

EURO TECH HOLDINGS CO LTD
Form SC 13D/A
January 22, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 9)

EURO TECH HOLDINGS COMPANY LIMITED

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

G32030101

(CUSIP Number)

T.C. Leung, Chairman
Euro Tech Holdings Company Limited
18/F Gee Chang Hong Centre
65 Wong Chuk Hong Road
Hong Kong

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

January 19, 2007

(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 Rule 13d-1(e),
13d-1(f) or 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 Rule

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13d-7(b) for other parties to whom copies are to be sent.

(continued on following pages)

EXPLANATORY NOTE: AS OF THE DATE HEREOF, THE ISSUER HAD ISSUED AND OUTSTANDING 9,034,541 ORDINARY SHARES (EXCLUSIVE OF 340,651 NON-VOTING TREASURY SHARES).

CUSIP No. G32030101 SCHEDULE 13D

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NUMBER OF SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER
	0	

EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
	6,795,380	

	10	SHARED DISPOSITIVE POWER
	0	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	6,795,380	

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

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	Approximately 60.1%	

14	TYPE OF REPORTING PERSON IN	

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CUSIP No. G32030101	SCHEDULE 13D

1	NAMES OF REPORTING PERSONS
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Pearl Venture LTD No Tax ID No. - Non U.S. Entity

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) X
	(b) _

3	SEC USE ONLY

4	SOURCE OF FUNDS
	Not Applicable - See Item 3

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

6	CITIZENSHIP OR PLACE OF ORGANIZATION
	British Virgin Islands

	7
	SOLE VOTING POWER
	1,866,298

NUMBER OF SHARES BENEFICIALLY OWNED BY	8
	SHARED VOTING POWER
	289,082

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EACH	9	SOLE DISPOSITIVE POWER
REPORTING		1,866,298
PERSON		
WITH		
	10	SHARED DISPOSITIVE POWER
		289,082

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,155,380	

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES	
	CERTAIN SHARES <input type="checkbox"/>	

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	Approximately 23.9%	

14	TYPE OF REPORTING PERSON	
	CO	

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CUSIP No. G32030101 SCHEDULE 13D

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Regent Earning Ltd. No Tax ID No. - Non U.S. Entity	

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a)	<input checked="" type="checkbox"/>
	(b)	<input type="checkbox"/>

3	SEC USE ONLY	

4	SOURCE OF FUNDS	
	Not Applicable - See Item 3	

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	
	PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	

6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Hong Kong	

	7	SOLE VOTING POWER
		0

NUMBER OF	8	SHARED VOTING POWER
SHARES		289,082
BENEFICIALLY		
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON		
WITH		
	10	SHARED DISPOSITIVE POWER

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289,082

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	289,082
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
	<input type="checkbox"/> <input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	Approximately 3.2%
14	TYPE OF REPORTING PERSON
	CO

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Item 1. Security and Issuer

This Amendment No. 9 to Schedule 13D amends and supplements the Schedule 13D filed with the Securities and Exchange Commission ("SEC") on August 27, 1999 as amended and supplemented by Amendment Nos. 1 through 8 filed with the SEC at various times through April 7, 2006.

The class of securities to which this Schedule 13D relates is the ordinary shares, par value \$.01 per share (the "Ordinary Shares"), of EURO TECH HOLDINGS COMPANY LIMITED, a British Virgin Islands corporation (the "Issuer"). The principal executive offices of the Issuer are located at 18/F Gee Chang Hong Centre, 65 Wong Chuk Hong Road, Hong Kong.

Item 2. Identity and Background

This statement is being filed by a group consisting of T.C. Leung, Pearl Venture Ltd. ("Pearl") and Regent Earning Ltd. ("Regent") (the "Reporting Group"). Pearl is a British Virgin Islands corporation which is a trust for the benefit of Mr. Leung. Regent is a Hong Kong corporation of which Pearl is the majority shareholder. Mr. Leung is Chairman of the Board and Chief Executive Officer of the Issuer.

The respective business addresses of the members of the Reporting Group are as follows:

Name	Address
----	-----
T.C. Leung	c/o Euro Tech Holdings Company Limited 18/F Gee Change Hong Centre 65 Wong Chuk Hang Road Hong Kong
Pearl Venture Ltd.	Columbus Centre Building Wickhams Cay

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Road Town, Tortola,
British Virgin Islands

Regent Earning Ltd. Unit B, 15/F C.M.A. Building,
64 Connaught Road Central
Central, Hong Kong

During the past five years, no member of the Reporting Group (including the officers and directors of Pearl and Regent) has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result thereof 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.

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Mr. Leung is a citizen of Hong Kong. Pearl is a British Virgin Islands corporation. Regent is a Hong Kong corporation.

