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**IN THE THIRD JUDICIAL DISTRICT COURT
IN AND FOR SALT LAKE COUNTY, STATE OF UTAH**

<p>BRAD BERKOWITZ, Individually and on Behalf of All Others Similarly Situated,</p> <p>Plaintiff,</p> <p>vs.</p> <p>SINO GAS INTERNATIONAL HOLDINGS, INC., YUCHUAN LIU, ZHICHENG ZHOU, CHONGJUN DUAN, ROBERT ADLER, JENNIFER LI, PROSPERITY GAS HOLDINGS LTD., and MERGER SUB GAS HOLDINGS INC., ZHONGYU GAS HOLDINGS LIMITED,</p> <p>Defendants.</p> <p>RALPH PORRETTI, Individually and on Behalf of All Others Similarly Situated,</p> <p>Plaintiff,</p> <p>vs.</p>	<p>Lead Case No. 140902517</p> <p>Member Case No. 140902654</p> <p>SCHEDULING ORDER</p> <p>Judge Laura Scott CLASS ACTION</p>
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YUCHUAN LIU, ZHICHENG ZHOU, CHONGJUN DUAN, ROBERT ADLER, JENNIFER LI, MORGAN STANLEY PRIVATE EQUITY ASIA, INC., ZHONGYU GAS HOLDINGS LIMITED, and SINO GAS INTERNATIONAL HOLDINGS, INC., Defendants.	
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The Parties to the above-captioned consolidated action (the “Action”) having applied pursuant to Rule 23 of the Utah Rules of Civil Procedure for an order approving the proposed settlement of the Action in accordance with the Stipulation of Settlement, entered into by the Parties on January 29, 2016 (the “Stipulation”), and for dismissal of the Action on the merits with prejudice upon the terms and conditions set forth in the Stipulation (the “Settlement”); the Stipulation contemplating certification by this Court of a class of stockholders of Sino Gas International Holdings, Inc. (“Sino Gas” or the “Company”) in the Action; the Court having read and considered the Stipulation and Exhibits; and all Parties having consented to the entry of this Order;

NOW, THEREFORE, this 6th day of June, 2016, upon application of the Parties, **IT IS HEREBY ORDERED** that:

1. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order.
2. For purposes of this Settlement only, the Action shall be conditionally certified as a non-opt out class action, pursuant to Rule 23 of the Utah Rules of Civil Procedure, on behalf of a class consisting of:

All persons who owned or beneficially held shares of Sino Gas common stock in the period from and including April 3, 2014 through November 26, 2014, including their legal representatives, heirs, successors in interest, assignees and transferees of such foregoing holders, excepting Defendants in the Action or their family members and any Released Party. “Family members” includes an individual’s spouse, parents, siblings, children, grandparents, grandchildren or

other descendants; the spouses of his or her parents, siblings and children; and the parents and siblings of his or her spouse, and includes step and adoptive relationships. "Spouse" shall mean a husband, a wife or a partner in domestic partnership or civil union. For avoidance of doubt, Class includes mutual funds, other pooled vehicles and separately managed investment accounts that primarily invest in publicly traded securities for which Morgan Stanley Investment Management Inc. or its investment advisory affiliates (other than those affiliates that are primarily engaged in investing in private securities) serves as investment adviser or investment manager. The Class shall further exclude any former Sino Gas shareholder who has perfected dissenters' rights under Utah law to obtain payment for common stock acquired in the Merger.

3. The Court finds that the requirements of Utah Rule of Civil Procedure 23(a) and (b)(3)

have been met in that:

- a. the members of the Class ("Class Members") are so numerous that joinder of all Class Members is impracticable;
- b. there are questions of law and fact common to the Class;
- c. Plaintiffs' claims are typical of the Class;
- d. Plaintiffs will fairly and adequately represent the Class for purposes of the Settlement;
- e. questions of law and fact common to the Class Members predominate over any questions affecting only individual Class Members; and
- f. a class action is superior to other available methods for the fair and efficient adjudication of the controversy.

