

4 June 2015

SINO GAS RESULTS OF GENERAL MEETING

Sino Gas & Energy Holdings Limited (ASX: SEH, “**Sino Gas**” or the “**Company**”) is pleased to announce that all resolutions contained in the notice of meeting dated 29 April 2015 and considered at the General Meeting held today were passed.

In accordance with ASX Listing Rule 3.13.2 and Section 251AA of the Corporations Act, the Company advises that details of the resolutions and the proxies received in respect of each resolution are set out in the attached summary.

As outlined in the Placement announcement released to ASX on 23 April 2015 (“**Placement Announcement**”), following the approval of the conditional Tranche 2 shares at today’s General Meeting, settlement of the Tranche 2 shares (consisting of 298,362,897 shares at \$0.16 per share to raise A\$47,738,063) is scheduled to occur tomorrow, 5 June 2015, with allotment to take place on Tuesday, 9 June 2015.

Once completed on 9 June 2015, the Company will have raised A\$84.1 million (before costs), consisting of A\$80m from the Placement and A\$4.1 million from the Share Purchase Plan. These proceeds will be used to fund the Company’s expenditure requirements materially towards Overall Development Plan (“**ODP**”) including the aggressive build out of production through drilling and adding new central gathering stations, and continued exploration activity. The proceeds will also provide additional working capital, the flexibility to repay debt, and a position of financial strength for the Company in its commercial dealings as well as general corporate purposes.

Additional information regarding the Placement can be found in the Placement Announcement.

Progress towards the next milestone of planned production ramp-up, the commencement of production from the Linxing Central Gathering Station, has continued as expected. Final preparations ahead of commissioning activities are currently underway with first gas expected in late June/early July as previously indicated. A full operational update will be provided in the Q2 quarterly activities report to be released in July.

Commenting on the Placement and the imminent commencement of the Linxing Central Gathering Station, Managing Director Mr Glenn Corrie said: *“Sino Gas once again thanks our new and existing shareholders for the substantial support shown for the fundraising as evidenced by the significant oversubscription of the Placement and approval of the resolutions at today’s General Meeting. These proceeds provide the company with a long runway to gain greater recognition of the underlying value of our assets through material production growth and advancement towards Overall Development Plan approvals. As a company, we continue to focus on delivering on the targets set out at the time of the placement. We are very pleased with the progress made towards the first target, commencement of the Linxing Central Gathering Station, and look forward to first production commencing shortly.”*

Sino Gas & Energy Holdings Limited

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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 unconventional gas assets in China. 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 3,000km². 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.



GENERAL MEETING
Thursday, 4 June, 2015

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>	<i>For</i>	<i>Against</i>	<i>Abstain **</i>
1 RATIFICATION OF ISSUE OF TRANCHE 1 SHARES	265,723,781	20,662,634	3,210,083	515,482,534	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
2 APPROVAL FOR ISSUE OF TRANCHE 2 SHARES	403,069,707	26,803,291	3,210,083	372,099,123	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
3 APPROVAL FOR DIRECTOR PARTICIPATION IN THE ISSUE OF TRANCHE 2 SHARES MR PHILIP BAINBRIDGE	768,988,651	45,228,280	3,210,083	8,009,237	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
4 APPROVAL FOR DIRECTOR PARTICIPATION IN THE ISSUE OF TRANCHE 2 SHARES MR GLENN CORRIE	743,649,857	70,557,074	3,210,083	8,019,237	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
5 APPROVAL FOR DIRECTOR PARTICIPATION IN THE ISSUE OF TRANCHE 2 SHARES MR GAVIN HARPER	767,946,151	45,278,280	4,242,583	265,995	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item