

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

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.

Name of Director	Robert Gordon Bearden
Date of last notice	6 November 2013

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.

Direct or indirect interest	Indirect / Direct
Nature of indirect interest (including registered holder) 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	12 November 2013
No. of securities held prior to change	1,247,916 Ordinary Shares
Class	Ordinary Shares
Number acquired	3,143,750 Ordinary Shares
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Non-cash, issue of fully paid ordinary shares following exercise of Performance Rights under the Company's Performance Rights Plan
No. of securities held after change	4,391,666 Ordinary Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of Performance Rights

+ See chapter 19 for defined terms.

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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.

Detail of contract	Offer letters dated 23 July 2012 & 24 May 2013 from Sino Gas & Energy Holdings Limited to Robert Bearden in connection with the grant of performance rights under the Sino Gas & Energy Holdings Limited Executive, Officer and Employee Performance Rights Plan, as accepted by Mr Bearden. Performance Rights Certificates issued on 30 July 2012 & 27 May 2013 ("Performance Rights"). As approved by shareholders on 23 May 2013.
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 Executive, Officer and Employee Performance Rights Plan on the satisfaction of prescribed performance criteria within the performance period. The performance criteria and performance period for the Performance Rights are detailed in the Company's Notice of Annual General Meeting dated 22 April 2013 and Financial Reports.
Name of registered holder (if issued securities)	N/A
Date of change	12 November 2013
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	3,143,750 Performance Rights Converted into Ordinary Shares
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	20,958,333 Performance Rights

Part 3 – ⁺Closed period

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.