

EURO TECH HOLDINGS CO LTD
Form SC 13D/A
February 10, 2006

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. 7)

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)

February 10, 2006

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

(continued on following pages)

(1) 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

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shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 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).

EXPLANATORY NOTE: AS OF THE DATE HEREOF, THE ISSUER HAD ISSUED AND OUTSTANDING 7,572,359 ORDINARY SHARES (EXCLUSIVE OF 340,651 NON-VOTING TREASURY SHARES).

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CUSIP No. G32030101 SCHEDULE 13D

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
T.C. Leung No Tax ID No. - Not U.S. Citizen

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Hong Kong

| | | | |
|--|---|-------------------|-----------|
| | 7 | SOLE VOTING POWER | 7,527,479 |
|--|---|-------------------|-----------|

| | | | |
|---|---|---------------------|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | 0 |
|---|---|---------------------|---|

| | | | |
|--|---|------------------------|-----------|
| | 9 | SOLE DISPOSITIVE POWER | 7,527,479 |
|--|---|------------------------|-----------|

| | | | |
|--|----|--------------------------|---|
| | 10 | SHARED DISPOSITIVE POWER | 0 |
|--|----|--------------------------|---|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,527,479

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 67.1%

14 TYPE OF REPORTING PERSON
IN

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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
Hong Kong

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
274,582
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
274,582

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
274,582

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 3.6%

14 TYPE OF REPORTING PERSON
CO

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Item 1. Security and Issuer

This Amendment No. 7 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, 2, 3, 4, 5 and 6 filed with the SEC on December 28, 1999, July 24, 2001, May 29, 2003, September 2, 2005, November 7, 2005 and January 5, 2006, respectively.

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

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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 Road Town, Tortola, British Virgin Islands |
| Regent Earning Ltd. | 20/F, Yue Shing Commercial Building 15-16 Queen Victoria Street 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,

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or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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. 6 to this Schedule 13D ("AM 6"), Mr. Leung directly owned 724,773 Ordinary Shares of the Issuer. Since the filing of AM 6, Mr. Leung sold 134,973 of the Issuer's Ordinary Shares at prices ranging from \$3.08 to 3.35. These sales, when coupled with the Reporting Event (described below), Mr. Leung directly owns 1,039,800 Ordinary Shares of the Issuer. Mr. Leung possesses options to purchase

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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 | 2,457,000 | 1.6789 |
| | 416,600 | 1.221 |
| 2000 and 2002 Officers' and Directors' Plans | (a) 567,000 | 0.5857 |
| | (b) 205,800 | 0.8191 |
| | 3,646,400 | |

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 450,000 options exercisable at \$1.221 per share granted to him pursuant to the Management Option Plan of the Issuer by the payment in cash for an aggregate exercise price of \$549,450.00. As a consequence, Mr. Leung's ownership changed by with the Issuer, issuing to him 450,000 new shares (the "Reporting Event"). The shares owned directly by Mr. Leung changed from 724,773 shares to 1,039,800 shares. His options decreased by 450,000 from 4,096,400 options to 3,646,400 options.

At the time of filing of Amendment No. 6 to this Schedule 13D ("AM 6"), Pearl directly owned 2,759,391 Ordinary Shares of the Issuer. Since the filing of AM 6, Pearl sold 192,694 of the Issuer's Ordinary Shares at prices ranging from \$3.15 to 4.10. After these sales, Pearl directly owns 2,566,697 Ordinary Shares of the Issuer.

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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 held of record by all members of the Reporting Group is 7,257,479 or approximately 67.1% of the Issuer's issued and outstanding Ordinary Shares.

Mr. Leung possesses sole voting and dispositive power as to 1,039,800 of the Issuer's Ordinary Shares owned by him and as to the options to purchase 3,646,400 of the Issuer's Ordinary

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Shares.

Regent and Pearl share voting and dispositive power as to the Ordinary Shares owned of record by Regent (274,582 shares or 3.6% of the Issuer's Ordinary Shares). When Pearl's record ownership (2,566,697 shares) is aggregated with its beneficial ownership in the shares held in the name of Regent, Pearl beneficially owns 2,841,279 shares or 37.5% of Issuer's Ordinary Shares.

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

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: February 10, 2006 /s/T.C. Leung

T.C. Leung

PEARL VENTURE LTD.

Dated: February 10, 2006 By: /s/Yeung Kai-Tai

Name: Yeung Kai-Tai
Title: Director

REGENT EARNING LTD.

Dated: February 10, 2006 By: /s/Wong Shing Yue, Eddy

Name: Wong Shing Yue, Eddy
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: February 10, 2006 /s/T.C. Leung

T.C. Leung

PEARL VENTURE LTD.

Dated: February 10, 2006 By: /s/Yeung Kai-Tai

Name: Yeung Kai-Tai
Title: Director

REGENT EARNING LTD.

Dated: February 10, 2006 By: /s/Wong Shing Yue, Eddy

Name: Wong Shing Yue, Eddy
Title: Director