

Edgar Filing: CHINA DIGITAL WIRELESS INC - Form NT 10-K

CHINA DIGITAL WIRELESS INC
Form NT 10-K
March 30, 2006

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

FORM 12b-25

Commission File No. 0-29338

NOTIFICATION OF LATE FILING

(Check One): Form 10-K Form 10-KSB Form 20-F Form 11-K
 Form 10-Q Form N-SAR

For Period Ended: December 31, 2005

 Transition Report on Form 10-K
 Transition Report on Form 10-KSB
 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: _____

Read attached instruction sheet before preparing form. Please print or type.

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 Digital Wireless, Inc.

Full Name of Registrant

N/A

Former Name If Applicable

429 Guangdong Road

Address of Principal Executive Office (Street and Number)

Shanghai, People's Republic of China 200001

City, State and Zip Code

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PART II - RULE 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;
- [X] | (b) The subject annual report, semi-annual report, transition report
- | on Form 10-K, Form 10-KSB Form 20-F, Form 11-K 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 subject distribution report on
- | Form 10-D, 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 why the Form 10-K, 10-KSB, 20-F, 11-K, 10-Q, 10-D, N-SAR or N-CSR the transition report portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed.)

China Digital Wireless, Inc. (the "Company") could not complete the filing of its Annual Report on Form 10-KSB for the year ended December 31, 2005 due to a delay in obtaining and compiling information required to be included in the Company's Form 10-KSB, which delay could not be eliminated by the Company without unreasonable effort and expense. In accordance with Rule 12b-25 of the Securities Exchange Act of 1934, the Company will file its Form 10-KSB no later than the 15th calendar day following the prescribed due date.

PART IV - OTHER INFORMATION

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

Tai Caihua (86-21) 6336-8681

(Name) (Area Code) (Telephone Number)

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(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 report(s) been filed? If the 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 Digital Wireless, Inc.

(Name of Registrant as Specified in Charter)

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

Date March 29, 2006

By /s/ Tai Caihua

Tai Caihua
President