Equity Raising Presentation
November 2013




“Size, Scalability, Market and Pricing”

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR ANY OTHER JURISDICTION IN WHICH DISTRIBUTION WOULD BE UNLAWFUL

Resource Statement & Disclaimer

SINO Gas & Energy 中澳煤层气能源

Summary information

This Presentation contains summary information about Sino Gas & Energy Holdings Limited (**Company**), its subsidiaries and their activities which is current as at the date of this Presentation. The information in this Presentation is of a general nature and does not purport to be complete nor does it contain all the information which a prospective investor may require in evaluating a possible investment in shares in Sino Gas & Energy Holdings Limited (**New Shares**) or that would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act.

The historical information in this Presentation is, or is based upon, information that has been lodged with the Australian Securities Exchange (**ASX**) and released on ASX's Market Announcements Platform. This Presentation should be read in conjunction with Sino Gas & Energy Holdings Limited's other periodic and continuous disclosure announcements which are available at http://www.sinogasenergy.com/ or www.asx.com.au.

Not an offer

This Presentation is not a prospectus, product disclosure statement or other offering document under Australian law, or any other law. This Presentation is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction (and will not be lodged with the U.S. Securities Exchange Commission).

This Presentation does not constitute investment or financial product advice (nor tax, accounting or legal advice) or any recommendation to acquire New Shares in and does not and will not form any part of any contract for the acquisition of New Shares. This Presentation may not be released or distributed in the United States. This Presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, New Shares may not be offered or sold, directly or indirectly, in the United States, unless they are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable state securities laws.

Not investment advice

Each recipient of this Presentation should make its own enquiries and investigations regarding all information in this Presentation including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of the Company and the impact that different future outcomes may have on the Company. This Presentation has been prepared without taking account of any person's individual investment objectives, financial situation or particular needs. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own investment objectives, financial situation and needs and seek legal, accounting and taxation advice appropriate to their jurisdiction. The Company is not licensed to provide financial product advice in respect of New Shares. Cooling off rights do not apply to the acquisition of New Shares.

Investment risk

An investment in New Shares is subject to known and unknown risks, some of which are beyond the control of the Company. The Company does not guarantee any particular rate of return or the performance of the Company nor does it guarantee any particular tax treatment. Investors should have regard to the key risk factors outlined in this Presentation when making their investment decision.

Resource Statement & Disclaimer (cont.)

Future performance and forward looking statements

This Presentation contains certain 'forward looking statements'. Forward looking statements can generally be identified by the use of forward looking words such as, 'expect', 'anticipate', 'likely', 'intend', 'should', 'could', 'may', 'predict', 'plan', 'propose', 'will', 'believe ', 'forecast', 'estimate', 'target' 'outlook', 'guidance' and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, the outcome and effects of the Placement of New Shares (**Placement**) and the use of proceeds. You are cautioned not to place undue reliance on forward looking statements. The statements, opinions and estimates in this Presentation are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates.

The forward looking statements contained in this Presentation are not guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of the Company, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Refer to the 'Key Risks' section of this Presentation for a summary of certain general and Company specific risk factors that may affect the Company and New Shares. There can be no assurance that actual outcomes will not differ materially from these forward looking statements. A number of important factors could cause actual results, achievements or performance to differ materially from the forward looking statements, including the risk factors set out in this Presentation. Investors should consider the forward looking statements contained in this Presentation in light of those disclosures. The forward looking statements are based on information available to the Company as at the date of this Presentation.

Except as required by law or regulation (including the ASX Listing Rules), the Company undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements.

Past performance

Investors should note that past performance, including past share price performance and financial performance cannot be relied upon as an indicator of (and provides no guidance as to) future Company performance including future share price performance.

Disclaimer

Neither the joint lead managers, nor any of their or the Company's respective advisers or any of their respective affiliates, related bodies corporate, directors, officers, partners, employees and agents, have authorised, permitted or caused the issue, submission, dispatch or provision of this Presentation and none of them makes or purports to make any statement in this Presentation and there is no statement in this Presentation which is based on any statement by any of them.

For the avoidance of doubt, the joint lead managers and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents have not made or purported to make any statement in this Presentation and there is no statement in this Presentation which is based on any statement by any of them.

To the maximum extent permitted by law, the Company, the joint lead managers and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents exclude and disclaim all liability, including without limitation for negligence or for any expenses, losses, damages or costs incurred by any parties as a result of their participation in the Placement and the information in this Presentation being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

Resource Statement & Disclaimer (cont.)

SINO Gas & Energy 中澳煤层气能源

To the maximum extent permitted by law, the Company, the joint lead managers and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of information in this Presentation and, with regards to the lead manager, it and its advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents take no responsibility for any part of this Presentation or the Placement.

The joint lead managers and their advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents make no recommendations as to whether any party or their related parties should participate in the Placement nor do they make any representations or warranties concerning the Placement, and any party who participates represents, warrants and agrees that they have not relied on any statements made by the joint lead managers, or their advisers, affiliates, related bodies corporate, directors, officers, partners, employees or agents in relation to the Placement and any party who participates further expressly disclaims that they are in a fiduciary relationship with any of them.

Statements made in this Presentation are made only as the date of this Presentation. The information in this Presentation remains subject to change without notice. The Company reserves the right to withdraw the Placement or vary the timetable for the Placement without notice.

Resource Statement

The statements of resources in this Release have been independently determined to Society of Petroleum Engineers ("SPE"). Petroleum Resource Management Systems ("SPE PRMS") standards by internationally recognized oil and gas consultants RISC Operations Pty Ltd ("RISC") (October 2013). These statements were not prepared to comply with the China Petroleum Reserves Office (PRO-2005) standards or the U.S. Securities and Exchange Commission regulations and have not been verified by the Company's PSC partners CNPC and CUCBM. EMV is the probability weighted net present value ("NPV"), including the range of project NPVs and the risk of the project not progressing. Project NPV10 is based on a mid-case gas price of $US8.79/Mscf and lifting costs (opex+capex) of ~ US$1.3/Mscf for mid-case Reserves, Contingent & Prospective Resources. All resource figures quoted are unrisked mid-case unless otherwise noted. Sino's attributable net Reserves & Resources assumes PSC partner back-in upon ODP approval, CBM Energy's option to acquire an interest of 5.25% in the Linxing PSC (by paying 7.5% of back costs) is exercised, and MIE fulfil funding obligations under the strategic partnership agreement.

Information on the Resources in this release is based on an independent evaluation conducted by RISC, a leading independent petroleum advisory firm. The evaluation was carried out by RISC under the supervision of Mr Peter Stephenson, RISC Partner, in accordance with the SPE-PRMS guidelines. Mr Stephenson has a M.Eng in Petroleum Engineering and 30 years of experience in the oil and gas industry. RISC consent to the inclusion of this information in this release.

Equity Raising Overview

Offer Structure and Size	• Placement of new shares to institutional and sophisticated investors (**Placement**) • Two tranche placement of 265 million shares to raise A$53 million before costs • ~189.6 million shares under the Company's 15% placement capacity (**Tranche 1**) • ~75.4 million shares subject to shareholder approval at an EGM (**Tranche 2**)
Pricing	• Fixed price of A$0.20 per share • 13.0% discount to the closing price of A$0.23 on 22 November 2013 • 12.5% discount to the 5-day VWAP of A$0.2287
Offer Securities	• Sino Gas & Energy Holdings Limited (ASX:SEH) fully paid ordinary shares • Ranking equally with existing shares
Use of Funds	• Fund Sino's forward programme of seismic, drilling and development on its PSCs; and • Working capital
Syndicate	• Argonaut Securities and Euroz Securities Limited – Joint Lead Managers – Argonaut Bookrunner
Post-Raising Salients	• Cash on hand of A$65.2 million (pro-forma, 30 September 2013) • Shares on issue of ~1,528.7 million

Indicative Timetable

Placement opens	• Monday, 25 November 2013
Placement closes	• Tuesday, 26 November 2013
Settlement date for issue of New Shares under Tranche 1	• Tuesday, 3 December 2013
Allotment of New Shares for Tranche 1	• Wednesday, 4 December 2013
Extraordinary General Meeting to approve Tranche 2	• Monday, 30 December 2013
Settlement date for issue of New Shares under Tranche 2	• Tuesday, 31 December 2013
Allotment of New Shares for Tranche 2	• Thursday, 2 January 2014

Important Note

All dates and times in this presentation refer to Australian Eastern Daylight Time. The timetable above is subject to change without notice. Sino Gas & Energy Holdings Limited reserves the right to amend any or all of these dates and times, subject to the Corporations Act, the ASX Listing Rules and other applicable laws.