4. The Court preliminarily certifies the Plaintiffs Brad Berkowitz and Ralph Poretti as the representative of the Class.

5. The law firms of Lifshitz & Miller and the Rosen Law Firm, P.A. are preliminarily certified as Class counsel ("Class Counsel").

6. The hearing to review the Settlement (the “Settlement Hearing”) shall be held on August 23, 2016, at 9:00 a.m., Courtroom S32, 450 South State Street, Salt Lake City, Utah 84114 to:

a. determine whether the Settlement should be approved by the Court as fair, reasonable, adequate and in the best interest of the Class;

b. determine whether a Final Order and Judgment (the “Final Order”) should be entered pursuant to the Stipulation (i) approving the Settlement; (ii) unconditionally certifying the non-opt out Class; (iii) providing for the full and complete discharge, dismissal with prejudice on the merits, settlement and release of all Released Claims; and (iv) considering Plaintiffs’ Counsel’s application for an award of attorney’s fees and expenses;

c. hear and determine any objections to the Settlement or the application of Plaintiffs’ Counsel for an award of attorneys’ fees and expenses; and

d. rule on such other matters as the Court may deem appropriate.

7. The Court reserves the right to adjourn the Settlement Hearing or any adjournment thereof, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof, and retains jurisdiction over these Action to consider all further applications arising out of or connected with the proposed Settlement.

8. The Court reserves the right, without further notice to the Class, to approve the Settlement at or after the Settlement Hearing with such modification(s) as the Parties to the Stipulation may consent to, and to enter a Final Order, and order the payment of attorneys’ fees and expenses.

9. The Court appoints Garden City Group (the “Settlement Notice Administrator”) to

mail the Notice and publish the Summary Notice under the supervision of Sino Gas' Counsel, as more fully set forth below.

10. No later than fourteen (14) business days after the entry of this Order (the "Notice Date") and at least forty-five (45) days before the Settlement Hearing, the Settlement Notice Administrator shall cause a copy of the Notice, substantially in the form attached as Exhibit C to the Stipulation, to be mailed by first-class mail or more expedient means to all former holders of Sino Gas common stock who were record holders in the period from and including April 3, 2014 through November 26, 2014, at their last known address appearing in records maintained by or on behalf of Sino Gas, or its successors-in-interest, or who otherwise may be identified through further reasonable effort.

11. The Notice, Stipulation, and Court Orders concerning the Settlement shall be posted on a Sino Gas Settlement Website identified in the Notice to be created by the Settlement Notice Administrator.

12. All reasonable costs and expenses incurred in providing such notice to the Class as provided for in paragraphs 10 and 11 shall be paid as provided in the Stipulation.

13. The Settlement Notice Administrator shall ask record owners who were not also the beneficial owners of the common stock of Sino Gas during the Class Period to forward the Notice to the beneficial owners of those shares. The Settlement Notice Administrator shall use reasonable efforts to give notice to such beneficial owners by (i) making additional copies of the Notice available to any record holder who, prior to the Settlement Hearing, requests the same for distribution to beneficial owners, or (ii) mailing additional copies of the Notice to beneficial owners as reasonably requested by record holders who provide names and addresses for such

beneficial owners.

14. The form and method of notice specified herein is the best notice practicable and shall constitute due and sufficient notice of the Settlement Hearing to all persons entitled to receive such a notice, and fully satisfies the requirements of due process, Rule 23 of the Utah Rules of Civil Procedure, and applicable law. Defendants' Counsel shall, no less than ten (10) business days before the Settlement Hearing directed herein, file with the Court an appropriate affidavit with respect to the preparation and mailing of the Notice to the Settlement Class and the publication of the Notice pursuant to paragraphs 10 and 11 herein.

