SINO GAS & ENERGY HOLDINGS LIMITED

ACN 124 242 422

Annual General Meeting

To be held on Monday, 30 May 2011 commencing at 2.00 pm (Perth time) at the Rydges Perth Hotel, corner of Hay Street and King Street, Perth, Western Australia.

Meeting Documents

Notice of Annual General Meeting

Explanatory Statement

Proxy Form for Annual General Meeting

SINO GAS & ENERGY HOLDINGS LIMITED
ACN 124 242 422

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of Shareholders of Sino Gas & Energy Holdings Limited will be held at the Rydges Perth Hotel, corner of Hay Street and King Street, Perth, Western Australia on Monday, 30 May 2011 commencing at 2.00 pm (Perth time).

Agenda

Ordinary Business

Financial Statements

To receive and consider the financial report and the reports of the Directors and of the auditor for the financial year ended 31 December 2010.

1. Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Advisory Resolution**:

"That, for all purposes, the Directors' and Executives' Remuneration Report, included within the Directors' Report, for the year ended 31 December 2010 be approved ".

2. To Re-Elect John Chandler as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That John Chandler, who was appointed to the board of directors on 16 April 2008, who will retire at the close of the meeting in accordance with Article 6.3(e) of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a director of the Company".

Other Business

To consider any other business that may be brought before the Meeting in accordance with the Company's Constitution.

Explanatory Statement

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice of Annual General Meeting.

Snap Shot Time

Regulation 7.11.37 of the Corporations Regulations 2001 permits the Company to specify a time, not more than 48 hours before the Meeting, at which a "snap shot" of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Directors have determined that all Shares of the Company on the register as at 2.00 pm (Perth time), 28 May 2011 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time.

Proxies

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a Proxy;

(b) a Proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each Proxy is appointed to exercise, but where the proportion or number is not specified, each Proxy may exercise half of the votes.

The enclosed Proxy Form for the Meeting provides further details on appointing Proxies and lodging the Proxy Form. Proxies must be returned by 2.00 pm (Perth time) on 28 May 2011.

Corporate Representative

If a representative of a Shareholder corporation is to attend the Meeting the attached "Corporate Representative Certificate" should be completed and produced prior to the meeting.

By Order of the Board of Directors
Sino Gas & Energy Holdings Limited

Harry Spindler
Company Secretary
Dated 28 April 2011

EXPLANATORY STATEMENT

Purpose of this Document

This Explanatory Statement has been prepared to assist Shareholders with their consideration of the Resolutions in the accompanying Notice of Annual General Meeting.

1. Resolution 1 – Remuneration Report

Included in the Directors' Report contained within the financial report for the year ended 31 December 2010 is a Remunerations Report that sets out the details of the remuneration of the Company's directors and executives. In addition, it describes the Board's remuneration policy.

The Board submits the Remuneration Report to Shareholders for their consideration and adoption by way of a non-binding advisory resolution as required by the Corporations Act.

The financial report for the year ended 31 December 2010 was lodged on 31 March 2011 and may be viewed on the Company's website www.sinogasenergy.com (under the "Investor" tab then the "Reports" tab) or ASX's website www.asx.com.au under the code "SEH".

The Directors recommend that Shareholders vote in favour of Resolution 1.

2. Resolution 2 – Re-election of John Chandler

In accordance with Article 6.3(c) of the Constitution, one-third of the Directors (rounded down) shall retire from office at every Annual General Meeting of the Company. Article 6.3(f) provides that such Directors are eligible for re-election at the meeting.

In accordance with Article 6.3(c) of the Constitution, John Chandler (a director of the Company since 16 April 2008) will retire at the end of the Annual General Meeting and will seek re-election pursuant to Resolution 2 of the Notice of Annual General Meeting. For the purposes of Resolution 2 details of the qualifications and experience of Mr Chandler are contained in the financial report for the year ended 31 December 2010.

The Directors recommend that Shareholders vote in favour of Resolution 2.

3. Glossary

In this Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

Board means the board of directors of the Company.

Company means Sino Gas & Energy Holdings Limited ACN 124 242 422.

Constitution means the Constitution of the Company.

Corporations Act means *Corporations Act* 2001 (Cth).

Director means a director of the Company.

Explanatory Statement means this explanatory statement accompanying the Notice of Meeting.

Meeting or **Annual General Meeting** means the Annual General Meeting of the Company to be held at 2.00 pm (Perth time) on Monday, 30 May 2011.

Non-Executive Director means a non-executive director of the Company.

Notice or **Notice of Meeting** means the notice of meeting accompanying this Explanatory Statement.

Perth time means the time in Perth, Western Australia.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

$ means Australian dollars.

SINO Gas & Energy
An Emerging Clean Energy Company in China

CORPORATE REPRESENTATIVE CERTIFICATE

Shareholder Details

This is to certify that by a resolution of the Directors of:

(**Company)**

(Insert name of shareholder company)

The Company has appointed:

(**Authorised corporate representative)**

(Insert name of corporate representative)

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that Company at the Annual General Meeting of Sino Gas & Energy Holdings Limited to be held at the Rydges Perth Hotel, corner of Hay Street and King Street, Perth, Western Australia at 2.00 pm (Perth time) on Monday, 30 May 2011 and at any adjournments of that Meeting.

DATED ……..… 2011

Please sign here

Executed by the Company

in accordance with its constituent documents

______________________________	______________________________
Signed by authorised representative	Signed by authorised representative
______________________________	______________________________
Name of authorised representative (print)	Name of authorised representative (print)
______________________________	______________________________
Position of authorised representative (print)	Position of authorised representative (print)

Instructions for Completion

1. Insert name of appointor Company and the name or position of the appointee (eg "John Smith" or "each Director of the Company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (eg Director) of each Company officer who signs this Certificate on behalf of the Company.
4. Insert the date of execution where indicated.
5. The certificate must be produced prior to admission to the Meeting. You may send or deliver the Certificate to Computershare Investor Services at the address / fax details provided on the Proxy Form or to Sino Gas & Energy Holdings Limited, 311 Hay Street, Subiaco, 6008, Western Australia or fax +61 8 9388 3701.

SINO Gas & Energy
中澳煤层气能源

Sino Gas & Energy Holdings Limited
ABN 16 124 242 422

000001 000 SEH
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 2:00pm (Perth Time) Saturday 28 May 2011

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.
Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.
Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →

View the Annual Report:

www.sinogasenergy.com

Update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

Your secure access information is: **SRN/HIN: I9999999999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Sino Gas & Energy Holdings Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** ________

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Sino Gas & Energy Holdings Limited to be held at Rydges Perth Hotel, corner of Hay Street and King Street, Perth, Western Australia on Monday, 30 May 2011 at 2:00pm (Perth Time) and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Remuneration Report	☐	☐	☐
Resolution 2	To re-elect John Chandler as a Director	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ________ **Contact Daytime Telephone** ________ **Date** ___ / ___ / ___