

23 May 2013

## SINO GAS RESULTS OF ANNUAL GENERAL MEETING

Sino Gas & Energy Holdings Limited ("Sino Gas", the "Company"; ASX: SEH) is pleased to announce that all resolutions contained in the notice of meeting dated 22 April 2013 and considered at the annual general meeting held on 23 May 2013 were passed by a show of hands.

In accordance with ASX Listing Rule 3.13.2 and Section 251AA of the Corporations Act, the Company advise that details of the resolutions and the proxies received in respect of each resolution are set out in the attached summary.

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Our latest announcements and presentations can be found on our website:  
[www.sinogasenergy.com](http://www.sinogasenergy.com)

### About Sino Gas & Energy Holdings Limited

Sino Gas & Energy Holdings Limited ("Sino Gas" ASX: SEH) is an Australian energy company focused on developing Chinese unconventional gas assets. Sino Gas holds a 49% interest in Sino Gas & Energy Limited ("SGE") through a strategic partnership completed with MIE Holdings Corporation ("MIE" SEHK: 1555) in July 2012. SGE has been established in Beijing since 2006 and is the operator of the Linxing and Sanjiaobei Production Sharing Contracts (PSCs) in the Ordos Basin, Shanxi province.

SGE's interest in the Linxing PSC with CUCBM is 64.75% and 49% for the Sanjiaobei PSC held with PCCBM. SGE has a 100% working interest during the exploration phase of the PSC, with SGE's PSC partners being entitled to back-in upon Overall Development Plan (ODP) approval, by contributing development and operating costs in line with their PSC interest.

The PSCs are located in the Ordos Basin and cover an area of approximately 3,000km<sup>2</sup>. The Ordos Basin is the second largest onshore oil and gas producing basin in China. The region has mature field developments with an established pipeline infrastructure to major markets. Rapid economic development is being experienced in the provinces in which Sino Gas' PSCs are located and natural gas is seen as a key component of clean energy supply in China.

### Disclaimer

Certain statements included in this announcement constitute forward looking information. This information is based upon a number of estimates and assumptions made by the Company in light of its experience, current conditions and expectations of future developments, as well as other factors that the Company believes are appropriate in the circumstances. While these estimates and assumptions are considered reasonable, they are inherently subject to business, economic, competitive, political and social uncertainties and contingencies.

Many factors could cause the Company's actual results to differ materially from those expressed or implied in any forward-looking information provided by the Company, or on behalf of, the Company. Such factors include, among other things, risks relating to additional funding requirements, gas prices, exploration, acquisition, development and operating risks, competition, production risks, regulatory restrictions, including environmental regulation and liability and potential title disputes. Forward-looking information is no guarantee of future performance and, accordingly, investors are cautioned not to put undue reliance on forward looking information due to the inherent uncertainty therein. Forward-looking information is made as at the date of this announcement and the Company disclaims any intent or obligation to update publicly such forward-looking information, whether as a result of new information, future events or results or otherwise.

**1) Remuneration Report**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Proxy's discretion</b> |
|-------------|----------------|----------------|---------------------------|
| 442,340,188 | 861,800        | 0              | 710,326                   |

The motion was carried on a show of hands as an advisory resolution

**2) Re-election of Mr Gavin Harper as a Director**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Proxy's discretion</b> |
|-------------|----------------|----------------|---------------------------|
| 438,658,501 | 16,556,487     | 1,865,000      | 1,881,826                 |

The motion was carried on a show of hands as an ordinary resolution

**3) Election of Mr Robert Bearden as a Director**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Proxy's discretion</b> |
|-------------|----------------|----------------|---------------------------|
| 440,283,420 | 16,424,568     | 372,000        | 1,881,826                 |

The motion was carried on a show of hands as an ordinary resolution

**4) Approval of Termination Benefits**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Proxy's discretion</b> |
|-------------|----------------|----------------|---------------------------|
| 395,884,254 | 45,588,734     | 2,177,000      | 910,326                   |

The motion was carried on a show of hands as an ordinary resolution

**5) Approval of Variation of Terms of Existing Performance Rights**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Proxy's discretion</b> |
|-------------|----------------|----------------|---------------------------|
| 395,876,254 | 47,738,734     | 395,000        | 910,326                   |

The motion was carried on a show of hands as an ordinary resolution

**6) Approval of Grant of Performance Rights to Mr Robert Bearden**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Proxy's discretion</b> |
|-------------|----------------|----------------|---------------------------|
| 392,804,254 | 50,738,734     | 467,000        | 910,326                   |

The motion was carried on a show of hands as an ordinary resolution

**7) Ratification of Issue of Shares**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Proxy's discretion</b> |
|-------------|----------------|----------------|---------------------------|
| 309,745,420 | 779,000        | 372,000        | 1,881,826                 |

The motion was carried on a show of hands as an ordinary resolution