

ASIA BROADBAND INC  
 Form 8-A12G  
 May 19, 2004

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
 PURSUANT TO SECTION 12(b) OR (g) OF THE  
 SECURITIES EXCHANGE ACT OF 1934

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| <b>ASIA BROADBAND, INC.</b>                            |  |
| (Exact name of registrant as specified in its charter) |  |

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|--|--|--------------------------------------|
| <b>Nevada</b>                          |  | 72-1569126                           |
| State of incorporation or organization |  | (I.R.S. Employer Identification No.) |

|   |  |
|---|--|
| <b>Suite 2000 - 1066 West Hastings Street, Vancouver, British Columbia, Canada V6E 3X1 604.606.9066</b> |  |
| (Address of principal executive offices) (Zip Code)   |  |

|   |   |
|---|---|
| Securities to be registered pursuant to Section 12(b) of the Act: |   |
| Title of each class<br>to be registered<br><b>Not Applicable</b>  | Name of each exchange on which<br>each class is to be registered<br><b>Not Applicable</b> |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box [ ]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box [ X ]

Securities Act registration statement file number to which this form relates: 333-115160 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

Item 1. Description of Registrant's Securities to be Registered.

The description of the Registrant's securities contained in the Registrant's Registration Statement on Form SB-2, filed with the commission under File No. 333-115160, is incorporated by reference into this registration statement.

Item 2. Exhibits.

The following exhibits are incorporated by reference from the registrant's Form SB-2 registration statement filed with the Securities and Exchange Commission, SEC File No. 333-115160, on May 5, 2004. Such exhibits are incorporated by reference pursuant to Rule 12b-32.

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 3.1                       | Articles of Incorporation filed January 24, 1996   |
| 3.2                       | By-laws dated January 26, 1996   |
| 3.3                       | Certificate of Amendment to Articles of Incorporation filed March 19, 1999   |
| 3.4                       | Certificate of Amendment to Articles of Incorporation filed July 27, 2000  |
| 3.5                       | Certificate of Amendment to Articles of Incorporation filed December 20, 2000  |
| 3.6                       | Certificate of Correction filed January 13, 2004   |
| 3.7                       | Certificate of Amendment to Articles of Incorporation filed February 11, 2004  |
| 5.1                       | Legal Opinion of Clark, Wilson   |
| 10.1                      | Agreement between the Open Learning Foundation Enterprises Limited, OLC The Open Learning Company Limited and The Open Learning Foundation dated March 8, 2000 |
| 10.2                      | Assignment Agreement between our company and MultiCyber Internet Ltd. dated March 15, 2000   |
| 10.3                      | Collaborative Agreement with Shanghai Information Plaza Enterprise Development Ltd. and Information Leading Group Office Technology Center dated May, 2000     |
| 10.4                      | Collaborative Agreement with Shanghai InfoTower Enterprise Development, Inc. and Technical Centre of Shanghai City Information Office dated May 18, 2000       |

- 10.5 Contract with Shanghai Information Tower Enterprise Development Ltd. and Shanghai Municipal Information Office Technology Center dated August 23, 2000
- 10.6 Supplementary Agreement with Shanghai InfoTower Enterprise Development, Inc. and Technical Center of Shanghai City Information Office dated December 18, 2000
- 10.7 Agreement for Cooperation between Shanghai Broadband Network Inc. and Shanghai Infoservice Tower Enterprise Development Co., Ltd. dated January 18, 2001
- 10.8 Collaborative Agreement between Shanghai Broadband Network Inc. and Shanghai Information Plaza Enterprise Development Ltd. dated January 18, 2001
- 10.9 Letter Agreement with Longdown Financial Consultants Limited dated March 1, 2001
- 10.10 Letter Agreement with Inter-Canadian Capital Strategies Inc. dated May 8, 2001
- 10.11 Agreement with Shanghai Broadband Network, Inc. Shanghai General Foreign Language Assessment Office and Shanghai Information Technology R&D Center dated August 28, 2001
- 10.12 Collaborative Agreement between Shanghai Information Town Co., Ltd. and MultiCyber Internet Ltd. dated August 10, 2001
- 10.13 Agreement between Shanghai Broadband Network Inc., Shanghai General Foreign Language Testing Office and Technical Center of Shanghai City Information Office
- 10.14 Agreement with Shanghai InfoTower Enterprise Development, Inc. and Technical Center of Shanghai City Information Office dated August, 2001
- 10.15 Convertible Promissory Note with Sir Richard Drake Kleinwort BT dated December, 2001
- 10.16 Agreement in Principle with Shanghai Shenxin Information Technology Institute dated March 8, 2002
- 10.17 Memorandum of Understanding with OLC The Open Learning Company Limited dated April 24, 2002
- 10.18 Convertible Promissory Note with Rathbone Unit Trust Management Limited dated May, 2002
- 10.19 Heads of Agreement between Shanghai Broadband Network Inc. and Q Group PLC dated July 14, 2002

