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£ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

***Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.***

On March 6, 2012, China Natural Gas, Inc. (the “Company”) received a letter from The Nasdaq Stock Market (“Nasdaq”) indicating that the Nasdaq Hearings Panel has determined to deny the Company’s appeal for continued listing on Nasdaq, and that trading of the Company’s shares will be suspended effective at the open of business on Thursday, March 8, 2012. The Nasdaq Hearings Panel agreed with the Nasdaq Staff’s determination that continued listing should be denied based on Nasdaq’s broad discretionary authority contained in Nasdaq Listing Rule 5101.

The Company is considering at this time whether it will request that the Nasdaq Listing and Hearings Council review the decision of the Nasdaq Hearing Panel.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 8, 2012 China Natural Gas, Inc.

By: /s/ Bode Xu \_\_\_\_\_

Name: Bode Xu

Title: Chief Financial Officer