ASIA 4 SALE COM INC
Form 10KSB
April 16, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-KSB

(Mark One)

[**X**] Annual report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended **December 31, 2006** .

[ ] Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934 *(No fee required)*for the transition period from ______ to ______ .

Commission file number: **0-27735**

ASIA4SALE.COM, INC.
(Exact name of small business issuer as specified in its charter)

Nevada	**77-0438927**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)

2465 West 12th Street, Suite #2, Tempe, AZ 85281-6935
(Address of Principal Executive Office) (Postal Code)

(480) 505-0070
(Issuer s telephone number, Including Area Code)

Securities registered under Section 12(g) of the Exchange Act:

Title of Each Class

Common Stock ($0.001 Par Value)

Check whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes__X___ No_______

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and if no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB [ ].

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes__**X**___ No_______

The registrant's net sales for the year ended December 31, 2006, were $0.

The aggregate market value of the registrant's common stock, $0.001 par value (the only class of voting stock), held by non-affiliates was approximately $3,332,257 for the common stock on April 9, 2007 based on the price of $0.08 at which the common stock was sold in December of 2006.

At April 9, 2007, the number of shares outstanding of the registrant's common stock, $0.001 par value (the only class of voting stock), was 42,545,716.

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PART I

ITEM 1. DESCRIPTION OF BUSINESS

Business Development

Company History and Business

As used herein the terms Company, our, we, and us refer to Asia4Sale.com, Inc.

Asia4sale.com, Inc., a Nevada corporation, was incorporated in September of 1996. The Company was formerly known as H&L Investments, Inc. The name of the corporation was changed to Asia4sale.com, Inc., on December 22, 1999, and a Certificate of Amendment of Articles of Incorporation duly filed with the Office of the Secretary of State for the State of Nevada on December 29, 1999. The Company changed its name with the intent to acquire Asia4Sale.com, Ltd., a Hong Kong registered software development company (LTD), which was incorporated in March of 1999. At that time the Company had 1,000,000 shares of common stock outstanding and no assets or liabilities. The acquisition of LTD took place in February 2000, when the Company issued 9,000,000 common shares to acquire LTD. On December 11, 2000, the Company executed a 1 for 1 stock dividend.

As per the acquisition of LTD, the Company became a software development corporation in the process of designing and building a web based system for business to business (B2B) and business to consumer (B2C) selling, bartering, and auctioning of consumer goods and services to the Asian market place.

In 2000, the Company spent significant funds developing its software and attempting to market its software through various media channels. The development and marketing operations, handled through wholly owned subsidiary LTD., were ceased in mid 2000 due to lack of acceptance of our product and an overall downturn in the popularity of emerging B2C and B2B products. The Company did not resume its Internet software development and marketing operations, and subsequently sold off the LTD subsidiary in January 2005, for a promissory note of $30,000, due in 24 months, bearing no interest.

During June of 2000, we paid $970,000 to acquire 49% of World Wide Auctioneers, Inc., a Nevada registered corporation, holding 100% of British Virgin Island registered company World Wide Auctioneers, Ltd. In August of 2003, World Wide Auctioneers, Inc. sold 100% of its subsidiary World Wide Auctioneers, Ltd., to a Nevada registered company, WWA Group, Inc., (WWA) in a stock for stock transaction whereby WWA stock was issued directly to owners of World Wide Auctioneers, Inc., in exchange for ownership of World Wide Auctioneers, Ltd. The exchange caused us to acquire a minority equity investment in WWA which is accounted for using the equity method. WWA operates auctions of used, heavy construction equipment from Dubai, United Arab Emirates, and other locations.

The Company sold 553,492 shares (approximately 7%) of WWA during 2003 and 2004, for $133,000. The net gain from the sale of the WWA shares has been accounted for as Other Income in 2003 and 2004. As of April 2007, the Company holds 7,068,842 shares of the common stock of WWA, which is equal to 42.4% of all issued and outstanding stock of WWA.

Since mid year 2000, the Company has been actively seeking one or more operating companies to acquire.

The Company is in the development stage and has generated no significant revenue. We have been funded primarily through stock sales, sales of approximately 7% of our original equity in WWA, and loans from officers and shareholders.

Search for Other Possible Acquisitions

Management plans to investigate, research, and, if justified, potentially acquire or merge with one or more businesses or business opportunities. We currently have no commitment or arrangement, written or oral, to participate in any business opportunity and we cannot predict the nature of any potential business opportunity we may ultimately consider. Management will have broad discretion in its search for and negotiations with any potential business or business opportunity. Further, there can be no assurance that we will have the ability to acquire or merge with an operating business, business opportunity or property that will be of material value to us.

Sources of Business Opportunities

Management intends to use various resources in its search for potential business opportunities including, but not limited to, our officers and directors, consultants, special advisors, securities broker-dealers, venture capitalists, members of the financial community and others who may present management with unsolicited proposals. Because of our lack of capital, we may not be able to retain, on a fee basis, professional firms specializing in business acquisitions and reorganizations. Rather, we will most likely have to rely on outside sources, not otherwise associated with us, that will accept their compensation only after we have finalized a successful acquisition or merger. To date, we have not engaged or entered into any discussion, agreement or understanding with a particular consultant regarding our search for business opportunities.

If we elect to engage an independent consultant, we will look only to consultants that have experience in working with small companies in search of an appropriate business opportunity. Also, the consultant must have experience in locating viable merger and/or acquisition candidates and have a proven track record of finalizing such business consolidations. Further, we would prefer to engage a consultant that will provide services for only nominal up-front consideration and is willing to be fully compensated only at the close of a business consolidation.

We do not intend to limit our search to any specific kind of industry or business. We may investigate and ultimately acquire a venture that is in its preliminary or development stage, is already in operation, or in various stages of its corporate existence and development. Management cannot predict at this time the status or nature of any venture in which we may participate. A potential venture might need additional capital or merely desire to have its shares publicly traded. The most likely scenario for a possible business arrangement would involve the acquisition of or merger with an operating business that does not need additional capital, but which merely desires to establish a public trading market for its shares. Management believes that we could provide a potential public vehicle for a private entity interested in becoming a publicly held corporation without the time and expense typically associated with an initial public offering.

Evaluation

Once we identify a particular entity as a potential acquisition or merger candidate, management will seek to determine whether acquisition or merger is warranted, or whether further investigation is necessary. Such determination will generally be based on management s knowledge and experience, or with the assistance of outside advisors and consultants evaluating the preliminary information available to them. Management may elect to engage outside independent consultants to perform preliminary analysis of potential business opportunities. However, because of our lack of capital we may not have the necessary funds for a complete and exhaustive investigation of any particular opportunity.

In evaluating such potential business opportunities, we will consider, to the extent relevant to the specific opportunity, several factors including:

* potential benefits to us and our shareholders;

* working capital;

* financial requirements and availability of additional financing;

* history of operation, if any;

* nature of present and expected competition;

* quality and experience of management;

* need for further research, development or exploration;

* potential for growth and expansion;

* potential for profits; and

* other factors deemed relevant to the specific opportunity.

There are certain unidentified risks that cannot be adequately expressed prior to the identification of a specific business opportunity. There can be no assurance following consummation of any acquisition or merger that the business venture will develop into a going concern or, if the business is already operating, that it will continue to operate successfully. Many potential business opportunities available to us may involve new and untested products, processes or market strategies which may not ultimately prove successful.

