DEC 2 2 2004



SEC 1972 Potential persons who are to respond to the collection of information contained in this (6/99) form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

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

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2002

Estimated average burden hours per response... 1

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

3rd Floor, Goldlion Digital Network Center, 138 Tiyu Road East, Tianhe, Guangzhou P.R. China

SEC USE ONLY							
Prefix	and a second sec	Serial					
DAT	E RECEI	VED					

011-8620-3878-0286

Name of Offering (check if this is a Common Stock, par value \$.001 p		name has char	nged, and indicate	e change.)	
Filing Under (Check box(es) that apply): Type of Filing: [X] New Filing	[] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] <u>Rule 506</u>	[] Section 4(6)	[]ULOE PROCESSET DEC 23 2014
	A. BAS	IC IDENTIFICA	TION DATA	d allow little many many personal may person as the state of the state	P
Enter the information requested	l about the issuer				
Name of Issuer (check if this is an China World Trade Corporation	amendment and n	name has chang	ed, and indicate (change.)	Additional designation of the Conference of the
Address of Executive Offices	(Number and Stree	et, City, State, Z	ip Code) T	elephone Number ((Including Area Code)



Address of Principal Busine Code) (if different from Exe SAME		y, State, Zip Co	de) Telephone Number (Including Area
Brief Description of Busines Operator of (1) business cli insurance, and (3) business	ubs, (2) business travel services such as	s airline ticketing	g, hotel accommodations and travel
Type of Business Organiza	tion		
[X] corporation	[] limited partnership, alread	dy formed	[] other (please specify):
[] business trust	[] limited partnership, to be	formed	
	There are no secured to the second secure of the secure of	Month Yea	
Actual or Estimated Date of	f Incorporation or Organization:	[0][7][9][8] [] Actual [X] Estimated
Jurisdiction of Incorporation	n or Organization: (Enter two-letter U.S. CN for Canada; FN for oth		
GENERAL INSTRUCTION		whitehinde had not consider the consideration of the consideration of the consideration of the consideration of	
Federal:			
Who Must File: All issuers of CFR 230.501 et seq. or 15		ce on an exemp	otion under <u>Regulation D</u> or Section 4(6), 17
filed with the U.S. Securitie	s and Exchange Commission (SEC) on	the earlier of th	curities in the offering. A notice is deemed e date it is received by the SEC at the e on the date it was mailed by United States

registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

#*************************************	***************************************	**************************************	**************************************	**************************************	**************************************
Check Box(es) that Apply:	[] Promoter [X	Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last n Chi Hung Tsang	ame first, if individu	al)			
	ence Address (Num Digital Network Cel			ode) , Guangzhou P.R. Chi	na
Check Box(es) the Apply:	at [] Promoter []] Beneficial Owner	[X] Executive Officer		General and/or Managing Partner
Full Name (Last n John H.W. Hui	ame first, if individu	al)	romannen erreterreterreterreterreterreterret	maka maka ^{ara} ^{ara} aran Ambara da Al-Al-Al-Al-Al-Al-Al-Al-Al-Al-Al-Al-Al-A	
	ence Address (Nun Digital Network Ce			ode) , Guangzhou P.R. Chi	na
Check Box(es) the Apply:	at [] Promoter [X] Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last n Zeliang Chen	ame first, if individu	al)			oonnetroorgaggabbe illisens seepallerin men eegeseg til PP 2444 stelle illisens seemassicalaa a ^r kirootse
Business or Resid	lence Address (Nun Digital Network Ce	nber and Street nter, 138 Tiyu F	, City, State, Zip C Road East, Tianhe	ode) , Guangzhou P.R. Chi	na
Check Box(es) the Apply:	at [] Promoter []	Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last n Keith Yat Chor W	ame first, if individu	al)		dans an welcom the common and a selection of the common of	as a final and a sign of the common of an artist space appropriate in the control of a successful and a second
	lence Address (Nun Digital Network Ce			ode) , Guangzhou P.R. Chi	na
Check Box(es) the Apply:	at [] Promoter []	Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last n Luo Chao Ming	ame first, if individu	al)	т о од о <mark>од од о</mark>		andre and a second of the seco
	lence Address (Nur Digital Network Ce			ode) , Guangzhou P.R. Chi	na
Check Box(es) the Apply:	at [] Promoter []	Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner

