

Edgar Filing: CHINA DIGITAL WIRELESS INC - Form 8-K

CHINA DIGITAL WIRELESS INC
Form 8-K
January 12, 2005

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): January 1, 2005

CHINA DIGITAL WIRELESS, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State of incorporation)

000-12536
(Commission File Number)

90-0093373
(I.R.S. Employer Identification Number)

429 Guangdong Road
Shanghai, People's Republic of China
(Address of principal executive offices)

200001
(Zip Code)

(86-21) 6336-8686
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

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:

- 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))

Section 4 - Matters Related to Accountants and Financial Statements

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Item 4.01 - Changes in Registrant's Certifying Accountant

On January 4, 2005, the Board of Directors of China Digital Wireless, Inc. (the "Company") approved resolutions not to engage the Company's current auditor, BDO Shanghai Zhonghua Certified Public Accountants, as its independent registered public accounting firm for purposes of auditing the Company's financial statements for the fiscal year ended December 31, 2004 or to review its unaudited quarterly information for fiscal 2005, which resolutions were deemed effective January 6, 2005.

No accountant's report on the financial statements for either of the past two (2) years contained an adverse opinion or a disclaimer of opinion or was qualified or modified as to uncertainty, audit scope or accounting principles.

During the Company's fiscal year ended December 31, 2003, for which audit services were provided, the nine months ended September 30, 2004, for which review services were provided, and through January 6, 2005 there were no disagreements with the Company's independent registered accounting firm on any matter of accounting principles or practices, financial disclosure, or auditing scope or procedure. There were no reportable events, as described in Item 304(a)(1)(iv)(B) of Regulation S-B, during the afore referenced periods.

Effective January 6, 2005, the Company appointed Grobstein, Horwath & Company LLP as its independent registered public accounting firm.

Section 5 - Corporate Governance and Management

Item 5.02 - Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

Lu Qin resigned as Chief Financial Officer ("CFO") of the Company effective January 1, 2005. Also effective January 1, 2005, Qian Fang was appointed as CFO of the Company. Ms. Fang has served as Manager of Accounting of the Company since 1999. Ms. Fang graduated from China Cable-TV University with a Bachelor's Degree in Accounting and is a Certified Public Accountant. Neither Ms. Fang nor any affiliate of Ms. Fang has any relationship, contractual or otherwise, with the Company. Ms. Fang has no family relationships with any of the Company's officers or directors.

Section 9 - Financial Statements and Exhibits

Item 9.01 - Financial Statements and Exhibits

(c) Exhibits

Exhibit No.	Description
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16.1	Letter regarding change in certifying accountant.

SIGNATURES

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

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CHINA DIGITAL WIRELESS, INC.

By: /s/ Tai Caihua

Tai Caihua
President

Date: January 11, 2005