Form of Potential Acquisition or Merger

We cannot predict the manner in which we might participate in a prospective business opportunity. Each separate potential opportunity will be reviewed and, upon the basis of that review, a suitable legal structure or method of participation will be chosen. The particular manner in which we participate in a specific business opportunity will depend upon the nature of that opportunity, the respective needs and desires of our management and management of the opportunity, and the relative negotiating strength of the parties involved. Actual participation in a business venture may take the form of an asset purchase, lease, joint venture, license, partnership, stock purchase, reorganization, merger or consolidation. We may act directly or indirectly through an interest in a partnership, corporation, or other form of organization, however, we do not intend to participate in an opportunity through the purchase of a minority stock position.

Because we have only a very limited amount of liquid assets and a limited operating history, in the event we successfully acquire or merge with an operating business opportunity, it is likely that our present shareholders will experience substantial dilution. It is also probable that there will be a change in control of our company. The owners of any business opportunity which we acquire or merge with will most likely acquire control following such transaction. Management has not established any guidelines as to the amount of control it will offer to prospective business opportunities, but rather management will attempt to negotiate the best possible agreement for the benefit of our shareholders.

Presently, management does not intend to borrow funds to compensate any person, consultant, promoter or affiliate in relation to the consummation of a potential merger or acquisition. However, if we engage any outside advisor or consultant in our search for business opportunities, it may be necessary for us to attempt to raise additional funds. As of the date hereof, we have not made any arrangements or definitive agreements to use outside advisors or consultants or to raise any capital. In the event we do need to raise capital, most likely the only method available to us would be the private sale of our securities. These possible private sales would most likely have to be to persons known by our directors or to venture capitalists that would be willing to accept the risks associated with investing in a company with no current operation. Because of our nature as a development stage company, it is unlikely that we could make a public sale of securities or be able to borrow any significant sum from either a commercial or private lender. Management will attempt to acquire funds on the best available terms. However, there can be no assurance that we will be able to obtain additional funding when and if needed, or that such funding, if available, can be obtained on reasonable or acceptable terms. Although not presently anticipated, there is a remote possibility that we could sell securities to our management or affiliates.

There exists a possibility that the terms of any future acquisition or merger transaction might include the sale of shares presently held by our officers and/or directors to parties affiliated with or designated by the potential business opportunity. Presently, management has no plans to seek or actively negotiate such terms. However, if this situation does arise, management is obligated to follow our Articles of Incorporation and all applicable corporate laws in negotiating such an arrangement. Under this scenario of a possible sale by officers and directors, it is unlikely that similar terms and conditions would be offered to all other shareholders or that shareholders would be given the opportunity to approve such a transaction.

In the event of a successful acquisition or merger, a finder s fee, in the form of cash or securities, may be paid to a person or persons instrumental in facilitating the transaction. No criteria or limits have been established for the determination of an appropriate finder s fee, although it is likely that any fee will be based upon negotiations by us, the business opportunity and the finder. Management cannot at this time make an estimate as to the type or amount of a potential finder s fee that might be paid. It is unlikely that a finder s fee will be paid to an affiliate because of the potential conflict of interest that might result. If such a fee was paid to an affiliate, it would have to be in such a manner so as not to compromise an affiliate s possible fiduciary duty to us or to violate the doctrine of corporate opportunity. Further, in the unlikely event a finder s fee was to be paid to an affiliate, we would most likely have such an arrangement ratified by the shareholders in an appropriate manner.

The Board of Directors believes that it is highly unlikely that we will acquire or merge with a business opportunity in which our management, affiliates or promoters have an ownership interest. Any possible related party transaction of this type would have to be ratified by a disinterested Board of Directors and by the shareholders. Management does not anticipate that we will acquire or merge with any related entity. Further, as of the date hereof, none of our officers, directors, or affiliates or associates have had any preliminary contact or discussions with any specific business opportunity, nor are there any present plans, proposals, arrangements or understandings regarding the possibility of an acquisition or merger with any specific business opportunity.

Products and Services

We discontinued the development and marketing of our web based system for B2B and B2C selling, bartering, and auctioning of consumer goods and services in 2000 and sold off the subsidiary that originally developed that business in 2005.

WWA operates auctions of heavy equipment in the Middle East and other locations. WWA has developed a significant customer base and has achieved consistent revenue and a substantial market share in its primary operating market in Dubai.

Marketing and Advertising Methods

We neither market nor advertise because we have no products or services.

WWA markets its services through all of the major media including direct marketing and the internet.

Dependence on Major Customers or Suppliers

We are not dependent on one or a few customers because we have no products or services

WWA has several thousand customers and suppliers and is not dependent on major customers or suppliers.

Patents, Trademarks and Licenses

We neither own nor have applied for any patents or trademarks. We do not license any of our technology from other companies.

WWA has no patents or trademarks, but holds various Internet domain names and auction licenses in Dubai and other locations.

Competition

We are unable to evaluate the type and extent of our likely competition with respect to any possible acquisitions. We are aware that there are many other public companies with only nominal assets that are also searching for operating businesses and other business opportunities as potential acquisition or merger candidates. We are in direct competition with these other public companies in our search for business opportunities and, due to our very limited funds, it may be difficult to successfully compete with these other companies. However, the company has certain advantages over other companies searching for potential acquisition candidates due to the fact that its minority equity ownership of WWA provides the company with an asset base that has some measurable value.

WWA competes with the other major heavy equipment auctioneers, including Ritchie Brothers Auctioneers and Iron Planet, as well as many other smaller equipment auction and equipment trading companies in the Middle East and elsewhere. The market for trading and auction of second hand industrial equipment is very large and fragmented, and there are few barriers to entry for new competition.

Employees

The Company is a development stage company and currently has no employees. Eric Montandon, our sole executive officer and a director, manages the Company. The Company looks to Mr. Montandon for his entrepreneurial skills and talents. Management uses consultants, attorneys and accountants as necessary and does not plan to engage any full-time employees in the near future.

WWA has approximately 39 employees.

Risk Factors

Going concern issue

Our independent auditors have expressed a going concern issue. Our ability to continue as a going concern is dependant upon our ability to attain profitable operations. We do not have an established source of funds sufficient to cover operating costs and accordingly there is substantial doubt about our ability to continue as a going concern.

Our extremely limited operating history and the discontinuation of our initial business makes it difficult to evaluate our prospects. As a result of our short operating history, we have only limited financial data and business information with which to evaluate our business strategies, past performance and investment in our common stock.

If we lose key personnel, we may be unable to successfully operate our business. We depend on the continued contributions of our executive officers to work effectively as a team, to execute our business strategy and to manage our business. The loss of key personnel or their failure to work effectively could have a material adverse effect on our business, financial condition and results of operations.

Common stock price is volatile

The price of our common stock is extremely volatile and investors may not be able to sell their shares at or above their purchase price, or at all. Our stock was originally quoted on the OTC Bulletin Board, was subsequently relegated to the Pink Sheets , and in July 2005 the Securities and Exchange Commission (Commission) suspended all trading in our securities due to delinquent filings. We have since brought current our filings with the Commission and plan to develop a public market for our securities in the near future. However, there is no assurance that a public market will ever be realized. The price of our common stock in a public market could be highly volatile and could fluctuate substantially because of:

* actual or anticipated fluctuations in our future business and operating results;

* changes in or failure to meet market expectations; and

* fluctuations in stock market price and volume, which are particularly common among securities of technology companies, particularly new start-up companies.

We do not intend to pay dividends

We have never declared or paid any cash dividends on shares of our common stock. We currently intend to retain our future earnings for growth and development of our business and, therefore, we do not anticipate paying any dividends in the foreseeable future.

