

# Appendix 3Z

## Final 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 30/9/2001.

<b>Name of entity</b>	<b>Sino Gas &amp; Energy Holdings Limited</b>
<b>ABN</b>	<b>16 124 242 422</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	Colin Heseltine
<b>Date of last notice</b>	30 October 2014
<b>Date that director ceased to be director</b>	28 August 2015

### Part 1 – Director's relevant interests in securities of which the director is the registered holder

*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.

#### Number & class of securities

1,300,000 Ordinary Shares (300,000 held jointly with Mrs M Heseltine)

+ See chapter 19 for defined terms.

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#### Part 2 – Director's relevant interests in securities of which the director is not the registered holder

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.

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Name of holder &amp; nature of interest</b> Note: Provide details of the circumstances giving rise to the relevant interest	<b>Number &amp; class of securities</b>
Nil	Nil

#### Part 3 – Director's interests in contracts

<b>Detail of contract</b>	Offer letters dated 17 October 2011 & 26 June 2012 from Sino Gas & Energy Holdings Limited to Colin Heseltine 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 Heseltine. Performance Rights Certificates issued on 17 November 2011 & 29 June 2012 as approved by shareholders on 30 May 2012 ("Performance Rights").
<b>Nature of interest</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 or as otherwise becoming exercisable in accordance with the Plan.
<b>Name of registered holder (if issued securities)</b>	N/A
<b>No. and class of securities to which interest relates</b>	2,000,000 Performance Rights  As a result of Mr Heseltine's retirement (being a qualifying reason under the Plan), 1,500,000 of these Performance Rights vested on 28 August 2015 and are capable of being exercised within 3 months.  500,000 performance rights have previously vested following fulfilment of their performance criteria and restriction period.

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