15. All proceedings in the Action, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement, are hereby stayed and suspended until further order of this Court. Pending the Court's determination as to final approval of the Settlement, Plaintiffs, Class Counsel, and all members of the Class, or any of them, are barred and enjoined from commencing, prosecuting, instigating, or in any way participating in the commencement or prosecution of any other Action to the extent it asserts any Released Claim against any of the Released Parties.

16. Any member of the Class may enter an appearance in the Action, at his, her, or its own expense, individually or through counsel of their own choice. If they do not enter an appearance, they will be represented by Class Counsel.

17. Class Counsel shall file and serve their brief in support of the Settlement and their application for attorneys' fees and expenses, and any supporting documents, twenty-one (21) days before the Settlement Hearing.

18. Any Class Member who objects to the Settlement, the Final Order to be entered in

the Action, and/or Plaintiffs' Counsel's application for attorneys' fees and expenses, must, no later than fourteen (14) days prior to the Settlement Hearing, file with the Court a written statement that: (i) identifies the cases known as *Berkowitz v. Sino Gas International Holdings, Inc.*, Civil No. 140902517 and *Porretti v. Liu*, Civil No. 140902654; (ii) includes the Class Member's name, address, telephone number, and, if represented, the name, address and telephone number of their counsel; (iii) includes proof of membership in the Class; (iv) includes the basis for the objection; and (v) is signed by the Class Member. Such objection shall also be served by e-filing, hand or overnight mail on the following counsel of record:

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LIFSHITZ & MILLER
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19. No person will be entitled to object to the approval of the Settlement, the certification of the Action as a class, the Final Order to be entered in the Action, any award of attorneys' fees and expenses to Plaintiffs' Counsel, or otherwise to be heard, except by serving and filing written objections as described in paragraph 18 above.

20. Any Class Member who fails to object in the manner described in paragraph 18 above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection in the Action or any other proceeding, or otherwise contesting the Settlement or Plaintiffs' Counsel's application for attorneys' fees, and shall be bound by the Final Order to be entered and the releases to be given.

21. Any reply in support of the Settlement and/or in response to any objections must be filed two (2) business days prior to the Settlement Hearing.

22. If the Court approves the Settlement following the Settlement Hearing, a Final Order will be entered as described in the Stipulation.

23. If the Court fails to enter the Final Order or fails to dismiss with prejudice the Released Claims as to all members of the Class, and unless counsel for each of the Parties, within 10 (ten) business days from such decision, agrees in writing to present to the Court for approval a modification to the Stipulation to which all Parties in their sole judgment and discretion may agree:

a. the Stipulation (including Exhibits thereto) shall be null and void and of no force and effect;

b. the Parties shall be deemed to have excused performance of any obligation owed to or by any Party pursuant to any orders that may have been entered by the Court in

connection with the Stipulation (including Exhibits thereto); and

c. the Parties shall be deemed to be in the position they were in prior to the execution of the Stipulation, and the statements made in connection with the negotiation of the Stipulation, the Exhibits to the Stipulation and the Settlement shall not be deemed to prejudice in any way the positions of the Parties with respect to the claims asserted in the Action, or to constitute an admission of wrongdoing by any Party, and shall not be used nor entitle any Party to recover any fees, costs or expenses incurred in connection with the Action.

24. The Released Parties shall have no responsibility for any application for attorneys' fees, costs, or expenses submitted by Plaintiffs' Counsel, and such matters will be considered separately from the fairness, reasonableness, and adequacy of the Settlement.

25. At or after the Settlement Hearing, the Court shall determine whether any application for attorneys' fees, costs, and expenses, should be approved.

26. The Court may, for good cause, extend any of the deadlines set forth in this Order without further notice to Class Members.

******END OF ORDER******

In accordance with the Utah State District Court eFiling standards No 4, and URCP 10(e), this Order does not bear the handwritten signature of the Judge, but instead displays an electronic signature at the upper-righthand corner of the first page of this Order along with the court's seal and the date and time the Order was executed.