Company Snapshot

SINO Gas & Energy 中澳煤层气能源

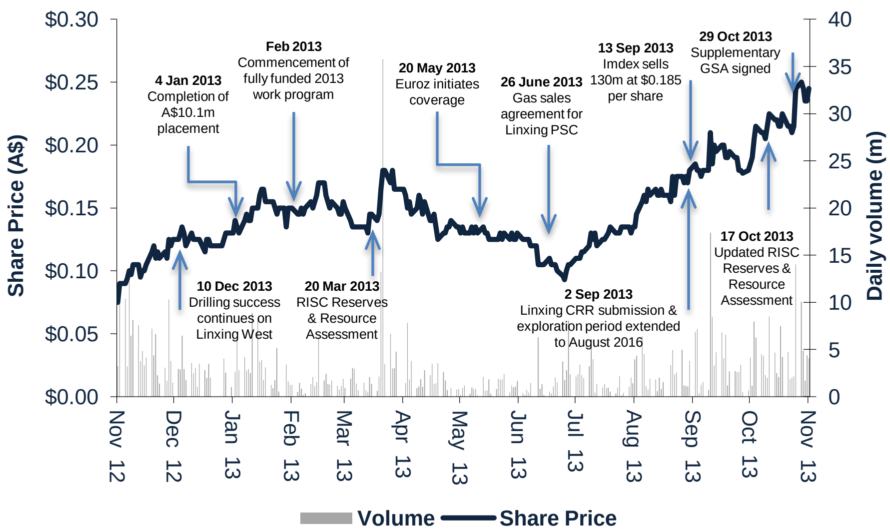
Corporate Information – as at 22 November 2013

Share Price (ASX:SEH)	A$0.23
Issued Shares	1,263.7m
Market Cap	A$290.7m
Cash Balance (30 Sept 2013)	A$14.9m

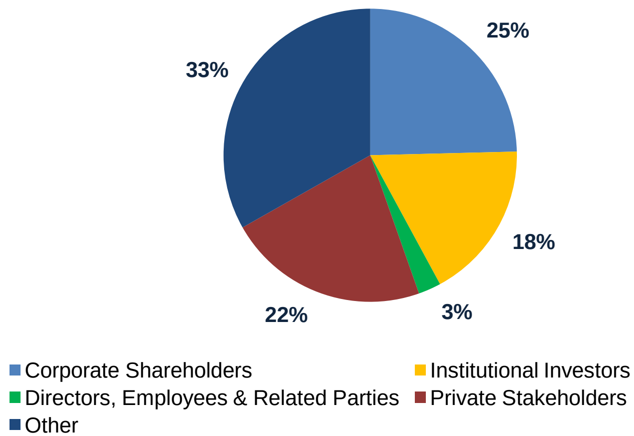
US$90m of 2012/13 PSC work program expenditure being funded by MIE - approximately 42% cash called to 30 September 2013.

30,000,000 options (exercisable at $0.075 before 17 February 2017) and 35,958,333 Performance Rights on issue.

Share Price History & Key Events



Share Register – September 2013



Top Shareholders - Q3 CY13	Shares (m)	%
Imdex Limited	121.9	9.7%
Fidelity Management	97.0	7.7%
SH Lee Family Trust	61.7	4.9%
JP Morgan Chase & Co	47.3	3.8%
Perennial Investment Partners	36.5	2.9%

Investment Highlights

SINO Gas & Energy 中澳煤层气能源

- **Reserves & Resources**
  A growing reserve and resource base (Gross Project 2P Reserves at 877 bcf[1]) in one of the world's largest gas basins
- **Market Demand**
  Natural gas consumption in China planned to substantially increase
- **Major JV Partners**
  Tier 1 partners and attractive PSC fiscal regime
- **Equipment Availability**
  Competitive well and operating costs - US$1.30/Mscf[1], extensive rig and service industry availability
- **Infrastructure & Market**
  Infrastructure in place providing access to a large domestic market
- **Sales Secured**
  First Gas Sales Agreement ("**GSA**") signed in June 2013 with pilot production expected in Q4 2013
- **Attractive Pricing**
  US$7.00/Mscf under GSA for first year, expected to move in line with national pricing – circa US$10+/Mscf
- **Active Work Program**
  Aggressive forward plans - seismic, drilling, development
- **Upside Remaining**
  Horizontal well development and substantial acreage yet to be explored

1 –Refer to Resource Statements on slide 2 for full disclosure.

Board and Management

Gavin Harper
Chairman

- More than 37 years experience in the oil and gas industry, 25 years with Chevron
- Former MD of Chevron's Korean Gas Business Development
- Previously business manager Chevron Australia – Gorgon Project and led the project to integrate Chevron's Australian & PNG operations
- Extensive worldwide project management experience
- Member of the Australian Institute of Company Directors

Robert Bearden
Managing Director and Chief Executive Officer (Beijing based)

- More than 30 years of experience in the upstream petroleum industry, predominantly in the areas of field development and production operations
- Previously worked for major corporations in the industry, including field executive management roles with Chevron based in Kazakhstan, Africa, Indonesia and the United States
- Most recent role since leaving Chevron was the Director of Operations for Addax Petroleum, a Sinopec subsidiary with substantial production operations in Africa and Middle East
- Member of the Australian Institute of Company Directors

Bernie Ridgeway
Non-Executive Director

- Over 23 years corporate experience with public and private companies as owner, director and manager
- Current MD of ASX-listed Imdex Limited (ASX: IMD)
- Member of the Institute of Chartered Accountants Australia
- Member of the Australian Institute of Company Directors

Colin Heseltine
Non-Executive Director

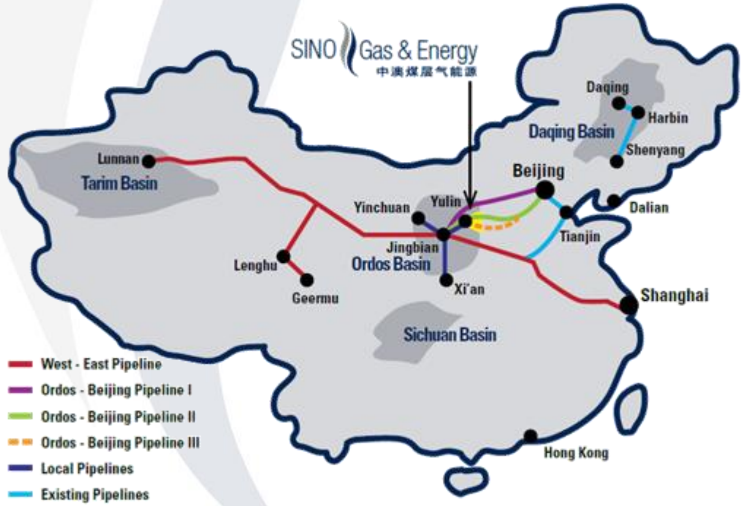
- 40 year career with Australian Department of Foreign Affairs and Trade (1969-2008)
- Australian Ambassador to Republic of Korea (2001-2005); Director of Australian Commerce and Industry Office in Taiwan (1992-1997); Deputy Head of Mission in the Australian Embassy Beijing (1982-1985 and 1988-1992)
- Recently retired secretary of APEC and currently a senior associate with the Nautilus Institute and vice chairman of the Australia Korea Business Council
- Member of the Australian Institute of Company Directors

