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## **OFFER TO PARTICIPATE IN SINO GAS & ENERGY HOLDINGS LTD SHARE PURCHASE PLAN**

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY**

### **Highlights:**

Offer to existing Sino Gas & Energy Holdings Limited (ABN 16 124 242 422) (**the Company**) shareholders to participate in a Share Purchase Plan (**SPP**).

Shareholders can, at their election, take up New Shares pursuant to the SPP at a subscription price of \$0.16

- 15,625 shares for \$2,500;
- 31,250 shares for \$5,000;
- 46,875 shares for \$7,500;
- 62,500 shares for \$10,000;
- 78,125 shares for \$12,500; or
- 93,750 shares for \$15,000.

The SPP is not underwritten.

The Company plans to use the funds raised from the SPP, together with funds raised pursuant to the Placement, to fund the Company's expenditure requirements materially towards Overall Development Plan (ODP) including the aggressive build out of production through drilling and adding new central gathering stations, and continued exploration activity. The proceeds will also provide additional working capital, the flexibility to repay debt, and a position of financial strength for the Company in its commercial dealings as well as general corporate purposes.

The information in this document is not a recommendation to accept the offer of New Shares under the SPP and does not constitute financial advice. Any person who intends to subscribe for New Shares must conduct their own investigations, assessment and analysis of the Company and its operations and prospects and must base their investment decision solely on those investigations and that assessment analysis.

If you are in doubt about the contents of this document, or the action you should take, you should consult your financial or other professional advisor without delay who specialises in advising on the acquisition of share and other securities before taking any action.

Dear Shareholder,

The Directors of Sino Gas & Energy Holdings Limited (ABN 16 124 242 422) (**the Company**) would like to invite you to participate in the Company's Share Purchase Plan (**SPP**).

## 1. Summary of the SPP

The SPP provides shareholders on the Company's register at the Record Date with an opportunity to subscribe for \$2,500, \$5,000, \$7,500, \$10,000, \$12,500 and \$15,000 worth of new shares at the Subscription Price. The Board has structured the SPP to encourage our loyal, smaller shareholders to apply and increase their shareholding in the Company.

Only shareholders of the Company with a registered address in Australia or New Zealand who are on the share register as at 5.00pm (Perth time) on 22 April 2015 are afforded the opportunity to participate in the SPP. Shareholders not registered as at this date will not receive an offer under the SPP. The rights of shareholders eligible to participate under this SPP are not transferable.

The proposed use of the funds raised under the SPP, together with funds raised pursuant to the Placement, is to fund the Company's expenditure requirements materially towards Overall Development Plan (ODP) including the aggressive build out of production through drilling and adding new central gathering stations, and continued exploration activity. The proceeds will also provide additional working capital, the flexibility to repay debt, and a position of financial strength for the Company in its commercial dealings as well as general corporate purposes.

## 2. Terms of the SPP

The terms and conditions of the SPP are outlined in the enclosed document. By making an application to purchase shares under the SPP, you will have agreed to be bound by those terms and conditions. The right to participate in this offer under the SPP is available exclusively to persons who were registered as holders of fully paid ordinary shares in the Company at 5.00pm (Perth time) on the record date of 22 April 2015 and whose registered address is in Australia and New Zealand or in any other jurisdiction where, in the opinion of the Directors of the Company, it is lawful and reasonably practical for the Company to offer and issue shares under this SPP.

Eligible shareholders are entitled to apply for a **maximum** of \$15,000 of New Shares, at the Subscription Price of \$0.16 per New Share, under the SPP.

You may apply only for shares in one of the following amounts:

- (a) 15,625 shares for \$2,500;
- (b) 31,250 shares for \$5,000;
- (c) 62,500 shares for \$10,000;
- (d) 46,875 shares for \$7,500;
- (e) 78,125 shares for \$12,500; or
- (f) 93,750 shares for \$15,000.

The Subscription Price represents a 10.7% discount to the Volume Weighted Average Market Price over the last five days on which trading of the Company's shares on the ASX were recorded prior to the announcement of the SPP (on 23 April 2015).

