

HUI GODFREY CHIN TONG  
 Form 5  
 February 14, 2006

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
 HUI GODFREY CHIN TONG

2. Issuer Name and Ticker or Trading Symbol  
 TEDA TRAVEL GROUP INC  
 [TTVL.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer

SUITE 2102, CHINACHEM CENTURY TOWER, 178 GLOUCESTER ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

WANCHAI HONG KONG, 1 1

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	05/06/2005	1 1	G4	5,637,140 D \$ 0	400,000	D	1 1
Common Stock	1 1	1 1	1 1	1 1 1 1	9,156,360	I	See footnote. (1)
Common Stock	1 1	1 1	1 1	1 1 1 1	539,290	I	See footnote.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUI GODFREY CHIN TONG SUITE 2102, CHINACHEM CENTURY TOWER 178 GLOUCESTER ROAD WANCHAI HONG KONG	Â X	Â X	Â Chief Executive Officer	Â
MAGNOLIA GROUP HOLDINGS LTD SUITE 2102 CHINACHEM CENTURY TOWER, 178 GLOUCESTER ROAD WANCHAI, K3	Â	Â X	Â	Â

## Signatures

/s/ Godfrey Chin  
Tong Hui 02/10/2006

\*\*Signature of Reporting Person Date

/s/ Godfrey Chin  
Tong Hui 02/10/2006

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On May 6, 2005, Godfrey Chin Tong Hui transferred by gift 2,911,290 shares of Registrant's common stock to Magnolia Group

(1) Holdings, LTD. These securities are owned directly by Magnolia Group Holdings, LTD., but may also be deemed to be beneficially owned by Godfrey Chin Tong Hui, who is the sole director and holder of 1% of the voting securities of Magnolia Group Holdings, LTD.

On May 6, 2005, Godfrey Chin Tong Hui transferred by gift 171,469 shares of Registrant's common stock to New Nature Development,

(2) LTD. These securities are owned directly by New Nature Development, LTD., but may also be deemed to be beneficially owned by Godfrey Chin Tong Hui, who is the holder of 50% of the voting securities of New Nature Development, LTD.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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