Full Name (Last name first, if individual) Chan Chi Ming	
Business or Residence Address (Number and Street, City, State, Zip Code) 3 rd Floor, Goldlion Digital Network Center, 138 Tiyu Road East, Tianhe, Guar	ngzhou P.R. China
Check Box(es) that [] Promoter [] Beneficial [X] Executive [Apply: Owner Officer	X] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) Roy Cho Woon Wu	
Business or Residence Address (Number and Street, City, State, Zip Code) 3 rd Floor, Goldlion Digital Network Center, 138 Tiyu Road East, Tianhe, Guar	ngzhou P.R. China
Check Box(es) that [] Promoter [] Beneficial [] Executive [> Apply: Owner Officer	(] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) James H.C. Mak	0001-0001-0001-0001-0001-0001-0001-000
Business or Residence Address (Number and Street, City, State, Zip Code) 3 rd Floor, Goldlion Digital Network Center, 138 Tiyu Road East, Tianhe, Guar	ngzhou P.R. China
Check Box(es) that [] Promoter [] Beneficial [] Executive Apply: Owner Officer	(] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) Ringo Wing Hung Leung	
Business or Residence Address (Number and Street, City, State, Zip Code) 3 rd Floor, Goldlion Digital Network Center, 138 Tiyu Road East, Tianhe, Guar	ngzhou P.R. China
Check Box(es) that [] Promoter [] Beneficial [] Executive [> Apply: Owner	(] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) Xin Long Ye	
Business or Residence Address (Number and Street, City, State, Zip Code) 3 rd Floor, Goldlion Digital Network Center, 138 Tiyu Road East, Tianhe, Guar	ngzhou P.R. China
(Use blank sheet, or copy and use additional copies	of this sheet, as necessary.)
Chan Chi Ming Business or Residence Address (Number and Street, City, State, Zip Code) Proposed Foor, Goldlion Digital Network Center, 138 Tiyu Road East, Tianhe, Guangzhou P.R. China Check Box(es) that [] Promoter [] Beneficial Owner Officer [X] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Roy Cho Woon Wu Business or Residence Address (Number and Street, City, State, Zip Code) Proposed Foor, Goldlion Digital Network Center, 138 Tiyu Road East, Tianhe, Guangzhou P.R. China Check Box(es) that [] Promoter [] Beneficial Owner Officer [X] Director [] General and/or Managing Partner Full Name (Last name first, if individual) James H.C. Mak Business or Residence Address (Number and Street, City, State, Zip Code) Proposed Foor, Goldlion Digital Network Center, 138 Tiyu Road East, Tianhe, Guangzhou P.R. China Check Box(es) that [] Promoter [] Beneficial [] Executive [X] Director [] General and/or Managing Partner Check Box(es) that [] Promoter [] Beneficial [] Executive [X] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Standard Road First, if individual) Standard Road First, if Individual (Singo Wing Hung Leung Susiness or Residence Address (Number and Street, City, State, Zip Code) Proposed Floor, Goldlion Digital Network Center, 138 Tiyu Road East, Tianhe, Guangzhou P.R. China Check Box(es) that [] Promoter [] Beneficial [] Executive [X] Director [] General and/or Managing Partner Check Box(es) that [] Promoter [] Beneficial [] Executive [X] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Check Box(es) that [] Promoter [] Beneficial [] Executive [X] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Full Name (Last name first, if individual)	
Has the issuer sold, or does the issuer intend to sell, to non-accredited inv	PSTOTS IN THIS OTTERING?
Answer also in Appendix, Column 2, if filing un	nder ULOE.
2. What is the minimum investment that will be accepted from any individual	? None
3. Does the offering permit joint ownership of a single unit?	Yes No [X] []
4. Enter the information requested for each person who has been or will be pany commission or similar remuneration for solicitation of purchasers in confidence.	aid or given, directly or indirectly,

the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

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[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	DAX	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$1,450,000	\$1,450,000
[] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$1,450,000	\$1,450,000
Answer also in Appendix, Column 3, if filing under ULOE.	, ,, , , , , , , , , , , , , , , , , , ,	.,.,,
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		1
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	2	\$1,450,000
Non-accredited Investors	0	\$0.00
Total (for filings under Rule 504 only)	0	\$0.00
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Type of Security	Dollar Amount
Type of offering	• • • • • • • • • • • • • • • • • • • •	2010
Rule 505	None	\$0.00
Regulation A	None	\$0.00
Total	None	\$0.00
ı otal	None	\$0.00
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		\$
Printing and Engraving Costs		\$
Legal Fees	=	\$20,000
Accounting Fees		\$
Engineering Fees		\$
Sales Commissions (specify finders' fees separately)	[]	\$20,000
	•	

