

Edgar Filing: SYSCAN IMAGING INC - Form 10QSB/A

SYSCAN IMAGING INC  
Form 10QSB/A  
June 20, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-QSB/A-1

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

For the quarter ended March 31, 2005

or

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

Commission file number: 000-27773

SYSCAN IMAGING, INC.  
(Exact Name of Small Business Issuer as Specified in Its Charter)

DELAWARE  
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(State of incorporation)

59-3134518  
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(I.R.S. Employer Identification No.)

1772 TECHNOLOGY DRIVE  
SAN JOSE, CALIFORNIA 95110  
(Address of principal executive offices, including zip code)

(408) 436-9888  
(Issuer's telephone number, including area code)

(Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

The number of shares outstanding of the issuer's Common Stock, \$.001 Par Value, on June 17, 2005, was 23,110,515 shares

Transitional Small Business Disclosure Format (check one): Yes  No

EXPLANATORY NOTE

Syscan Imaging, Inc. is filing this Form 10-QSB/A-1 to its Quarterly Report on Form 10-QSB for the quarter ended March 31, 2005, as filed with the SEC on May 16, 2005, for the purpose of revising Item 3 of Part I of such Quarterly Report on Form 10-QSB, as set forth below. As a result of this amendment, Syscan Imaging, Inc. is filing as exhibits to this Form 10-QSB/A-1 the certifications pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002.

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This Form 10-QSB/A-1 does not change our previously reported financial statements and other financial disclosures. Items included in the original Form 10-QSB that are not included herein are not amended and remain in effect as of the date of the original filing. Except as noted above, this Form 10-QSB/A-1 does not update information that was presented in our original Quarterly Report on Form 10-QSB filed on May 16, 2005 to reflect recent developments that have occurred since that date. Information concerning recent developments since the filing of our Quarterly Report on May 16, 2005 can be found in other filings we have made with the SEC since May 16, 2005.

### ITEM 3. CONTROLS AND PROCEDURES

Based on an evaluation as of the date of the end of the period covered by this report, our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as required by Exchange Act Rule 13a-15. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

There were no changes in our internal controls over financial reporting that occurred during the quarter ended March 31, 2005 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

### ITEM 6. EXHIBITS.

- 31 Rule 13a-14(a)/15d-14(a) Certifications.
- 32.1 Certification by the Chief Executive Officer Relating to a Periodic Report Containing Financial Statements.\*
- 32.2 Certification by the Chief Financial Officer Relating to a Periodic Report Containing Financial Statements.\*

\* The Exhibit attached to this Form 10-QSB shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to liability under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

SIGNATURES

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

Dated: June 17, 2005

By: /S/ DARWIN HU  
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Name: Darwin Hu  
Title: Chief Executive Officer

Dated: June 17, 2005

By: /S/ WILLIAM HAWKINS  
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Name: William Hawkins  
Title: Acting Chief Financial Officer,  
Principal Accounting Officer, Chief Operating  
Officer and Secretary