The Right Place at the Right Time

SINO Gas & Energy 中澳煤层气能源

Ordos Basin

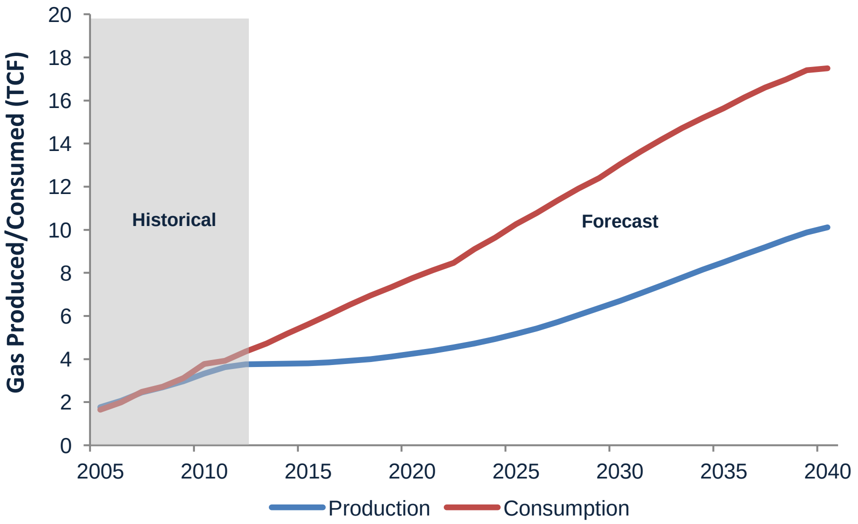
- Rated as one of the world's largest gas basins[1]
- Operators include TOTAL, SHELL, CNPC & SINOPEC
- China's 12th Five Year Plan promotes natural gas over coal
- 12th Five Year Plan stipulates accelerated development of Ordos Basin gas – Linxing PSC specifically designated to be fast tracked



China's Growing Gas Demand

- Gas supply in China is serviced by domestic production
- Shortfall is supplemented by substantial imports of LNG and pipeline gas (shortfall CY'13 to date = ~1.2 tcf[2])
- Central government is promoting local gas production
- Government policy has set domestic gas pricing at ~US$10/Mscf

Gas Supply Shortfall[3]



1 – Source: Wood Mackenzie
2 – Source: Reuters "China cuts gas supply to industry as shortages hit" (Nov '13)
3 – Source : International Energy Agency (EIA) 2013 Annual Energy Outlook.

Attractive Partners

MIE

- Strategic Partner MIE has a proven track record of successfully delivering PSCs through the Chinese regulatory approval system
- 400+ wells drilled per year in China for the last 2 years
- Operations in Kazakhstan, USA & China
- Successful execution of 3 ODP approvals in China

SGE

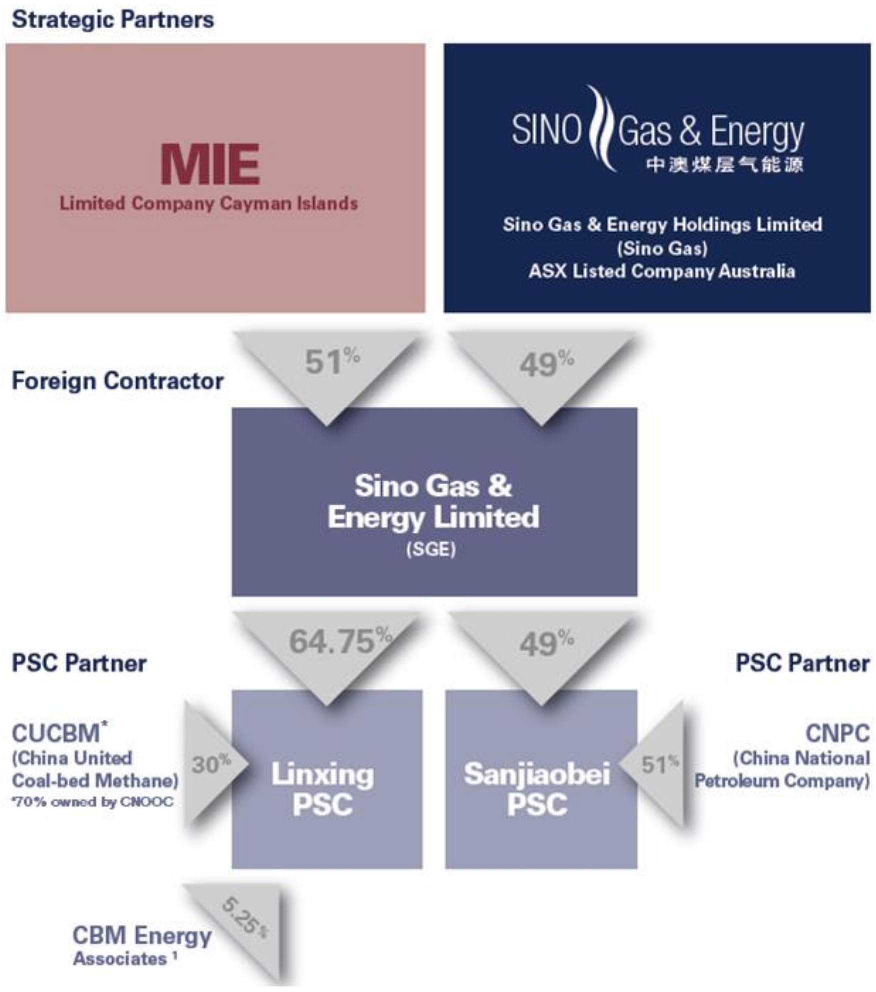
- Production Sharing Contract Operator partnered with major State Owned Enterprises ("**SOE**") with extensive development delivery experience since 2006

CUCBM

- The original SOE formed to develop the CBM industry in China
- Now 70% owned by CNOOC

CNPC

- China's largest oil and gas producer with an extensive international presence
- Strong focus on the development of unconventional gas in China
- SGE is partnered with PetroChina CBM - a subsidiary of CNPC



1 – CBM Energy has an option to acquire 5.25% of Linxing by paying 7.5% of back costs

Pathway to Cashflow

Sino Gas' Pathway to Cashflow

- Work closely with partners in the development of the Ordos Basin's Reserves and the delivery of production into a number of GSAs

Linxing West GSA - Signed June 2013

- Purchaser is a subsidiary of the Shanxi International Energy Group ("**SIEG**")
- Delivering into the north/south running Linlin provincial pipeline
- Increasing up to 35MMscf/day after the first year (renegotiation to greater capacity possible)
- **US$7/Mscf** adjusted annually for Shanxi Province market prices and applicable government policies
- Third-party pipeline construction expected completion Q2 2014

