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*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 702)**

## **ANNOUNCEMENT ON INCREASE OF SHAREHOLDING IN THE COMPANY BY DIRECTOR**

This announcement is issued by Sino Oil and Gas Holdings Limited (the “Company”) as a voluntary announcement to allow the public to understand the latest information of the Company.

The Company received a notice from Dr. Dai Xiaobing, an Executive Director and Chairman of the Board of the Company, that he purchased a total of 10,000,000 shares of the Company on 9 July 2015 which represents an increase of his shareholding from 1,325,245,000 shares (approximately 7.38% of the number of issued shares of the Company) to 1,335,245,000 shares (approximately 7.44% of the number of issued shares of the Company).

Dr. Dai shows his satisfaction with the current operating conditions of the Company to the Board and has confidence in the Company’s prospects.

By order of the Board  
**Sino Oil and Gas Holdings Limited**  
**Wan Tze Fan Terence**  
*Executive Director*

Hong Kong, 9 July 2015

*As at the date of this announcement, the Board comprises three Executive Directors, namely, Dr. Dai Xiaobing, Mr. King Hap Lee and Mr. Wan Tze Fan Terence; three Non-executive Directors, Mr. Chen Hua, Mr. Huang Shaowu and Mr. He Lin Feng; and four Independent Non-executive Directors, namely, Mr. Wong Kwok Chuen Peter, Professor Wong Lung Tak Patrick, Dr. Wang Yanbin and Dr. Dang Weihua.*