The Closing Market Price of the Company's shares over the last five days of trading prior to the announcement of the SPP is as follows:

Date	Closing Market Price	Volume
20/04/2015	\$0.180	164,142
17/04/2015	\$0.180	5,190,048
16/04/2015	\$0.180	1,849,192
15/04/2015	\$0.190	1,629,500
14/04/2015	\$0.180	1,433,367

To enable you to properly consider the offer under the SPP, the trading price of the Company's shares on the ASX over the period commencing 14 April 2015 and ending on 20 April 2015 (being the last trading day prior to the announcement of the SPP) is set out below:

Period	High	Low	Weighted Average
14/04/2015 – 20/04/2015	\$0.19	\$0.175	\$0.179

Participation in the SPP is entirely at your discretion but the SPP is non-renounceable which means you cannot transfer your right to purchase shares under the SPP to anyone else.

Of the Directors who hold shares, the majority presently intend, in respect of their own shareholdings, to apply for New Shares under the SPP.

The application period will close at 5.00pm (Perth time) on 21 May 2015. Therefore, if you wish to apply for any shares under the SPP, you should follow the Instructions outlined in the attached Application Form so payment is received at our Share Registrar by that date in cleared funds. Payment may be made by cheque, bank draft or BPAY®.

It is proposed that the following timetable apply in respect of the SPP:

Event	Date
Record Date of the SPP (5.00pm Perth time)	22 April 2015
Opening Date of the SPP	30 April 2015
Closing Date of the SPP	21 May 2015
Issue Date and Allotment of New Shares under the SPP	28 May 2015
Quotation of New Shares under the SPP	29 May 2015

The above timetable is indicative only. The Company reserves the right to vary any of the key dates above, including the Closing Date and the Issue Date, without further notice.

If you are a "custodian" you may be required to submit a Custodian Certificate in order to participate on behalf of any beneficiaries. Further details in this regard are set out in the SPP Terms and Conditions.

For further information, please do not hesitate to contact the Company on 1300 746 642 (local call within Australia) or +61 8 9388 8618 or + 86 10 8458 3001 to speak to someone in our Beijing office.

Yours faithfully

**Sino Gas & Energy Holdings Limited**



**Mr Glenn Corrie**  
**Managing Director**

## Terms and Conditions of the Share Purchase Plan dated 30 April 2015

### WARNING

#### **New Zealand**

*No action has been taken to permit the offer of New Shares under this document in any jurisdiction other than Australia and New Zealand to the extent described below.*

*The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).*

*This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.*

*The contents of this document have not been reviewed by any regulatory authority in any jurisdiction. Please read this document carefully before you make a decision to invest. If you are in any doubt about the contents of this document, you should obtain independent professional advice.*

## 1. Definitions

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1.1 In this SPP, unless the context otherwise indicates:

**Application Form** means the application form distributed with these Terms and Conditions.

**Application Amount** means the total amount payable by an Eligible Shareholder who applies for New Shares under the SPP based on the Subscription Price for the total number of New Shares applied for by that Eligible Shareholder.

**ASX** means the Australian Securities Exchange.

**ASX Market** means the market for trading in securities operated by ASX.

**Board** means the board of directors of the Company from time to time.

**Company** means Sino Gas & Energy Holdings Limited (ABN 16 124 242 422).

**Class Order** means ASIC Class Order 09/425 dated 15 June 2009 as amended or supplemented from time to time.

**Closing Market Price** means the published closing price for fully paid ordinary shares in the Company on the ASX Market on a particular day.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended from time to time.

**Custodial or Depository Service** has the meaning given by section 766E of the Corporations Act.

**Custodian** means a registered holder:

- (a) that holds an Australian financial services licence that:
  - (1) covers the provision of a Custodial or Depository Service; or
  - (2) covers the operation of an IDPS (as defined in Class Order CO 13/763); or

- (b) that is exempt under:
- (1) paragraph 7.6.01(1)(k) or paragraph 7.6.01(1)(na) of the *Corporations Regulations 2001*; or
  - (2) ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184];
  - (3) ASIC Class Orders [CO 03/1099], [CO 03/1100], [CO 03/1101], [CO 03/1102], [CO 04/829] or [CO 04/1313];
  - (4) an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in subparagraph (3); or
  - (5) paragraph 911A(2)(h) of the Corporations Act,
- from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service;
- (c) that is a trustee of a:
- (1) Self-Managed Superannuation Fund; or
  - (2) Superannuation Master Trust; or
- (d) that is the responsible entity of an IDPS-like Scheme; or
- (e) that is the registered holder of shares or interests in the class and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.

