

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	7 December 2011

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	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	N/A
No. of securities held prior to change	1,415,000 Ordinary Shares 40,000 December 2011 Options 100,000 December 2012 Options
Class	Ordinary Shares December 2011 Options December 2012 Options
Number acquired	N/A
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	N/A
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

+ See chapter 19 for defined terms.

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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 8 December 2011 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 12 December 2011 ("2011 Performance Rights"). As approved by shareholders on 5 December 2011.
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 2011 Performance Rights are detailed in the Company's Notice of General Meeting dated 31 October 2011.
Name of registered holder (if issued securities)	Not applicable
Date of change	12 December 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	4,000,000 - 2011 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 2011 Performance Rights or upon the exercise of the 2011 Performance Rights
Interest after change	11,000,000 Performance Rights (comprised of 750,000 2009 Performance Rights, 6,250,000 2010 Performance Rights & 4,000,000 2011 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.