

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy) : | 31/05/2010 |
|------------------------------------|------------|
|------------------------------------|------------|

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Xinao Gas Holdings Limited | |
|----------------|----------------------------|--|
| Date Submitted | 04/06/2010 | |

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> Descrij | ption : | | |
|-------------------------------------|--------------------------------|----------------------------------|---|
| | 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
currency) :HKD300,000,000

II. Movements in Issued Share Capital

| | No. of ordinary 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 | | | | | | |
| ^(21/05/2002) 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: $(///)$ Image: $\frac{N/A}{(Mm/yyyy)}$ EGM approval date: $(///)$ Image: $\frac{N/A}{(Note 1)}$ Image: $\frac{N/A}{(Note 1)}$ | | | (/ /) | 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 | | | | |
| 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 | | | <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 |
|--|
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| |
| |
| |
| |
| 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.