

Imagine Un Limited
ABN: 97 009 201 763

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1 March 2013

Deeds of Novation

We enclose herewith the announcement made by Sino-Excel Energy Limited ("SLE") and pleased to announce that SLE has novated its investment in Primary Food Company Pty Ltd ("PFC") in favour of IUL.

The Board believes that the business potential represented by PFC is significant. Whilst Australia may only grow a small percentage of the world's wheat (about 3%) it is one of the world's top three largest exporters. The process that PFC will pioneer in Australia, will see wheat destined for export be used to produce wheat germ, bran, wheat protein products, gluten, glucose, other starches, feed stock and waste. From the waste PFC can produce fuel grade ethanol. The ability to derive value added products even from its waste, is what makes the involvement with PFC exciting.



Wong Chin Hong
1 March 2013

SINOX

Sino-Excel Energy Limited

Level 23, 525 Collins Street, Melbourne VIC 3000

1ST MARCH 2013

ASX ANNOUNCEMENT

CODE: SLE

**PROPOSED INVESTMENT IN PRIMARY FOOD COMPANY PTY LTD (“PFC”),
PROPOSED NOVATION TO IMAGINE UN LIMITED (“IUL”) AND
PROPOSED INVESTMENT IN IMAGINE UN LIMITED BY WAY OF CONVERTIBLE BONDS**

Sino Excel Energy Limited (ASX:SLE) wishes to announce that subject to all relevant regulatory approvals, the Company on 1 March 2013 entered the following agreements:

1. Put and Call Option Deed
2. Converting Bond and Warrant Agreement
3. Deeds of Novation

Under these agreements, the Company shall make an investment of \$500,000 in PFC and then novate this investment in favour of IUL. It is then proposed that a Converting Note Agreement will be entered into for a \$500,000 worth of IUL convertible bonds. It is expected to be entered into on 4 March 2013.

a. Information on PFC

PFC was established in 2004 with the aim of being a leading producer of premium food and alcohol products. The Company plans to construct and operate a fully integrated grain refinery with grain processing capabilities of 250 kilo tonne per annum in Tamworth, NSW, Australia, an area that has historically produced wheat of the highest quality.

PFC has built a strong team with a broad range of skills and the experience necessary for the development and implementation of the project. It has also developed partnerships with some of the world’s leading technology providers to develop a unique plant configuration that can produce various products including: protein products, various grades of wheat germ and specialty brans, glucose based products, certain starch products, fuel grade ethanol and stock feed.

PFC has chosen its initial product portfolio to position itself in selected strategic growth markets. The product demand in these market sectors is strong and increasing due to the world’s increasing population. PFC has represented that they have or are negotiating supply agreement for continuous supply of feedstock and major food suppliers for its product revenues.

b. Put and Call Option Deed

The PFC Shareholders have agreed to grant to SLE an option to purchase from the PFC Shareholders all of the PFC Shares on issue and SLE has agreed to grant to each of the PFC Shareholders an option to sell to SLE all of the PFC Shares in issue in accordance with the terms of this Deed.

SLE has agreed to grant to each of the PFC Shareholders an option to subscribe to the New SLE Shares (which collectively comprise 40% of the fully diluted capital of SLE immediately after their issue) and each of the PFC Shareholders has agreed to grant to SLE an option to place to the PFC Shareholders the New SLE Shares in accordance with the terms of this Deed.

c. Converting Bond and Warrant Agreement

PFC has agreed to issue a Bond to SLE and the SLE has agreed to subscribe for the Bond of AUD500,000. PFC will issue to SLE one Warrant for each AUD0.439453039 of Bond Amount on any Bond that the Company issues at the same time that the Company issues the Bond to the SLE. If part or all of the Bond remains on issue as at 1 July 2013 (Conversion Event), that part or all of the Bond not otherwise redeemed will automatically convert within three Business Days of the occurrence of the Conversion Event into equivalent to 10% of PFC shareholdings at post issue.

d. Deeds of Novation

PFC and the PFC Shareholders have consented to SLE novating both the Put and Call Deed and Converting Bond Warrant Agreement to Imagine Un Limited (IUL) and all the terms and conditions of the Deed and Agreement remain unchanged.



Executive Director
Dr Charlie In