Linxing West GSA (Supplementary) - October 2013

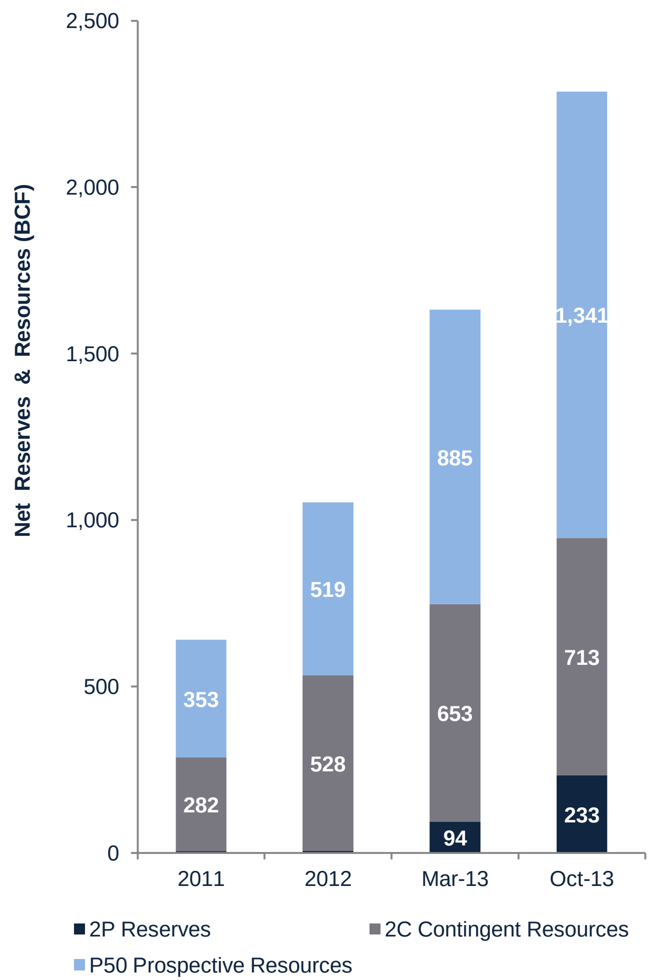
- Temporary Compressed Natural Gas off-take by SIEG until their third-party pipeline is complete
- Brings forward cash flow and commences monetisation of gas assets
- Production and first gas sales for Sino Gas expected in Q4 2013

Sanjiaobei GSA - Pending

- Framework agreement signed in 2011
- Negotiations underway to formalise a GSA
- Delivering into the east/west running regional pipeline

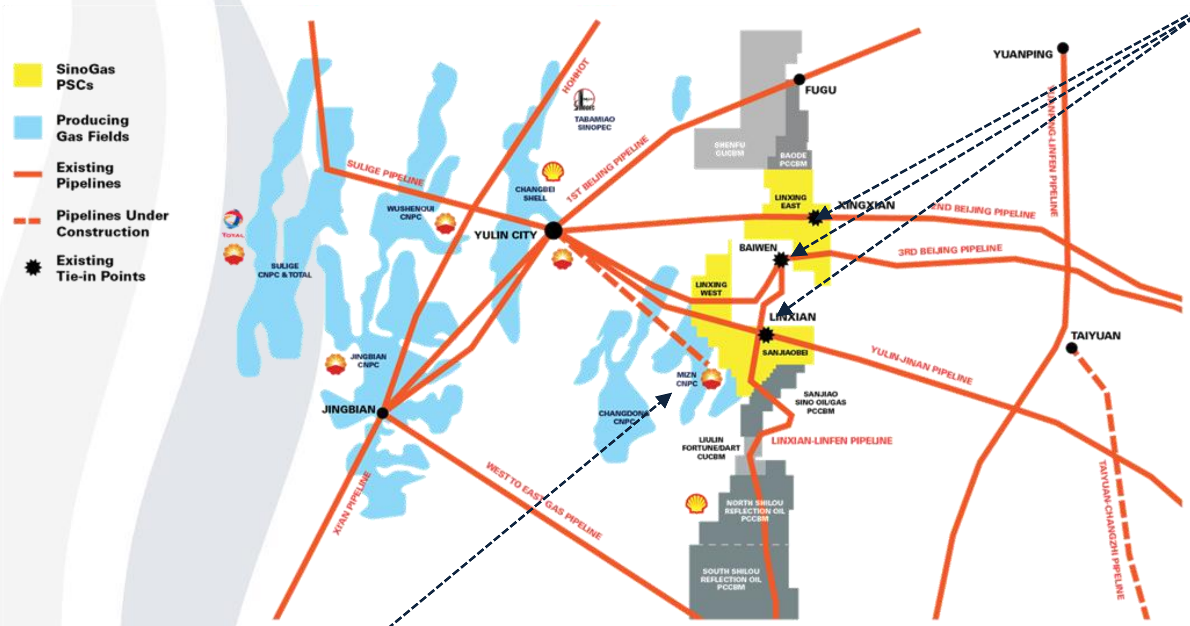
Capital & Operating Expenditure

- Average vertical well costs **~US$1.2 million** to drill, complete & test
- All in cost to drill & operate **~$US1.30/mscf**



Note: Refer to Resource Statements on slide 2 for full disclosure.

Existing Infrastructure & Market



- Multiple gas pipelines with **existing tie-in points**
- Direct market access for Sino Gas' pipeline quality gas
- Key transcontinental gas transport hub
- Above ground infrastructure with ample spare capacity
- Existing and planned demand far exceeds supply
- Shanxi Province alone (population ~ 35 million) underpins supply

- Adjacent CNPC field on production since 2005
- CNPC is the SOE PSC Partner with Sino Gas in the adjacent Sanjiaobei PSC
- Over 200 producing wells are currently estimated - a combination of vertical and horizontal well completions

Ordos Basin – PSC Overview

Size & Scale

Sino Gas' PSCs are approximately 3,000km^2 or 742,000 acres

Exploration Upside

Substantial acreage yet to be explored (~30% remaining)

Geology

Gas sourced from deep coal – redeposited to ~2,000m, with gas migration to adjacent sands

Stacked Multiple Pay-Zones

River channel depositional environment, up to 16 pay-zones per well evidenced

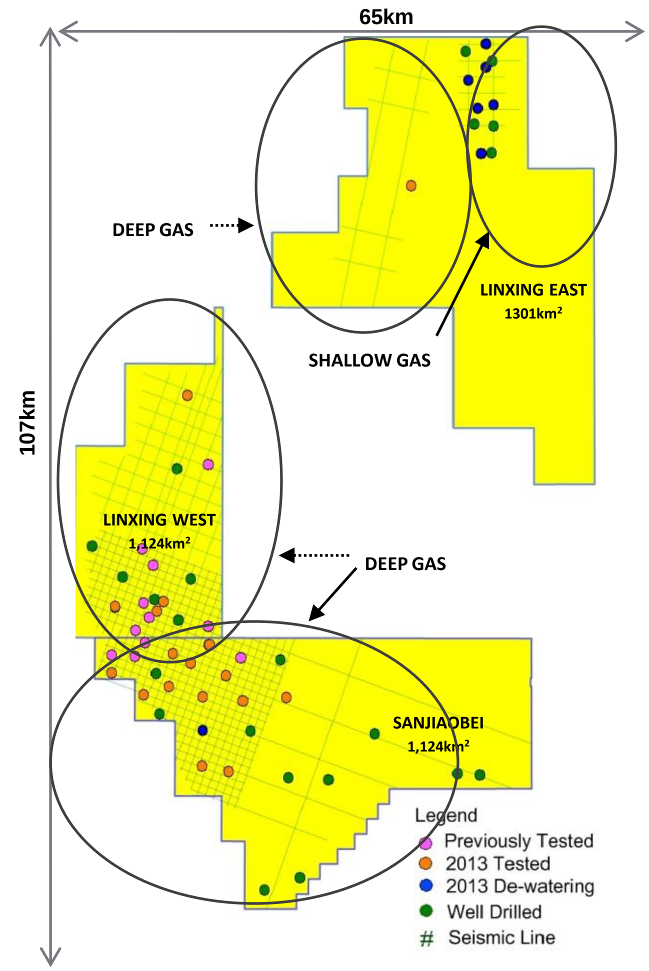
Prolific Production

Ordos Basin has been on large-scale oil & gas production since the 1980s

(e.g. Sulige field has an annual production capacity of ~475 billion cubic feet, meanwhile Changqing field produced 745 billion cubic feet of natural gas in 2010).

