

Linkwell CORP
Form SC 13D
March 11, 2013

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. n/a)*

Linkwell CORP

(Name of Issuer)

Common stock

(Title of Class of Securities)

5357EP207

(CUSIP Number)

Andrew Goldrich, China Direct Investments, Inc. 431 FAIRWAY DRIVE DEERFIELD BEACH, Florida 33441
Phone : 9543637333

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 31, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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

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

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
CD INTERNATIONAL ENTERPRISES, INC.
13-3876100

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7 SOLE VOTING POWER

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

631,973

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

631,973

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

631,973

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.21%

14 TYPE OF REPORTING PERSON

CO

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1
China Direct Investments, Inc.
202307927

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x
(b) o

2

SEC USE ONLY

3

SOURCE OF FUNDS

4
N/A

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

5

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6
Florida

SOLE VOTING POWER

7

SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

8

581,973

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

581,973

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11
581,973

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13
5.72%

TYPE OF REPORTING PERSON

14
CO

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 Capital One Resource Co., Ltd.

Foreign

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 N/A

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Brunei

SOLE VOTING POWER

7

SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

8

50,000

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

50,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 50,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 0.49%

TYPE OF REPORTING PERSON

14 CO

Item 1. Security and Issuer

This Schedule 13D relates to the Common Stock of Linkwell Corp. (the “Issuer”) whose principal executive offices are located at 1104 Jiatang, Jiading District, Shanghai, China 201807.

Item 2. Identity and Background

(a) The names of the persons filing this statement on Schedule 13D (collectively, the “Reporting Persons”) are:

- CD International Enterprises, Inc. (“CDII”)
- China Direct Investments, Inc. (“CD Investment”), and
- Capital One Resource Co., Ltd. (“Cap One”).

CD Investments and Cap One are both fully owned subsidiaries of CDII, and may each be deemed to have voting and dispositive power with respect to the shares of common stock held.

(b) The business address of CD International Enterprises, Inc., China Direct Investments, Inc., and Capital One Resource Co., Ltd. is 431 Fairway Drive, Suite 200.

(c) The principal business of CDII, CD Investments and Cap One is providing consulting services.

(d) During the past five years none of the reporting persons have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor was any reporting persons a party to a civil proceeding or a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(e) See response to Item 2(d).

(f) See response to Item 2(d).

Item 3. Source and Amount of Funds or Other Consideration

CDII acquired the shares herein at an average cost of \$1.01 per share as compensation of consulting services.

Item 4. Purpose of Transaction

The Reporting Person has acquired the Issuer’s Common Stock for investment purposes. The Reporting Person expects to evaluate on an ongoing basis the Issuer’s financial condition and prospects and its interest in, and intentions with respect to, the Issuer and its investment in the securities of the Issuer. This evaluation may be based on various factors, the Issuer’s business and financial condition, results of operations and prospects, general economic and industry conditions, the securities markets in general and those for the Issuer’s securities in particular, as well as other developments and other investment opportunities. Accordingly, the Reporting Person reserves the right to change its intentions and develop plans or proposals at any time, as it deems appropriate. The Reporting Person may at any time and from time to time, in the open market, in privately negotiated transactions or otherwise, acquire additional securities of the Issuer, including additional shares of Common Stock and dispose of all or a portion of the securities of the Issuer, including Common Stock, that the Reporting Person now owns or may hereafter acquire. In addition, the Reporting Person may engage in

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discussions with management, members of the board of directors of the Issuer, shareholders of the Issuer and other relevant parties concerning the operations, management, composition of the Issuer's board of directors and management, ownership, capital structure, strategy, and future plans of the Issuer, including the possibility of proposing one or more acquisitions, business combination, mergers, asset sales, asset purchases, or other similar transactions involving the Issuer and other third parties. As a result, the Reporting Person may take positions with respect to and seek influence the decision of the Board of directors of the Issuer regarding the matters discussed above. Such suggestions or positions may include one or more plans or proposals that relate to or would result in any of the actions required to be reported herein. Such actions may involve one or more of the vents referred to in paragraphs (a) through (j) of Item of Schedule 13D.

- (a)
- (b)
- (c)
- (d)
- (e)
- (f)
- (g)
- (h)
- (i)
- (j)

Item 5. Interest in Securities of the Issuer

(a) The Reporting Persons' beneficial ownership (as of March 8, 2013) is as follows:

CD Investment owns 581,973 shares of common stock representing 5.72% of all of the outstanding shares of common stock.

Cap One owns 50,000 shares of common stock representing 0.49% of all of the outstanding shares of common stock.

- (b)
- (c)

| Transaction Date | Shares or Unites Purchased (Sold) | Price Per Share or Unit |
|------------------|-----------------------------------|-------------------------|
| 3/6/2012 | 581,973 | 1.01 |
| 3/11/2012 | 25,000 | 1.01 |
| 3/31/2012 | 25,000 | 1.01 |

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Material to Be Filed as Exhibits

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CD International Enterprises, Inc.

March 11, 2013

By: /s/ Yuejian (James) Wang
CEO

China Direct Investments, Inc.

March 11, 2013

By: /s/ Yuejian (James) Wang
President

Capital One Resources, Co., Ltd

March 11, 2013

By: /s/ Rober Zhuang
General Manager

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

