

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	31/10/2009
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To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Xinao Gas Holdings Limited
Date Submitted	02/11/2009

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>2688</u> Descri	ption : Ordinary	Shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	3,000,000,000	HKD0.1	HKD300,000,000
Increase/(decrease)	Nil		Nil
Balance at close of the month	3,000,000,000	HKD0.1	HKD300,000,000
(2) Stock code : <u>N/A</u> Descri	ption :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

# 2. Preference Shares

Stock code :	N/A	Description :			
		No.	of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	of preceding	month			
Increase/(decreas	se)				
Balance at close	of the month	L			

### 3. Other Classes of Shares

Stock code : <u>N/A</u> Descrip	otion :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

Total authorised share capital at the end of the month (State<br/>currency) :HKD300,000,000

## II. Movements in Issued Share Capital

	No. of ordi	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	1,050,149,397	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	1,050,149,397	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

	Share Options (under	Share Option	Schemes of the	Issuer)			
including EGM approval date (dd/mm/yyyy) and class of shares issuable       the month pursuant issued pursuant th as at close of the n issued pursuant the as a							No. of new shares of
approval date (dd/mn/yyyy) and class of shares issuable       Movement during the month       thereto       as at close of the n         1. Share option scheme (the "2002 Scheme") approved at EGM held on (21/05/2002)       Nil       Nil       Nil       Nil       Nil         2.							issuer which may be
(dd/mm/yyyy) and class of shares issuable       Granted       Exercised       Cancelled       Lapsed         1. Share option       Nil       Nil       Nil       Nil       Nil       Nil         scheme (the "2002       Scheme") approved       at EGM held on (21/05/2002)       Ordinary shares						_	
class of shares       Granted       Exercised       Cancelled       Lapsed         1. Share option       Nil       Nil       Nil       Nil       Nil       Nil         scheme (the "2002       Scheme") approved       at EGM held on       Image: Constraint of the scheme (the "2002)       Image: Constraint of the scheme (the "2002)       Image: Constraint of the scheme (the "2002)         Scheme") approved       Image: Constraint of the scheme (the "2002)       Image: Constraint of the scheme (the			Movement duri	ng the month		thereto	as at close of the month
issuable       Granted       Exercised       Cancelled       Lapsed         1. Share option       Nil       Nil       Nil       Nil       Nil       Nil         scheme (the "2002       Scheme") approved       at EGM held on	(dd/mm/yyyy) and					-	
1. Share option       Nil       NiA       Nil       NiA       NiA <td></td> <td>~ .</td> <td></td> <td>~</td> <td></td> <td></td> <td></td>		~ .		~			
scheme (the "2002         Scheme") approved         at EGM held on         (21/05/2002)         Ordinary shares         (Note 1)         2.         (Note 1)         3.         (I)         3.         (I)         shares         (Note 1)         3.         (I)         shares         (Note 1)         3.         (Note 1)         Shares         (Note 1)         Total A. (Ordinary shares)         (Note 1)         Total A. (Ordinary shares)         (N/A)         (Other class)         N/A         Total funds raised during the month from exercise of							
Scheme") approved at EGM held on (21/05/2002) Ordinary shares (Note 1)		Nil	Nil	Nil	Nil	Nil	Nil
at EGM held on (21/05/2002) Ordinary shares (Note 1)	scheme (the "2002						
<sup>(21/05/2002)</sup> Ordinary shares         (Note 1)         2.	Scheme") approved						
Ordinary shares	at EGM held on						
(Note 1)         2.	(21/05/2002)						
(Note 1)         2. $(/ / /)$ $shares$ $(Note 1)$ 3. $(/ / /)$ $shares$ $(Note 1)$ Total A. (Ordinary shares) $(Note 1)$ Total A. (Ordinary shares) $(N/A)$ $(Note 1)$ Total funds raised during the month from exercise of	Ordinary shares						
$ \begin{array}{c} 2. \\ \hline \\ \hline$							-
$ \frac{\boxed{( / / )}{\text{shares}}}{\frac{( / / )}{\text{shares}}} = \frac{1}{( / / )} = \frac{1}{( $	(						
$ \frac{\boxed{( / / )}{\text{shares}}}{\frac{( / / )}{\text{shares}}} = \frac{1}{( / / )} = \frac{1}{( $	2						
(Note 1)         3.							
(Note 1)         3.							
(Note 1)         3.							
$ \frac{(Note 1)}{3.} \\ \frac{3.}{(Note 1)} \\ \frac{(/ / )}{shares} \\ (Note 1) \\ Total A. (Ordinary shares) \\ (Preference shares) \\ (Other class) \\ N/A \\ (Other class) \\ N/A $ Total funds raised during the month from exercise of							
(Note 1)         3.							
$\frac{3.}{(/ / )}$ $\frac{(/ / )}{\text{shares}}$ $\frac{1}{(Note 1)}$ Total A. (Ordinary shares) Nil (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of							
	(Note 1)						
(Note 1)       Total A. (Ordinary shares)       Nil         (Preference shares)       N/A         (Other class)       N/A         Total funds raised during the month from exercise of       N/A	<u>3.</u>						
(Note 1)       Total A. (Ordinary shares)       Nil         (Preference shares)       N/A         (Other class)       N/A         Total funds raised during the month from exercise of       N/A							
(Note 1)       Total A. (Ordinary shares)       Nil         (Preference shares)       N/A         (Other class)       N/A         Total funds raised during the month from exercise of       N/A							
(Note 1)       Total A. (Ordinary shares)       Nil         (Preference shares)       N/A         (Other class)       N/A         Total funds raised during the month from exercise of       N/A							
(Note 1)       Total A. (Ordinary shares)       Nil         (Preference shares)       N/A         (Other class)       N/A         Total funds raised during the month from exercise of       N/A	( / / )						
(Note 1)       Total A. (Ordinary shares)       Nil         (Preference shares)       N/A         (Other class)       N/A         Total funds raised during the month from exercise of       N/A	shares						
Total A. (Ordinary shares)       Nil         (Preference shares)       N/A         (Other class)       N/A         Total funds raised during the month from exercise of       N/A							
(Preference shares)       N/A         (Other class)       N/A         Total funds raised during the month from exercise of       N/A	( ,		Тс	otal A. (Ordin	ary shares)	Nil	
(Other class)       N/A         Total funds raised during the month from exercise of       N/A			10		•		
Total funds raised during the month from exercise of							
	Total funds raised dur	ing the month	from avaraise a		5 (10) (1000)	1 1/ / 1	
			i nom exercise o	21	Nil		
	options (state current	·y)			1111		

Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>					
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
2. N/A					
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
<u>3. N/A</u>					
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
4. N/A					
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
	Tota	(Preferen	ary shares)	N/A	
		(0	Other class)	N/A	

#### For Main Board and GEM listed issuers

Convertibles (i.e. Convertible i	nto Shares of the I	ssuer which are to	be Listed)			
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>						
<u>Steple on de ('f listed)</u>			<u></u> .		·	
Stock code (if listed)						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy))						
<u>2. N/A</u>						
Stock code (if listed)					·	
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / / )					
3. N/A	· · · · · · · · · · · · · · · · · · ·					
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )					
<u>4. N/A</u>						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
((((), (()))) ((), ())) (()) ((), ())) (()) ((), ())) (()) (())) (()) (()) (())) (()) (()) (()) (())) (())	( ' ' )		Total C. (Ordir	ary shares)	N/A	
			(Prefere	ence shares)	N/A	-
			(0	Other class)	N/A	

For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	thereto	as at close of the month
1. <u>N/A</u>		
	-	
shares (Note 1)	-	
2. N/A		
( / / ) shares (Note 1)		
3. N/A		
3. <u>IVA</u>	-	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A N/A	
(Other class)	N/A	

I. Rights issue       At price : State currency       Issue and allotment $(///)$ I. Rights issue       At price : State currency       Issue and allotment $(///)$ EGM approval date: $(///)$ (d/mm/yyyy)       EGM approval date:         2. Open offer       At price : State currency         Issue and allotment $(///)$ Issue and allotment $(///)$ (d/mm/yyyy)       EGM approval date:         (d/mm/yyyy)       EGM approval date: <t< th=""><th>shares of ed issuer which e may be issued</th><th>No. of new shares of issuer issued during the month pursuant thereto</th><th></th><th></th><th>Issued Share Capital</th><th>Type of Issue</th><th></th></t<>	shares of ed issuer which e may be issued	No. of new shares of issuer issued during the month pursuant thereto			Issued Share Capital	Type of Issue	
1. Rights issue       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(///)$ 2. Open offer       At price : State currency       Class of shares issuable $N/A$ $N/A$ 2. Open offer       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(///)$ 3. Placing       At price : State currency       Class of shares issuable $N/A$ $N/A$ 3. Placing       At price : State currency       Class of shares issuable $N/A$ $N/A$ $(Mote I)$ Issue and allotment ( $///)$ $(///)$ $(///)$ 3. Placing       At price : State currency       Class of shares issuable $N/A$ $N/A$ $(Mote I)$ Issue and allotment ( $///)$ $(///)$ $(///)$ 3. Placing       At price : State currency       Issue and allotment ( $///)$ $(///)$ 4. Bonus issue       State       Issue and allotment ( $///)$ $(///)$			<u>N/A</u>				
EGM approval date: $(//)$ (dd/mm/yyyy) 2. Open offer At price : State currency Class of shares issuable $\underline{N/A}$ (Note 1) Issue and allotment $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$ (//) (dd/mm/yyyy) Class of shares issuable $\underline{N/A}$ (Note 1) 3. Placing At price : State currency EGM approval date: $(//)$ (//) EGM approval date: $(//)$			( / / )	Issue and allotment	At price : State	Rights issue	1.
2. Open offer       At price : $\frac{State}{currency}$ Issue and allotment $(///)$ Begin approval date: $(///)$ $(///)$ Class of shares issuable $\frac{N/A}{(Note 1)}$ Class of shares issuable $\frac{N/A}{(Mm/yyyy)}$ Begin approval date: $(///)$ Class of shares issuable $\frac{N/A}{(Mm/yyyy)}$ Class of shares issuable $\frac{N/A}{(Mm/yyyy)}$ Class of shares issuable $\frac{N/A}{(Mm/yyyy)}$ EGM approval date: $(///)$ GM approval date: $(///)$ Class of shares issuable $\frac{N/A}{(Mm/yyyy)}$ EGM approval date: $(///)$ GM approval date: $(///)$ State $N/A$ Issue and allotment $(///)$			( / / )	EGM approval date:			