Possible Penny Stock Regulation

Trading of our common stock on the OTC Bulletin Board may be subject to certain provisions of the Securities Exchange Act of 1934 (Exchange Act), commonly referred to as the penny stock rule. A penny stock is generally defined to be any equity security that has a market price less than $5.00 per share, subject to certain exceptions. If our stock is deemed to be a penny stock, trading in our stock will be subject to additional sales practice requirements on broker-dealers.

These may require a broker dealer to:

* make a special suitability determination for purchasers of penny stocks;

* receive the purchaser s written consent to the transaction prior to the purchase; and

* deliver to a prospective purchaser of a penny stock, prior to the first transaction, a risk disclosure document relating to the penny stock market.

Consequently, penny stock rules may restrict the ability of broker-dealers to trade and/or maintain a market in our common stock. Also, many prospective investors may not want to get involved with the additional administrative requirements, which may have a material adverse effect on the trading of our shares.

***Our internal controls over financial reporting may not be considered effective, which could result in a loss of investor confidence in our financial reports*.**

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, beginning with our annual report for the year ending December 31, 2008, we may be required to furnish a report by our management on our internal controls over financial reporting. Such report will contain, among other matters, an assessment of the effectiveness of our internal controls over financial reporting as of the end of the year, including a statement as to whether or not our internal controls over financial reporting are effective. This assessment must include disclosure of any material weaknesses in our internal controls over financial reporting identified by management. The report will also contain a statement that our independent registered public accounting firm has issued an attestation report on management s assessment of internal controls. If we are unable to assert that our internal controls are effective as of December 31, 2008, or if our independent registered public accounting firm is unable to attest that our management s report is fairly stated or they are unable to express an opinion on our management s evaluation or on the effectiveness of our internal controls, investors could lose confidence in the accuracy and completeness of our financial reports, which in turn could cause our stock price to decline.

Reports to Security Holders

The Company s annual report will contain audited financial statements. We are not required to deliver an annual report to security holders and will not automatically deliver a copy of the annual report to our security holders unless a request is made for such delivery. We file all of our required reports and other information with the Commission.

The public may read and copy any materials that are filed by the Company with the Commission at the Commission s Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. The statements and forms filed by us with the Commission have also been filed electronically and are available for viewing or copy on the Commission maintained Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Commission. The Internet address for this site can be found at http://www.sec.gov.

ITEM 2. DESCRIPTION OF PROPERTY

We currently maintain our offices at 2465 West 12th Street, Suite 2 Tempe, Arizona 85281 which we share with WWA Group, Inc. The office space is comprised of 2,500 square feet for which WWA Group, Inc. pays $1,600 on a monthly basis. The office lease is due to expire in June 2007.

ITEM 3. LEGAL PROCEEDINGS

The Company is not a party to material pending legal proceedings. To the best of the Company s knowledge, no governmental authority or other party has threatened or is contemplating the filing of any material legal proceeding against the Company.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter was submitted to a vote of our security holders, through the solicitation of proxies or otherwise, during the fourth quarter of the fiscal year covered by this report.

PART II

ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDERS MATTERS.

Market Information

As of the date of this filing, there is no public market for our securities. The Company has future plans to file for trading on the OTC Bulletin Board which is sponsored by the National Association of Securities Dealers (the NASD). However, there can be no assurance that the Company will ever be cleared for trading by the NASD.

As there has been no public trading of our securities, there is no high or low bid pricing to report.

Stockholders

As of April 9, 2007 there were 1,609 stockholders of record of our common stock. This does not include an indeterminate number of shareholders who may hold their shares in street name .

The future sale of presently outstanding unregistered and restricted common stock by present members of management and persons who own more than five percent of the outstanding voting securities may have an adverse effect on any market that may develop in our common shares.

Dividends

We have not declared any cash dividends during the last two fiscal years, and do not anticipate paying such dividends in the near future. We anticipate all earnings, if any, over the next 12 to 24 months will be retained for future investments in business. Any future determination to pay cash dividends will be at the discretion of the Board of Directors and will be dependent upon our results of operations, financial conditions, contractual restrictions, and other factors deemed relevant by the Board of Directors. We are under no contractual restrictions in declaring or paying dividends to our common or preferred shareholders. There are no material restrictions limiting, or that are likely to limit, the Company s ability to pay dividends on our securities, except for any applicable limitations under Nevada corporate law.

All common shares and any preferred shares that might be issued in the future, subject to the Company s bylaws, rank equally for the payment of dividends. If a dividend was to be paid all issued shares would be eligible.

ITEM 6. MANAGEMENT'S PLAN OF OPERATION

This Management s Plan of Operation and Results of Operations and other parts of this report contain forward-looking statements that involve risks and uncertainties. Forward-looking statements can also be identified by words such as anticipates, expects, believes, plans, predicts, and similar terms. Forward-looking statements are not guarantees future performance and our actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in the subsections entitled Forward-Looking Statements and Factors That May Affect Future Results and Financial Condition below and the subsection entitled Risk Factors above. The following discussion should be read in conjunction with our financial statements and notes thereto included in this report. All information presented herein is based on our fiscal year ended December 31, 2006.

The following plan of operation should be read in conjunction with the financial statements and accompanying notes and the other financial information appearing elsewhere in this periodic report. The Company s fiscal year end is December 31.

Plan of Operations

The Company s current focus is to seek out and consummate a merger with an existing operating entity. We intend to actively seek out and investigate possible business opportunities for the purpose of possibly acquiring or merging with one or more business ventures. We do not intend to limit our search to any particular industry or type of business. We are continually investigating possible merger candidates and acquisition opportunities. However, we can provide no assurance that we will have the ability to acquire or merge with an operating business, business opportunity, or property that will be of material value to us.

We anticipate that the Company will require only nominal capital to maintain our corporate viability, and necessary funds will most likely be provided by our officers and directors in the immediate future. However, unless we are able to facilitate an acquisition of or merger with an operating business or are able to obtain significant outside financing, there is substantial doubt about our ability to continue as a going concern.

The Company has not yet entered into any agreement, nor do we have any commitment or understanding to enter into or become engaged in any transaction, as of the date of this filing. Further, our directors will defer any compensation until such time as an acquisition or merger can be accomplished, and will strive to have the business opportunity provide their remuneration. As of the date hereof, we have not made any arrangements or definitive agreements to use outside advisors or consultants or to raise any additional capital.

We do not intend to use any employees, with the possible exception of part-time clerical assistance on an as-needed basis. Outside advisors or consultants will be used only if they can be obtained for minimal cost or on a deferred payment basis. Management is confident that it will be able to operate in this manner and to continue its search for business opportunities during the next twelve months.

Results of Operations

During the twelve month period ended December 31, 2005, the Company remained in the development stage and has generated no significant revenue. We do not expect to sell a significant amount of equity in WWA nor do we expect any realized dividend from our minority equity interest in WWA over the next twelve months.

Net Income and Losses

During the twelve month period ended December 31, 2006, we did not realize any revenues from operations though we did recognize an Income from equity investment of $500,223. We spent $229,168 in general and administrative expenses, primarily consisting of legal, accounting and consulting expenses, and we recorded $6,674 in depreciation for the year 2006. Our net income for the year ended December 31, 2006, was $264,381.

For the period from July 9, 1999 to December 31, 2006, the Company recorded a net loss of $436,216. The Company s operating losses were primarily attributable to discontinued operations and to general and administrative expenses from continuing operations. General and administrative expenses since inception included web hosting and development, legal and professional expenses, salaries, and marketing expenses.

Capital Expenditures

The Company expended no amounts on capital expenditures for the period from July 9, 1999 (inception) to December 31, 2006.

