

Appendix 3Z

Final 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 30/9/2001.

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.3 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	9 January 2012
Date that director ceased to be director	31 August 2012

Part 1 – Director's relevant interests in securities of which the director is the registered holder

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.

Number & class of securities

280,000 Ordinary Shares & 48,000 Listed Options exercisable at 12.5 cents on or before 31 December 2012.

These Ordinary Shares and Listed Options are held jointly with Ms Barbara Whittle.

+ See chapter 19 for defined terms.

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Part 2 – Director's relevant interests in securities of which the director is not the registered holder

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.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities
Indirect Interest held via Chandler Pty Ltd. Mr Chandler is the sole director and shareholder of this company and the company acts as Trustee for a trust of which Mr Chandler is a potential beneficiary, subject to the trustee's discretion	70,000 Ordinary Shares

Part 3 – Director's interests in contracts

Detail of contract	Offer letters from Sino Gas & Energy Holdings Limited to John Chandler in connection with the grant of 2009 and 2010 performance rights under the Sino Gas & Energy Holdings Limited Executive, Officer and Employee Performance Rights Plan ("Plan"), as accepted by Mr Chandler.
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 Plan on the satisfaction of prescribed performance criteria within the performance period or as otherwise becoming exercisable in accordance with the Plan. As a result of Mr Chandler's retirement (being a qualifying reason under the Plan), these Performance Rights vested on 31 August 2012 and are capable of being exercised within 3 months.
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	5,250,000 Performance Rights (comprised of 750,000 2009 Performance Rights and 4,500,000 2010 Performance Rights)

+ See chapter 19 for defined terms.