

China Techfaith Wireless Communication Technology LTD

Form F-6

April 08, 2005

As filed with the Securities and Exchange Commission on April 8, 2004. Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

**CHINA TECHFAITH WIRELESS COMMUNICATION**

**TECHNOLOGY LIMITED**

(Exact name of issuer of deposited securities as specified in its charter)

**N/A**

(Translation of issuer's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depositary as specified in its charter)

One Wall Street New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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**The Bank of New York**

**ADR Division**

**One Wall Street, 29<sup>th</sup> Floor**

**New York, New York 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Peter B. Tisne, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3010**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on ( Date ) at ( Time ).

If a separate registration statement has been filed to register the deposited shares, check the following box.

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per</b>	<b>Proposed maximum</b>	<b>Amount of registration</b>
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Securities to be registered		unit <sup>(1)</sup>	aggregate offering price <sup>(1)</sup>	fee
American Depositary Shares representing ordinary shares of Techfaith Wireless Communication Technology Limited	150,000,000			
(1)	American Depositary Shares	\$5.00	\$7,500,000	\$882.75

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

EMM-767745\_1

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

EMM-767745\_1

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus\</u>
1.	Introductory Article
Name and address of depository	
2.	Face of Receipt, top center
Title of American Depositary Receipts and identity of deposited securities	
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of Face of Receipt, upper right corner	
(ii) The procedure for voting, if any, the deposited securities	Articles number 15, 16 and 18
(iii) The collection and distribution of dividends	Articles number 4, 12, 13, 15 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 15, 16 and 18
(v) The sale or exercise of rights	Articles number 13, 14, 15 and 18
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 12, 13, 15, 17 and 18
(vii) Amendment, extension or termination of the deposit agreement	Articles number 20 and 21
(viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts	Article number 11
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Articles number 2, 3, 4, 5, 6 and 8



Depository Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Form of letter from the Depository to China Techfaith Communication Technology Limited relating to pre-release activities. - Filed herewith as Exhibit 2.

c.

Every material contract relating to the deposited securities between the Depository and the issuer of the deposited securities in effect at any time within the last three years. Not applicable.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depository, as to legality of the securities to be registered. Filed herewith as Exhibit 4.

e.

Certification under Rule 466. - Not Applicable.

Item - 4.

#### Undertakings

(a)

The Depository hereby undertakes to make available at the principal office of the Depository in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depository as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depository undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depository undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 7, 2005.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares of China Techfaith Communication Technology Limited.

By:

The Bank of New York,

As Depositary

By:

/s/ Ulla M. Erlandsen

Ulla M. Erlandsen

Vice President

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Pursuant to the requirements of the Securities Act of 1933, China Techfaith Communication Technology Limited has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Beijing, People's Republic of China, on April 8, 2005.

CHINA TECHFAITH COMMUNICATION

TECHNOLOGY LIMITED

By: /s/ Defu Dong

Name: Defu Dong

Title: Chairman and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Defu Dong and Eva Hon, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his or her name and on his or her behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on April 8, 2005.

/s/ Defu Dong

Chairman and Chief Executive Officer

Defu Dong

(principal executive officer)

/s/ Eva Hon

Chief Financial Officer (principal financial officer)

Eva Hon

/s/ Guoyi Wei

Chief Accounting Officer

Guoyi Wei

(principal accounting officer)

/s/ Baozhuang Huo

Director and Chief Operation Officer

Baozhuang Huo

/s/ Changke He

Director

Changke He

/s/ Jun Liu

Director

Jun Liu

/s/ Donald J. Puglisi

Authorized Representative in the United States

Name: Donald J. Puglisi

Title: Managing Director

Publisi & Associates

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## INDEX TO EXHIBITS

### Exhibit

### Number

### Exhibit

1

Form of Deposit Agreement dated as of \_\_\_\_\_, 2005, among China Techfaith Communication Technology Limited, The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued

thereunder.

- 2 Form of letter from the Depositary to China Techfaith Communication Technology Limited relating to pre-release activities.
- 4 Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.

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