*Rule 3.19A.2*

# 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

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|---|---|
| **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.

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| **Name of Director** | Robert Gordon Bearden |
| **Date of last notice** | 7 September 2012 |

### 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.

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| **Direct or indirect interest** | Indirect |
| **Nature of indirect interest (including registered holder)**<br>Note: Provide details of the circumstances giving rise to the relevant interest. | Shares are held by Citigroup Global Markets Inc – held on trust on behalf of Robert Bearden |
| **Date of change** | N/A |
| **No. of securities held prior to change** | N/A |
| **Class** | Ordinary Shares |
| **Number acquired** | N/A |
| **Number disposed** | N/A |
| **Value/Consideration**<br>Note: If consideration is non-cash, provide details and estimated valuation | N/A |
| **No. of securities held after change** | 200,000 Ordinary Shares |
| **Nature of change**<br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | No change |

+ See chapter 19 for defined terms.

## 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.

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| **Detail of contract** | (a) Executive Services Agreement between Mr Bearden and Sino Gas & Energy Holdings Limited ("Company") (refer ASX announcement dated 28 February 2012) was varied on 19 April 2013 so as to increase Mr Bearden's contractual right to receive, subject to any necessary shareholder or regulatory approvals, additional Performance Rights to ensure that in the event of dilution aggregate Performance Rights are equivalent to two percent (previously one percent) of the issued shares of the Company.<br>(b) 1,375,000 Performance Rights issued under offer letter dated 23 July 2012 (exercisable if all three Chinese Reserve Reports for each of Sanjiaobei, Linxing East and Linxing West are submitted by 31 December 2013) were lapsed by agreement on 19 April 2013.<br>Refer Notice of Meeting dated 22 April 2013 for details of proposal, subject to shareholder approval, to issue additional Performance Rights to satisfy (a) above. |
| **Nature of interest** | Contractual and refer Appendix 3X dated 7 September 2012 |
| **Name of registered holder**<br>**(if issued securities)** | N/A |
| **Date of change** | 19 April 2013 |
| **No. and class of securities to which interest related prior to change**<br>Note: Details are only required for a contract in relation to which the interest has changed | |
| **Interest acquired** | Refer (a) above |
| **Interest disposed** | 1,375,000 Performance Rights as per (b) above |
| **Value/Consideration**<br>Note: If consideration is non-cash, provide details and an estimated valuation | No consideration payable |
| **Interest after change** | 9,625,000 Performance Rights |

## Part 3 – +Closed period

+ See chapter 19 for defined terms.

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| **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.