Liquidity and Capital Resources

The Company is in the development stage and, since inception, has experienced significant changes in liquidity, capital resources and shareholders equity. The Company had current assets of $545 and total assets of $3,454,191, with total liabilities of $993,106, as of December 31, 2006. The assets consisted primarily of equity investments totaling $2,439,776 in connection with our minority interest in WWA. Net stockholders equity in the Company was $2,461,085 at December 31, 2006.

Cash flow used by operating activities was $662,450 for the twelve month period ended December 31, 2006, as compared to cash flow provided by operating activities of $4,934 for the twelve month period ended December 31, 2005. The decrease in cash flow used in operating activities is attributed primarily to the decrease in accounts payable and accrued liabilities as compared to the prior year.

Cash flow used in investing activities was $6,480 for the twelve month period ended December 31, 2006, as compared to cash flow used in investing activities of $1,941 for the twelve month period ended December 31, 2005. The cash flow used by investing activities in 2006 pertains to the Company s purchase of other investments.

Cash flow provided by financing activities was $663,857 for the twelve month periods ended December 31, 2006, compared to $0 during the twelve months ended December 31, 2005. The positive cash flow during the current period resulted from receipts from conversion of debt to equity and the sale of common stock, partially offset by cash paid on notes receivable.

The Company s current assets are not sufficient to conduct its plan of operation over the next twelve (12) months. We have no current commitments or arrangements with respect to, or immediate sources of funding. Further, no assurances can be given that funding, if needed, would be available or available to us on acceptable terms. Although, our major shareholders would be the most likely source of new funding in the form of loans or equity placements none have made any commitment for future investment and the Company has no agreement formal or otherwise. The Company s inability to obtain funding, if required, would have a material adverse affect on its plan of operation.

The Company has no current plans for the purchase or sale of any plant or equipment.

The Company has no current plans to make any changes in the number of employees.

Forward Looking Statements and Factors That May Affect Future Results and Financial Condition

The statements contained in the section titled Management s Plan of Operation, with the exception of historical facts, are forward looking statements within the meaning of Section 27A of the Securities Act. A safe-harbor provision may not be applicable to the forward looking statements made in this prospectus because of certain exclusions under Section 27A (b). Forward looking statements reflect our current expectations and beliefs regarding our future results of operations, performance, and achievements. These statements are subject to risks and uncertainties and are based upon assumptions and beliefs that may or may not materialize. These statements include, but are not limited to, statements concerning:

our anticipated financial performance and business plan;

the sufficiency of existing capital resources;

our ability to raise additional capital to fund cash requirements for future operations;

uncertainties related to the Company s future business prospects;

the ability of the Company to generate revenues to fund future operations;

the volatility of the stock market and;

general economic conditions.

We wish to caution readers that the Company s operating results are subject to various risks and uncertainties that could cause our actual results to differ materially from those discussed or anticipated, including the factors set forth in the section entitled Risk Factors included elsewhere in this report. We also wish to advise readers not to place any undue reliance on the forward looking statements contained in this report, which reflect our beliefs and expectations only as of the date of this report. We assume no obligation to update or revise these forward looking statements to reflect new events or circumstances or any changes in our beliefs or expectations, other that is required by law.

Critical Accounting Policies

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our financial statements. In general, management s estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

Stock-Based Compensation

On January 1, 2006, we adopted SFAS No. 123 (revised 2004) (SFAS No. 123R), Share-Based Payment, which addresses the accounting for stock-based payment transactions in which an enterprise receives employee services in exchange for (a) equity instruments of the enterprise or (b) liabilities that are based on the fair value of the enterprise s equity instruments or that may be settled by the issuance of such equity instruments. In January 2005, the Securities and Exchange Commission (SEC) issued Staff Accounting Bulletin (SAB) No. 107, which provides supplemental implementation guidance for SFAS No. 123R. SFAS No. 123R eliminates the ability to account for stock-based compensation transactions using the intrinsic value method under Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and instead generally requires that such transactions be accounted for using a fair-value-based method. We use the Black-Scholes-Merton (BSM) option-pricing model to determine the fair-value of stock-based awards under SFAS No. 123R, consistent with that used for pro forma disclosures under SFAS No. 123, Accounting for Stock-Based Compensation. We have elected the modified prospective transition method as permitted by SFAS No. 123R and accordingly prior periods have not been restated to reflect the impact of SFAS No. 123R. The modified prospective transition method requires that stock-based compensation expense be recorded for all new and unvested stock options, restricted stock, restricted stock units, and employee stock purchase plan shares that are ultimately expected to vest as the requisite service is rendered beginning on January 1, 2006, the first day of our fiscal year 2006. Stock-based compensation expense for awards granted prior to January 1, 2006 is based on the grant date fair-value as determined under the pro forma provisions of SFAS No. 123.

Prior to the adoption of SFAS No. 123R, we measured compensation expense for our employee stock-based compensation plans using the intrinsic value method prescribed by APB Opinion No. 25. We applied the disclosure provisions of SFAS No. 123 as amended by SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure, as if the fair-value-based method had been applied in measuring compensation expense. Under APB Opinion No. 25, when the exercise price of the Company s employee stock options was equal to the market price of the underlying stock on the date of the grant, no compensation expense was recognized.

We account for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with SFAS No. 123 and the conclusions reached by the Emerging Issues Task Force (EITF) in Issue No. 96-18. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by EITF 96-18.

Recent Accounting Pronouncements

In February 2006, the FASB issued SFAS No. 155, Accounting for Certain Hybrid Financial Instruments-an amendment of FASB Statements No. 133 and 140", to simplify and make more consistent the accounting for certain financial instruments. SFAS No. 155 amends SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities to permit fair value remeasurement for any hybrid financial instrument with an embedded derivative that otherwise would require bifurcation, provided that the whole instrument is accounted for on a fair value basis. SFAS No. 155 amends SFAS No. 140, Accounting for the Impairment or Disposal of Long-Lived Assets , to allow a qualifying special-purpose entity to hold a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. SFAS No. 155 applies to all financial instruments acquired or issued after the beginning of an entity s first fiscal year that begins after September 15, 2006, with earlier application allowed. This standard is not expected to have a significant effect on the Company s future reported financial position or results of operations.

In March 2006, the FASB issued SFAS No. 156, Accounting for Servicing of Financial Assets, an amendment of FASB Statement No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities . This statement requires all separately recognized servicing assets and servicing liabilities be initially measured at fair value, if practicable, and permits for subsequent measurement using either fair value measurement with changes in fair value reflected in earnings or the amortization and impairment requirements of Statement No. 140. The subsequent measurement of separately recognized servicing assets and servicing liabilities at fair value eliminates the necessity for entities that manage the risks inherent in servicing assets and servicing liabilities with derivatives to qualify for hedge accounting treatment and eliminates the characterization of declines in fair value as impairments or direct write-downs. SFAS No. 156 is effective for an entity s first fiscal year beginning after September 15, 2006. This adoption of this statement is not expected to have a significant effect on the Company s future reported financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements . The objective of SFAS 157 is to increase consistency and comparability in fair value measurements and to expand disclosures about fair value measurements. SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS 157 applies under other accounting pronouncements that require or permit fair value measurements and does not require any new fair value measurements. The provisions of SFAS No. 157 are effective for fair value measurements made in fiscal years beginning after November 15, 2007. The adoption of this statement is not expected to have a material effect on the Company s future reported financial position or results of operations.

