

China Natural Gas, Inc.
Form NT 10-K
April 02, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 12b-25
NOTIFICATION OF LATE FILING**

SEC FILE NUMBER 000-31539
CUSIP NUMBER 168910107

(Check One): ☒ Form 10-K ☐ Form 20-F ☐ Form 10-Q ☐ Form N-SAR

For Period Ended: December 31, 2006

- | | |
|-----------------------|---------------------------------|
| <input type="radio"/> | Transition Report on Form 10-K |
| <input type="radio"/> | Transition Report on Form 20-F |
| <input type="radio"/> | Transition Report on Form 11-K |
| <input type="radio"/> | Transition Report on Form 10-Q |
| <input type="radio"/> | Transition Report on Form N-SAR |

For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I -- REGISTRANT INFORMATION

Full Name of Registrant

CHINA NATURAL GAS, INC.

Former Name if Applicable

19th Floor, Building B, Van Metropolis
Tang Yan Road, Hi-Tech Zone

Address of Principle Executive Office (*Street and Number*)

Xian, Shaanxi Province, People's Republic of China

City, State and Zip Code

PART II -- RULES 12B-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant

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to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- ☒ (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K or Form N-SAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
-

PART III--NARRATIVE

State below in reasonable detail why forms 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Company is still awaiting completion of its financial statements for fiscal year ending December 31, 2006 in order to properly prepare a complete and accurate Form 10-KSB. The Company has been unable to receive this data in a timely manner without unreasonable effort and expenses. For the foregoing reason, the Company requires additional time in order to prepare and file its annual report on Form 10-KSB for the fiscal year ended December 31, 2006.

PART IV--OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Alisande M. Rozynko
(Name)

415
(Area Code)

955-8900
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

☒ Yes
☐ No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

☐ Yes ☒ No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

China Natural Gas, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 2, 2007

By: /s/ Qinan Ji

Qinan Ji
Chief Executive Officer

INSTRUCTION: The form may be signed by an executive officer or the registrant or by any other duly authorized

representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.