

Annexure 1A: Application For Admission To The SIM VSE Official List

References Chapter 1, SIM VSE Listing Rules

Instructions

An entity seeking admission to the SIM VSE official list must complete and return this annexure to the Exchange.

Please complete the sections of the application that are relevant to your entity. If there is not enough space attach extra sheets.

Please note that information and documents (including this annexure) given to the Exchange in support of an application becomes the property of the Exchange and may be made public.

Name of entity	ACN, ARBN or ARSN
ULTIMATE POWER & ENERGY LIMITED	159 476 892

We apply for admission to the SIM VSE official list and for the quotation of securities.

General

1 Type of entity (tick one)

Company

Trust

2 Main class of securities
Number

12,500,000

Class
Ordinary

3 Additional securities to be quoted

Number to be quoted
N/A

Class

4 Additional securities not to be quoted

Number not to be quoted
N/A

Class

5 Postal address for all correspondence

45 Callaghan Avenue, Glen Waverley, VIC 3150

6 Telephone number

03 9562 5678

7 General fax number

03 9562 5688

8 Fax number for confirmation of release of information to the market
03 9562 5688

9 Address of principal security registry for each class of security
Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000

10 Annual balance date
30 June

Companies Only

11 Name and title of chief executive officer/managing director
Zeming (Michael) Yang - Executive Chairman

12 Name and title of chairperson of directors
Zeming (Michael) Yang, Executive Chairman

13 Name of all directors
Zeming (Michael) Yang, Khing Yean Wong, Bin Jin

14 Duration of appointment of directors and details of any entitlement to participate in profits
Rotation provision. Nil participation in profit.

15 Name and title of company secretary
Khing Yean Wong

16 Place of incorporation
Victoria

17 Date of incorporation
13 July 2012

18 Legislation under which incorporated
Corporations Act 2001 (Cth)

19 Address of registered office
45 Callaghan Avenue, Glen Waverley, VIC 3150

20 Month in which annual general meeting is usually held
November

21 Months in which dividends are usually paid (or are intended to be paid)
July/January

Trusts Only

22 Name and title of chief executive officer/managing director of the responsible entity or management company
N/A

23 Name and title of chairperson of directors of responsible entity or management company
N/A

24 Names of all directors of the responsible entity or management company
N/A

25 Duration of appointment of directors of responsible entity or management company and details of any entitlement to participate in profits
N/A

26 Name and title of company secretary of responsible entity or management company
N/A

27 If the trust is a registered management investment scheme, the names of the members of the compliance committee (if any)
N/A

28 Place of registration of the entity

29 Date of registration of the entity
N/A

30 Legislation under which the entity is registered
N/A

31 Address of entity's administration office
N/A

32 Month in which annual meeting is usually held (if applicable)
N/A

33 Months in which distributions are usually paid (or are intended to be paid)
N/A

NOTE: PLEASE USE THE BELOW CHECKLIST AS A GUIDE TO THE SUPPORTING DOCUMENTS/DOCUMENTATION REQUIRED TO BE SUBMITTED WITH THIS APPLICATION. TICK THE INFORMATION OR DOCUMENTS YOU ARE PROVIDING.

About The Entity

34 Evidence of compliance with 20 cent minimum issue price or sale price and spread requirements
Copy of Information Memorandum - Annexure B

35 Prospectus, offer information statement or information memorandum relevant to the application (# copies)
Information Memorandum attached (Annexure B)

36 Cheque for listing and quotation fees
N/A

37 Type of securities register the entity will operate
Share Registry

38 Copies of any contracts referred to in the prospectus, offer information statement or information memorandum (including any underwriting agreement)

- Copy Agreement with Sinopoly Battery International Ltd dated 18 June 2012 - Annexure C.
- Copy Agreement with Shenzhen Effsun Wind Power Co. Ltd dated 21 June 2012 in Chinese together with an English translation - Annexure D.
- Copy Agreement with Shanghai Libang Hi-Tech Development Co. Ltd dated 11 June 2012 in Chinese together with an English translation - Annexure E.
- Copy Executive Service Agreement with Zeming (Michael) Yang dated 11 September 2012 - Annexure F.
- Copy of Loan Agreement between Zeming (Michael) Yang and Ultimate Petrol Energy Pty Ltd dated 28 September 2012 - Annexure G.
- Copy Deed of Assignment of Intellectual Property from Zeming (Michael) Yang dated 13 July 2012 (relates to patent application no. 2012901299 filed 30 March 2012) - Annexure H.
- Copy Deed of Assignment of Intellectual Property from Ultimate Petrol Energy Pty Ltd dated 13 July 2012 (relates to trade Mark Application No. 1478285 filed 7 March 2012) - Annexure I.