In September 2006, the FASB issued SFAS No. 158, Employers Accounting for Defined Benefit Pension and Other Postretirement Plans an amendment of FASB Statements No. 87, 88, 106, and 132(R)". This statement requires employers to recognize the overfunded or underfunded status of a defined benefit postretirement plan (other than a multiemployer plan) as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income of a business entity or changes in unrestricted net assets of a not-for-profit organization. This statement also requires an employer to measure the funded status of a plan as of the date of its year-end statement of financial position, with limited exceptions. The provisions of SFAS No. 158 are effective for employers with publicly traded equity securities as of the end of the fiscal year ending after December 15, 2006. The adoption of this statement is not expected to have a material effect on the Company s future reported financial position or results of operations.

In September 2006, the SEC issued Staff Accounting Bulletin (SAB) No. 108, Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements. SAB No. 108 addresses how the effects of prior year uncorrected misstatements should be considered when quantifying misstatements in current year financial statements. SAB No. 108 requires companies to quantify misstatements using a balance sheet and income statement approach and to evaluate whether either approach results in quantifying an error that is material in light of relevant quantitative and qualitative factors. SAB No. 108 is effective for periods ending after November 15, 2006. The Company is currently evaluating the impact of adopting SAB No. 108 but does not expect that it will have a material effect on its financial position and results of operations.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities . This Statement permits entities to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The Company is currently assessing the impact of SFAS No. 159 on its financial position and results of operations.

Going Concern

Due to the uncertainty of our ability to meet our current operating expenses and the capital expenses noted above, in their report on the annual financial statements for the year ended December 31, 2006, our independent auditors included an explanatory paragraph regarding concerns about our ability to continue as a going concern. Our financial statements contain additional note disclosures describing the circumstances that lead to this disclosure by our independent auditors.

The Company s ability to continue as a going concern is subject to the ability of the Company to realize a profit and /or obtain funding from outside sources. Management s plan to address the Company s ability to continue as a going concern includes: (1) obtaining funding from related party advances and private placement sources; (2) obtaining additional funding from the sale of the Company s securities; (3) establishing revenues from prospective business opportunities; (4) obtaining loans and grants from various financial institutions where possible. Although management believes that it will be able to obtain the necessary funding to allow the Company to remain a going concern through the methods discussed above, there can be no assurances that such methods will prove successful.

ITEM 7. FINANCIAL STATEMENTS

The Company s financial statements for the fiscal year ended December 31, 2006, are attached hereto as pages F-1 through F-16.

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ASIA4SALE.COM, INC.

(A Development Stage Company)

FINANCIAL STATEMENTS

December 31, 2006

F-1

C O N T E N T S

MOORE & ASSOCIATES, CHARTERED

ACCOUNTANTS AND ADVISORS

PCAOB REGISTERED

INDEPENDENT AUDITORS REPORT

The Board of Directors

Asia4sale.com, Inc.

(A Development Stage Company)

Phoenix, Arizona

We have audited the accompanying balance sheet of Asia4sale.com, Inc. (a development stage company) as of December 31, 2006 and the related statements of operations, stockholders equity (deficit) and cash flows for the years ended December 31, 2006 and 2005 and from inception on July 9, 1999 through December 31, 2006. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provided a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Asia4sale.com, Inc. (a development stage company) as of December 31, 2006 and the results of its operations and its cash flows for the years ended December 31, 2006 and 2005 and from inception on July 9, 1999 through December 31, 2006 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company is in the development stage with no operating results to date, a deficit in working capital and a deficit in stockholders equity, all of which raise substantial doubt about its ability to continue as a going concern. Management s plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Moore & Associates, Chartered

Moore & Associates, Chartered

Las Vegas, Nevada

March 30, 2007

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ASIA4SALE.COM, INC.
(A Development Stage Company)
Balance Sheet

ASSETS

CURRENT ASSETS	
Cash	$
Total Current Assets	
FIXED ASSETS, net	
OTHER ASSETS	
Other receivables	
Equity investment	
Other investments	
Notes receivable	
Deposits	
Total Other Assets	
TOTAL ASSETS	$

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES	
Accounts payable and accrued liabilities	$
Notes payable	
Total Current Liabilities	
Total Liabilities	
STOCKHOLDERS' EQUITY	
Common stock: 100,000,000 shares authorized of $0.001 par value, 41,895,715 shares issued and outstanding	
Additional paid-in capital	
Accumulated deficit	

Deficit accumulated during the development stage	
Total Stockholders' Equity	
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$

The accompanying notes are an integral part of these financial state

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ASIA4SALE.COM, INC.
(A Development Stage Company)
Statements of Operations

For the Years Ended	1999 Through December 31, 2006	2005
REVENUES	$ -	$ -
EXPENSES		
Depreciation and amortization	6,674	8,677
General and administrative	229,168	93,324
Total Expenses	235,842	102,001
OTHER INCOME (EXPENSE)		
Income from sale of investments	-	-
Income from equity investment	500,223	535,934
Interest income	-	-
Total Other Income (Expense)	500,223	535,934
INCOME (LOSS) FROM CONTINUING OPERATIONS	264,381	433,933
LOSS FROM DISCONTINUED OPERATIONS	-	(116,339
NET INCOME (LOSS)	$ 264,381	$ 317,594
BASIC LOSS PER SHARE OF COMMON STOCK	$ 0.01	$ 0.01
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	41,895,715	32,401,920

The accompanying notes are an integral part of these financial state

ASIA4SALE.COM, INC.
(A Development Stage Company)
Statements of Stockholders' Equity (Deficit)

	Common Stock		Additional	
	Shares	Amount	Paid-In Capital	Deficit
Balance at July 9, 1999 (Inception)	2,000,000	$ 2,000	$ (1,000)	$
Contributed capital by shareholders	-	-	1,485	
Net loss for the year ended December 31, 1999	-	-	-	
Balance, December 31, 1999	2,000,000	2,000	485	
Common stock issued for cash and acquisition of LTD	19,600,000	19,600	1,980,400	
Net loss for the year ended December 31, 2000	-	-	-	
Balance, December 31, 2000	21,600,000	21,600	1,980,885	
Common stock issued for cash at approximately $0.02 per share	7,608,000	7,608	157,552	
Net loss for the year ended December 31, 2001	-	-	-	
Balance, December 31, 2001	29,208,000	29,208	2,138,437	
Common stock issued for cash at approximately $0.04 per share	3,193,920	3,194	112,204	
Net income for the period from January 1, 2002 through December 31, 2004	-	-	-	
Balance, December 31, 2004	32,401,920	32,402	2,250,641	
Net income for the year ended December 31, 2005	-	-	-	
Balance, December 31, 2005	32,401,920	32,402	2,250,641	
Common stock issued for cash and debt Conversion at $0.06 to $0.08 per share	9,492,795	9,494	605,963	
Net income for the year ended December 31, 2006	-	-	-	
Balance, December 31, 2006	41,895,715	$ 41,896	$ 2,856,604	$

The accompanying notes are an integral part of these financial state

ASIA4SALE.COM, INC.
(A Development Stage Company)
Statements of Cash Flows

	2006	For the Years December 31 2005
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ 264,381	$
Adjustments to reconcile net loss to net cash used by operating activities:		
Discontinued operations	-	(
Depreciation expense	6,675	
Income from sale of investments	-	
Income from equity investment	(500,223)	(5
Changes in operating assets and liabilities:		
(Increase) in prepaid expenses	-	
(Increase) in deposits and other receivables	589	
Increase (decrease) in accounts payable and accrued liabilities	(433,872)	
Net Cash Used by Operating Activities	(662,450)	
CASH FLOWS FROM INVESTING ACTIVITIES		
Sale of investments	-	
Purchase of other investments	(6,480)	
Investment in subsidiaries	-	
Purchase of fixed assets	-	
Net Cash Used by Investing Activities	(6,480)	
CASH FLOWS FROM FINANCING ACTIVITIES		
Capital contributed by shareholder	-	
Cash paid on note receivable	(900,000)	
Cash received on note payable, net	948,400	
Proceeds from common stock	615,457	
Net Cash Provided by Financing Activities	663,857	
NET INCREASE (DECREASE) IN CASH	(5,073)	
CASH AT BEGINNING OF PERIOD	5,618	
CASH AT END OF PERIOD	$ 545	$

The accompanying notes are an integral part of these financial state

ASIA4SALE.COM, INC.
(A Development Stage Company)
Statements of Cash Flows (Continued)

	For the Years Ended December 31, 2006	2005
CASH PAID FOR:		
Interest	$ -	$
Income taxes	$ -	$
NON-CASH FINANCING ACTIVITIES		
None		

The accompanying notes are an integral part of these financial state

ASIA4SALE.COM, INC.

