

Edgar Filing: CHINA WIRELESS COMMUNICATIONS INC - Form 10KSB/A

CHINA WIRELESS COMMUNICATIONS INC
Form 10KSB/A
April 22, 2004

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

FORM 10-KSB/A
AMENDMENT NO. 1

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2003

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 333-49388

CHINA WIRELESS COMMUNICATIONS, INC.

(Name of small business issuer in its charter)

Nevada

91-1966948

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

1746 Cole Boulevard, Suite 225, Golden, Co 80401-3210

(Address of principal executive offices) (Zip Code)

Issuer's telephone number: 303-277-9968

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act: None

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Check if no disclosure of delinquent filers in response to Item 405 of Regulation S-B is contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

State issuer's revenues for its most recent fiscal year: \$35,372

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of a specified date within the past 60 days: \$ 18,693,150 as of April 7, 2004

State the number of shares outstanding of each of the issuer's classes of common

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equity, as of the latest practicable date: 29,208,048 as of April 7, 2004.

Transitional Small Business Disclosure Format (Check one): Yes [] No [X]

EXPLANATORY NOTE

China Wireless Communications, Inc. is filing this amendment to its annual report on Form 10-KSB for the year ended December 31, 2003 solely for the purpose of revising the List of Exhibits in Item 15(c) of the Form 10-KSB, filing certain exhibits and revising the Exhibit Index. As originally filed, the List of Exhibits inadvertently omitted certain documents. The List of Exhibits contained herein includes the exhibits required by Item 601 of Regulation S-B for a Form 10-KSB filing, and documents not incorporated by reference are filed as exhibits herewith as reflected in the Exhibit Index.

ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K.

(a) Exhibits:

| Regulation S-B Number | Exhibit |
|--------------------------|--|
| 2.1 | Share Exchange Agreement dated as of March 17, 2003 by and between i-Track, Inc. and Strategic Communications Partners, Inc. (1) |
| 3.1 | Articles of Incorporation (2) |
| 3.2 | Bylaws (2) |
| 3.3 | Certificate of Amendment to Articles of Incorporation (3) |
| 10.1 | Promissory Note, dated June 27, 2003 in the amount of \$20,000, payable to Henry Zaks. |
| 10.2 | Promissory Note, dated July 31, 2003 in the amount of \$30,000, payable to Henry Zaks. |
| 10.3 | Investment Contract between Goldvision Technologies Ltd and SCP dated December 18, 2002. (4) |
| 10.4 | Extension Agreement to Investment Contract between Goldvision Technologies Ltd. and the Company dated August 5, 2003. |
| 10.5 | Employment Agreement dated March 25, 2003 with Phillip Allen. (4) |
| 10.6 | Employment Agreement dated March 25, 2003 with Brad A. Woods. (4) |
| 10.7 | Separation & Voting Trust Agreement with Philip Allen. |
| 10.8 | Agreement between the Company and Bellador Advisory Services, Ltd. dated October 22, 2003. |
| Regulation | |

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| S-B Number | Exhibit |
|------------|---|
| 10.9 | Agreement between the Company and China Netcom Group Beijing Company dated September 1, 2003. |
| 16.2 | Letter from Edwards, Melton, Ellis, Koshiw & Company, P.C. dated January 20, 2003. (5) |
| 16.3 | Letter from the Rehmann Group, dated February 19, 2003. (6) |
| 16.4 | Letter from Moores Rowland, dated May 14, 2003. (7) |
| 21* | Subsidiaries of the registrant |
| 31.1* | Certification Pursuant to Rule 13A-14 or 15D-14 of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1* | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

* Previously Filed

- (1) Incorporated by reference to the exhibits to the registrant's current report on Form 8-K dated March 17, 2003.
- (2) Incorporated by reference from the exhibits to the Registration Statement on Form SB-1 filed on November 6, 2000, File No. 333-49388.
- (3) Incorporated by reference to the exhibits to the registrant's current report on Form 8-K dated March 22, 2003.
- (4) Incorporated by reference to the exhibits to the registrant's annual report on Form 10-KSB for the year ended December 31, 2002.
- (5) Incorporated by reference to the exhibits to the registrant's current report on Form 8-K dated January 20, 2003.
- (6) Incorporated by reference to the exhibits to the registrant's current report on Form 8-K dated February 19, 2003.
- (7) Incorporated by reference to the exhibits to the registrant's current report on Form 8-K dated May 14, 2003.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CHINA WIRELESS COMMUNICATIONS, INC.

Date: April 22, 2004

By: /s/ BRAD WOODS

Brad Woods
Interim President (Principal Executive
Officer) and Chief Financial Officer
(Principal Financial and Accounting
Officer)

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

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| Signature | Title | Date |
|---|---|----------------|
| /s/ BRAD WOODS ----- Brad Woods | Interim President (Principal Executive Officer) and Chief Financial Officer (Principal Financial and Accounting Officer) | April 22, 2004 |
| /s/ HENRY ZAKS ----- Henry Zaks | Director | April 22, 2004 |
| /s/ ALLAN RABINOFF ----- Allan Rabinoff | Director | April 22, 2004 |