**Custodian Certificate** means the certification required to be given by a Custodian to the Company pursuant to the Terms and Conditions.

**Director** means a director of the Company from time to time.

**Eligible Shareholders** means those Shareholders who satisfy the conditions set out in clause 2.1.

**IDPS-like Scheme** has the meaning given by ASIC Class Order [CO 13/762] or any class order that replaces that class order.

**Instruction** includes a direction or request.

**Issue Date** means the date that New Shares under the SPP are issued and allotted and otherwise in accordance with the timetable.

**Listing Rules** means the official listing rules of the ASX (as amended from time to time).

**New Shares** means new fully paid ordinary shares in the Company to be issued pursuant to the SPP.

**Offer** means a non-renounceable offer of \$2,500, \$5,000, \$7,500, \$10,000, \$12,500 or \$15,000 worth of ordinary fully paid shares in the Company (at the Subscription Price) to Eligible Shareholders under the SPP.

**Placement** means the two tranche placement to raise \$80,000,000 (before issue costs) announced to ASX by the Company on 23 April 2015, at the same price as the Subscription Price under the SPP.

**Record Date** means 5.00pm (Perth time) on 22 April 2015.

**Regulated Superannuation Fund** has the same meaning as in the Superannuation Industry (Supervision) Act 1993.

**Self-managed Superannuation Fund** has the meaning given by section 17A of the Superannuation Industry (Supervision) Act 1993.

**Superannuation Master Trust** means a Regulated Superannuation Fund under which:

- (a) a member of the fund is, or is entitled, to give an Instruction (including a direction or request) that a particular financial product is to be acquired; and
- (b) if the member gives such an Instruction, the trustee, or a custodian who holds financial products on behalf of the trustee, must (subject to any discretion they have to refuse) acquire the financial product; and
- (c) if the trustee or custodian acquires the financial product pursuant to an Instruction given by the member, the member is to have rights or benefits calculated by reference to dividends or other benefits derived from the product.

**SPP** means the Sino Gas & Energy Holdings Limited (ABN 16 124 242 422) Share Purchase Plan approved by the Board.

**Share Registrar** means Link Market Services Limited.

**Shareholders** means those persons or entities that hold ordinary shares in the issued capital of the Company.

**Subscription Price** means the subscription price of the New Shares being \$0.16 per New Share.

**Terms and Conditions** means the terms and conditions set out in this document.

**Volume Weighted Average Market Price** means the volume weighted average price of trading in fully paid ordinary shares in the Company recorded on the ASX Market, calculated over the last 5 days on which sales in fully paid ordinary shares in the Company were recorded before the day on which the SPP was announced not including:

- (a) block trades;
- (b) large portfolio trades;
- (c) permitted trades during the pre-trading hours period;
- (d) permitted trades during the post-trading hours period;
- (e) out of hours trades; and
- (f) exchange traded option exercises.

References to "\$" means a reference to the respective amount in Australian dollars.

## **2. Eligibility to participate**

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- 2.1 Those shareholders of the Company that will be eligible to apply for New Shares under the SPP must:
  - (a) be recorded in the Company's register of shareholders at 5.00pm (Perth time) on the Record Date; and
  - (b) have a registered address in Australia and New Zealand or another jurisdiction where in the opinion of the Directors, it is lawful and reasonably practical for the Company to issue the New Shares as set out in the Company's shareholder register on the Record Date.
- 2.2 The Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer.

