

Yang Xiang Dong
Form 3
November 10, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Yang Xiang Dong

(Last) (First) (Middle)

C/O ABAX GLOBAL CAPITAL
(HONG KONG) LTD.,Â S6708,
67F, 2 INTL FIN CTR, 8
FINANCE ST

(Street)

CENTRAL HONG
KONG,Â K3Â SAR

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/29/2008

3. Issuer Name **and** Ticker or Trading Symbol
China Natural Gas, Inc. [CHNG]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

None

0

D Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

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			(Instr. 4)		Price of	Derivative	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Warrants	01/29/2008 ⁽¹⁾	01/29/2015 ⁽¹⁾	Common Stock	2,900,000	\$ 7.3652 ⁽¹⁾	I ⁽²⁾	See footnote ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yang Xiang Dong C/O ABAX GLOBAL CAPITAL (HONG KONG) LTD. S6708, 67F, 2 INTL FIN CTR, 8 FINANCE ST CENTRAL HONG KONG, K3 SAR	^	^ X	^	^
Abax Lotus Ltd. C/O ABAX GLOBAL CAPITAL (HONG KONG) LTD. S6708, 67F, 2 INTL FIN CTR, 8 FINANCE ST CENTRAL HONG KONG, K3 SAR	^	^ X	^	^
Abax Global Opportunities Fund C/O ABAX GLOBAL CAPITAL (HONG KONG) LTD. S6708, 67F, 2 INTL FIN CTR, 8 FINANCE ST CENTRAL HONG KONG, K3 SAR	^	^ X	^	^
Abax Arhat Fund C/O ABAX GLOBAL CAPITAL (HONG KONG) LTD. S6708, 67F, 2 INTL FIN CTR, 8 FINANCE ST CENTRAL HONG KONG, K3 SAR	^	^ X	^	^
Abax Upland Fund LLC C/O ABAX GLOBAL CAPITAL (HONG KONG) LTD. S6708, 67F, 2 INTL FIN CTR, 8 FINANCE ST CENTRAL HONG KONG, K3 SAR	^	^ X	^	^
Abax Global Capital C/O ABAX GLOBAL CAPITAL (HONG KONG) LTD. S6708, 67F, 2 INTL FIN CTR, 8 FINANCE ST CENTRAL HONG KONG, K3 SAR	^	^ X	^	^
Abax Claremont Ltd. C/O ABAX GLOBAL CAPITAL (HONG KONG) LTD. S6708, 67F, 2 INTL FIN CTR, 8 FINANCE ST CENTRAL HONG KONG, K3 0000000000	^	^ X	^	^

Signatures

/s/ Xiang Dong Yang

11/09/2009

Signature of Reporting Person

Date

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/s/ Xiang Dong Yang, Director of Abax Lotus Ltd.	11/09/2009
__Signature of Reporting Person	Date
/s/ Xiang Dong Yang, Director of Abax Global Opportunities Fund	11/09/2009
__Signature of Reporting Person	Date
/s/ Xiang Dong Yang, Director of Abax Arhat Fund	11/09/2009
__Signature of Reporting Person	Date
/s/ Xiang Dong Yang, Director of Abax Upland Fund LLC	11/09/2009
__Signature of Reporting Person	Date
/s/ Xiang Dong Yang, Director of Abax Global Capital	11/09/2009
__Signature of Reporting Person	Date
/s/ Xiang Dong Yang, Director of Abax Claremont Ltd.	11/09/2009
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Abax Lotus Ltd. owns Warrants to purchase Common Stock. The Warrants are exercisable, at any time, for the Issuer's common stock (the "Common Stock"). The initial exercise price for each share of Common Stock is \$7.3652 subject to adjustment pursuant to the terms of the Warrant Agreement governing the Warrants but in no event less than \$3.6826 per share of Common Stock (all dollar prices being subject to proportional adjustment for stock splits, combinations and the like). The Warrants expire on January 29, 2015.

(2) Abax Lotus Ltd. beneficially owns the Warrants directly. Such Warrants may be deemed to be beneficially owned indirectly by: Abax Global Opportunities Fund (the "Fund"), which is the sole shareholder of Abax Lotus Ltd.; Abax Arhat Fund ("Arhat") and Abax Upland Fund LLC ("Upland"), each of which owns 50% of the Fund; Abax Global Capital (the "Arhat Shareholder"), which is the sole shareholder of Arhat; Abax Claremont Ltd. (the "Upland Managing Member"), which is the managing member of Upland; and Mr. Yang, who is the controlling member of the Arhat Shareholder and the Upland Managing Member. Each of the Reporting Persons disclaims beneficial ownership except to the extent of its or his pecuniary interest therein.

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Remarks:

Remarks:Â ExhibitÂ 99.1Â (JointÂ FilerÂ Information)Â isÂ incorporatedÂ hereinÂ byÂ reference.Â AbaxÂ LotusÂ Ltd.Â Â rightsÂ agreementÂ withÂ certainÂ shareholdersÂ ofÂ theÂ Issuer,Â andÂ ifÂ theyÂ areÂ deemedÂ toÂ beÂ aÂ "group"Â Â arrangement,Â suchÂ groupÂ mayÂ beÂ deemedÂ aÂ greaterÂ thanÂ 10%Â owner.Â TheÂ ReportingÂ PersonsÂ expresÂ Â ownershipÂ ofÂ theÂ securitiesÂ ofÂ theÂ IssuerÂ thatÂ areÂ ownedÂ byÂ suchÂ shareholders.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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