

28 August 2015

## BOARD SUCCESSION

Sino Gas & Energy Holdings Limited (ASX: SEH, “Sino Gas” or the “Company”) announces changes to the Board of Directors.

Mr Matthew Ginsburg has been appointed to the Board of Sino Gas as a non-executive director and Mr Colin Heseltine has retired from the Board of Sino Gas as a non-executive director, both effective 28 August 2015. At the Company’s request, Mr Heseltine will remain on the Board of Sino Gas & Energy Limited (SGE), Sino Gas’ Joint Venture operating subsidiary.

Mr Ginsburg is an experienced former investment banker who has extensive relationships and insights into the Greater China financial services sector. Matthew has spent the majority of his 29 year career living and working in Asia. This comprised positions with First Boston in Tokyo and Hong Kong, Morgan Stanley in Hong Kong and subsequently with Barclays Capital in Hong Kong, where he was head of Asia Pacific Investment Banking and a member of the Global Investment Banking Executive Committee. He left the bank in 2014. Matthew holds a B.A from Harvard and a Masters of Management from JL Kellogg Graduate School at Northwest University.

Matthew is resident in Hong Kong and is married with three young children. Matthew will be the Chair of the Nomination & Remuneration Committee and a Member of the Audit & Compliance Committee.

Colin Heseltine has elected to retire from the Sino Gas Board, effective 28 August 2015.

Mr Heseltine has been an active non-executive director on the Sino Gas Board since January 2012 and has made an important contribution to the company through his relationship and insights at the political levels in China and Australia.

At the Company’s request, Colin has agreed to continue to serve as a non-executive director on the SGE Board (Sino Gas’ Joint Venture operating subsidiary Board) where his skills and relationships will continue to assist SGE in its relationships with its Chinese stakeholders and partners, including achieving key Chinese regulatory approvals.

On Colin’s retirement from the Sino Gas Board, 1,500,000 performance rights will vest in accordance with the retirement provisions of the Company’s former Performance Rights Plan, under which these performance rights were issued. The Board took steps in 2014 to amend these retirement provisions for future grants of performance rights, with the amendments approved by Shareholders at the AGM in May 2015. Mr Heseltine also holds 500,000 performance rights which have vested following fulfillment of their performance criteria and expiration of the 1 year restriction period.

Commenting on the changes to the Sino Gas Board of Directors, Chairman of the Board Philip Bainbridge stated, *“I would like to welcome Matthew to the Sino Gas Board where he brings complementary skills, in particular his experience in Greater China which will add significant value. I would also like to thank Colin for his contribution and look forward to continue working with him at the SGE level.”*

### Sino Gas & Energy Holdings Limited

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#### About Sino Gas & Energy Holdings Limited

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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 3,000km<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.

#### Disclaimer

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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.