

CHINA NORTH EAST PETROLEUM HOLDINGS LTD  
Form NT 10-Q  
November 15, 2004

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

Form 12b-25

**NOTIFICATION OF LATE FILING**

(Check one) \_\_\_ Form 10-K \_\_\_ Form 20-F \_\_\_ Form 11-K  Form 10-Q \_\_\_ Form N-SAR \_\_\_ Form N-CSR

For the quarter ended: September 30, 2004

- ( ) Transition Report on Form 10-K
- ( ) Transition Report on Form 20-F
- ( ) Transition Report on Form 11-K
- ( ) Transition Report on Form 10-Q
- ( ) Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_.

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

**CHINA NORTH EAST PETROLEUM HOLDINGS LIMITED**

Full name of registrant

Nevada

033-02441-D

87-0638750

(State of Incorporation)

(Commission File No.)

(IRS Employer Identification No.)

Room 3505-06, 35F Edinburgh Tower

The Landmark

15 Queen s Road Central

Hong Kong

(Address of principal executive offices)

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

a. The reasons 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 on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR or portion thereof, will be filed on or before the 15th 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 the reasons why the Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR or the transition report or portion thereof, could not be filed within the prescribed time period:

The review of the financial statements has not yet been completed.

PART IV - OTHER INFORMATION

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

Lester Tay

852-2736-2111

Area Code and Phone 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 reports) been filed? If 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 NORTH EAST PETROLEUM HOLDINGS LIMITED**

(Name of Registrant as Specified in Charter)

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

By: /s/ Lester Tay

Acting Chief Executive Officer

Date: November 15, 2004