

EURO TECH HOLDINGS CO LTD

Form 20-F/A

June 30, 2010

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FORM 20-F/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, 2008

Commission file number 000-22113

EURO TECH HOLDINGS COMPANY LIMITED

(Exact name of Registrant as specified in its charter)

EURO TECH HOLDINGS COMPANY LIMITED

(Translation of Registrant's name into English)

British Virgin Islands

(Jurisdiction of incorporation or organization)

18/F Gee Chang Hong Centre, 65 Wong Chuk Hong Road, Hong Kong

(Address of principal executive offices)

T.C. Leung,

FAX: 852-28734887,

18/F Gee Chang Hong Centre,

65 Wong Chuk Hong Road,

Hong Kong

(Name, telephone, Email and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Ordinary Shares, \$0.01 par value

Name of each exchange on which registered: NASDAQ

Securities registered or to be registered pursuant to Section 12(g) of the Act.

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Not Applicable

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

(Title of Class)

Indicate the number of issued and outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

11,820,339 Ordinary Shares.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☐ Yes ☒ No

If this is an annual or transitional report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

☐ Yes ☒ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

☐ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (check one).

Large Accelerated filer ☐

Accelerated filer ☐

Non-Accelerated filer ☒

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

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U.S. GAAP ☒

International Financial Reporting Standards as issued
by the International Accounting Standards Board ☐

Other ☐

If ☐ Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

☐ Item 17 ☒ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

☐ Yes ☒ No

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EXPLANATORY NOTE

As reported in Item 4A of the Annual Report on Form 20-F filed on June 29, 2009 by Euro Tech Holdings Company Limited, a British Virgin Islands corporation (the "Company"), in August 2007, the Company (through its wholly-owned subsidiary, Euro Tech (Far East) Limited) acquired a 20% equity interest in Zhejiang Tianlan Environmental Protection Technology Co. Ltd. ("BlueSky"), for approximately US\$4,648,000.

In connection with BlueSky acquisition, the Company is amending our Annual Report on Form 20-F for the fiscal year ended December 31, 2008 to include the requisite financial statements for both Euro Tech Holdings Company Limited and Zhejiang Tianlan Environmental Protection Technology Co. Ltd. This amendment includes only Item 18, the signature page, and the certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Exhibits 12.1, 12.2, 13.1 and 13.2).

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PART III

ITEM 18. FINANCIAL STATEMENTS

The following financial statements are filed as part of this annual report on Form 20-F/A.

Euro Tech Holdings Company Limited

Report of Independent Registered Public Accounting Firm

Consolidated balance sheets

Consolidated statements of income

Consolidated statements of cash flows and changes in shareholders' equity

Zhejiang Tianlan Environmental Protection Technology Company Limited

Report of Independent Registered Public Accounting Firm

Consolidated balance sheets

Consolidated statements of income

Cash flows and changes in shareholders' equity

ITEM 19. EXHIBITS

List of Exhibits

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Exhibit No.	Description
12.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 *
12.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 *
13.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *
13.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *

* Filed Herewith

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant certifies that it meets all of the requirements for filing on Form 20-F/A and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

EURO TECH HOLDINGS COMPANY LIMITED
(Registrant)

/s/ T.C. Leung
T.C. Leung,
Chief Executive Officer and Chairman of the Board

Dated: June 28, 2010

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EURO TECH HOLDINGS COMPANY LIMITED

AUDITED CONSOLIDATED BALANCE SHEETS

AS OF DECEMBER 31, 2008 AND 2007 AND

CONSOLIDATED STATEMENTS OF INCOME,

CONSOLIDATED CASH FLOWS AND CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

TOGETHER WITH REPORT OF INDEPENDENT REGISTERED

PUBLIC ACCOUNTING FIRM

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and shareholders of

Euro Tech Holdings Company Limited

We have audited the accompanying consolidated balance sheets of Euro Tech Holdings Company Limited as of December 31, 2008 and 2007 and the related consolidated statements of operations, shareholders' equity and cash flows for the years ended December 31, 2008, 2007 and 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 audit in accordance with 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. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. The audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. 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 provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Euro Tech Holdings Company Limited as of December 31, 2008 and 2007 and the results of its consolidated operations and cash flows for the years ended December 31, 2008, 2007 and 2006, in conformity with generally accepted accounting principles in the United States of America.

/s/ BDO Limited

Hong Kong, June 26, 2009

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	Note	2008 US\$ 000	2007 US\$ 000
Assets			
Current assets:			
Cash and cash equivalents		7,146	9,387
Restricted cash		388	332
Accounts receivable, net	6	6,707	4,968
Prepayments and other current assets		1,041	912
Inventories, net	7	2,600	2,012
Taxation recoverable			12
Total current assets		17,882	17,623
Property, plant and equipment, net	8 & 21(iii)	1,513	1,622
Investments in affiliates	9	7,679	5,046
Goodwill	12	1,060	1,060
Deferred tax assets	4	144	131
Total assets		28,278	25,482
Liabilities and shareholders' equity			
Current liabilities:			
Accounts payable		5,838	3,112
Other payables and accrued expenses	10	2,844	3,892
Taxation payable		617	520
Total current liabilities		9,299	7,524
Minority interest		1,986	1,545
Commitments and contingencies	19		
Shareholders' equity:			
Ordinary share, par value US\$0.01 each, 20,000,000 (2007: 20,000,000) shares authorized; 12,202,031 (2007: 12,024,901) shares issued and outstanding	11	122	120
Additional paid-in capital		9,495	9,229
Treasury stock, 381,692 (2007: 340,651) shares at cost	13	(281)	(237)
PRC statutory reserve	14	200	165
Accumulated other comprehensive income		478	271
Retained earnings		6,979	6,865
Total shareholders' equity		16,993	16,413

Total liabilities and shareholders' equity	28,278	25,482
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The accompanying notes are an integral part of these consolidated financial statements.

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EURO TECH HOLDINGS COMPANY LIMITED

CONSOLIDATED STATEMENTS OF INCOME

FOR THE YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006

	Note	2008 US\$ 000	2007 US\$ 000	2006 US\$ 000
Revenue				
Trading and manufacturing		21,439	20,010	22,243
Engineering		10,299	7,220	4,918
Total revenue	21(i) & (ii)	31,738	27,230	27,161
Cost of revenue				
Trading and manufacturing		(16,618)	(15,406)	(17,321)
Engineering		(7,536)	(4,992)	(3,285)
Total cost of revenue		(24,154)	(20,398)	(20,606)
Gross profit		7,584	6,832	6,555
Selling and administrative expenses		(7,213)	(6,585)	(5,961)
Operating income		371	247	594
Interest income		45	256	95
Other income, net	3	144	161	146
Income before income taxes, minority interest and equity in profit of affiliates		560	664	835
Income taxes	4	(321)	(144)	(156)