

SINO GAS & ENERGY HOLDINGS LIMITED

PROCEDURES FOR COMPLYING WITH DISCLOSURE REQUIREMENTS AND ENSURING SENIOR MANAGEMENT ACCOUNTABILITY

Purpose

To ensure that Sino Gas & Energy Holdings Limited ("SGEH" or the "Company"), complies with its disclosure requirements and to ensure that ASX (if applicable) and any other stock markets on which the Company's securities are listed are properly informed of matters which may have a material impact on the price at which the securities are traded.

To ensure that senior management are accountable for ensuring compliance with these requirements.

To ensure that the Company:

- complies with the general and continuous disclosure principles contained in the Corporations Act 2001 (Cth) ("Corporations Act"), and, as applicable, the ASX Listing Rules and any other applicable law (the "Rules");
- prevents the selective or inadvertent disclosure of material price sensitive information;
- provides shareholders and the market with full and timely information about the Company's activities; and
- enables all market participants to have equal opportunity to receive externally available information issued by the Company.

Material information required to be disclosed

The Rules require the Company to immediately notify ASIC and/or ASX (once listed) of price sensitive information, certain corporate transactions and other information specified in the Rules.

The Rules require that once SGEH becomes aware of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the entity's securities, it must immediately notify ASX (once listed) of that information. There are a number of exceptions to this rule.

The Rules also require periodic disclosure of certain information in SGEH's annual and half-yearly financial reports.

The Corporations Act defines material effect on price or value as being where a reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the securities.

Note that the Company is deemed to have become aware of information where a Director or executive officer has, or ought to have, come into possession of the information in the course of the performance of their duties.

Disclosure officer

The Managing Director/Chief Executive Officer and the Company Secretary have been appointed as the Company's disclosure officers responsible for implementing and administering this policy. The disclosure officers are responsible for all communication with ASX and ASIC and for making decisions on what should be disclosed publicly under this policy.

In the absence of the Managing Director/Chief Executive Officer or Company Secretary, any matters regarding disclosure issues are to be referred to the Chairman.

Review of communications for disclosure

The disclosure officers will review all communications to the market to ensure that they are full and accurate and comply with the Company's obligations. Such communications may include media releases, analyst, investor or other presentations, prospectuses and other corporate publications.

Examples of information or events that are likely to require disclosure include but are not limited to:

- exploration results;
- financial performance and material changes in financial performance or projected financial performance;
- changes in relation to Directors and senior executives, including changes in the terms of employment of the Managing Director/Chief Executive Officer and the independence of Directors;
- mergers, acquisitions, divestments, joint ventures or material changes in assets;
- significant developments in new projects or ventures;
- material information affecting joint venture partners;
- media or market speculation;
- analyst or media reports based on inaccurate or out of date information;
- industry issues which have, or which may have, a material impact on the Company; and
- decisions on significant issues affecting the Company by regulatory authorities.

Where there is any doubt as to whether an issue might materially affect the price or value of the Company's securities, the disclosure officers will assess the circumstances with appropriate senior executives and if necessary, seek external professional advice.

Presentations to analysts and investors that contain information that may be considered material will be released to the ASX (once listed) prior to presentation and then included on the Company's website.

Authorised spokespersons

The Company's authorised spokespersons are the Chairman, Managing Director/Chief Executive Officer and Company Secretary. In appropriate circumstances, the Managing Director/Chief Executive Officer may from time to time authorise other spokespersons on particular issues within their area of expertise.

No employees or consultants are permitted to comment publicly on matters confidential to the Company. Any information which is not public must be treated by employees and consultants as confidential until publicly released.

Market speculation and rumours

As a guiding principle, the Company has a "no comment" policy on market speculation and rumours, which must be observed by all employees. However, the Company will comply with any request by ASX (once listed) to comment upon a market report or rumour.

Meetings and group briefings with investors and analysts

The Chairman and Managing Director/Chief Executive Officer are primarily responsible for the Company's relationship with major shareholders, institutional investors and analysts and shall be the primary contacts for those parties.