- 10.20 Cooperative Agreement between Shanghai Broadband Network Inc. and Fudan University E-Learning College dated July 15, 2002
- 10.21 Agreement with Virgil Limited Trading as The Open Learning Company dated August 8, 2002
- 10.22 Licensing Agreement between Shanghai Broadband Network and Q Group PLC dated August 13, 2002
- 10.23 Frame Agreement between Shanghai Broadband Network Inc. and Fudan University E-Learning College dated August 15, 2002
- 10.24 Cooperative Agreement between Shanghai Broadband Network Inc. and Fudan University E-Learning College dated August 15, 2002
- 10.25 Collaborative Agreement between Shanghai Broadband Network Inc. and Fudan University Online Education College dated August 15, 2002
- 10.26 Confidential Agreement between Shanghai Broadband Network Inc. and Shanghai Fudan University E-Learning College
- 10.27 Software Development, Adaptation and ownership Agreement between Shanghai Broadband Network Inc. and Q Multimedia Ltd. dated October 24, 2002
- 10.28 Agreement on Developing Online Integrated English Training Business Collaboratively between Shanghai Broadband Network Inc. and Shanghai Information Property Corporation (Shanghai Online Education) dated March 26, 2003
- 10.29 Joint Venture Agreement with English Computerized Learning, Inc. dated April 21, 2003
- 10.30 Value Added Reseller Agreement between Shanghai Broadband Network Inc. and Sichuan EleNet Soft-Tech Ltd. dated July 8, 2003
- 10.31 Agreement in Principal on Collaboration of Fudan New English Offline Training between Shanghai Broadband and Fudan E-Learning College dated July 24, 2003
- 10.32 Agreement on Developing Fudan New English Online Training between Fudan University Online Education College and Shanghai Broadband Network Inc. dated July 24, 2003
- 10.33 Agreement on Developing Fudan New English Offline Training between Fudan University Online Education College and Shanghai Broadband Network Inc.
- 10.34 Agreement between Shanghai Broadband Network Inc. and Shanghai Zhangjiang High-Tech District Office

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- 10.35 Memorandum of Understanding with Immersive Education Ltd. dated October 23, 2003
- 10.36 Settlement Agreement with Tom Allen and Inter-Canadian Capital Strategies, Inc. dated November 23, 2003
- 10.37 Settlement Agreement with R. Desmond McVeigh dated November 28, 2003
- 10.38 Fudan New English Partnership Agreement with Fudan University E-Learning College, Shanghai Broadband Network Inc. and Shanghai Jingwen Continuing Education Institute dated December 18, 2003
- 10.39 Fudan New English Partnership Agreement with Fudan University E-Learning College, Shanghai Broadband Network Inc. and Shanghai Yang Pu Qu Tong Xin Continuing Education Institute dated December 18, 2003
- 10.40 Fudan New English Partnership Agreement with Fudan University E-Learning College, Shanghai Broadband Network Inc. and Shanghai Zhendan Continuing Education Institute dated December 18, 2003
- 10.41 Form of Stock Option Agreement entered into with the following individuals:
- Xinmin Gao
  - Wen Chao Tu
  - Yuguo Zhang
  - Christine Reynolds
  - Xiang Qian Shao
  - Thomas I.A. Allen
  - R. Desmond McVeigh
  - Charles Demicher
  - Graham Brant
- 10.42 Form of Purchase Agreement entered into with the following individuals:
- TMOB Pension Fund Ltd.
  - R. Allan Slaughter
  - Louis R. Appleton
  - First Nevisan Stockbrokers Ltd.
  - Declan MacFadden

Larry Knapton

Xian Feng Liu

Whitehall Holding Co. Ltd.

Windsor Capital Corporation

10.43 Form of Subscription Agreement entered into with the following individuals:

Church Street Ltd.

Warren Lee Primhak

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Simon Peter Sadler

Derek Alexander Smith

Paul Morton

Mark Bromhead

Michael Norman Smith

Galloway Limited

Michael Alexander

Jeremy McAteer

Jeremy Norris

Tiger Investments Limited

Jeffrey Ho

Harrington Consultants Limited

10.44 Executive Compensation Agreement, dated March 10, 2004, between Asia Broadband, Inc. and Golden Promise Business Investment, Inc.

10.45 Executive Compensation Agreement, dated March 10, 2004, between Asia Broadband, Inc. and CHD Holdings, L.L.C.

10.46 Executive Compensation Agreement, dated March 10, 2004, between Asia Broadband, Inc. and Alexa Holdings, Limited

10.47 Form of Subscription Agreement entered into with the following individuals:

Church Street Ltd.

Wen Chao Tu

Gao Xin Min

Li Jian Hua

Graham Brant

Yuguo Zhang

Xiang Qian Shao

Charles Demicher

10.48 Form of Subscription Agreement entered into with the following individuals:

CF KB Explorer Holmbush Fund

Rathbone Unit Trust Management Limited

James Donald Greig

Michael Norman Smith

Andrew David Bell

Jonathan Kornberg

10.49 2001 NonQualified Stock Option Plan

10.50 2001 Employee Stock Option Plan

10.51 2003 Employee Stock Option Plan

10.52 2003 Non-Qualified Stock Option Plan

23.1 Consent of BDO Dunwoody LLP

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ASIA BROADBAND, INC.

Date: May 11, 2004

/s/ Yuguo Zhang

By: Yuguo Zhang, Chief Executive Officer and Director  
(Principal Executive Officer)

Dated: May 19, 2004

/s/ Charles Demicher

By: Charles Demicher, Chief Operating Officer and Director  
(Principal Financial Officer and Principal Accounting Officer)

Dated: May 19, 2004