

TEDA TRAVEL GROUP INC  
Form 8-K  
October 28, 2004

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

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **October 8, 2004**

**TEDA TRAVEL GROUP INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-30264**  
(Commission  
File Number)

**11-3177042**  
(I.R.S. Employer  
Identification No.)

**Suite 2102, Chinachem Century Tower**

**178 Gloucester Road**

**Wanchai, Hong Kong**

(Address of Principal Executive Office) (Zip Code)

**(852) 2833-2186**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**ITEM 1.01**

**ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On October 8, 2004, Teda Travel Group, Inc., a Delaware Corporation (Registrant), signed a definitive agreement to purchase 60% percent of the outstanding registered capital of Landmark International Hotel Group Limited ("Landmark"), a limited company registered in the British Virgin Islands from Philip Cheung, the sole owner of Landmark ( Mr. Cheung ). The purchase price is approximately US\$1,000,000, half of which is payable in cash and half in the restricted common stock of the Registrant at \$2.50 per share. The cash portion is payable in five installments, the first installment (HK\$260,000) was payable upon execution of the definitive agreement, the second installment (HK\$1,040,000) is payable not later than 14 days after closing, the third, fourth and fifth installment of HK\$1,000,000 each are payable over the next four years, with the final one due in 2008. The payment of the cash installment is subject to the Company meeting certain net income milestones. In addition, upon closing, Mr. Cheung shall grant an option to the Registrant to purchase additional shares of the Company at the same price and consideration as set forth in this definitive agreement.

A copy of the definitive agreement and a press release regarding this acquisition is attached as an exhibit hereto.

The source of the funds used for this acquisition will be a one-year loan from a shareholder who is also a director of the Company.

The closing of this transaction is expected to occur on or about October 29, 2004, pending on due diligence clearance.

Landmark executives, under the leadership of Mr. Philip Chi Ming Cheung, a hotel industry veteran, have successfully managed more than 20 similar hotel projects since the year 2000, and have established a well-known, luxury brand in China. Landmark has concentrated its primary efforts on both pre-operating planning and management of 4 and 5 star hotels.

**ITEM 9.01**

**FINANCIAL STATEMENTS AND EXHIBITS.**

(a)

Financial Statements

To be filed by Amendment.

(c)

Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<u>2</u>	Definitive Sale & Purchase Agreement
<u>99.1</u>	Press Release

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**TEDA TRAVEL INCORPORATED**

Date: October 15, 2004

By: /s/ GODFREY CHIN TONG HUI  
Godfrey Chin Tong Hui

Chief Executive Officer

**INDEX TO EXHIBITS**

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