中國油氣控股有限公司
SINO OIL AND GAS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 702)

POSITIVE PROFIT ALERT

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board wishes to inform the Shareholders and potential investors that based on information currently available to the Directors, it is expected that the Group would record a consolidated net profit for the year ended 31 December 2014 as compared to the consolidated net loss for the corresponding period last year.

The information contained in this announcement is only based on the review of unaudited consolidated financial statements of the Group for the year ended 31 December 2014 as the results of the Group for the year ended 31 December 2014 have not been finalized. The figures are subject to adjustments and further review by the Company and its auditor.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Sino Oil and Gas Holdings Limited (the "Company", together with its subsidiaries, the "Group") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO").

The board of directors of the Company (the "Board") wishes to inform the shareholders of the Company (the "Shareholders'") and potential investors that based on information currently available to the directors of the Company (the "Directors"), it is expected that the Group would record a consolidated net profit for the year ended 31 December 2014 as compared to the consolidated net loss for the corresponding period last year. The Directors are of the view that such increase is primarily due to the net effect of (including but not limited to) (i) the increase in other revenue generated from coalbed methane operation, which comprises of sales of coalbed methane and related regular government subsidy based on sales volume, by exceeding 80% compared with that of last year (2013: HK$38,899,000); (ii) the absence of an one-off expense of HK$25,247,000 recorded in last year; and (iii) the decrease of Group's administrative expenses by approximately 10% resulting from improved internal control.

The information contained in this announcement is only based on the review of unaudited consolidated financial statements of the Group for the year ended 31 December 2014 as the results of the Group for the year ended 31 December 2014 have not been finalised and the figures are subject to adjustments and further review by the Company and its auditor. Details of the Group's financial performance will be disclosed in the annual results announcement of the Company for the year ended 31 December 2014 to be approved by the Board on 20 March 2015 and the annual results announcement of the Company will be published accordingly.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Sino Oil and Gas Holdings Limited
Dai Xiaobing
Chairman

Hong Kong, 13 March 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; four Non-executive Directors, Mr. Chen Hua, Mr. Huang Shaowu, Mr. He Lin Feng and Mr. Ma Tengying, and four Independent Non-executive Directors, namely, Mr. Wong Kwok Chuen Peter, Professor Wong Lung Tak Patrick, Dr. Wang Yanbin and Dr. Dang Weihua.