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Sino Gas & Energy Holdings Limited
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ACN 115 316 599

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ASX ANNOUNCEMENT
25 February 2011

SINO GAS - ISSUE OF 2010 PERFORMANCE RIGHTS AND APPENDIX 3YS

Pursuant to approvals obtained at Sino Gas & Energy Holdings Limited's (Sino or the Company) General Meeting of Shareholders held on 14 December 2010 and the Company's Performance Rights Plan (PRP), the Company announces that it has issued 6,000,000 2010 Performance Rights to Stephen Lyons, 4,500,000 2010 Performance Rights to John Chandler and 6,250,000 2010 Performance Rights to Gavin Harper.

The terms of the Performance Rights and the performance criteria to be satisfied to enable exercise are detailed in the Company's Notice of General Meeting dated 8 November 2010.

Also attached are Appendix 3Y's for each of Stephen Lyons, John Chandler and Gavin Harper.

-ENDS-

For more information, please contact:

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Gavin Harper: Chairman, Sino Gas & Energy, gharper@sinogasenergy.com

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About Sino Gas & Energy Holdings Limited
Sino Gas & Energy Holdings Limited (ASX: SEH) is an Australian company focused on developing Chinese gas assets. The Company has operated in Beijing since 2005 and holds a portfolio of unconventional gas assets in China through Production Sharing Contracts (PSC's).

The PSC's are located in Shanxi province in the Ordos Basin and cover an area of over 3,700km^2. The Ordos Basin is the second largest onshore oil and gas producing basin in China. The area 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's PSC's are located and natural gas is seen as a key component of clean energy supply in China.

On Sino Gas's Tuban prospect, 10 wells have been drilled, the latest being TB-09 in Q4, 2010. Extensive seismic and other subsurface studies have also been conducted. Multiple wells have been flow tested with commercial flow rates achieved on many of the wells, including significant commercial rates on the TB-07 well.

The statements of resources in this Release have been independently determined to Society of Petroleum Engineers (SPE) Petroleum Resource Management Systems (SPE PRMS) standards by internationally recognized oil and gas consultants RISC Pty Ltd.

Additional information on Sino Gas can be found at www.sinogasenergy.com

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

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.

Name of Director	Stephen John Lyons
Date of last notice	29 December 2010

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.

Direct or indirect interest	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	
No. of securities held prior to change	
Class	
Number acquired	
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	
No. of securities held after change	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	

+ 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.

Detail of contract	Offer letter dated 15 December 2010 from Sino Gas & Energy Holdings Limited to Stephen Lyons 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 Lyons. Performance Rights Certificate issued on 22 February 2011 ("2010 Performance Rights"). As approved by shareholders on 14 December 2010.
Nature of interest	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 2010 Performance Rights are detailed in the Company's Notice of Annual General Meeting dated 8 November 2010.
Name of registered holder (if issued securities)	Not applicable
Date of change	22 February 2011
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Not applicable
Interest acquired	6,000,000 - 2010 Performance Rights
Interest disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	No consideration payable to acquire the 2010 Performance Rights or upon the exercise of the 2010 Performance Rights
Interest after change	7,000,000 Performance Rights comprised of 1,000,000 2009 Performance Rights (see Appendix 3Y dated 12 November 2010) and 6,000,000 2010 Performance Rights

Part 3 – +Closed period

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.

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

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.

Name of Director	John Anthony Parsons Chandler
Date of last notice	12 November 2010

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.

Direct or indirect interest	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	
No. of securities held prior to change	
Class	
Number acquired	
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	
No. of securities held after change	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	

+ 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.

Detail of contract	Offer letter dated 15 December 2010 from Sino Gas & Energy Holdings Limited to John Chandler 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 Chandler. Performance Rights Certificate issued on 22 February 2011 ("2010 Performance Rights"). As approved by shareholders on 14 December 2010.
Nature of interest	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 2010 Performance Rights are detailed in the Company's Notice of Annual General Meeting dated 8 November 2010.
Name of registered holder (if issued securities)	Not applicable
Date of change	22 February 2011
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Not applicable
Interest acquired	4,500,000 - 2010 Performance Rights
Interest disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	No consideration payable to acquire the 2010 Performance Rights or upon the exercise of the 2010 Performance Rights
Interest after change	5,250,000 Performance Rights comprised of 750,000 2009 Performance Rights (see Appendix 3Y dated 12 November 2010) and 4,500,000 2010 Performance Rights

Part 3 – +Closed period

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.

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

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.

Name of Director	Gavin William Harper
Date of last notice	12 November 2010

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.

Direct or indirect interest	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	
No. of securities held prior to change	
Class	
Number acquired	
Number disposed	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	
No. of securities held after change	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	

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.

Detail of contract	Offer letter dated 15 December 2010 from Sino Gas & Energy Holdings Limited to Gavin Harper 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 Harper. Performance Rights Certificate issued on 22 February 2011 ("2010 Performance Rights"). As approved by shareholders on 14 December 2010.
Nature of interest	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 2010 Performance Rights are detailed in the Company's Notice of Annual General Meeting dated 8 November 2010.
Name of registered holder (if issued securities)	Not applicable
Date of change	22 February 2011
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Not applicable
Interest acquired	6,250,000 - 2010 Performance Rights
Interest disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	No consideration payable to acquire the 2010 Performance Rights or upon the exercise of the 2010 Performance Rights
Interest after change	7,000,000 Performance Rights comprised of 750,000 2009 Performance Rights (see Appendix 3Y dated 12 November 2010) and 6,250,000 2010 Performance Rights

Part 3 – +Closed period

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.