Any written materials containing new price-sensitive information to be used in briefing media, institutional investors and/or analysts must be lodged with ASX (once listed) prior to the briefing commencing. Upon confirmation of receipt by ASX (once listed), the briefing material is to be posted to the Company's website. Briefing materials may also include information that may not strictly be required under continuous disclosure requirements.

The Company will not disclose price sensitive information in any meeting with an investor or stockbroking analyst before formally disclosing it to the market. The Company considers that one-on-one discussions and meetings with investors and stockbroking analysts are an important part of pro-active investor relations. However, the Company will only discuss previously disclosed information in such meetings.

The disclosure officers must be fully briefed immediately after any meetings with stockbroking analysts and investors in cases where information inadvertently discussed may need to be released to the market.

The disclosure officers will keep a summary record for internal use of the issues discussed at group or one-on-one briefings with investors and analysts, including a record of those present and the time and place of the meeting.

Periods prior to release of financial results

During the time between the end of the financial year or half year and the release of actual results, the Company will not discuss financial performance, broker estimates and forecasts and particularly, any pre-result analysis with stockbroking analysts, investors or the media, unless the information to be discussed has already been disclosed to ASX.

If during the preparation of the financial statements, it appears that price sensitive information has not been previously disclosed, that information will be disclosed immediately and will not be held back for disclosure in the financial statements.

Web-based communication

The Company's website features discrete sections for shareholders and investors to ensure that such information can be accessed by interested parties. Such information will include:

- the annual, half-yearly and quarterly reports;
- all other Company announcements made to ASX;
- details of the Company's projects;

- the Company profile and Company contact details;
- presentation material provided to investors or stockbroking analysts; and
- briefing material from any Company site visits.

Announcements lodged with ASX will be made available on the Company's website as soon as practicable after ASX confirms receipt of that information. All website information will be regularly reviewed and updated to ensure all information is current and older or superseded information is clearly dated and archived.

Analysts reports and forecasts

Stockbroking analysts frequently prepare reports on listed companies that typically detail strategies, performance and financial forecasts. To avoid inadvertent disclosure of information that may affect the Company's value or share price, the Company's comments on analyst reports will be restricted to:

- information the Company has issued publicly; and
- other information that is in the public domain.

Procedure to report disclosable information

- Information is determined by the Managing Director/Chief Executive Officer, Board, Company Secretary or other employee of the Company as being of a type or nature that warrants disclosure;
- If not known by the Managing Director/Chief Executive Officer, this information should be reported to the Managing Director/Chief Executive Officer;
- The Managing Director/Chief Executive Officer will determine the nature and extent of the information and consult with the Chairman to determine the form and content of any ASX Release ("Release");
- The Managing Director/Chief Executive Officer and Chairman will jointly agree on the text of the proposed Release. The Company Secretary may also be required to draft the Release for review;
- The Company Secretary will then distribute the Release to the Board for their review and comment. Following consultation with the Chairman, the Company Secretary will allow such time as is reasonable in the circumstances for the each Director to comment on the Release;
- The Company Secretary will inform the Chairman and Managing Director/Chief Executive Officer of each Directors' comments and together with the Chairman and Managing Director/Chief Executive Officer make any necessary changes to the Release;
- Following authorisation from the Chairman or Managing Director/Chief Executive Officer, the Company Secretary will then release the ASX Release to the market, and ensure that the Company's website is updated.

Additional Procedures

- Depending on the nature of the Release the Managing Director/Chief Executive Officer in consultation with the Chairman shall determine whether, and to what extent:
 - There are additional media releases, comments or other contacts made; and

- Whether shareholders or analysts will be briefed about the Release.
- Any document provided by the Company to its shareholders, shall be made available to the public in hard copy at the same time for at least one month, free of charge, at an address which will be notified.

Responsibility

(a) Primary Responsibility

Managing Director/Chief Executive Officer.

(b) Secondary Responsibility

Board of Directors, Company Secretary, Group Financial Accountant and General Managers.

Policy history

Established: July 2009

Last review: December 2011

Review frequency: Annually or as required