(A Development Stage Company)

Notes to the Financial Statements

December 31, 2006 and 2005

NOTE 1 - ORGANIZATION AND HISTORY

Asia4sale.com, Inc., a Nevada corporation, was incorporated in September of 1996. The Company was formerly known as H&L Investments, Inc. The name of the corporation was changed to Asia4sale.com, Inc., on December 22, 1999 and a Certificate of Amendment of Articles of Incorporation duly filed with the Office of the Secretary of State for the State of Nevada on December 29, 1999.

The Company changed its name on December 22, 1999 with the intent to acquire Asia4Sale.com, Ltd., a Hong Kong registered software development company (LTD) which was incorporated in March of 1999. At that time the Company had 1,000,000 shares of common stock outstanding and no assets or liabilities. The acquisition of LTD took place in February 2000, when the Company issued 9,000,000 common shares to acquire LTD. On December 11, 2000, the Company executed a 1 for 1 stock dividend.

The Company thus became a software development company in the process of designing and building a web based system for B2B and B2C selling, bartering, and auctioning of consumer goods and services to the Asian market place.

In 2000 the Company spent significant funds developing its software and attempting to market its software through various media channels. The development and marketing operations, handled through wholly owned subsidiary LTD., were ceased in mid 2000 due to lack of acceptance of the Company s products and an overall downturn in the popularity of emerging B2C and B2B products.

During June of 2000, we paid $970,000 to acquire 49% of World Wide Auctioneers, Inc., a Nevada registered corporation, holding 100% of British Virgin Island registered company World Wide Auctioneers, Ltd. In August of 2003, World Wide Auctioneers, Inc. sold 100% of its subsidiary World Wide Auctioneers, Ltd., to a Nevada registered company WWA Group, Inc. (WWA), in a stock for stock transaction whereby WWA stock was issued dirto owners of World Wide Auctioneers, Inc. in exchange for ownership of World Wide Auctioneers, Ltd. The exchange caused the Company to acquire a minority equity investment in WWA.

Since mid year 2000, when the Company discontinued the software development and marketing operations of LTD. the Company has been actively seeking one or more operating companies to acquire.

The Company is in the development stage and has generated no significant revenue.

The Company has no products or services as of December 31, 2006. The Company was organized as a vehicle to seek merger or acquisition candidates. The Company intends to acquire interests in various business opportunities, which in the opinion of management will provide a profit to the Company.

ASIA4SALE.COM, INC.

(A Development Stage Company)

Notes to the Financial Statements

December 31, 2006 and 2005

The Company was funded by a group of several non-US investors that invested $2,280,558 cash into the Company s treasury during 2000 through 2002. The Company issued 12,401,920 (post-stock dividend) shares of its common stock in 2000 through 2002 in return for this investment. In 2006 the company issued 9,492,795 shares of its common stock to its CFO and several non US investors in return for cash and conversion of debt.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

a. Accounting Method

The Company s financial statements are prepared using the accrual method of accounting. The Company has elected a December 31 year-end.

b. Basic Loss Per Share

	For the Year Ended December 31, 20		
	Income (Numerator)	Shares (Denominator)	
$	264,381	41,895,715	$

	For the Year Ended December 31, 20		
	Income (Numerator)	Shares (Denominator)	
$	317,594	32,401,920	$

The computations of basic loss per share of common stock are based on the weighted averagenumber of shares outstanding at the date of the financial statements. There are no common stock equivalents outstanding.

c. Provision for Taxes

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely that not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

ASIA4SALE.COM, INC.

(A Development Stage Company)

Notes to the Financial Statements

December 31, 2006 and 2005

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

c. Provision for Taxes (Continued)

Net deferred tax assets consist of the following components as of December 31, 2006 and 2005:

Deferred tax assets			
NOL Carryover	$	680,456	$
Valuation allowance		(680,456)	
Net deferred tax asset	$	-	$

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate of 39% to pretax income from continuing operations for the years ended December 31, 2006 and 2005 due to the following:

		2006	
Book income (loss)	$	140,313	$
Income from equity investment		(195,087)	
Valuation allowance		54,774	
	$	-	$

At December 31, 2006, the Company had net operating loss carryforwards of approximately $1,460,000 that may be offset against future taxable income through the year 2026. No tax benefit has been reported in the December 31, 2006 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carryforwards for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carryforwards may be limited as to use in the future.

d. Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

ASIA4SALE.COM, INC.

(A Development Stage Company)

Notes to the Financial Statements

December 31, 2006 and 2005

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

g. Fair Value of Financial Instruments

As at December 31, 2006, the fair value of cash and accounts and advances payable, including amounts due to and from related parties, approximate carrying values because of the short-term maturity of these instruments.

h. Newly Issued Accounting Pronouncements

The Company has adopted the following accounting pronouncements:

SFAS No. 123(R) In December 2004, the FASB issued SFAS No. 123 (Revised 2004) (SFAS 123 (R)) Share-based payment . SFAS 123 (R) will require compensation costs related to share-based payment transactions to be recognized in the financial statements. With limited exceptions, the amount of compensation cost will be measured based on the grant-date fair value of the equity or liability instruments issued. In addition, liability awards will be re-measured each reporting period. Compensation cost will be recognized over the period that an employee provides service in exchange for the award. FASB 123 (R) replaces FASB 123, Accounting for Stock-Based Compensation and supersedes APB option No. 25, Accounting for Stock Issued to Employees. This guidance is effective as of the first interim or annual reporting period after December 15, 2005 for Small Business filers.

SFAS No. 150 In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity which is effective for financial instruments entered into or modified after May 31, 2003, and is otherwise effective at the beginning of the first interim period beginning after June 15, 2003. This Statement establishes standards for how an issuer classifies and measures in its statement of financial position certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances) because that financial instrument embodies an obligation of the issuer. The adoption of SFAS No. 150 did not have a material effect on the financial statements of the Company.

SFAS No. 151 In November 2004, the FASB issued SFAS No. 151 (SFAS 151), Inventory Costs . SFAS 151 amends ARB No. 43, Chapter 4. This statement clarifies the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). SFAS 151 is the result of a broader effort by the FASB and the IASB to improve financial reporting by eliminating certain narrow differences between their existing accounting standards. This statement is effective for inventory costs incurred during fiscal years beginning after June 15, 2005. The adoption of SFAS 151 will not have a material impact on the results of operations or financial position of the company as it does not have inventory.

ASIA4SALE.COM, INC.