- 39 A certified copy of any restriction agreement entered into in relation to restricted securities
Copy of Restriction Agreement entered into by Zeming (Michael) Yang (Annexure J)
-
- 40 Where there are restricted securities, any undertaking issued by a bank or recognised trustee
To be provided
-
- 41 Certificate of incorporation (in the case of a company)
Copy attached (Annexure K)
-
- 42 Certificate of registration (in the case of a trust)
N/A
-
- 43 Copy of entity's constitution
Copy attached (Annexure L)
-
- 44 Brief history of entity, or if applicable, the group
See section 3 of the Information Memorandum (Annexure B)
-

About The Securities To Be Quoted

- 45 Confirmation that the securities to be quoted are eligible to be quoted under the listing rules
See sections 2.4 and 3.7 of the Information Memorandum (Annexure B)
-
- 46 Voting rights of securities to be quoted
See section 6.6 of the Information Memorandum (Annexure B)
-
- 47 Specimen certificate/holding statement of each class of securities to be quoted
Draft attached (Annexure M).
-
- 48 Terms of securities to be quoted
See section 6.6 of the Information Memorandum (Annexure B)
-
- 49 Statement setting out the names of the 20 largest holders in each class of securities to be quoted and the number and percentage of each class of securities held by those holders
To be provided on close of offer
-
- 50 Distribution schedule of each class of equity securities to be quoted, setting out the number of holders in the categories:
- 1 - 1,000
 - 1,001 – 5,000
 - 5,001 – 10,000
 - 10,001 – 100,000
 - 100,001 and over

To be provided on close of offer

- 51 The number of holders of a parcel of securities with a value of more than \$2,000, based on the issue/sale price

To be provided on close of offer

- 52 Terms of any debt securities and convertible debt securities
N/A
-

- 53 Trust deed for any debt securities and convertible debt securities
N/A
-

- 54 Trusts only – if the trust is not a registered managed investment scheme, ASIC exemption in relation to buy-back provisions
N/A
-

All Entities With Assets Not Readily Valued

NOTE: ANY ENTITY THAT HAS ACQUIRED, OR ENTERED INTO AN AGREEMENT TO ACQUIRE, AN ASSET THAT IS NOT READILY VALUED MUST PROVIDE THE EXCHANGE WITH THE FOLLOWING INFORMATION:

- 55 The name of the vendor and details of any relationship of the vendor with the applicant
See section 6.1.5 and 6.1.6 of the Information Memorandum and Annexures H & I to this Listing Application
-

- 56 If the vendor was not the beneficial owner of the asset at the time of the acquisition, the name of the beneficial owner and the details of the relationship of the beneficial owners to the applicant
N/A
-

- 57 The date the vendor acquired the asset
N/A
-

- 58 The method by which the vendor acquired the asset, including whether by agreement, exercise of option or otherwise
N/A
-

- 59 The date the entity acquired the asset from the vendor, the consideration passing directly or indirectly to the vendor and whether the consideration has been provided in full by the applicant
See Annexures H & I
-

- 60 Full details of the asset, including any title particulars
See section 6.1.5 and 6.1.6 of the Information Memorandum (Annexure B)
-

About The Entity's Capital Structure

- 61 A copy of the entity's register of members, if required by the Exchange
Copy to be provided by Boardroom Pty Ltd
-
- 62 A copy of any court orders in relation to a reorganisation of the entity's capital in the last three years
N/A
-
- 63 The terms of any employee incentive scheme
N/A
-
- 64 The terms of any dividend or distribution plan
N/A
-
- 65 The terms of any securities that will not be quoted
N/A
-
- 66 The entity's issued capital (interests), showing separately each class of security, the amount paid up on each class, the issue price, the dividend (or distribution) and voting rights attaching to each class and the conversion terms (if applicable)
Copy to be provided and section 6.6 of the Information Memorandum (Annexure B)
-
- 67 The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each class and conversion terms (if applicable)
N/A
-
- 68 The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each class and conversion terms (if applicable)
N/A
-
- 69 The number of the entity's options to acquire unissued securities, showing the number outstanding
N/A
-
- 70 Details of any rights granted to any person, or to any class of persons, to participate in any issue of the entity's securities
N/A
-
- 71 If the entity has any child entities, a list of all child entities stating in each case the name, the nature of its business and the entity's holding
N/A
-

About The Entity's Financial Position

NOTE: APPLICANTS RELYING ON THE PROFIT TEST SHOULD COMPLETE ITEMS 72 TO 77.

APPLICANTS RELYING ON THE ASSETS TEST SHOULD COMPLETE ITEMS 78 TO 83.

