietary coal upgrading technology, which converts low value brown coal into high value energy products. Jatenergy has the license for the Coal Plus technology for Indonesia, with an option to extend into Southeast Asia. Unlike existing coal upgrading technologies, which are mostly at a pilot plant stage, the Coal Plus Technology has been commercially demonstrated. Jatenergy is looking to license the technology, specifically in Indonesia on a project-by-project basis.

TIG Energy Material Recovery: Jatenergy has the rights to a technology within Indonesia for the recovery of energy materials from low to poor grade ores

such as manganese, lithium, copper and gold. Jatenergy is seeking to extend this license to cover China for the recovery of manganese, which is a key component in the manufacture of current generation batteries.

Cashflow Diversification

To operate a public company requires revenues to maintain the business and exploit opportunities. The simplest way of obtaining revenues is to participate in trading opportunities for Australian resources that are in great demand in Australia. Jatenergy has been preparing for the past 18 months for the finalisation of Australia's Free Trade Agreement with China, and recognizes that this market will become an ever-increasing opportunity for Jatenergy, given our network in China and our ability for exploiting opportunities as they arise.

3.4. Use of Funds

Proceeds from the Rights Issue will be used as general working capital, including the costs of office and corporate administration.

4. EFFECT OF RIGHTS ISSUE ON THE COMPANY

4.1. Principal Effects

Assuming the Rights Issue is fully subscribed the principal effects are as follows:

1. The Company will issue 21,713,113 New Shares and the total number of Shares on issue will increase to 130,278,681. The New Shares will constitute 16.7% of the expanded issued Share capital of 130,278,681 Shares.
2. The Rights Issue will also increase the Company's cash reserves by \$542,828 assuming all rights are taken up and all shortfall placed (before expenses of the Rights Issue).

4.2. Capital Structure on Completion of the Rights Issue

The pro-forma capital structure of the Company following the Rights Issue is set out below:

Shares	Number
Existing Shares	108,565,568
Maximum number of New Shares to be issued pursuant to this Offer	21,713,113
Total Shares on issue after Rights Issue	130,278,681

4.3. Purpose of the Offer and Use of Funds

The purpose of the Offer is to raise \$542,828.

Proceeds from the rights issue will be used as general working capital, including the costs of office and corporate administration.

However, in the event that circumstances change or other opportunities arise, the Directors reserve the right to vary the proposed use to maximise the benefit to Shareholders.

4.4. Effect of the Offer

The principal effect of the Offer, will be to increase the cash reserves of the Company by \$542,828 immediately after completion of the Offer.

4.5. Pro-forma Consolidated Statement of Comprehensive Income

Set out below is an unaudited Pro-forma Consolidated Statement of Financial Position of the Company after the completion of the Rights Issue prepared on the basis of the adjusted accounts of the Company as at 30 June 2014, and adjusted for the following transactions and assumptions:

- A non-renounceable Rights Issue of 21,713,113 new Jatenergy Share at an issue price of 2.5 cents each, on the basis of one (1) New Share for every five (5) Share held, raising \$542,828.

The Balance Sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below.

The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

JATENERGY LIMITED

Consolidated Statement of Financial Position

	30 June 2014	Rights Issue	Pro Forma
CURRENT ASSETS			
Cash and cash equivalents	258,344	542,828	801,172
Trade and other receivables	71,225		71,225
Assets held for sale	1,654,753		1,654,753
TOTAL CURRENT ASSETS	1,984,322	542,828	2,527,150
NON-CURRENT ASSETS			
Property, plant and equipment	7,016		7,016
Intangible assets	265,743		265,743
TOTAL NON-CURRENT ASSETS	272,759	-	272,759
TOTAL ASSETS	2,257,081	542,828	2,799,909
CURRENT LIABILITIES			
Trade and other payables	251,574		251,574
Borrowing	100,000		100,000
TOTAL CURRENT LIABILITIES	351,574		351,574
TOTAL LIABILITIES	351,574		351,574
NET ASSETS	1,905,507	542,828	2,448,335
EQUITY			
Issued Capital	26,526,160	542,828	27,068,988
Non-controlling Interest	954,328		954,328
Reserves	(252,270)		(252,270)
Accumulated losses	(25,322,711)		(25,322,711)
TOTAL EQUITY	1,905,507	542,828	2,448,335