(A Development Stage Company)

Notes to the Financial Statements

December 31, 2006 and 2005

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

h. Newly Issued Accounting Pronouncements (Continued)

SFAS No. 153 In December 2004, the FASB issued SFAS No. 153 (SFAS 153) Exchange of Non-monetary assets . This statement was a result of a joint effort by the FASB and the IASB to improve financial reporting by eliminating certain narrow differences between their existing accounting standards. One such difference was the exception from fair value measurement in APB Opinion No. 29, Accounting for Non-Monetary Transactions, for non-monetary exchanges of similar productive assets. SFAS 153 replaces this exception with a general exception from fair value measurement for exchanges of non-monetary assets that do not have commercial substance. A non-monetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. This statement is effective for non-monetary assets exchanges occurring in fiscal periods beginning after June 15, 2005. The adoption of SFAS 153 will not have a material effect on the Company s financial position or results of operations.

FASB Interpretation No. 46(R) In January 2003, the FASB issued FASB Interpretation No. 46 Consolidation of Variable Interest Entities. FIN 46 provides guidance on the identification of entities for which control is achieved through means other than through voting rights, variable interest entities, and how to determine when and which business enterprises should consolidate variable interest entities. This interpretation applies immediately to variable interest entities created after January 31, 2003. It applies in the first fiscal year or interim period beginning after June 15, 2003, to variable interest entities in which an enterprise holds a variable interest that it acquired before February 1, 2003. The adoption of FIN 46 did not have a material impact on the Company s financial statements.

i. Fixed Assets

Fixed assets are recorded as cost. Major additions and improvements are capitalized. Minor replacements, maintenance and repairs that do not extend the useful life of the assets are expensed as incurred. Depreciation of property and equipment is determined using the straight-line method over their useful lives, primarily 5 years. The components of the fixed assets are as follows:

Computer equipment
Furniture and fixtures
Other
Vehicle
Accumulated depreciation
Net

ASIA4SALE.COM, INC.

(A Development Stage Company)

Notes to the Financial Statements

December 31, 2006 and 2005

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

j. Concentration of Risk

The Company at times maintained a cash balance exceeding insured limits.

k. Revenue Recognition

The Company has no source of revenues. Revenue recognition policies will be determined when principal operations begin.

l. Cash and Cash Equivalents

For purposes of the Statement of Cash Flows, the Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

NOTE 3 - GOING CONCERN

The Company s financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company does not have significant cash or other current assets, nor does it have an established source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern. The Company is seeking to merge with an existing operating company.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plan described in the preceding paragraph and eventually attain profitable operations. The accompanying financial statements do not include any adjustments that may be necessary if the Company is unable to continue as a going concern.

NOTE 4 - SIGNIFICANT EVENT

During the year ended December 31, 2006, the Company issued 9,292,745 shares of common stock for cash of $133,056 ($0.08 per share) and conversion of $482,400 of debt at prices ranging from $0.06 to $0.08 per share.

ASIA4SALE.COM, INC.

(A Development Stage Company)

Notes to the Financial Statements

December 31, 2006 and 2005

NOTE 5 - DISCONTINUED OPERATIONS

In 2003 the Company discontinued the operations of its wholly owned subsidiary Asia4Sale.com, Ltd. The accompanying financial statements have been restated to reflect the operations of Asia4Sale.com, Ltd. as discontinued.

	For the Years Ended December 31,	
	2006	2005
Revenues	$ -	$ -
Cost of sales	-	-
General and administrative	-	(116,339)
Other income (expense)	-	-

Net loss before income taxes	-	(116,339)
Income tax expense	-	-
Net loss	$ -	$ (116,339)

NOTE 6- EQUITY INVESTMENT

In August 2000 the Company paid $970,000 cash to acquire 49% of WWA World Wide Auctioneers, Inc., a Nevada registered company holding 100% of British Virgin Island registered company World Wide Auctioneers, Ltd. In August 2003 WWA World Wide Auctioneers, Inc. sold 100% of its subsidiary World Wide Auctioneers, Ltd. to Nevada registered company WWA Group, Inc. (WWA), in a stock for stock transaction whereby the stock of WWA Group, Inc. was issued directly to owners of WWA World Wide Auctioneers, Inc. The Company was issued 7,525,000 shares of WWA Group, Inc. in 2003, comprising 47.5% of the issued and outstanding stock of WWA Group, Inc. At December 31, 2006, the Company owned 42.4% of the issued and outstanding WWA Group, Inc. common stock.

Condensed financial information of WWA:

	For the Years Ended December 31, 2006	2005
Cash	$ 2,625,570	$ 8,539,958
Receivables	2,388,091	3,785,841
Other current assets	3,961,940	4,651,667
Fixed assets	4,274,616	1,288,466
Other assets	1,562,500	250,000
Total Assets	$ 14,812,717	$ 18,515,932

ASIA4SALE.COM, INC.

(A Development Stage Company)

Notes to the Financial Statements

December 31, 2006 and 2005

NOTE 6- EQUITY INVESTMENT (Continued)

Condensed financial information of WWA (Continued):

Auction payables	$	6,904,236	$	9,907,821
Other current liabilities		3,577,611		5,889,475
Long-term debt		89,412		182,264
Common stock		16,671		15,971
Additional paid-in capital		1,537,998		1,013,523
Accumulated deficit		2,686,789		1,506,878
Total Liabilities and Stockholders' Equity	$	14,812,717	$	18,515,932
Net revenues$		17,622,383		$ 16,312,971
Direct costs		12,102,525		12,040,236
Operating expenses		4,630,545		3,586,393
Other income (expense)		290,458		441,941
Income taxes		-		-
Net Income $		1,179,771		$ 1,128,283

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ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

The Company has had no changes in or disagreements with its accountants, as to accounting or financial disclosure over the two most recent fiscal years.

ITEM 8A. CONTROLS AND PROCEDURES

The Company s president acts both as the Company s chief executive officer and chief financial officer and is responsible for establishing and maintaining disclosure controls and procedures for the Company.

a) Evaluation of disclosure controls and procedures.

Under the supervision and with the participation of management, our chief executive officer and chief financial officer evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of December 31, 2006. Based on this evaluation, our chief executive officer and chief financial officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective and adequately designed to ensure that the information required to be disclosed by us in the reports we submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the applicable rules and forms and that such information was accumulated and communicated to our chief executive officer and chief financial officer, in a manner that allowed for timely decisions regarding required disclosure.

The auditors did not test the effectiveness of nor relied on the internal controls of the Company for the fiscal years ended December 31, 2006 and 2005.

(b) Changes in internal controls over financial reporting.

During the year ended December 31, 2006, there has been no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 8B. OTHER INFORMATION

None.

PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

The following table sets forth certain information regarding our executive officers and directors as of April 9, 2007:

Name	Age	Position
Eric Montandon	41	Chief Executive Officer, Chief Financial Officer, Director
Alfredo "Alex" Cruz	47	Secretary and Director
Brian Hodgson	44	Director

Directors will serve until the next annual meeting of the shareholders or until their death, resignation, retirement, removal, disqualification, or until their successors have been duly elected and qualified. All officers serve at the will of the Board of Directors.

ERIC MONTANDON has served as director since April 2000, and served as chief executive officer and chief financial officer since May 2000.

Mr. Montandon graduated from Arizona State University in 1988 with a Bachelor s Degree in Business Finance. After graduation he worked for Winius-Montandon, Inc. as a commercial real estate consultant and appraiser in Phoenix, Arizona from 1988 until 1992. He was subsequently involved in forming Momentum Asia, Inc., a design and printing operation in Subic Bay, Philippines in 1994. Mr. Montandon operated this company as its chief executive office until the middle of 2000. Mr. Montandon joined the board of directors in of Asia4Sale.com, Inc. in February 2000 and was instrumental in Asia4Sale.com, Inc. s acquisition and development of World Wide Auctioneers, Ltd. He also currently serves as an officer and director of WWA Group, Inc. and Net Telecommunications, Inc.