Profits Test

72 Evidence that the applicant is a going concern or the successor of a going concern

N/A

73 Evidence that the applicant has been in the same main business activity for the last three full financial years or details of how its business has changed and its aggregated profit for the last three full financial years

N/A

74 Audited financial statements for the last three full financial years and audit reports

N/A

75 Last half yearly financial statement (if required) and audit report or review

N/A

76 Pro forma balance sheet and review

N/A

77 Statement from all directors or all directors of the responsible entity or management company confirming profit from continuing operations

N/A

Assets Test

78 Evidence of net tangible assets of at least \$500,000 after deducting the costs of fundraising or likely market capitalisation of at least \$1,000,000 at the time of admission
Number of shares on issue pre-IPO - 9,000,000. Between 3,000,000 and 3,500,000 shares to be issued under the Information Memorandum. At the issue price of \$0.20 gives a market capitalisation of between \$2,400,000 and \$2,500,000.

79 Evidence that there are commitments to spend at least half of the entity's cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)
See section 2.5 of the Information Memorandum (Annexure B)

80 A statement that there is enough working capital to carry out the entity's stated objectives (and a statement by an independent expert, if required by the Exchange)
See section 2.5 of the Information Memorandum (Annexure B)

81 A statement that entity's business is developed to the point it is reasonably likely it will generate revenue from ordinary activities within three years of admission (and a statement by an independent expert, if required by the Exchange)
See section 3.3 of the Information Memorandum (Annexure B)

82 Financial statements for the last three full financial years and audit report or review or a statement that not audited or not reviewed
N/A - company only established on 13 July 2012

83 Pro forma balance sheet and review
See Annexure N.

Entity's Business Plan And Level Of Operations

84 Details of the entity's existing and proposed activities and level of operations. State the main business
See section 3 of the Information Memorandum (Annexure B)

85 Details of any issues of the entity's securities (in all classes) in the last three financial years. Indicate issues for consideration other than cash
N/A

Information Memorandum Requirements

86 The signature of every director and proposed director of the applicant personally or by a person authorised in writing by the director (in the case of a trust, director of the responsible entity or management company)
See Board Resolution Minutes attached (Annexure O).

87 The date the information memorandum is signed
28 September 2012

88 Full particulars of the nature and extent of any interest now, or in the past two years, of every director or proposed director of the entity (in the case of a trust, the responsible entity or management company) in the promotion of the entity, or in the property acquired or proposed to be acquired by it
See section 2.7 of the Information Memorandum (Annexure B).

89 If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity
N/A

90 Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it
N/A

91 A statement that the Exchange does not take responsibility for the contents of the information memorandum
See Important Information section of the Information Memorandum (Annexure B).

92 A statement that the fact that the Exchange may admit the entity to its official list is not to be taken in any way as an indication of the merits of the entity
See Important Information section of the Information Memorandum (Annexure B).

93 If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context
N/A

94 A statement that the entity has not raised any capital for the three months before the date of the issue of the information memorandum and will not need to raise any capital for three months after the date of issue of the information memorandum
N/A

95 A statement that a supplementary information memorandum will be issued if the entity becomes aware of any of the following between the issue of the information memorandum and the date the entity's securities are quoted or reinstated:

- a material statement in the information memorandum is false or misleading;
- there is a material omission from the information memorandum;
- there has been a significant change affecting a matter included in the information memorandum; and/or
- a significant new matter has arisen and it would have been required to be included in the information memorandum

See sections 5.3 and 5.5 of the Information Memorandum (Annexure B).

96 If there is a supplementary information memorandum it must include:

- correction of any deficiency;
- details of any material omission, change or new matter;
- a prominent statement that it is a supplementary information memorandum;
- the signature of every director, or proposed director, of the applicant personally or by a person authorised in writing by the director (in the case of a trust, director or the responsible entity or management company); and
- the date the supplementary information memorandum is signed

N/A

97 Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum
N/A

98 Evidence that the supplementary information memorandum was sent to every person who was sent an information memorandum
N/A

Other Information

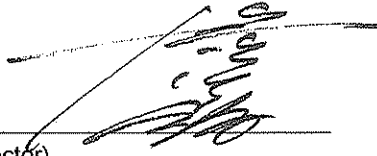
99 Details of any contracts entered into between the applicant and any of its directors (if a trust, the directors of the responsible entity or management company)
See Annexures F, G, H, I and J.

100 A copy of every prospectus issued, and every information memorandum circulated, in the last five years
Replacement Prospectus dated 18 September 2012 (Annexure P) and Supplementary Prospectus dated 6 August 2012 (Annexure Q). The offers made under the Replacement Prospectus and Supplementary Prospectus were withdrawn on 26 September 2012.

101 Information not covered elsewhere and which, in terms of SIM VSE listing rule 3.1, is likely to materially affect the price or value of the applicant's securities

N/A

Signed:



(Director)

Print name:

Zeming (Michael) Yang

Dated:

2/10/2012