

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Sino Gas & Energy Holdings Ltd

ACN/ARSN 124 242 422

1. Details of substantial holder(1)

Name SHL PTY LTD

ACN/ARSN (if applicable) 062 161 059

There was a change in the interests of the substantial holder on

06/12/2011

The previous notice was given to the company on

25/06/2010

The previous notice was dated

25/06/2010

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	92,205,139	9.86%	94,705,139	8.45%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
06/12/2011	SHL Pty Ltd	Ordinary shares received from share placement: Tranche 1 on 26/10/2011 Tranche 2 on 06/12/2011 Note: Dilution of voting power occurred as a result of the above and other placements made by Sino Gas & Energy Holdings Ltd on 27 April 2011, 27 June 2011 and shares issued pursuant to Share Purchase Plan offer dispatched on 28 October 2011.	\$90,000.00 \$10,000.00	Ordinary Shares 2,250,000 250,000	2,250,000 250,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
SHL Pty Ltd as trustee for the SH Lee Family Trust	SHL Pty Ltd	SHL Pty Ltd	SHL Holds legal title to the securities as trustee for the SH Lee Family Trust. Cheryl I-Wen Lee is sole director of SHL Pty Ltd thereby having power to control voting and disposal of securities and is also a beneficiary under the SH Lee Family Trust	94,705,139	94,705,139

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

6. Addresses

The addresses of persons named in this form are:

Name	Address
SHL Pty Ltd	PO BOX 7756, CLOISTERS SQUARE PO WA 6850

Signature

print name

CHERYL I-WEN LEE

Capacity

Sole Director

sign here



date

21/3/12

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identify of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.