Commercialisation

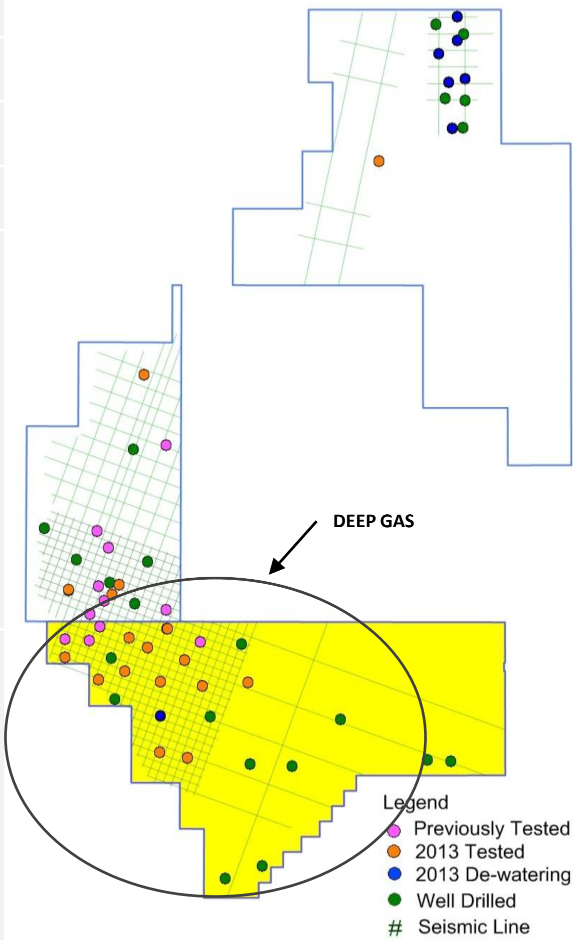
Sino Gas is well advanced and on track to commence production and sales



Sanjiaobei PSC

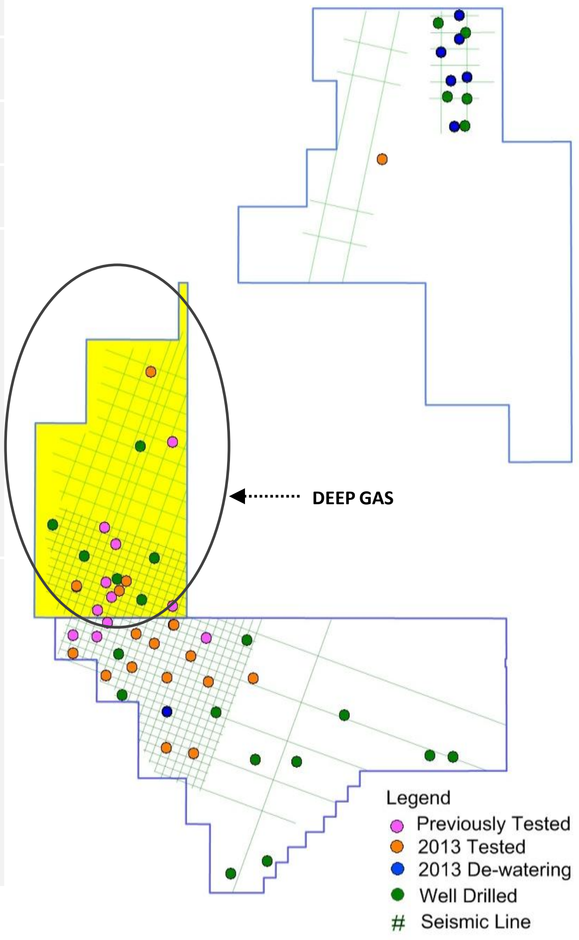
SINO Gas & Energy 中澳煤层气能源

Sino Gas's WI %	24%
Gross Position	1,123km^2
Wells Completed	28
Seismic Acquired	1,095km
2013 Program Remaining	• **Seismic:** Further fine grid seismic in the north/west, coarse step-out seismic over the entire eastern portion completed • **Drilling:** Appraisal/development drilling in the discovered area to tie into the pilot program – 19 well program completed • **Testing:** 13 tested, 4 remaining • **Exploration:** Step-out exploration and appraisal drilling to the centre and east • **GSA:** Negotiations underway to formalise GSA to deliver pilot production into the east/west running regional pipeline
Forward Program (2014)	• **Seismic:** Extend fine seismic grid further east to cover majority of the block • **Drilling:** Planning underway for extensive 2014 drilling program • **Testing** Majority of wells anticipated to be hooked up directly into the pilot production program as completed • **Exploration:** Step-out exploration and appraisal drilling combined with batch testing program • **Chinese Reserve Report:** Submission anticipated in 1H 2014



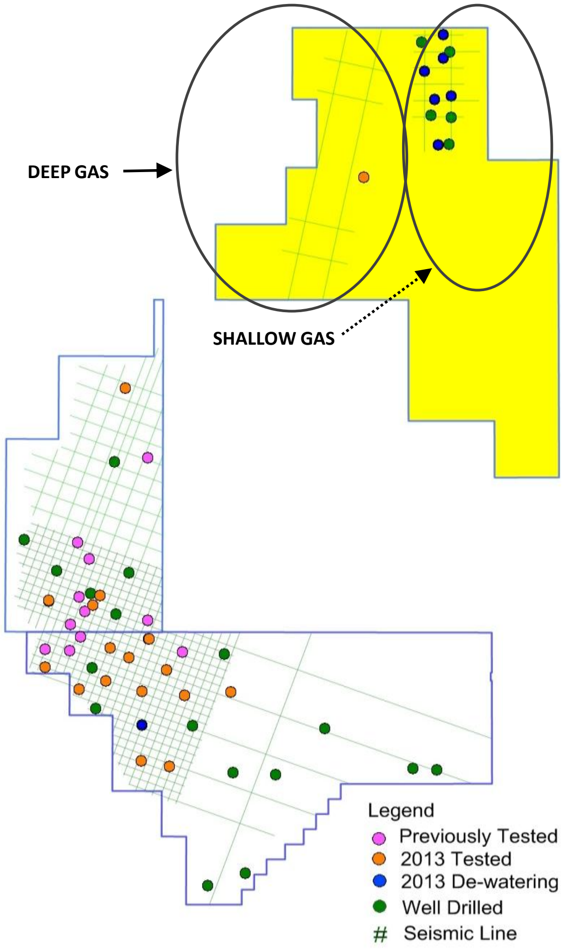
Linxing West PSC

Sino Gas's WI %	31.7%
Gross Position	573km^2
Wells Completed	17
Seismic Acquired	670km
2013 Program Remaining	• **Seismic:** Define fine seismic grid on southern portion of block • **Drilling:** Continue drilling in the south of the block to provide wells to tie into the pilot program (TB-17 drilling to total depth) • **Testing:** 3 tested, 11 remaining • **Horizontal Well:** Test first horizontal well at TB-1H • **GSA:** Supplementary GSA signed late October 2013 to allow early pilot production to commence.
Forward Program (2014)	• **Seismic:** Complete fine seismic grid to cover entire block • **Drilling:** Planning underway for extensive 2014 drilling program • **Testing** Majority of wells anticipated to be hooked up directly into the pilot production program as completed • **Exploration:** Step-out exploration and appraisal drilling combined with batch testing program • **Chinese Reserve Report:** Submission anticipated in 1H 2014