4.6. Effects of Rights Issue on control of the Company

If all Shareholders take up their entitlements under the Issue then the Issue will have no effect on the control of the Company. Because the Rights Issue is non-renounceable and it cannot be known with certainty which Shareholders will take up their rights entitlements the effect on the control of Jatenergy cannot be determined at this time.

Relevant matters which may determine any such effects are:

1. The percentage of issued share capital held by the largest shareholders in the Company
2. The number and identity of large shareholders who take up their rights entitlements
3. The equity holdings associated with directors of the Company and whether the relevant rights entitlements are taken up
 - i. The following directors have declared equity holdings in the Company on either a direct or indirect basis:

	Direct	In-Direct	Total
Anthony Crimmins	4,155,039	5,602,417	9,757,456
Xipeng Li	13,411,222	Nil	13,411,222
Wilton Yao	Nil	Nil	Nil

- (i) The number of new shares forming part of the shortfall which are placed by Directors to eligible entities or persons who are neither Directors nor related parties.
- (ii) The fact that New Shares issued pursuant to this Rights Issue will comprise 16.7% of the issued Share Capital of the Company after completion of the rights issue.
- (iii) There are presently 851 shareholders in the Company and the largest five shareholders, and the percentage of share capital owned by each, is as follows:
 - Mr Adam Leslie Hajek (12.9%)
 - Sheng Run Holdings Group (8.4%)
 - Hajek Superannuation Pty Ltd (4.3%)
 - Bond Street Custodians Limited (4.0%)
 - Sheng Run Holdings Group (3.9%)
- (iv) Depending on which shareholders take up their rights entitlements, and the distribution of the shortfall the ability of certain shareholders to control the Company through their voting rights as shareholders may change.

4.7. Options

The Company has no listed or unlisted options.

4.8. Rights of Directors to allocate Shortfall

The Directors of the Company may nominate those entities or persons who have indicated to the Directors their desire to take up any shortfall. Any shortfall may be allocated by the Directors amongst such applicants for the shortfall as the Directors shall determine but not to Directors, their associate or related parties.

5. RISK FACTORS

5.1. General Risk Factors

An investment in the Company is not risk free and prospective investors should consider the risk factors detailed below, before deciding whether to apply for Shares.

Generally the Company's Business may be adversely affected by:

- Local and international factors such as fluctuation in interest and inflation rates, rise and fall in prices, currency fluctuations, rise and fall in the world equity markets, and changes in demand for those products and licences sold by the Company.
- Varying and changing governmental and regulatory factors,
- Availability of key personnel.
- Conditions of grant or renewal of licences.
- Force Majeure which prevents the Company from supplying its products.
- Claims of adverse interests in intellectual property.

5.2. Technical difficulties

Possible technical difficulties might unexpectedly be encountered in achieving the Company's objectives or manufacture or sale of the Company's products.

These difficulties may be caused by failure to achieve manufacturing standards or market share or changes in compliance requirements or costs of manufacture or compliance.

5.3. Investment Risks

The exploitation of our coal and biofuel resources, marketing of energy related conversion recovery technologies business is subject to various factors and uncertainties and accordingly an investment in shares should be considered speculative. Investors interested in capital gains should consider that the value of the Company's shares might fluctuate. Investors interested in an income stream from dividends should recognise that the Company may have a limited revenue stream until resources and technologies are exploited developed and sold.

The Directors of the Company do not consider that any such conditions or regulations constitute such a significant risk to the carrying out of the Company's business in respect of its existing activities that would justify not continuing such business.

