

CHINA WIRELESS COMMUNICATIONS INC  
Form 10QSB/A  
December 28, 2004

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-QSB/A  
AMENDMENT NO. 1

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended: September 30, 2004

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE  
EXCHANGE ACT  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 333-49388

CHINA WIRELESS COMMUNICATIONS, INC.  
(Exact name of small business issuer as specified in its charter)

NEVADA 91-1966948  
(State or other jurisdiction of (IRS Employer  
incorporation or organization) Identification No.)

1746 COLE BOULEVARD, SUITE 225, GOLDEN, COLORADO 80401-3208  
(Address of principal executive offices)

(303) 277-9968  
(Issuer's telephone number)

(Former name, former address and former fiscal year, if changed  
since last report)

Check whether the issuer: 1) has filed all reports required to be filed by  
Section 13 or 15(d) of the Securities Exchange Act of 1934 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   
-----

State the number of shares outstanding of each of the issuer's classes of common  
equity, as of the latest practicable date:

46,726,644 SHARES OF COMMON STOCK, \$0.001 PAR VALUE,  
AS OF DECEMBER 16, 2004

Transitional Small Business Disclosure Format (check one); Yes  No   
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CHINA WIRELESS COMMUNICATIONS, INC.

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CHINA WIRELESS COMMUNICATIONS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

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FOR THREE MONTHS ENDED SEP 30,

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	NOTE	2004 US\$	2003 US\$	
OPERATING REVENUE				
Service income and sale of goods		119,240	13,282	239
Cost of services rendered and goods sold		75,820	10,180	168
-----				
GROSS PROFIT		43,420	3,102	70
-----				
OPERATING EXPENSES				
Depreciation expense		9,331	2,741	25
General and administrative expenses		671,605	645,422	4,097
-----				
Total operating expenses		680,936	648,163	4,122
-----				
LOSS FROM OPERATIONS		(637,516)	(645,061)	(4,052)
NON-OPERATING INCOME (EXPENSES)				
Interest income		62	-	
Interest expense		(1,468)	2,858	(4)
Other income		167,090	207	167
Other expense		(137,081)	-	(139)
-----				
LOSS BEFORE INCOME TAXES		(608,913)	(641,996)	(4,028)
Income taxes		-	-	
-----				
NET LOSS		(608,913)	(641,996)	(4,028)
=====				
NET LOSS PER SHARE OF COMMON STOCK:				
Basic	5	(0.0162)	(0.0222)	(0.)
=====				
Diluted		N/A	N/A	
=====				
WEIGHTED AVERAGE NUMBER OF SHARES OF COMMON STOCK OUTSTANDING				
		37,603,291	28,918,739	32,589
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The financial statements should be read in conjunction with the accompanying notes

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CONDENSED CONSOLIDATED BALANCE SHEET (UNAUDITED)  
 SEPTEMBER 30, 2004

ASSETS	US\$
CURRENT ASSETS	
Cash and cash equivalents	36,545
Prepayments and other receivables	74,553
	-----
Total current assets	111,098
Property, plant and equipment, net	879,023
	-----
<b>TOTAL ASSETS</b>	<b>990,121</b>
	=====
LIABILITIES AND STOCKHOLDERS' DEFICIT	
CURRENT LIABILITIES	
Trade and other payables	798,848
Loans	227,004
Convertible debt	30,000
Notes payable	93,600
	-----
<b>TOTAL LIABILITIES</b>	<b>1,149,452</b>
	-----
COMMITMENTS AND CONTINGENCIES	
STOCKHOLDERS' DEFICIT	
Preferred stock, par value US\$0.01 each	
1,000,000 shares of stock authorized,	
None issued and outstanding	
Common stock, par value US\$0.001 each	
50,000,000 shares of stock authorized,	
38,948,442 shares of stock issued and outstanding	38,948
Additional paid-in capital	8,381,383
Accumulated deficit	(8,579,662)
	-----
<b>TOTAL STOCKHOLDERS' DEFICIT</b>	<b>(159,331)</b>
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<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>990,121</b>
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The financial statements should be read in conjunction with the accompanying notes

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CHINA WIRELESS COMMUNICATIONS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	FOR NINE MONTHS
	2004 US\$
CASH FLOWS FROM OPERATING ACTIVITIES	
Net loss	(4,028,596)
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation	25,044
Write off of property, plant and equipment	7,281
Common stocks issued for services	3,255,603
Waiver of loans from a stockholder of the Company	(167,090)
Changes in working capital:	
Prepayments and other receivables	127,078
Trade and other payables	473,065
	(307,615)
NET CASH USED IN OPERATING ACTIVITIES	
CASH FLOWS FROM INVESTING ACTIVITIES	
Acquisition of property, plant and equipment	(511,109)
i-Track and Strategic Communications Partners, Inc merger	-
Decrease in pledged deposits	22,197
	(488,912)
NET CASH USED IN INVESTING ACTIVITIES	
NET CASH PROVIDED BY FINANCING ACTIVITIES	
Net proceeds from issuance of common stock	781,702
Proceeds from additions of loans	26,173
Proceeds from issuance of notes payable	20,000
Repayment of notes payable	(6,000)
Proceeds from issuance of convertible debts	25,000
Repayment of convertible debts	(11,000)
	835,875
NET CASH PROVIDED BY FINANCING ACTIVITIES	
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	39,348
CASH AND CASH EQUIVALENTS, AS OF BEGINNING OF THE PERIOD	(2,803)
	36,545
CASH AND CASH EQUIVALENTS, AS OF END OF THE PERIOD	
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	
Bank balances	36,545
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION	
Interest paid	4,285

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NON-CASH OPERATING, INVESTING AND FINANCING ACTIVITIES  
Common stocks issued for services by SCP\*