

15 May 2015

## GRANT OF WAIVER TO LISTING RULE 14.7

Sino Gas & Energy Holdings Limited (ASX: SEH, “**Sino Gas**” or the “**Company**”) announces that ASX Limited (“**ASX**”) has granted Sino Gas a waiver in respect of the application of voting exclusions in the notice of meeting dated 29 April 2015 (“**Notice**”) relating to Resolution’s 1 & 2 to be considered at the General Meeting of the Company being held on 4 June 2015 (“**Waiver**”).

In accordance with the ASX Listing Rules, the voting exclusion statements set out on page 1 of the Notice require Sino Gas to disregard any votes cast on Resolution 1 and Resolution 2 by any person who participated, or may participate, in the issue of ordinary shares the subject of those resolutions, and any of their associates. The Company sought the waiver from the ASX to ensure that shareholders who would ordinarily be eligible to vote are not excluded from voting at the meeting as a result of shareholders holding their shares in common Nominee companies.

The Waiver granted by ASX allows Sino Gas to count the votes cast on Resolution 1 and Resolution 2 by shareholders who are acting solely in a fiduciary, nominee or custodial capacity (“**Nominee Holders**”) on behalf of beneficiaries who did not or will not participate in the issue of ordinary shares the subject of those resolutions, on the following conditions:

1. The beneficiaries provide written confirmation to the Nominee Holders that they have no interest in the outcome of Resolution 1 or Resolution 2, nor are they an associate of a person who has an interest in the outcome of Resolution 1 or Resolution 2.
2. The beneficiaries direct the Nominee Holders to vote for or against Resolution 1 or Resolution 2.
3. The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.
4. The terms of the waiver are immediately released to the market.

The Notice and proxy form have been distributed to all shareholders; please refer to the ASX announcement dated 30 April 2015.

For further information please contact:

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## About Sino Gas & Energy Holdings Limited

Sino Gas & Energy Holdings Limited ("**Sino Gas**" ASX: SEH) is an Australian energy company focused on developing Chinese unconventional gas assets. Sino Gas holds a 49% interest in Sino Gas & Energy Limited ("SGE") through a strategic partnership completed with MIE Holdings Corporation ("MIE" SEHK: 1555) in July 2012. SGE has been established in Beijing since 2006 and is the operator of the Linxing and Sanjiaobei Production Sharing Contracts (PSCs) in the Ordos Basin, Shanxi province.

SGE's interest in the Linxing PSC with CUCBM is 64.75% and 49% for the Sanjiaobei PSC held with PCCBM. SGE has a 100% working interest during the exploration phase of the PSC, with SGE's PSC partners being entitled to back-in upon Overall Development Plan (ODP) approval, by contributing development and operating costs in line with their PSC interest.

The PSCs are located in the Ordos Basin and cover an area of approximately 3,000km<sup>2</sup>. The Ordos Basin is the second largest onshore oil and gas producing basin in China. The region has mature field developments with an established pipeline infrastructure to major markets. Rapid economic development is being experienced in the provinces in which Sino Gas' PSCs are located and natural gas is seen as a key component of clean energy supply in China.

Sino Gas & Energy Holdings Limited (ASX: SEH) was admitted to the Official List of ASX in 2009.

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## Disclaimer

Certain statements included in this release constitute forward looking information. This information is based upon a number of estimates and assumptions made on a reasonable basis by the Company in light of its experience, current conditions and expectations of future developments, as well as other factors that the Company believes are appropriate in the circumstances. While these estimates and assumptions are considered reasonable, they are inherently subject to business, economic, competitive, political and social uncertainties and contingencies.

Many factors could cause the Company's actual results to differ materially from those expressed or implied in any forward-looking information provided by the Company, or on behalf of, the Company. Such factors include, among other things, risks relating to additional funding requirements, gas prices, exploration, acquisition, development and operating risks, competition, production risks, regulatory restrictions, including environmental regulation and liability and potential title disputes. Forward-looking information is no guarantee of future performance and, accordingly, investors are cautioned not to put undue reliance on forward-looking information due to the inherent uncertainty therein. Forward-looking information is made as at the date of this release and the Company disclaims any intent or obligation to update publicly such forward-looking information, whether as a result of new information, future events or results or otherwise.