5.4. Economic Risks

Investors should consider the impacts of supply and demand for coal and fluctuations in prices and exchange rates, Australia's and Indonesia's inflation rate and interest rates. All of these factors have a bearing on operating costs, potential revenue and share prices. Market perceptions of the value of the Company's shares alter significantly from time to time. Fluctuations may also occur as a result of factors influencing the price of shares in small cap resource companies or share prices generally.

5.5. Business Decisions

Decisions to exploit our coal and biofuel projects and market coal conversion and energy material recovery technologies involve expressions of judgment based on knowledge, experience and industry practice. Estimates, which were valid when originally calculated, may alter significantly when new information or techniques become available.

In addition, such decisions depend to some extent on interpretations and forecasts, which may prove to be inaccurate. As further information becomes available through additional research and analysis, such forecasts are likely to change. This may result in alterations to development and investment plans, which may, in turn adversely affect the Company's operations.

5.6. Prices and Exchange Rate Risks

Material prices in particular coal prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for coal.

Moreover, prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and regional demand for, and supply of, the coal as well as general economic conditions.

These factors may have an adverse effect on the Company's development and production activities, as well as on its ability to fund those activities.

Furthermore, the international prices of some of the Company's products are denominated in United States dollars, while the Company's cost base is principally in Australian dollars. Consequently, the Company is exposed to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in the international markets.

5.7. Financing Risks

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised pursuant to this capital raising. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its resource exploitation and marketing technology programmes as the case may be.

5.8. Personal Risk Factors

The investment detailed in this Offer Document may not be suitable for all its recipients. Potential investors should consider carefully whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them and their personal taxation obligations.

Prospective investors should be aware that the market price of shares may be influenced by many unpredictable factors and that subscribing for shares involves various risks. While some of the risks can be minimised by the use of safeguards and appropriate systems, some are outside the control of the Company. The value of the Company's securities on ASX may rise and fall depending on factors beyond the control of the Company.

5.9. Share market and Liquidity Risk

Investors will be able to offer their shares for sale freely on ASX, however, there is no assurance of the price at which listed shares will trade or that there will be any buyers at all. New investors should therefore be prepared to hold their shares for extended periods pending the development of the Company and potential opportunities emerging in the future.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities and in particular, energy stocks. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

The market price of shares may be subject to general movements in local and international stock exchanges, economic conditions, prices of materials, currency fluctuations and interest rates. The shares may trade at a price above or below the issue price depending on a range of factors including the performance of the securities market generally, the performance of the industrial sector of the market, national and international economic performance, market perceptions of the Company, the degree of success in the Company's business endeavours, results of future development for products manufactured and/or developed by the Company and the financial performance of the Company.

6. DEFINITIONS AND GLOSSARY

Terms and abbreviations used in this Offer Document have the following meanings:

Acceptance	An acceptance of Entitlements
Acceptance Monies	The Issue Price multiplied by the number of New Shares accepted
AEST	Australian Eastern Standard Time
Applicant	A person who submits an Entitlement and Acceptance form
Associates	Has the meaning ascribed to it in Section 9 of the Corporations Act.
ASX	ASX Limited
Board	The board of directors of Jatenergy Limited
Closing Date	The date by which valid acceptances must be received by the Share Registry being 12 December 2014 or such other date determined by the Board
Company	Jatenergy Limited (ACN 122 826 242)
Corporations Act	Corporations Act 2001 (Cth)
Directors	The Directors of Jatenergy from time to time
Eligible Shareholder	A shareholder of the Company that holds shares in the Company on the Record Date
Entitlement and Acceptance Form or Form	An entitlement or acceptance form in the form attached to this Offer Document
Entitlements	The entitlement to accept New Shares under this Offer Document
Issue or Offer	The issue of New Shares in accordance with this Offer Document
Issue Price	2.5 cents for each New Share for which application is made
JAT or Jatenergy	Jatenergy Limited (ACN 122 826 242)
Listing Rules	The official listing rules of the ASX

