

Edgar Filing: China Finance Online Co. LTD - Form SC 13G/A

China Finance Online Co. LTD
Form SC 13G/A
January 24, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.) 1

CHINA FINANCE ONLINE CO. LIMITED
(Name of Issuer)

ORDINARY SHARES, PAR VALUE HK\$0.001 PER SHARE
(Title of Class of Securities)

169379104
(CUSIP Number)

Not applicable
DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

1 The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 or otherwise subject to the liabilities of that section of the Act but
shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 169379104

| | | |
|-------|---|---|
| 1 | NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS | |
| | Tongma Network Co. Ltd. | |
| ----- | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * | (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| ----- | | |
| 3 | SEC USE ONLY | |
| ----- | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |

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People's Republic of China

| | | |
|---|---|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 15,902,491 Ordinary Shares. Jianping Lu and Ling Zhang acting together may also be deemed to have sole voting power with respect to the above shares. |
|---|---|--|

| | | |
|--|---|--|
| | 6 | SHARED VOTING POWER See item 5. |
|--|---|--|

| | | |
|--|---|--|
| | 7 | SOLE DISPOSITIVE POWER 15,902,491 Ordinary Shares. Jianping Lu and Ling Zhang acting together may also be deemed to have sole dispositive power with respect to the above shares. |
|--|---|--|

| | | |
|--|---|---|
| | 8 | SHARED DISPOSITIVE POWER See item 7. |
|--|---|---|

CUSIP No. 169379104

| | |
|---|--|
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,902,491 Ordinary Shares |
|---|--|

| | |
|----|--|
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] |
|----|--|

| | |
|----|--|
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 15.7% |
|----|--|

| | |
|----|--------------------------------------|
| 12 | TYPE OF REPORTING PERSON * CO |
|----|--------------------------------------|

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 169379104

| | |
|---|---|
| 1 | NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS |
|---|---|

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Jianping Lu

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China

NUMBER OF 5 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY
EACH 6 SHARED VOTING POWER
REPORTING
PERSON WITH

15,902,491 Ordinary Shares. Each of Tongma Network Co.
Ltd. and Ling Zhang may also be deemed to have sole
voting power and shared voting power, respectively, with
respect to the above shares.

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

15,902,491 Ordinary Shares. Each of Tongma Network Co.
Ltd. and Ling Zhang may also be deemed to have sole
dispositive power and shared dispositive power,
respectively, with respect to the above shares.

CUSIP No. 169379104

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,902,491 Ordinary Shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.7%

12 TYPE OF REPORTING PERSON *

IN

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12 TYPE OF REPORTING PERSON *

IN

CUSIP No. 169379104

ITEM 1(a). NAME OF ISSUER:

China Finance Online Co. Limited

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

Room 610B
6/F Ping'an Mansion
No. 23 Financial Street
Xicheng District
Beijing, 100032, China

ITEM 2(a). NAME OF PERSONS FILING:

1. Tongma Network Co. Ltd.
2. Jianping Lu
3. Ling Zhang

The above persons have agreed that this Statement may be filed by Tongma Network Co. Ltd. ("Tongma") on behalf of all of them jointly pursuant to Rule 13d-1(k)(1). A copy of such agreement is attached as an Exhibit to this Statement.

Tongma is a limited liability company incorporated under the laws of the People's Republic of China. Jianping Lu and Ling Zhang are 45% and 55% beneficial shareholders of Tongma, respectively.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

For Tongma:

47 Yongan Road
Changping District Technology Park
Beijing, 102200, China

For Jianping Lu:

Room 611, Floor 6
Yuanquan Plaza, Yuquan Road,
Beijing, 100039, China

For Ling Zhang:

Room 611, Floor 6
Yuanquan Plaza, Yuquan Road,
Beijing, 100039, China

CUSIP No. 169379104

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ITEM 2(c). CITIZENSHIP:

The jurisdiction of organization of Tongma Network Co. Ltd. is People's Republic of China. Mr. Jianping Lu and Mr. Ling Zhang are citizens of the People's Republic of China.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Ordinary Shares

ITEM 2(e). CUSIP NUMBER:

169379104

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance Company as defined in Section 3(a)(19) of the Act;
- (d) Investment Company registered under Section 8 of the Investment Company Act;
- (e) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940;
- (f) Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund;
- (g) Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G);
- (h) Group, in accordance with Rule 13d-1(b)(1)(ii)(H).

ITEM 4. OWNERSHIP. (See Note A)

The information for each reporting person contained in Items 5-11 of the cover pages is incorporated herein by reference. For all reporting persons, number of shares beneficially owned includes Ordinary Shares represented by ADSs beneficially owned by the reporting person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

N/A

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

N/A

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

N/A

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

N/A

ITEM 10. CERTIFICATION.

N/A

CUSIP No. 169379104

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement with respect to it is true, complete and correct.

Date: January 23, 2006

Tongma Network Co. Ltd.

By: /s/ Jianping Lu

Jianping Lu
Chairman of the Board of Directors

CUSIP No. 169379104

AGREEMENT

Each of the undersigned hereby agrees that the Statement on Schedule 13G to which this Agreement is attached may be filed by Tongma Network Co. Ltd., a limited liability company organized under the laws of the People's Republic of China, on behalf of itself and Jianping Lu and Ling Zhang, beneficial shareholders of Tongma Network Co., Ltd and citizens of the People's Republic of China.

Dated: January 23, 2006

Tongma Network Co. Ltd.

By: /s/ Jianping Lu

Jianping Lu
Chairman of the Board of Directors

By: /s/ Jianping Lu

Jianping Lu

By: /s/ Ling Zhang

Ling Zhang