- 2.3 If you are the only registered holder of a holding of the Company shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply in aggregate for a maximum of \$15,000 worth of New Shares.
- 2.4 If you are registered with one or more persons as the joint shareholders of a holding of the Company shares, that joint holding is considered to be a single registered holding for the purpose of this SPP and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only apply in aggregate for a maximum of \$15,000 worth of New Shares.
- 2.5 Custodians should refer to section 6 of the Terms and Conditions regarding Custodian participation. If you do not hold shares in the Company as a Custodian, these provisions do not apply.
- 2.6 If you hold the Company shares as a trustee or nominee for another person, but you are not a Custodian, you cannot participate for beneficiaries in the manner described in section 6 of the Terms and Conditions. In this case, the rules for multiple single holdings (see section 2.3 above) apply.

### **3. Terms of the offer**

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- 3.1 The Offer will be open for a period commencing on and from 9.00am (Perth time) on 30 April 2015 (**Opening Date**) until, subject to the discretion of the Board, 5.00pm (Perth time) on 21 May 2015 (**Closing Date**).
- 3.2 The Board reserves the right to close the Offer at any time prior to the Closing Date and/or extend the Closing Date without further notification.
- 3.3 In response to the Offer, Eligible Shareholders wishing to apply for New Shares under the SPP may apply for either:
- |                                    |                                 |
|------------------------------------|---------------------------------|
| (a) 15,625 shares for \$2,500;     | (b) 31,250 shares for \$5,000;  |
| (c) 62,500 shares for \$10,000;    | (d) 46,875 shares for \$7,500;  |
| (e) 78,125 shares for \$12,500; or | (f) 93,750 shares for \$15,000. |
- subject to clause 6.
- 3.4 All offers for New Shares under the SPP are non-renounceable and therefore the right to participate in the SPP cannot be transferred.
- 3.5 Participation in the SPP by Eligible Shareholders is entirely optional and subject to these Terms and Conditions.

### **4. Applications for shares**

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- 4.1 Eligible Shareholders wishing to apply for New Shares under the SPP must:
- (a) If paying by cheque or bank draft:
- (1) complete the Application Form;
  - (2) pay the Application Amount in the manner specified on the Application Form; and
  - (3) forward the completed Application Form and payment for the Application Amount to the Company's Share Registrar at the addresses specified on the Application Form, to reach such addresses by no later than 5.00pm (Perth time) on the Closing Date.
- (b) If you elect to use the BPAY® option (subject to clause 4.2):

- (1) pay the Application Amount electronically using BPAY® with payment to reach's Share Registry by no later than 5.00pm (Perth time) on the Closing Date; and
  - (2) do not return the Application Form if you elect the BPAY® option.
- 4.2 Please note that only Eligible Shareholders having an account with an Australian financial institution who participates in the BPAY scheme have the ability to elect to use the BPAY option.
- 4.3 All application money will be deposited into an account and any application money received in respect of any applications rejected by the Board under clauses 4.4 or 4.5 shall be refunded by the Company without interest.
- 4.4 The Board reserves the right to reject any application for New Shares (in whole or in part) including (without limitation) if:
  - (a) an Application Form is not correctly completed;
  - (b) the applicant is not an Eligible Shareholder;
  - (c) the issue of those New Shares would contravene any law or the Listing Rules;
  - (d) the exact payment for the New Shares applied for is not received;
  - (e) it is not reasonably satisfied that the issue of those New Shares will not result in any person receiving ordinary shares in the Company with an application price totalling more than \$15,000 as a result of:
    - (1) New Shares issued to the person or to a Custodian on that person's behalf (as a result of an Instruction given by that person to the Custodian to apply for New Shares on their behalf) under the SPP; and
    - (2) any other ordinary shares in the Company issued to the person or to a Custodian on that person's behalf (as a result of an Instruction given by that person to the Custodian to apply for ordinary shares in the Company on their behalf) under an arrangement similar to the SPP operated by the Company in the 12 months prior to the Issue Date,  
  
except to the extent that the person is issued with shares or interests as a Custodian under a custodian offer;
  - (f) the applicant is a Custodian and has failed to provide the Company with a Custodian Certificate; or
  - (g) the applicant has not otherwise complied with the Terms and Conditions.
- 4.5 The Board reserves the right to allocate fewer, or no, New Shares than an Eligible Shareholder applies for under the SPP including in circumstances outlined in clause 4.4 or where the Board determines it appropriate (in its sole discretion) to scale back applications as a result of demand. Any scale back of applications undertaken by the Company would occur in its absolute discretion to the extent and in the manner that it sees fit, including if applicable by taking into account the size of an applicant's shareholding before the SPP.
- 4.6 If there is a consolidation or re-organisation of the issued share capital of the Company prior to the Closing Date, the maximum number of New Shares to be issued pursuant to and in accordance with the SPP shall be consolidated in the same ratio as the issued capital of the Company.