Offer	The offer to subscribe for New Shares as provided for under the Offer Document
Offer Document	This Offer Document dated 18 November 2014 and any electronic copy of this Offer Document
Official List	The official list of entities that ASX has admitted and not removed
Official Quotation	Quotation on the Official List
Opening Date	The date of commencement of Offer in respect of New Shares (28 November 2014)
Record Date	25 November 2014 at 5:00pm AEST
Securities	Has the same meaning as in section 92 of the Corporations Act
Share Registry	Securities Registry Pty Ltd
Shares	The fully paid ordinary shares on issue in JAT from time to time
Shareholders	The holders of Shares from time to time
Shortfall	Those New Shares for which the Entitlement lapses
WST	Western Standard Time

7. CORPORATE DIRECTORY

Directors

Anthony Crimmins
Xipeng Li
Wilton Yao

Company Secretary

Graeme Hogan

Registered Office

Level 6, Suite 8
55 Miller Street
PYRMONT NSW 2009

Share Registrar

Security Transfer Registries Pty Limited
770 Canning Highway
APPLECROSS WA 6153
Phone: +61 8 9315 2333
Fax: +61 8 9315 2233

ENTITLEMENT AND ACCEPTANCE APPLICATION FORM

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

REGISTERED OFFICE:
FLOOR 6, SUITE 8
55 MILLER STREET
PYRMONT NSW 2009
AUSTRALIA

JATENERGY LIMITED

ACN: 122 826 242

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

Holder Number:

Eligible Holding as at 5.00pm WST
on 25 November 2014:

Entitlement to Securities 1:5 :

Amount payable on acceptance
@ \$0.025 per Security:

NON-RENOUCEABLE SHARE OFFER CLOSING AT 5.00PM WST ON 12 DECEMBER 2014

(1) I/We the above named being registered at 5.00pm WST on the 25 November 2014 as holder(s) of Shares in the Company hereby accept as follows:

	NUMBER OF NEW SHARES ACCEPTED/APPLIED FOR	AMOUNT ENCLOSED @ \$0.025 PER SHARE
Entitlement or Part Thereof	<input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> . <input type="text"/> <input type="text"/>
Additional New Shares *	<input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/>	\$ <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> . <input type="text"/> <input type="text"/>
TOTAL	<input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/>	TOTAL \$ <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> . <input type="text"/> <input type="text"/>

(* refer to sections <SECTIONS> of the prospectus)

- I/We have enclosed/made payment for amount shown above (following the payment instructions as detailed overleaf).
- I/We hereby authorise you to place my/our name(s) on the register of members in respect of the number of New Securities allotted to me/us.
- I/We agree to be bound by the Constitution of the Company.
- I/We understand that if any information on this form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept this form, and how to construe, amend or complete it shall be final.
- I/We authorise the Company to send me/us a substituted form if this form ceases to be current.
- I/We declare that I/we have received a full and unaltered version of the Prospectus either in an electronic or paper format.
- My/Our contact details in case of enquiries are:

NAME

TELEPHONE NUMBER
()

EMAIL ADDRESS

BPAY PAYMENT OR THE RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.

PAYMENT INFORMATION - Please also refer to payment instructions overleaf.



Billers Code: 159483

Ref:

BPAY® this payment via internet or phone banking.

Your **BPAY®** reference number is unique to this offer and is not to be used for any other offer.



CHEQUE/MONEY ORDER

All cheques (expressed in Australian currency) are to be made payable to **JATENERGY LIMITED** and crossed "Not Negotiable".

REGISTRY DATE STAMP

E & O.E.

PAYMENT INSTRUCTIONS



Biller Code: 159483

BPAY® this payment via internet or phone banking.
Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

You do not need to return this form if you have made payment via BPAY.

Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.



CHEQUE/MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd
PO Box 535, APPLECROSS WA 6953.

Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm WST on the closing date.

EXPLANATION OF ENTITLEMENT

1. The front of this form sets out the number of Securities and the price payable on acceptance of each Security.
2. Your entitlement may be accepted either in full or in part.
There is no minimum acceptance.

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Registrars Pty Ltd

PO Box 535, Applecross WA 6953 AUSTRALIA

770 Canning Highway, Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

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