Total	[]\$4	0,000
b. Enter the difference between the aggregate offering price given in response to Part C - Q 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the 'adjusted gross proceeds to the issuer."		,410,000
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.		
	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[] \$	[] \$
Purchase of real estate	[]	[] \$
Purchase, rental or leasing and installation of machinery and equipment	[]	[] \$
Construction or leasing of plant buildings and facilities	[] \$	[] \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] \$	[]
Repayment of indebtedness	[] \$	[] \$
Working capital	[]	[] \$1,410,000
Other (specify):	[]	[] \$
	[]	[]

[]

[]\$1,410,000

Other Expenses (identify) Travel and professional organizations

Column Totals

Total Payments Listed (column totals added)

n	FF	DE	RΔ	I S	IGN	ΙΔΤ	URE	:

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
China World Trade Corporation	By:	12/18/04
Name of Signer (Print or Type)	Title of s	Signer (Print or Type)
John H.W. Hui	V CEO an	nd Vice Chairman

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of Yes No such rule?

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	<u> </u>		Date	
China World Trade Corporation	By:	M¢	mi	12/18/04	
Name of Signer (Print or Type)		Τi	e (Print or Type))	
John H.W. Hui	, man	CI	CEO and Vice Chairman		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to non-accinvestors (Part B-I	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X	_	_	-	_	<u> </u>		X
AK		Х	_	-	-	-	-		X
AZ	······································	X	_	-	_	-	-	Ì	Х
AR		X	-	-	-	-	-	Ì	X
CA		Х	-	-	-	-	-		Х
CO	TO THE REST OF THE PARTY OF THE PARTY.	X	_	-	-	_	-		X
СТ		X		-	_	_	-		X
DE		X	_	-	-	-	-		X
DC		X	-	-	-	-	-		X
FL		X	-	-	-	-	-		X
GA		X	_	-	-	-	-		X
Н	***************************************	<u> </u>	-	-	•	_			X
ID	*	X	_	_	-	_	-		X
IL		X	-	-	-	_	_		<u> </u>
IN	T CONTROL TO CONTROL C	X	-	-	-			grafi armani na i i mini na inni	1 X
IA	***************************************	X	_	-	-	-			X
KS		X		-	-	_	-	,	Х
KY	***************************************	X	_	-	-	_	-		X
LA	*******************************	Į X		-	-	-	-		X
ME		X	-	-	-	-	-		X
MD		X	-	-	-	-	-		X
MA		X	-	-	-	-	-		X
MI		X	-	-	-	-	-		X
MN		X	-	-	-	-	-	_	X
MS		X	-	-	-	-	-	<u> </u>	X
MO		X	-	-	-	-	-		X
MT NE		X	-	-	-		-		X
NV	***************************************	X	-	-	-	-	-		X
NH		X	-	-	-	_	-	<u> </u>	X
NJ		X	-	-	-	-	<u> </u>		X
NM		X		-	-	-			
	***************************************	·	Common Stock	-				1	<u> </u>
NY		X	\$1,450,000	2	\$1,450,000	0	0		X
NC	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	X		-	-	-	-		X
ND		X		<u>-</u>	-	-	-		X
ОН		X			-		<u> </u>		X

1	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
OK		Х	-	-	-	-	-		X
OR		X	-	-	-	-	-		X
PA		Х	-	-	-		-		Χ
RI		Х	-	-	-	-	-		Χ
SC		Х	-	-	-	-	-		Χ
SD		X	-	-	-	-	-	·	X
TN		X	-	-	-	-	-	_	Х
TX		Х	-	-	-	-	-		X
UT		X	-	-	-	_	-		X
VT		X	-	-	-	-	-		Х
VA		X	-	-	-	-	-		X
WA		X	-	-	-	-	_		X
WV		X	-	-	-	_		· ·	Х
WI		X	_	-	_	-	-		X
WY		Х	-	-	-	-	-		X
PR		Х	-	-	-	-	-		Х

http://www.sec.gov/divisions/corpfin/forms/d.htm Last update: 08/27/1999