

SEC
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Potential persons who are to respond to the collection of information contained in this 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

DEC 17 2003

OMB APPROVAL	
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FORM D

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

PROCESSED
DEC 29 2003
THOMSON FINANCIAL

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

CHINA BROADBAND CORP. 2003 OFFERING

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment



03043771

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) CHINA BROADBAND CORP.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
Suite 1980, 440 2nd Avenue, S.W., Calgary, Alberta, Canada T2P 5E9 403-234-8885

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number
(Including Area Code)
(if different from Executive Offices)

Brief Description of Business

Internet provider and oil and gas explorer.

Type of Business Organization

corporation
 limited partnership, already formed
 other (please specify):

business trust

limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or

Actual Estimated

[0] 2 [1 9] 3

Organization:
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State;

CN for Canada; FN for other foreign jurisdiction) [N] [V]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, 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:

1. Each promoter of the issuer, if the issuer has been organized within the past five years;
2. 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;
3. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
4. Each general and managing partner of partnership issuers.

Check Box(es) that Apply:
 General and/or Managing Partner

Full Name (Last name first, if individual) Heysel, Matthew
 Business or Residence Address (Number and Street, City, State, Zip Code) 936 Pacific Heights Tower Apartments, Oriental Plaza # 1 East Chang An Avenue Don Cheng District Beijing, China 100738

Check Box(es) that Apply:
 General and/or Managing Partner

Full Name (Last name first, if individual) Yang, Daming
 Business or Residence Address (Number and Street, City, State, Zip Code) #4, Mou Gate 25 Baiwanzhuang Xicheng District Beijing, China 100037

Check Box(es) that Apply:
 General and/or Managing Partner

Full Name (Last name first, if individual) Milne, Thomas
 Business or Residence Address (Number and Street, City, State, Zip Code) 2311 Ertion Place SW Calgary, Alberta Canada T2S 2Z3

Check Box(es) that Apply:
 General and/or Managing Partner

Full Name (Last name first, if individual) Feng, Han Hua
 Business or Residence Address (Number and Street, City, State, Zip Code) 19A Si Da Building Nan You Road Shenzhen China 51805

Check Box(es) that Apply:
 General and/or Managing Partner

[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] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VA] [WA] [WV] [WI] [WY] [PR]

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)

[] All States

Name of Associated Broker or Dealer

Business or Residence Address (Number and Street, City, State, Zip Code)

Full Name (Last name first, if individual)

4. Enter the information requested for each person who has been or will be paid or given directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in 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.

3. Does the offering permit joint ownership of a single unit?
 Yes [] No [X]
 N/A

2. What is the minimum investment that will be accepted from any individual?

Answer also in Appendix, Column 2, if filing under ULOE.

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?

Yes [] No [X]

B. INFORMATION ABOUT OFFERING

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

USA 07747

Business or Residence Address (Number and Street, City, State, Zip Code) 4 Ayrmount Lane Aberdeen, New Jersey,

Full Name (Last name first, if individual) Lam, Richard

Check Box(es) that Apply:
 General and/or Managing Partner
 [] Promoter [] Beneficial [] Executive [X] Director []

Li Chao Yang District Beijing, China

Business or Residence Address (Number and Street, City, State, Zip Code) Room 613, Huabin, No. 8 Yong An Dong

Full Name (Last name first, if individual) Qu, Tao

Check Box(es) that Apply:
 General and/or Managing Partner
 [] Promoter [] Beneficial [] Executive [X] Director []

China 030006

Business or Residence Address (Number and Street, City, State, Zip Code) No. 173 Ping Yang Street Shanxi Province

Full Name (Last name first, if individual) Jia, Jian Jian

Accredited Investors
 Non-accredited Investors
 Total (for filings under Rule 504 only)
 Answer also in Appendix, Column 4, if filing under ULOE.

Aggregate Dollar Amount of Purchases of Investors
 Number of Investors 2

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 offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

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 an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]	\$ 0.00
Printing and Engraving Costs	[]	\$ 0.00
Legal Fees	[x]	\$ 950
Accounting Fees	[]	\$ 0.00
Engineering Fees	[]	\$ 0.00
Sales Commissions (specify finders' fees separately)	[]	\$ 0.00
Other Expenses (Identify management/consultant time (\$200) and wire transfers)	[x]	\$ 270
Total	[x]	\$ 1220

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."
 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
 Total \$748,780

Salaries and fees
 Purchase of real estate
 Purchase, rental or leasing and installation of machinery and equipment

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.

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.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

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.


1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

See Appendix, Column 5, for state response.

Yes No

E. STATE SIGNATURE

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

Name of Signer (Print or Type) THOMAS G. MILNE		Title of Signer (Print or Type) DIRECTOR	
Issuer (Print or Type) CHINA ROAD BAND Corp		Signature 	
Date Dec 9/63		Date Dec 9/63	



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.

D. FEDERAL SIGNATURE

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.....	[[] \$	[[] \$
Other (specify):.....	[[] \$	[[] \$
Column Totals.....	[[] \$	[[] \$
Total Payments Listed (column totals added).....	[[] \$	[[] \$

\$125,000
 \$623,780
 \$498,780
 \$748,780

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.

Issuer (Print or Type) China Broadband Corp.		Name of Signer (Print or Type) THOMAS G MILNE	
Signature 	Title (Print or Type) DIRECTOR	Signature 	Title (Print or Type) DIRECTOR
Date		Date	

1	2	3	4	5		State	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN		
				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	Amount																										Yes	No
Intend to sell to non-accredited investors in State (Part B-Item 1)	2	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No																							

APPENDIX

