*Rule 3.19A.2*

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

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|---|---|
| Name of entity | **Sino Gas & Energy Holdings Limited** |
| ABN | **16 124 242 422** |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

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| **Name of Director** | Glenn Corrie |
| **Date of last notice** | 28 July 2016 |

**Part 1 - Change of director's relevant interests in securities**
*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

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| **Direct or indirect interest** | Direct & Indirect |
| **Nature of indirect interest (including registered holder)**<br>Note: Provide details of the circumstances giving rise to the relevant interest. | Held jointly with Mrs Toni Jo-Anne Langmead |
| **Date of change** | 24 January 2017 |
| **No. of securities held prior to change** | 6,278,267 Ordinary Shares |
| **Class** | Ordinary Shares |
| **Number acquired** | 691,530 Ordinary Shares |
| **Number disposed** | N/A |
| **Value/Consideration**<br>Note: If consideration is non-cash, provide details and estimated valuation | Non-cash, issue of fully paid ordinary shares following the exercise of Performance Rights under the Company's Performance Rights Plan. |
| **No. of securities held after change** | 6,969,797 Ordinary Shares |
| **Nature of change**<br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Conversion of performance rights |

+ See chapter 19 for defined terms.

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

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| **Detail of contract** | Executive Services Agreement between Mr Corrie and Sino Gas & Energy Holdings Limited.<br>Offer letter from Sino Gas & Energy Holdings Limited to Glenn Corrie in connection with the grant of performance rights under the Sino Gas & Energy Holdings Limited Executive, Officer and Employee Performance Rights Plan, as accepted by Mr Corrie. |
| **Nature of interest** | (a) Mr Corrie has been awarded an STI payment for the 2016 period and has elected to receive his 2016 STI payment as 50% as deferred shares, subject to shareholder approval. The number of shares Mr Corrie is entitled to is calculated based on the 5 day volume weighted average price for the Company's shares for the period immediately prior to 31 December 2016. The issue of the shares to Mr Corrie will be deferred to after 31 December 2017 (being 12 months from the date Mr Corrie became entitled to the STI payment). If Mr Corrie terminates his executive services agreement for any reason prior to 31 December 2017, the number of shares to be issued will be pro-rated based on the number of days elapsed between 31 December 2016 and 31 December 2017 as at the date of cessation of employment. If the Company terminates the executive services agreement for any reason, Mr Corrie's entitlement to Shares will not change.<br>(b) Each Performance Right is a personal contractual right to be issued with or transferred a single share in the Company. A Performance Right may be exercised (if it has not otherwise lapsed) in accordance with the Executive, Officer and Employee Performance Rights Plan on the satisfaction of prescribed performance criteria within the performance period. The performance criteria and performance period for the Performance Rights are detailed in the Company's Annual Report. |
| **Name of registered holder**<br>(if issued securities) | N/A |
| **Date of change** | 24 January 2017 |
| **No. and class of securities to which interest related prior to change**<br>Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| **Interest acquired** | (a) 1,946,786 shares (the issue of which is deferred to after 31 December 2017 and remains subject to shareholder approval) |
| **Interest disposed** | (a) 691,530 performance rights converted into ordinary shares; and<br>(b) 1,158,470 performance rights lapsed. |
| **Value/Consideration**<br>Note: If consideration is non-cash, provide details and an estimated valuation | (a) Shares (deferred as above) will be issued in lieu of 50% of STI cash payment of US$162,000 (A$223,880.50)<br>(b) No consideration payable upon exercise of the 691,530 Performance Rights |
| **Interest after change** | 12,202,797 Performance Rights<br>1,946,786 shares (deferred as above) |

+ See chapter 19 for defined terms.

## Part 3 – +Closed period

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| **Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?** | No |
| **If so, was prior written clearance provided to allow the trade to proceed during this period?** | N/A |
| **If prior written clearance was provided, on what date was this provided?** | N/A |

+ See chapter 19 for defined terms.