Linxing East PSC

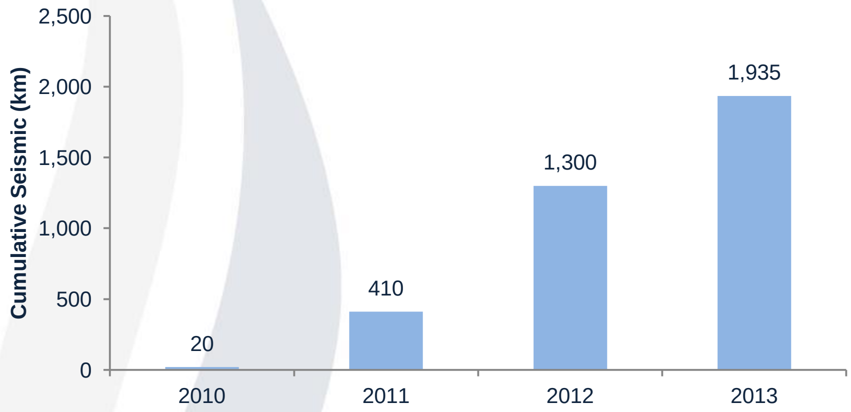
Sino Gas's WI %	31.7%
Gross Position	1,301km^2
Wells Completed	12
Seismic Acquired	170km
2013 Program Remaining	• **Drilling:** One of two drill deep exploration wells in the north/west corner on existing seismic • **Testing:** Testing underway on one of two deep exploration wells • **Shallow Wells:** Continue dewatering of shallow wells - five out of six recording gas to surface to date • **Chinese Reserve Report:** Completed and submitted for approval
Forward Program (2014)	• **Seismic:** Additional coarse seismic across over half the block to further define resource potential • **Drilling:** Step-out exploration and appraisal drilling to be completed – focus on deep western portion of the block • **Testing:** Batch testing to be conducted on completed wells and dewatering to continue



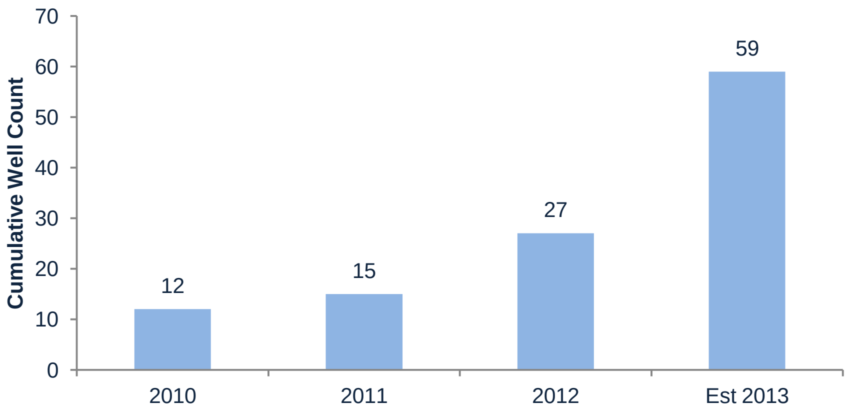
Project and Company Growth

SINO Gas & Energy 中澳煤层气能源

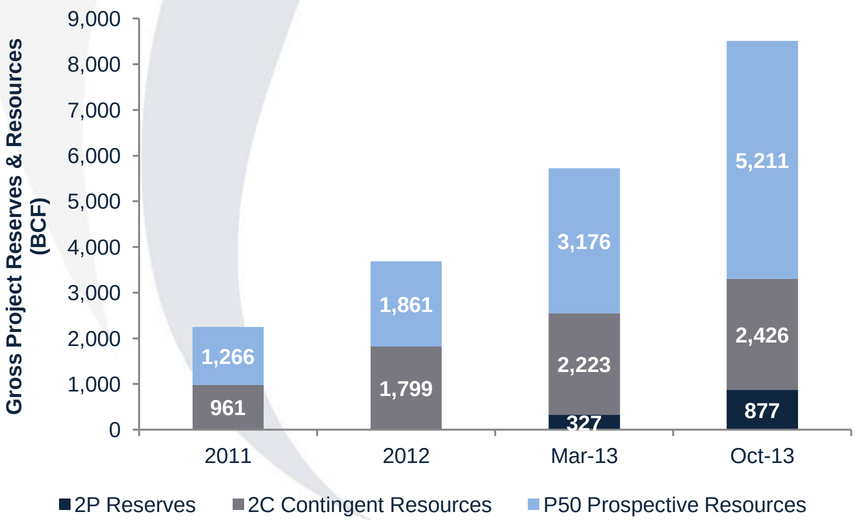
Cumulative Seismic (km)



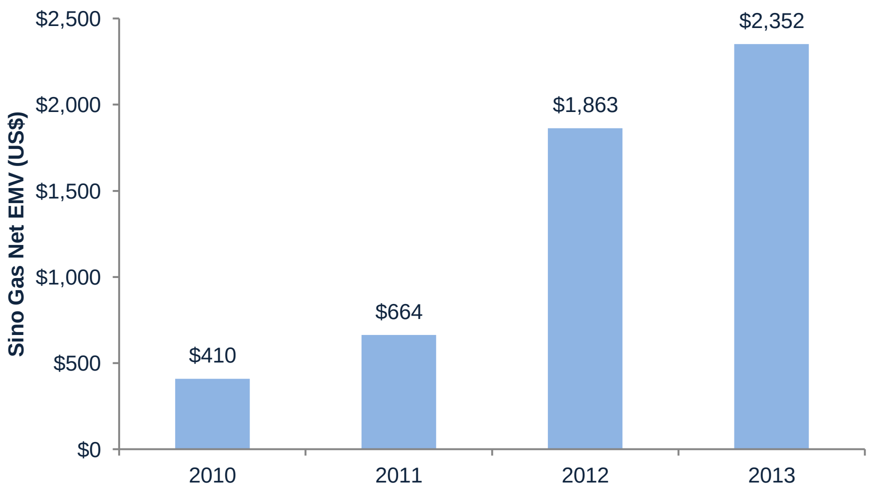
Cumulative Well Count



Gross Project Reserve & Resource Growth[2]



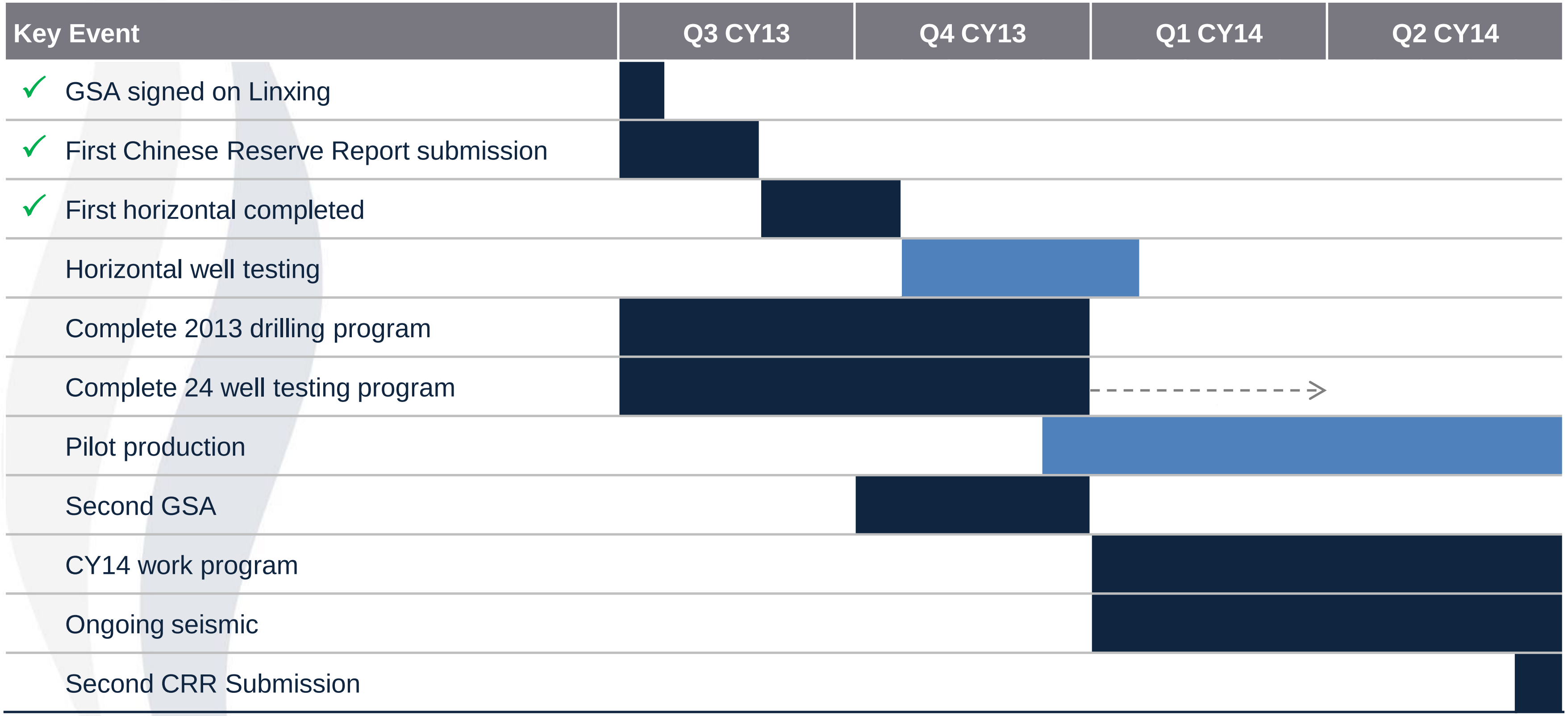
Independent Net EMV[1]