2. Open offer       At price : $\frac{State}{currency}$ Issue and allotment $(///)$ Begin approval date: $(///)$ $(///)$ Class of shares issuable $\frac{N/A}{(Note 1)}$ 3. Placing       At price : $\frac{State}{currency}$ Issue and allotment $(Mote 1)$ Issue and allotment $(///)$			N/A				
<ul> <li>2. Open oner At price : currency date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy) 3. Placing At price : State currency Issue and allotment ( / / ) EGM approval date: ( / / ) ( dd/mm/yyyy) EGM approval date: ( / / ) EGM approval date: ( / / ) ( dd/mm/yyyy) EGM approval date: ( / / ) EGM approval date: ( / / ) ( dd/mm/yyyy) EGM approval date: ( / / ) EGM approval date: ( / / ) ( dd/mm/yyyy) EGM approval date: ( / / ) EGM approval date: ( / ) EGM approval d</li></ul>			<u>N/A</u>				
3. Placing       At price : State currency       Class of shares issuable $N/A$ (Note 1)       Issue and allotment (///)         EGM approval date: (///)       EGM approval date: (//)         (dd/mm/yyyy)       EGM approval date: (//)         Class of shares issuable       N/A         (dd/mm/yyyy)       EGM approval date: (//)         (dd/mm/yyyy)       EGM approval date: (//)         Issue and allotment       (//)         Issue and allotment       (///)			( / / )			Open offer	2.
3. Placing       At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment       ( / / )         Bornus issue       Glass of shares issuable       N/A         Class of shares issuable       N/A         (Note 1)       Issue and allotment         Image: State currency       Image: State currency         Image: State cu			(//)				
3. Placing       At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment       ( / / )         Bornus issue       Glass of shares issuable       N/A         Class of shares issuable       N/A         (Note 1)       Issue and allotment         Image: State currency       Image: State currency         Image: State cu			N/A	Class of shares issuable			
EGM approval date: ( / / ) (dd/mm/yyyy) Class of shares issuable <u>N/A</u> ( <i>Note 1</i> ) 4. Bonus issue Issue and allotment ( / / )							
Class of shares issuable <u>N/A</u> ( <i>Note 1</i> ) ( <i>Note 1</i> ) ( <i>Note 1</i> )			( / / )	Issue and allotment date : (dd/mm/yyyy)	At price : State	Placing	3.
( <i>Note 1</i> ) 4 Bonus issue ( / / )			( / / )				
( <i>Note 1</i> ) 4 Bonus issue Issue ( / / )							
14 BODUS ISSUE			<u>N/A</u>				
date : (dd/mm/yyyy)			( / / )	Issue and allotment date : (dd/mm/yyyy)		Bonus issue	4.
EGM approval date: ( / / ) (dd/mm/yyyy)			( / / )				

	Type of Issue	F	For Main I	Boai	rd and GEM lis No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
		Class of shares issuable ( <i>Note 1</i> )	<u>N/A</u>			
5.	Scrip dividend At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
		Class of shares repurchased ( <i>Note 1</i> )	N/A			
6.	Repurchase of shares	Cancellation date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
		Class of shares redeemed ( <i>Note 1</i> )	<u>N/A</u>			
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
		Class of shares issuable (Note 1)	<u>N/A</u>			
8.	Consideration issue At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		

		For Main Board and GEM listed issuers			
	Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable <u>N/A</u> (Note 1)	-	
9.	Capital reorganisation		Issue and allotment ( / / ) date : (dd/mm/yyyy)	)	
			EGM approval date: ( / / ) (dd/mm/yyyy)	)	
			Class of shares issuable <u>N/A</u> (Note 1)		
10.	Other (Please specify)	At price : State	Issue and allotment ( / / ) date : (dd/mm/yyyy)	)	
			EGM approval date: ( / / ) (dd/mm/yyyy)	)	<u> </u>
			Total E. (Ordinary sha	res) N/A	
			(Preference sha (Other cl	res) N/A	- - -

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A	
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	-	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Is	sued Sha	ure Capital").)

Remarks	(if	any):
N/A		

N/A
Submitted by:Cheng Chak Ngok
Title: <u>Secretary</u>
(Director, Secretary or other duly authorised officer)
(Director, Secretary of other dury authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.