## 5. Certification by Eligible Shareholder

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- 5.1 By submitting an Application Form, together with the appropriate payment of the Application Amount in the manner specified in clause 4.1(a), or by making a BPAY<sup>®</sup> payment of the Application Amount in the manner specified in section 4.1(b), you certify, acknowledge, warrant and represent as true, correct and not misleading to the Company that if you are not a Custodian, the aggregate of the application price paid by you for:
- (a) the New Shares the subject of the Application Form or the BPAY<sup>®</sup> payment;
  - (b) any other shares in the Company applied for under a similar arrangement in the 12 months prior to the date of submission of the Application Form or making the BPAY payment;
  - (c) any other ordinary shares in the Company issued to you, or a Custodian (as a result of an Instruction given by you to the Custodian to apply for ordinary shares in the Company on your behalf) under the SPP or under any similar arrangement operated by the Company in the 12 months prior to the date of submission of the Application Form or making the BPAY payment; and
  - (d) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP,
- does not exceed \$15,000.

## 6. Custodian

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- 6.1 Eligible Shareholders who are Custodians may participate in the SPP on behalf of:
- (a) one or more persons that are not Custodians on whose behalf the Custodian is holding shares in the Company; or
  - (b) a person, on whose behalf, another Custodian (**Downstream Custodian**) holds beneficial interests in shares in the Company and the Custodian holds the shares in the Company to which those beneficial interests relate, on behalf of the Downstream Custodian or another Custodian,
- (each a **Participating Beneficiary**).
- 6.2 If you are a Custodian holding the Company shares on behalf of two or more persons jointly, the joint beneficiaries will be taken to be a single Participating Beneficiary for the purposes of these Terms and Conditions.
- 6.3 If you are a Custodian and hold the Company shares on behalf of one or more Participating Beneficiaries, you may apply for up to a maximum of \$15,000 worth of New Shares for each Participating Beneficiary subject to providing the Company with a Custodian Certificate, in addition to the Application Form, certifying the following:
- (a) that, as at the Record Date, either or both of the following:
    - (1) you hold shares in the Company on behalf of one or more Participating Beneficiaries;
    - (2) a Downstream Custodian holds beneficial interest in shares in the Company on behalf of one or more Participating Beneficiaries, and you hold the shares in the Company on behalf of the Downstream Custodian or another Custodian,and each Participating Beneficiary has subsequently instructed the following person to apply for New Shares on their behalf pursuant to the SPP:
    - (3) where paragraph 6.3(a)(1) applies, you as the Custodian; and
    - (4) where paragraph 6.3(a)(2) applies, the Downstream Custodian.

- (b) the number of Participating Beneficiaries;
- (c) the name and address of each Participating Beneficiary for whom the Custodian applies for New Shares;
- (d) in respect of each Participating Beneficiary:
  - (1) where paragraph 6.3(a)(1) applies, the number of shares in the Company that you hold on behalf of the Participating Beneficiary; and
  - (2) where paragraph 6.3(a)(2) applies, the number of shares in the Company to which the beneficial interests relate;
- (e) in respect of each Participating Beneficiary,
  - (1) where paragraph 6.3(a)(1) applies, the number or dollar amount of New Shares the Participating Beneficiary has instructed you to apply for on their behalf; and
  - (2) where paragraph 6.3(a)(2) applies, the number or dollar amount of New Shares the Participating Beneficiary has instructed the Downstream Custodian to apply for on their behalf; and
- (f) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:
  - (1) the New Shares applied for by you as Custodian under the SPP in accordance with the Instructions in paragraph 6.1(a); and
  - (2) any other shares in the Company issued to you as Custodian in the 12 months prior to the date of submission of the Application Form as a result of an Instruction given by them to you as Custodian or Downstream Custodian to apply for shares in the Company under an arrangement similar to the SPP operated by the Company; and
- (g) that a copy of the written offer document was given to each Participating Beneficiary; and
- (h) where paragraph 6.3(a)(2) applies, the name and address of each Custodian who holds beneficial interests in shares in the Company held by the Custodian in relation to each Participating Beneficiary.