Item 3. Source and Amount of Funds or Other Consideration

At the time of filing of Amendment No. 8 to this Schedule 13D ("AM 8"), Mr. Leung directly owned 1,563,400 Ordinary Shares of the Issuer. After the Reporting Event (described below), Mr. Leung directly owns 2,373,000 Ordinary Shares of the Issuer. Mr. Leung possesses options to purchase the number of Issuer's ordinary shares as indicated pursuant to the following plans and at the prices indicated opposite the plan names:

Plans	Number of Shares	Exercise Price (US\$)
-----	-----	-----
Management Options	1,700,000	1.6789
2002 Officers' and Directors' Plans	567,000 -----	0.5857
	2,267,000	

The Issuer's 2000 and 2002 Officers and Directors Plans both contain "cashless" exercise provisions permitting the optionholder to pay for the exercise of his option by surrendering Ordinary Shares valued at the fair market value of such shares on the date of exercise, provided that such shares were held by the optionholder for not less than six months prior to the date of exercise of the option.

Mr. Leung has exercised 650,000 options exercisable at \$1.6789 per share granted to him pursuant to the Management Option Plan of the Issuer by the payment in cash for an aggregate

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exercise price of \$1,091,285. Mr. Leung has also exercised 205,800 options exercisable at \$0.8191 per share granted to him pursuant to the 2000 Officers and Directors Plan of the Issuer by the payment of \$264.58 in cash and the surrender of 36,700 Ordinary Shares owned by him valued at \$4.586 per share (or \$168,306.20), for an aggregate exercise price of \$168,570.78. As a consequence, Mr. Leung's ownership changed by cancelling 36,700 shares, but with the Issuer, issuing to him 650,000 new shares and 205,800 new shares, for a net increase of 819,100 shares (the "Reporting Event"). The shares owned directly by Mr. Leung changed from 1,563,400 shares to 2,373,000 shares. His options decreased by 855,800 from 3,122,800 options to 2,267,000 options.

At the time of filing of Amendment No. 8 to this Schedule 13D ("AM 8"), Pearl directly owned 2,261,863 Ordinary Shares of the Issuer. Since the filing of AM 8, Pearl sold 395,565 of the Issuer's Ordinary Shares at prices ranging from \$2.25 to \$4.52. After these sales, Pearl directly owns 1,866,298 Ordinary Shares of the Issuer.

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At the time of filing of Amendment No. 8 to this Schedule 13D ("AM 8"), Regent directly owned 274,582 Ordinary Shares of the Issuer. Since the filing of AM 8, Regent bought 14,500 of the Issuer's Ordinary Shares at prices ranging from \$2.33 to \$2.70. After these purchases, Regent directly owns 289,082 Ordinary Shares of the Issuer.

Item 4. Purpose of Transactions

Investment purposes.

Item 5. Interest in Securities of the Issuer

As of the date hereof, the aggregate number of shares beneficially held by all members of the Reporting Group is 6,795,380 or approximately 60.1% of the Issuer's Ordinary Shares after giving effect to the exercise of options held by the members of the Reporting Group.

Mr. Leung possesses sole voting and dispositive power as to 2,373,000 of the Issuer's Ordinary Shares owned by him and as to the options to purchase 2,267,000 of the Issuer's Ordinary Shares.

Regent and Pearl share voting and dispositive power as to the Ordinary Shares owned of record by Regent (289,082 shares or 3.2% of the Issuer's Ordinary Shares). When Pearl's record ownership (1,866,298 shares) is aggregated with its beneficial ownership in the shares held in the name of Regent, Pearl beneficially owns 2,155,380 shares or 23.9% of Issuer's Ordinary Shares.

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

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None.

Item 7. Material to be Filed as Exhibits

Agreement among the Reporting Group to file a single Statement on Schedule 13D on behalf of each of them.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and accurate.

Dated: January 22, 2007 /s/T.C. Leung

Name: T.C. Leung

PEARL VENTURE LTD.

Dated: January 22, 2007 By:/s/Au Mei Yi

Name: Directcorp Limited.
Title: Director

REGENT EARNING LTD.

Dated: January 22, 2007 By: /s/Wong Shuet Yung

Name: Wong Shuet Yung
Title: Director

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EXHIBIT

The undersigned hereby agree as follows:

WHEREAS, the undersigned may be obligated to file Statements on Schedule 13D with the United States Securities and Exchange Commission (the "SEC") to report their beneficial ownership of the Ordinary Shares of Euro Tech Holdings Company Limited;

NOW, THEREFORE, the undersigned hereby agree that a single Statement on Schedule 13D is to be filed with the SEC on behalf of each of them.

Dated: January 22, 2007 /s/T.C. Leung

Name: T.C. Leung

PEARL VENTURE LTD.

Dated: January 22, 2007 By: /s/Au Mei Yi

Name: Directcorp Limited
Title: Director

REGENT EARNING LTD.

Dated: January 22, 2007 By: /s/Wong Shuet Yung

Name: Wong Shuet Yung
Title: Director