1 – EMV is based on NPV_{10} with a mid-case gas price of US$8.79/Mscf and lifting costs (opex+capex) of ~US$1.3/Mscf for mid-case for mid-case Reserves, Contingent & Prospective Resources.

2 –Refer to Resource Statements on slide 2 for full disclosure.

Forward Milestones



International Offer Restrictions

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. New Shares may not be offered or sold in any country except to the extent permitted below.

Australia

The offer of New Shares is being made available in Australia only to persons to whom an offer of securities can be made without disclosure in accordance with applicable exemptions in sections 708(8) (sophisticated investors) or 708(11) (professional investors) of the Corporations Act 2001. This document is not a prospectus, product disclosure statement or any other form of formal "disclosure document" for the purposes of Australian law and is not required to, and does not, contain all the information that would be required in a "disclosure document" under Australian law. This document has not been reviewed by the Australian Securities and Investments Commission nor the Australian Securities Exchange. Prospective investors should not construe anything in this document as legal, business or tax advice nor as financial product advice for the purposes of Chapter 7 of the Corporations Act. Investors in Australia should be aware that the on-sale restriction in section 707(3) of the Corporations Act will apply to the New Shares.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong (the "Companies Ordinance"), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

International Offer Restrictions

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Securities Act 1978 (New Zealand). The New Shares are not being offered or sold in New Zealand, or allotted with a view to being offered for sale in New Zealand, and no person in New Zealand may accept a placement of New Shares other than to:

- persons whose principal business is the investment of money or who, in the course of and for the purposes of their business, habitually invest money; or
- persons who are each required to (i) pay a minimum subscription price of at least NZ$500,000 for the securities before allotment or (ii) have previously paid a minimum subscription price of at least NZ$500,000 for securities of the Company ("initial securities") in a single transaction before the allotment of such initial securities and such allotment was not more than 18 months prior to the date of this document.

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United States

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and applicable US state securities laws.

Key Risks

SINO Gas & Energy 中澳煤层气能源

Introduction

There are a number of risks, both specific to the Company and of a general nature, which may, either individually or in combination, affect the future operational and financial performance of the Company and the value of its shares.

The risks set out below are not, and should not be considered to be, an exhaustive list of all the risks relevant to an investment in the Company. The Company, however, considers that these risks represent key risks to an investment in the Company. Additional risks and uncertainties that the Company is unaware of, or that the Company considers to be immaterial, may also become key risks that can adversely affect the Company's operational and financial performance in the future. These key investment risks are general in nature and regard has not been had to the investment objectives, financial situation, tax position or particular needs of any investor.

Before investing, or increasing any investment, in the Company, participants should consider whether this investment is suitable for them having regard to the risk factors set out below, publicly available information, your investment objectives, and personal financial and other circumstances. You should consult your professional adviser if you have any doubts about an investment in the Company.

Key Investment Risks

Stock Market Fluctuations

The value of the Company's shares will be determined by the stock market and will be subject to a range of factors beyond the Company's control. These factors include, but are not limited to, the demand for, and availability of the Company's shares, movements in interest rates, exchange rates, and rates of inflation, fluctuations in the Australian and international stocks markets, changes in fiscal, monetary and regulatory policies, and general domestic and international and economic activity.

Fluctuations in Gas Prices

The Company's revenues are primarily dependent on the price of gas. Gas prices are subject to a variety of factors beyond the Company's control. Future price declines in the market value of gas may adversely impact on the Company's profit margins, asset values, future development of current projects and planned future production, which may in turn adversely impact the price of its shares.

Exchange Rate Fluctuations

Exchange rate fluctuations affect the Company's profitability. The Company reports its financial results and maintains its accounts in Australian dollars, whilst revenues from gas sales are expected to be received in Yuan. The Company operates in China where the principal currency is the Yuan. Foreign exchange rates are impacted by a number of factors beyond the Company's control. If the Australian dollar or any other non-US dollar currency in which expenses are incurred appreciates in value against the US dollar then the Company's financial results may be adversely affected due to potential lower US dollar receipts available to cover its costs.

Financing Considerations

The Company may need to raise additional debt or equity funds in the future to fund its exploration, development and production activities. There is no assurance that the Company will be able to obtain additional debt or equity funding when required, or that the terms associated with that funding will be acceptable to the Company and this may have a material adverse effect on the Company.

Key Risks (cont.)

SINO Gas & Energy 中澳煤层气能源

Changes to Taxation

Changes to corporate income tax, value added tax (VAT), import duties, property tax, excise tax, withholding tax or any other applicable taxation legislation or policies in China or other jurisdictions where the Company operates may adversely affect the Company's financial profitability, net assets and cash flow.

Exploration

The Company's ability to generate sufficient annual production of gas in the medium to long term will partly be dependent on the success of its exploration program. Exploration activities require sustained and substantial expenditure. Explorations activities are speculative by nature and there can be no assurance that commercial flow rates will be achieved. If the Company's exploration activities do not result in sufficient flow rates, this may have an adverse effect on its financial and operational performance.

Dependence on Key Personnel

Retaining and recruiting qualified personnel is critical to the Company's success. If the Company cannot retain and attract qualified personnel it could adversely affect the Company's current exploration, development and production operations and its future growth plans.

Retention of key business relationships

The Company relies on strategic relationships with other entities such as suppliers and partners and also on good relationships with regulatory and governmental departments. Any circumstance, which causes the early termination or non-renewal of one or more of these key business alliances or contracts, could adversely impact the Company.

Security of Tenure

There is a risk that PSC's, environmental consents and any other land use or development approvals may not be granted, obtained or renewed, may be granted, obtained or renewed on terms that are not satisfactory to the Company, or may be obtained granted or renewed but not within the timeframes anticipated by the Company. This could have a material adverse effect on the Company's operations and financial performance.

Production Costs and Reserve Estimates

No assurance can be given that the Company will achieve its production and costs estimates. These estimates are subject to a number of factors, many of which cannot be foreseen and are beyond the Company's control.

The Company's operations are subject to operating risks that could result in insufficient production and increased costs and, as a result, one or more PSC's becoming unprofitable or uneconomic. These risks include (among other things) inaccurate Gas Reserves and Resources estimates, failing to locate sufficient gas, failing to achieve sufficient flow rates, losing key personnel, unforeseen geological operating difficulties, unexpected maintenance or mechanical failures, industrial and environmental accidents or disputes, unforeseen difficulties associated with infrastructure, changes to applicable laws and regulations, or adverse weather conditions.