6.4 Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate, or if you would like further information on how to apply, you should contact the Company's Share Registrar, Link Market Services, on +61 1300 554 474.

## **7. Issue of New Shares**

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- 7.1 The Company is prohibited from issuing any New Shares to any Eligible Shareholder unless the Eligible Shareholder has provided the certification set out in section 5, and if a Custodian, has provided a Custodian Certificate, at the time of applying for the New Shares.
- 7.2 The Directors of the Company reserve the right to issue to Eligible Shareholders such number of New Shares under the SPP as is permitted under the Listing Rules without shareholder approval. The Board reserves the right to allocate fewer, or no, Shares than an Eligible Shareholder applies for under the SPP at its sole discretion in accordance with clauses 4.4 or 4.5.
- 7.3 The Company intends to issue the New Shares under the SPP on or about 28 May 2015 (**Issue Date**). The Company reserves the right to vary the Issue Date without further notice in the event that the Closing Date is varied pursuant to clauses 3.2 and/or 11.1.

- 7.4 In respect of application monies received from an Eligible Shareholder, the Company will, prior to the Issue Date, determine the maximum number of New Shares rounded down to the nearest whole number which may be acquired by any Eligible Shareholder.
- 7.5 The allocation of New Shares will be determined by the Board at its sole discretion.
- 7.6 The Company will apply to the ASX for quotation of the New Shares issued under the SPP within the period prescribed in the Listing Rules.

## **8. Subscription Price**

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- 8.1 The price of the New Shares will be the Subscription Price.
- 8.2 The Subscription Price represents a 10.7% discount to the Volume Weighted Average Market Price over the last 5 days on which trading in the Company's shares were recorded prior to the announcement of the SPP (on 23 April 2015).
- 8.3 The New Shares are a speculative investment and the Closing Market Price of the New Shares may change between the Opening Date and the Issue Date. This means that the Subscription Price you pay for the New Shares may exceed the Closing Market Price of the Shares at the Issue Date. The Company does not make any assurance as to the Closing Market Price of shares and there can be no certainty that shares in the Company will trade at or above the Subscription Price following the Issue Date. Shareholders should seek their own financial advice in relation to this Offer and participation in the SPP.
- 8.4 No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders in respect of an application for, and an issue of, New Shares under the SPP.

## **9. Rights attaching to New Shares**

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- 9.1 All New Shares issued under the SPP will be issued on the same terms as the other shares quoted on ASX and once issued, will rank pari passu with existing shares. The Company will apply for the New Shares to be quoted on the ASX. It is anticipated that New Shares issued under the SPP will be quoted on ASX on 29 May 2015, or shortly after, the Issue Date. Holding statements for the New Shares issued under the SPP will be sent to eligible shareholders who have participated in the SPP. If you trade any New Shares before you receive your holding statement, then you do so at your own risk.

## **10. Non-residents**

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- 10.1 The right to participate in this offer under the SPP is available exclusively to persons who were registered as holders of fully paid ordinary shares in the Company at 5.00pm (Perth time) on the Record Date and whose registered address was in Australia or New Zealand or in another jurisdiction where, in the opinion of the Board, it is lawful and reasonably practical to extend the Offer according to the laws of that jurisdiction.
- 10.2 Eligible Shareholders who are not residents of Australia should consult their professional advisers as to whether any formalities need to be observed (either by them or the Company) to enable them to apply for New Shares. It is the responsibility of such Eligible Shareholders to obtain all necessary approvals so they may legally apply for New Shares. The return of a completed Application Form and accompanying Application Amount, or the forwarding of payment of the Application Amount using BPAY from a non-resident Eligible Shareholder will be taken by the Company to constitute a representation and warranty by that Eligible Shareholder that all relevant approvals have been obtained and that the Company may legally offer the New Shares to that Eligible Shareholder.

