

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Sino Gas & Energy Holdings Limited

ACN

124 242 422

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Unlisted Options over Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 30,000,000 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <p>Unlisted Options exercisable at \$0.075 per Option into Ordinary Shares on or before 15 February 2017. The vesting conditions are summarized as below:</p> <p>(a) 10 million Options shall vest upon the Company completing a financing of at least \$25 million (or such other amount agreed between the Company and Argonaut Capital Limited);</p> <p>(b) 5 million Options shall vest upon the closing share price of the Company being at least \$0.15 for a continuous 30 day period;</p> <p>(c) 5 million Options shall vest upon the closing share price of the Company being</p> |

	at least \$0.25 for a continuous 30 day period; (d) 10 million Options shall vest upon the Company completing, subsequent to the financing in (a) above, sufficient financing to enable commercialisation of the Company's Chinese gas projects; (e) in the event of the occurrence of a change of Control of the Company, all Options not already vested, immediately vest. For the purposes of these Vesting Conditions, Control has the same meaning as in the Corporations Act (Cth) 2001; and (f) upon the termination of the mandate between the Company and Argonaut Securities dated 24 January 2012, all Options which have not yet vested shall immediately lapse. If the applicable vesting conditions are not satisfied prior to 24 January 2014, the Options will lapse, save for the vesting condition referred to in (c) above which if not satisfied prior to 24 January 2015 will lapse.
4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	The Options will not be quoted. Upon exercise of the Unlisted Options the shares issued will rank pari passu with existing Ordinary Shares.
5 Issue price or consideration	\$0.0001 per Option

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The Options were issued to act as an incentive mechanism to bring in future funding, details of which were announced to the market on 30 January 2012.									
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	15 February 2012									
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>1,120,417,120</td><td>Ordinary fully paid shares</td></tr><tr><td>334,283,757</td><td>SEHOC: Options exercisable at \$0.125 with an expiry date of 31 December 2012</td></tr></table>	Number	+Class	1,120,417,120	Ordinary fully paid shares	334,283,757	SEHOC: Options exercisable at \$0.125 with an expiry date of 31 December 2012			
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1,120,417,120	Ordinary fully paid shares										
334,283,757	SEHOC: Options exercisable at \$0.125 with an expiry date of 31 December 2012										
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>1,310,000</td><td>Options exercisable at \$0.50 with an expiry date of 13 March 2013</td></tr><tr><td>8,750,000</td><td>Options exercisable at \$0.0793 with an expiry date of 25 November 2013</td></tr><tr><td>30,000,000</td><td>Options exercisable at \$0.075 with an expiry date of 15 February 2017</td></tr></table>	Number	+Class	1,310,000	Options exercisable at \$0.50 with an expiry date of 13 March 2013	8,750,000	Options exercisable at \$0.0793 with an expiry date of 25 November 2013	30,000,000	Options exercisable at \$0.075 with an expiry date of 15 February 2017	
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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	n/a									

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	n/a
12	Is the issue renounceable or non-renounceable?	n/a

ANNEXURE A

13	Ratio in which the ⁺ securities will be offered	n/a
14	⁺ Class of ⁺ securities to which the offer relates	n/a
15	⁺ Record date to determine entitlements	n/a
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	n/a
17	Policy for deciding entitlements in relation to fractions	n/a
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	n/a
19	Closing date for receipt of acceptances or renunciations	n/a
20	Names of any underwriters	n/a
21	Amount of any underwriting fee or commission	n/a
22	Names of any brokers to the issue	n/a
23	Fee or commission payable to the broker to the issue	n/a
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	n/a
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	n/a
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	n/a

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	n/a
28	Date rights trading will begin (if applicable)	n/a
29	Date rights trading will end (if applicable)	n/a
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	n/a
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	n/a
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	n/a
33	⁺ Despatch date	n/a

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) ☐ Securities described in Part 1
- (b) ☐ All other securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional

⁺securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

- 37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38	Number of securities for which ⁺ quotation is sought					
39	Class of ⁺ securities for which quotation is sought					
40	Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? If the additional securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)					
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>⁺Class</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> </tr> </tbody> </table>	Number	⁺ Class		
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Quotation agreement

- 1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



..... Date: 16 February 2012

(Director)

Print name: Stephen J Lyons