

LARGO VISTA GROUP LTD  
Form 10KSB/A  
May 12, 2005

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-KSB/A  
AMENDMENT NO. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004

Commission file number 000-30426

LARGO VISTA GROUP, LTD.  
(Name of Small Business Issuer in its charter)

|  |                                      |
|--|--------------------------------------|
| Nevada   | 76-0434540                           |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

|  |            |
|--|------------|
| 4570 Campus Drive<br>Newport Beach, California | 92660      |
| (Address of principal executive offices)       | (Zip Code) |

Issuer's telephone number (949) 252-2180

Securities registered under Section 12(b) of the Act: None

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

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  No

Check if there is no disclosure of delinquent filers pursuant to Item 405 of Regulation S-B contained in this form, and 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.

The revenues for the year ended December 31, 2004 were \$439,436.

The market value of the voting and non-voting common stock held by non-affiliates of the registrant as of April 14, 2005 was approximately \$32,774,499.

The number of shares of Common Stock outstanding as of April 14, 2005 was 375,000,000.

## EVPLANATORY NOTE

This Annual Report on Form 10-KSB/A amends our previously filed Annual Report on Form 10-KSB for the fiscal year ended December 31, 2004. This amendment is being filed for two reasons. First, to update and correct the market value of the voting and non-voting common stock held by non-affiliates of the registrant as shown on the cover page of this amendment to the report. The information from the previous year was inadvertently shown in the Form 10-KSB Annual Report filed with the Commission on April 18, 2005. Second, to correct the table of stock ownership in Item 11. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters. That table should read as follows:

**Item 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following table sets forth information regarding beneficial ownership as of April 14, 2004 of the Company's common stock by any person who is known to the Company to be the beneficial owner of more than 5% of the Company's voting securities and by each director and officer of the Company.

|  | Beneficial | Percentage |
|--|------------|------------|
| Name and Address (1)                             | Ownership  | of Class   |
| Shanghai Offshore Oil Group (HK) Co., Ltd<br>(1) | 33,333,333 | 8.89%      |
| Albert Figueroa (2)                              | 6,354,107  | 1.69%      |
| Deng Shan (2), (3)                               | 81,150,285 | 21.63%     |
| All directors/officers as a group (2 persons)    | 87,504,392 | 24.76%     |

(1) The address for Shanghai Offshore Oil Group (HK) Co., Ltd. is 35/F Bund Center, 222 Yan An Road East, Shanghai, China

(2) The address for Messrs. Figueroa and Deng is 4570 Campus Drive, Newport Beach, CA 92660. Mr. Figueroa owns 5,425,607 shares (1.44%) personally and his spouse owns 928,500 shares (0.25%), which may be deemed to be beneficially owned by Mr. Figueroa. Mr. Figueroa disclaims beneficial ownership of such shares.

(3) Mr. Deng Shan owns 2,892,396 (0.77%) shares personally, and 78,257,889 (20.86%) shares through his majority owned corporation, Proton Technology Corporation Limited

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LARGO VISTA GROUP, LTD.

| Signature                | Title               | Date         |
|--------------------------|---------------------|--------------|
| /s/Albert N.<br>Figueroa | Secretary/Treasurer | May 11, 2005 |

|                    |             |              |
|--------------------|-------------|--------------|
| Albert N. Figueroa |             |              |
|                    |             |              |
| /s/Deng Shan       | Interim CEO | May 11, 2005 |
| Deng Shan          |             |              |