## 11. General

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- 11.1 The Board may change or terminate the SPP at any time prior to the Issue Date. If the Board does so, it will advise the ASX. Any omission to give notice of changes to, or termination of, the SPP, or the non-receipt of any such notice, will not invalidate the change or termination.
- 11.2 If the SPP is withdrawn, all Application Amounts received by the Company will be refunded. No interest will be paid on any refunded Application Amounts.
- 11.3 In addition to any rights of the Board to reject applications as set out in these Terms and Conditions, the Board also reserves the right to allocate fewer, or no, New Shares than an Eligible Shareholder applies for under the SPP if the Board believes that the allotment of those New Shares would contravene any of the Listing Rules or the requirements of the Class Order. In any such case, excess Application Amounts will be returned to the relevant applicant(s). No interest will be paid on Application Amounts so returned.
- 11.4 The Company may settle in any manner it deems appropriate, any disputes or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any applicant or application of shares. The decision of the Company will be conclusive and binding on all persons to whom the determination relates.
- 11.5 The Company reserves the right to waive compliance with any provision of the SPP Terms and Conditions.
- 11.6 The Offer of New Shares under the SPP is in accordance with the Class Order which grants relief from the requirement to prepare a disclosure document for this Offer and in accordance with the Listing Rules.
- 11.7 In New Zealand, the Offer of New Shares under the SPP is in accordance with the *Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand)*, which grants relief from the requirement to prepare an investment statement or prospectus for this Offer.
- 11.8 The contents of this document have not been reviewed by any regulatory authority in any jurisdiction.
- 11.9 These terms and conditions of the SPP are governed by the law in force in Western Australia.

**SRN/HIN:**

**Entitlement Number:**

**Record Date:** 22 April 2015

**Offer Opens:** 30 April 2015

**Issue Price per Share:** A\$0.16

<b>Offer Closes</b> 5:00pm (WST):	<b>21 May 2015</b>
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## SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

### How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.

Option 1: Paying by BPAY®.

Option 2: Paying by Cheque, Bank Draft or Money Order.

- Payments must be in Australian dollars.

### PAYMENT OPTIONS

#### Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (WST) on 21 May 2015. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Sino Gas & Energy Holdings Ltd receives an amount which is not equal to either A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000, Sino Gas & Energy Holdings Ltd may round down the number of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$2,500.



Biller Code: 585521

Ref:

#### Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account.

More info: www.bpay.com.au

© Registered to BPAY Pty Ltd ABN 69 079 137 518

#### Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Tick the box beside the amount you wish to apply for, either A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Sino Gas & Energy Holdings Ltd" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500 or A\$15,000, Sino Gas & Energy Holdings Ltd may round down the number of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$2,500.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

**THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.**

Please detach and enclose with payment

**SRN/HIN:**

**Entitlement Number:**



**A** I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

<input type="checkbox"/>	15,625 Shares A\$2,500	OR	<input type="checkbox"/>	31,250 Shares A\$5,000	OR	<input type="checkbox"/>	46,875 Shares A\$7,500	OR	<input type="checkbox"/>	62,500 Shares A\$10,000	OR	<input type="checkbox"/>	78,125 Shares A\$12,500	OR	<input type="checkbox"/>	93,750 Shares A\$15,000
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**B** Make your cheque, bank draft or money order payable to "Sino Gas & Energy Holdings Ltd" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

**C** Telephone Number – Business Hours      Telephone Number – After Hours      Contact Name

<input type="text"/>	<input type="text"/>	<input type="text"/>
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## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Sino Gas & Energy Holdings Ltd SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
  - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
  - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$15,000.
7. Sino Gas & Energy Holdings Ltd reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Sino Gas & Energy Holdings Ltd may scaleback applications in its discretion.

SAMPLE

### How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

#### Mailing Address

Sino Gas & Energy Holdings Ltd  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

or

#### Hand Delivery

Sino Gas & Energy Holdings Ltd  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (WST) on 21 May 2015. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Sino Gas & Energy Holdings Ltd reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

**If you require information on how to complete this Acceptance Slip please contact the Company on 08 9388 8618 (within Australia) or +61 8 9388 8618 (from outside of Australia) during the Offer period.**