

China Natural Gas, Inc.  
Form 8-K  
September 26, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): September 20, 2006

**CHINA NATURAL GAS, INC.**  
(Exact name of registrant as specified in its charter)

|                                                                                            |                                              |                                                                 |
|--------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------------------------------|
| <b>Delaware</b><br>(State or other jurisdiction<br>of<br>incorporation or<br>organization) | <b>000-31539</b><br>(Commission File Number) | <b>98-0231607</b><br>(I.R.S. Employer<br>Identification Number) |
|--------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------------------------------|

Tang Xing Shu Ma Building, Suite 418  
Tang Xing Road  
Xian High Tech Area  
Xian, Shaanxi Province  
China  
(Address of principal executive offices) (zip code)

86-29-88323325  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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

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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On September 20, 2006, Bo Chen tendered his resignation as a member of the Board of Directors of China Natural Gas, Inc. (the “Company”) to focus on his company. Subsequent to the foregoing resignation, at a meeting of the Board of Directors held on September 22, 2006, Zhiqiang Wang was appointed to serve as Vice Chairman of the Board of Directors to replace Mr. Chen as an independent director.

Mr. Wang was former head of energy industry regulations from 1992 to 2002 as well as the Vice Mayor of the city of Xi’An, China’s largest western city with a population of 8 million, in which position he was in charge of regulating and licensing the city’s energy and natural gas businesses. Prior to his retirement in 2004, Mr. Wang was the Chief Executive Officer of Xi’An Municipal Government Construction Company from 2002, where he was in charge of the city’s major construction projects. Since 2004, Mr. Wang has been an independent advisor to the management of the Company. Mr. Wang graduated from the Northwest College of Law in 1962.

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**SIGNATURES**

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

**CHINA NATURAL GAS, INC.**

Date: September 26, 2006

By: /s/ Qinan Ji

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Qinan Ji  
Chief Executive Officer