ALFREDO CRUZ has served as director since January of 2006 and as corporate secretary since 2000 through the present.

Mr. Cruz has an established corporate legal practice in Manila, the Philippines, and has 15 years of experience in corporate law.

BRIAN HODGSON served as chief executive officer from February 2000 until May 2001. He also has served as director since February of 2000.

Mr. Hodgson has over twenty years experience in upper level management in a variety of industries particularly in technology development and software design and implementation fields.

Significant employees

The Company has no present employees who are expected to make a significant contribution to the Company s business other than the Company s current officer and directors. It is expected that the current member of management will be the only individual whose activities will be material to the Company s operations. Members of management are the only persons who may be deemed to be promoters of the Company.

Family relationships

There are no family relationships between any directors or executive officers of the Company either by blood or by marriage.

Involvement in certain legal proceedings

During the past five years, no present or former director, person nominated to become a director, executive officer, promoter or control person of the Company:

(1) was a general partner or executive officer of any business which filed a petition in bankruptcy or against which any bankruptcy petition was filed, either at the time of the bankruptcy or two years prior to that time;

(2) was convicted in a criminal proceeding or named subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) was subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or

(4) was found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

Compliance with Section 16 of the Exchange Act

Section 16(a) of the Exchange Act requires directors, officers and persons who own more than 5% of a registered class of our equity securities to file reports of ownership and changes in ownership with the Commission. Directors, officers and greater than 5% shareholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. Based solely upon our review of the copies of such forms that we received during the fiscal year ended December 31, 2006, we believe that each person who at any time during the fiscal year was a director, officer or beneficial owner of more than 5% of our common stock complied with all Section 16(a) filing requirements during such fiscal year, except Ko Jen Wang, Eric Montandon, Alfredo Cruz, and Brian Hodgson.

ITEM 10. EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The objective of the Company s compensation program is to provide compensation for services rendered by our sole executive officer. Since the Company is in the development stage company no salary is paid to retain the services of our executive officer. Should that determination change, the amount we deem appropriate to compensate our executive officer will be determined in accordance with market forces; since we have no specific formula to determine compensatory amounts at this time. While we have deemed that our current lack of a compensatory program and the decisions regarding compensation are appropriately suited for our current objectives, we may adopt a compensation program in the future to include a salary for our executive officer and any additional future executive employees, which compensation may include options and other compensatory elements.

Table

The following table provides summary information for the years 2006, 2005, and 2004 concerning cash and non-cash compensation paid or accrued by the Company to or on behalf of (i) the chief executive officer and (ii) any other employee to receive compensation in excess of $100,000.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation ($)	All Other Compensation ($)	Total ($)
Eric Montandon,	2006	-	-	-	-	-	-	-	-
	2005	-	-	-	-	-	-	-	-
CEO, CFO, PAO, and director	2004	-	-	-	-	-	-	-	-

The Company has no Grants of Plan-Based Awards , Outstanding Equity Awards at Fiscal Year-End , Option Exercises and Stock Vested , Pension Benefits , or Nonqualified Deferred Compensation . Nor does the Company have any Post Employment Payments to report.

Directors received no compensation for their services as directors in 2006.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND

RELATED STOCKHOLDER MATTERS

The following table sets forth certain information concerning the ownership of the Company s common stock as of April 9, 2007, with respect to: (i) each person known to the Company to be the beneficial owner of more than five percent of the Company s common stock; (ii) all directors; and (iii) directors and executive officers of the Company as a group. The notes accompanying the information in the table below are necessary for a complete understanding of the figures provided below. As of April 9, 2007, there were shares of common stock issued and outstanding.

Title of Class	Name and Address	Number of Shares	% of Class
Common	Eric Montandon Chief Executive Officer, Chief Financial Officer and Director 2465 West 12th Street, Suite #2, Tempe, AZ 85281-6935	420,632	1.0%
Common	Alfredo Alex S. Cruz III Director and Secretary 2465 West 12th Street, Suite #2, Tempe, AZ 85281-6935	271,686	0.6%
Common	Brian Hodgson Director 2465 West 12th Street, Suite #2, Tempe, AZ 85281-6935	200,000	0.5%
Common	Terrano Investments, Ltd. 12th Floor, 152 Queens Road Central Hong Kong	4,166,667	9.8%
Common	Adderley Davis & Associates, Ltd. Suite Z12, P.O. Box 8497, SAIF Zone, Sharjah, United Arab Emirates	8,867,670	20.1%
Common	All executive officers and Directors as a Group(3)	892,500	2.1%

All common shares held by the officers, directors and principal shareholders listed above are restricted or control securities and are subject to limitations on resale. The shares may be sold in compliance with the requirements of Rule 144, after a minimum one year holding period has been met.

Rule 13d-3 generally provides that beneficial owners of securities include any person who directly or indirectly has or shares, voting power and/or investment power with respect to such securities; and any person who has the right to acquire beneficial ownership of such security within 60 days.

Any securities not outstanding which are subject to options, warrants or conversion privileges exercisable within 60 days are treated as outstanding for the purpose of computing the percentage of outstanding securities owned by that person. But such securities are not treated as outstanding for the purpose of computing the percentage of the class owned by any other person.

Changes in control

There are no present arrangements or pledges of the Company s securities, known to management, which may result in a change in control of the Company

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Transaction with Management and Others

During the past two years, there have been no material transactions or series of similar transactions to which the Company or any of our subsidiaries were or are to be a party, in which the amount involved exceeds $60,000 and in which any promoter, founder, director or executive officer, or any security holder who is known to us to own of record or beneficially more than five percent of the our common stock, or any member of the immediate family of any of the foregoing persons, had a material interest, and none is presently proposed

ITEM 13. EXHIBITS

Exhibits required to be attached by Item 601 of Regulation S-B are listed in the Index to Exhibits on page 24 of this Form 10-KSB, and are incorporated herein by this reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

The following is a summary of the fees billed to us by Moore & Associates for professional services rendered for the past two fiscal years:

Fee Category	Fiscal 2006 Fees	Fiscal 2005 Fees
Audit Fees	$2,500.00	$2,500.00
Tax Fees	-	-
All Other Fees	-	-
Total Fees	$2,500.00	$2,500.00

Audit Fees consist of fees billed for professional services rendered for the audit of our financial statements and review of the interim financial statements included in quarterly reports and services that are normally provided by Moore & Associates in connection with statutory and regulatory filings or engagements.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

The Audit Committee s policy is to pre-approve all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services, and other services. Pre-approval is generally provided for up to one year, and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent auditors and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent auditors in accordance with this pre-approval and the fees for the services performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis.

SIGNATURES

In accordance with the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Asia4Sale.com, Inc.

Date: April 9, 2007

By: /s/ Eric Montandon

Eric Montandon

Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer and Director

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Eric Montandon	Director	April 9, 2006
Eric Montandon		
/s/ Alfredo Alex S. Cruz III	Director	April 9, 2007
Alfredo Alex S. Cruz III		
/s/ Brian Hodgson	Director	April 9, 2007
Brian Hodgson		

INDEX TO EXHIBITS

Exhibit No.	Page No.	Description
3(i)	*	Articles of Incorporation of the Company (incorporated by reference to the Form 10-12G filed with the Commission on October 20, 1999).
3(ii)	*	By-laws of the Company (incorporated by reference to the Form 10-12G filed with the Commission on October 20, 1999).
31	Attached	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14 of the Securities and Exchange Act of 1934 as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Attached	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.