Estimating Gas Reserves and Resources is a subjective process and the accuracy of any Gas Reserve or Resource estimate is a function of the interpretation and extrapolation of a limited amount of geological data (including seismic). There can be no assurance that these estimates will be accurate. Any material reduction in estimates of Gas Reserves or Resources, or the Company's ability to extract these Gas Reserves, could materially and adversely affect the Company's financial and operational performance. Further, certain of the results received by the Company are preliminary and may be subject to revision.

Key Risks (cont.)

SINO Gas & Energy 中澳煤层气能源

Project development and operating risks
If the Company achieves exploration success that leads to a decision to develop production operation, the development and ongoing production from such operations may be adversely affected by various factors, including failure to achieve predicted well production flow rates, mechanical failure or plant breakdown; unanticipated reservoir problems, adverse weather conditions, industrial and environmental accidents, industrial disputes, delays due to government actions, infrastructure availability and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

Environmental Impact
The Company could be subject to claims due to environmental damage arising out of current or former activities at sites that the Company owns or operates. This could subject the Company to potential liability and have an adverse effect on the Company's financial and operational performance.

Regulations in China

All of the Company's activities are conducted in China. The Company's operations are subject to government laws, regulations and policies governing (among other things) economic plans, taxation, exploration, production, exports, labour standards, occupational health and safety, environmental protection, foreign investment, foreign contractor participation in production sharing contracts and the treatment of exploration and development of CBM resources. Any future changes in these laws, regulations or policies may adversely affect the Company's operations. Further, the Company’s business may be affected by applicable political reforms.

Contacts

For more information, please contact:

Sino Gas & Energy Holdings Limited

Robert Bearden
Managing Director & CEO
+86 10 8458 3001
rbearden@sinogasenergy.com

Media Enquiries

Greg Galton
Cannings Purple
+61 (8) 6314 6300
ggalton@canningspurple.com.au

Our latest announcements and presentations can be found on our website:
www.sinogasenergy.com

Appendices

A. Reserve & Resource Upgrades

B. Independent Economic Valuation

C. China Gas Pricing Reform

Appendix A: Reserve & Resource Upgrades

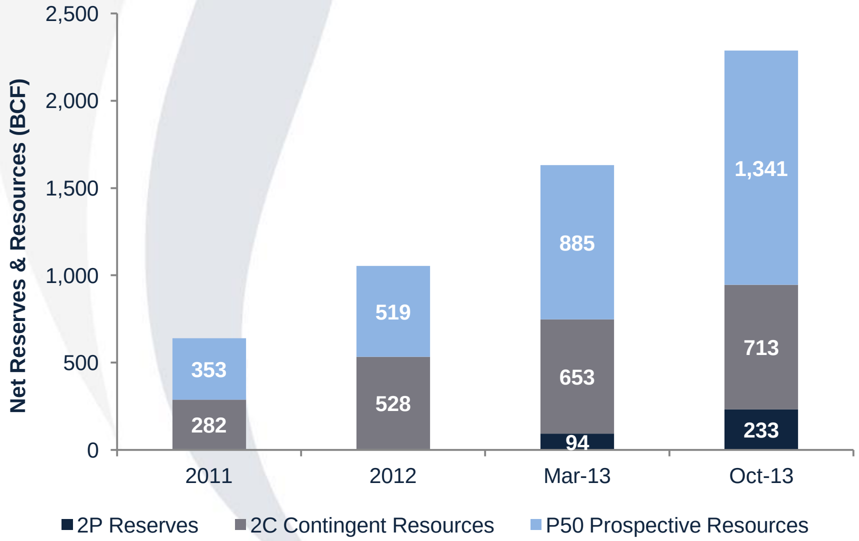
SINO Gas & Energy 中澳煤层气能源

Reserve & Resource Upgrade – October 2013

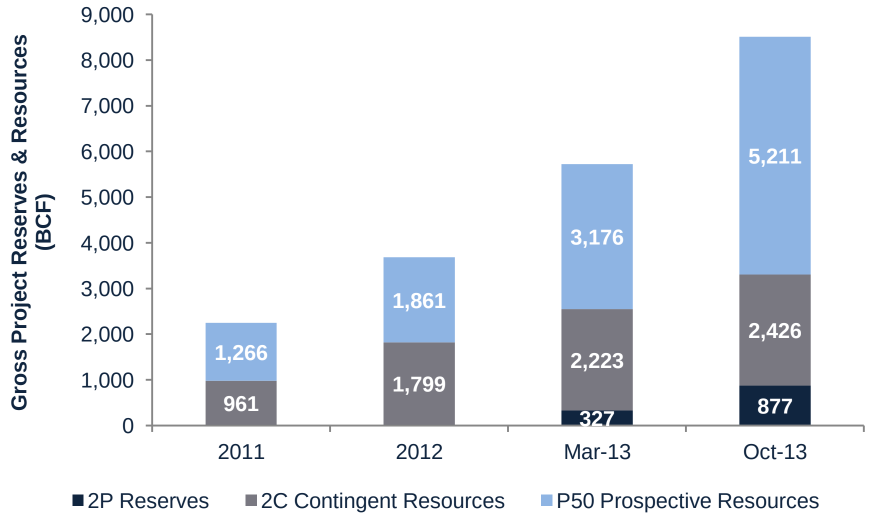
October 2013 independent mid-case assessment by RISC identified:

- 168% increase in Gross Project 2P Reserves to 877 bcf, with Sino Gas' share at 233 bcf[1]
- Gross Project Contingent Resources increased 10% to 2.5 tcf, with Sino Gas' share increasing to 713 bcf[1]
- Gross Project Prospective Resources increased 64% to 5.2 tcf, with Sino Gas' share increasing to 1.3 tcf[1]
- Sino Gas' share of project EMV has increased by a further 51% to US$2.4 billion[2]

Net Reserves & Resources Growth



Gross Project Reserves & Resources Growth



1 –Refer to Resource Statements on slide 2 for full disclosure. 2 – EMV is based on NPV_{10} with a mid-case gas price of US$8.79/Mscf and lifting costs (opex+capex) of ~US$1.3/Mscf for mid-case for mid-case Reserves, Contingent & Prospective Resources.

Appendix B: Independent Economic Evaluation

SINO Gas & Energy 中澳煤层气能源

RISC Independent Economic Evaluation

US$2.35 billion[1]

Expected Monetary Value (EMV) announced 17 October 2013

Project IRR ~ 65 to 86%[1]

mid-case across both PSCs[2]

~ 990 MMscf/day modelled steady state production

for 100% Reserves, Contingent + Prospective Resources across both PSCs

Project Economic assumptions

- EUR Per Well ~2 Bcf
- Well Head Gas Price US$8.79 /Mscf
- Average Cost Per Well ~ US$2.1m
- P50 Capex Lifting Cost ~US$0.70/Mscf
- P50 Opex Lifting Cost ~US$0.60/Mscf

Further upside still remains

- Pad Drilling
- Horizontal Wells
- Underexplored Acreage

1 –Refer to Resource Statements on slide 2 for full disclosure. Evaluation based on NPV_{10} with a mid-case gas price of US$8.79/Mscf and lifting costs (opex+capex) of ~US$1.3/Mscf for mid-case Reserves, Contingent & Prospective Resources.

Appendix C: China Gas Pricing Reform

SINO Gas & Energy
中澳煤层气能源

Current Pricing

NDRC announced in July 2013, that city gate gas prices for non-residential users will increase by an average of 15% across the country to approximately ~US$9/Mscf

Pricing Reform

The National Development and Reform Commission ("**NDRC**") published a new gas pricing mechanism in December 2011

Pricing Formula

The pricing formula is ~90% of the weighted-average of imported fuel oil (60%) and imported LPG (40%) prices, with an adjustment for heating value and VAT

Trials and Rollout

Currently being trialed in Guandong and Guangxi provinces resulting in reported prices of up to US$14/Mscf, with further plans to roll-out nationally