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(Incorporated in the Cayman Islands with limited liability) (Stock Code: 2688) (Website: www.xinaogas.com)

ANNOUNCEMENT

UNUSUAL PRICE AND VOLUME MOVEMENTS

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The board of directors (the "**Board**") of XinAo Gas Holdings Limited (the "**Company**",) has noted the decrease in the trading price and increase in trading volume of the shares of the Company today and wishes to state that it is not aware of any reasons for such movements save as disclosed below.

The Board has noted that an online article contains allegations that the XinAo Group and Mr. Yang Yu (a former director of the Company) were involved in bribery and the Board considers such allegations to be untrue and unfounded and denies such allegations.

The Board confirms that save as disclosed above, it is not aware of any reasons for the decrease in the trading price and increase in the trading volume of the shares of the Company; and there are no negotiations or binding agreements relating to intended acquisitions or realisations of assets or other transactions which are discloseable under Rule 13.23 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), nor is it aware of any matter discloseable under the general obligation imposed by Rule 13.09 of the Listing Rules, which is or may be of a price-sensitive nature.

This announcement is made by the order of the Board, the directors of which individually and jointly accept responsibility for the accuracy of this announcement.

Hong Kong, 2 June 2010

By Order of the Board XinAo Gas Holdings Limited CHENG Chak Ngok Executive Director and Company Secretary

As at the date of this announcement, the Board comprises the following directors:

Executive Directors: Mr. Wang Yusuo (Chairman) Mr. Cheung Yip Sang (Chief Executive Officer) Mr. Zhao Jinfeng Mr. Yu Jianchao Mr. Cheng Chak Ngok Mr. Liang Zhiwei Ms. Zhai Xiaogin

Non-executive Directors: Ms. Zhao Baoju Mr. Jin Yongsheng

Independent Non-executive Directors: Mr. Wang Guangtian Ms. Yien Yu Yu, Catherine Mr. Kong Chung Kau