EURO TECH HOLDINGS CO LTD
Form 20-F
June 30, 2010

FORM 20-F

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2009

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 Change 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.

Name of each exchange on which registered: NASDAQ
Ordinary Shares, $0.01 par value

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

Not Applicable
(Title of Class)

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

Not Applicable
(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. 11,544,711 Ordinary Shares.

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

o Yes x No

If this report is an annual or transition 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.

o Yes x No

Note Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

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

o Yes x 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).

o Yes o No

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.

x Yes o 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 o	Accelerated filer o	Non-accelerated filer x

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

U.S. GAAP x	International Financial Reporting Standards as issued by the International Accounting Standards Board o	Other o

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.

o Item 17 o 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)

o Yes x No

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Explanatory Note

In addition to the financial statements of Euro Tech Holdings Company Limited (the Company) attached are the financial statements of two companies that are twenty percent (20%) owned by the Company, Zhejiang Tialan Desulfurization and Dust Removal Co. Ltd. (Blue Sky) and Zhejiang Jia Huan Electronic Co. Ltd. (Jia Huan). The rules of the Securities and Exchange Commission require that the Company file the financial statements of Blue Sky and Jia Huan.

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INTRODUCTION

In this Form 20-F, reference to us , we , the Company and Euro Tech are to Euro Tech Holdings Company Limited and its subsidiaries unless otherwise expressly stated or the context otherwise requires.

Forward Looking Statements

This annual report contains forward looking statements. Additional written or oral forward looking statements may be made by the Company from time to time in filings with the Securities and Exchange Commission (the SEC or the Commission) or otherwise. Such forward looking statements are within the meaning of that term in Section 21E of the Securities Exchange Act of 1934 (the Exchange Act). Such statements may include, but not be limited to, projections of revenues, income, or loss, capital expenditures, plans for future operations, financing needs or plans, and plans relating to products or services of the Company, as well as assumptions relating to the foregoing. The words believe, expect, anticipate, estimate, project, and similar expressions identify forward looking statements, which speak only as of the date the statement was made. Forward looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. Future events and actual results could differ materially from those set forth in, contemplated by, or underlying the forward looking statements. Statements in this Annual Report, including those contained in the sections entitled Part I, Item 3D. Risk Factors and Item 5. Operating and Financial Review and Prospects and the notes to the Company s Consolidated Financial Statements, describe factors, among others, that could contribute to or cause such differences.

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GLOSSARY

The following glossary of terms may be helpful in understanding the terminology used in this Annual Report.

Ambient Air:	Atmospheric air (outdoor as opposed to indoor air).
Anaerobic:	Treating waste water biologically in the absence of air.
Atomic Spectrometer:	An analytical instrument used to measure the presence of an element in a substance by testing a sample which is aspirated into a flame and atomized. The amount of light absorbed or emitted is measured. The amount of energy absorbed or emitted is proportional to the concentration of the element in the sample.
Coalescer:	A process that coalesces smaller oil particles to form larger oil particles that can readily float to a tank s surface.
Colorimeter:	An analytical instrument that measures substance concentration by color intensity when the substance reacts to a chemical reagent.
Flow Injection Analyzer:	An analytical instrument with a special sampling system that uses a continuous stream of reagent(s) into which fluid samples are injected.
Human Machine Interface Software:	A type of software to interface (or coordinate) the interaction between machine or equipment and a human being.
Lamella:	Synthetic media installed in a clarifier tank to assist in particle flocculation (coming together in a floc or flakes)
Mass Spectrometer:	An analytical instrument that separates and identifies chemical constituents according to their mass-to-charge ratios and is used to identify organic compounds.
Membrane Biological Reactor (MBR):	A suspended-growth bioreactor combined with a membrane liquid/solids separation unit. The MBR uses an advanced membrane technology that treats biological wastes to a quality level which in many industries is sufficient for reuse or low-cost disposal to sewers.
Moving Bed Biofilm Reactor (MBBR)	A biological wastewater treatment process that uses synthetic plastic media floating or fixed in the aeration stage of the treatment process to increase the contact area between the wastewater and the biomass (bacteria). The result is a higher efficiency of treatment in a unit volume of wastewater, hence smaller footprint. An additional advantage is reduction of the amount of sludge produced.
Multi-Channel Digital Recorder:	A device that measures and records more than one input of a digitized signal (signal in the form of pulses).
pH Controller:	A process instrument that measures and controls the acidity or alkalinity of a fluid.
Reagent:	A chemical substance used to cause a chemical reaction and detect another substance.
Sequential Batch Reactor (SBR):	A waste-water treatment process that combines aeration and settling in one reactor tank thus saving on space. Used for the treatment of industrial waste-water as well as municipal sewage. The SBR is a batch process that is ideal for waste-waters of changing characteristics.

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PART I

ITEM 3. KEY INFORMATION

Item 3A Selected Financial Data

SELECTED FINANCIAL INFORMATION

(Amounts expressed in thousands, except share and per share data and unless otherwise stated)

The selected consolidated income statement data for years ended December 31, 2009, 2008 and 2007, and the selected consolidated balance sheet data as of December 31, 2009 and 2008 set forth below are derived from audited consolidated financial statements of the Company included herein and should be read in conjunction with, and are qualified in their entirety by reference to such financial statements, including the notes thereto and Item 5. Operating and Financial Review and Prospects. The selected consolidated income statement data for the years ended December 31, 2006 and 2005 and the selected consolidated balance sheet data as of December 31, 2007, 2006 and 2005 set forth below are derived from audited consolidated financial statements of the Company which are not included herein.

	2009 US$	**2008 US$**	**2007 US$**	**2006 US$**	**2005 US$**
Balance Sheet Data:					
Cash and cash equivalents	7,025	7,146	9,387	9,160	5,362
Working capital(1)	8,203	8,583	10,099	10,267	6,931
Total assets	26,244	28,278	25,482	19,975	17,377
Short-term debt(2)	0	0	0	0	0
Net assets	18,932	18,979	17,958	12,990	9,754
Capital Stock	122	122	120	94	74

(1) Current assets minus current liabilities.

(2) Short-term debt includes short-term borrowings and current portion of long-term bank loans.

	2009 US$	**2008 US$**	**2007 US$**	**2006 US$**	**2005 US$**
Income Statement Data:					
Revenue	27,336	31,738	27,230	27,161	31,250
Cost of revenue	(20,876)	(24,154)	(20,398)	(20,606)	(24,681)
Gross profit	6,460	7,584	6,832	6,555	6,569
Selling and Administrative Expenses	(6,608)	(7,214)	(6,566)	(5,961)	(5,418)
Operating (loss)/income	(148)	370	266	594	1,151
Interest Income	37	45	256	95	35

Other income, net	71	145	142	146	172
(Loss)/Income before taxes	(40)	560	664	835	1,358
Income taxes	(218)	(321)	(144)	(156)	(328)
Equity in profit of affiliates	595	273	247		21
Net income	337	512	767	679	1,051
Less: net income attributable to non-controlling interest	(305)	(363)	(345)	(318)	(318)
Net income attributable to the Company	32	149	422	361	733
Net income per Ordinary Share Basic	0.01	0.01	0.04	0.04	0.11
Diluted	0.01	0.01	0.03	0.03	0.07
Weighted Average Number of Ordinary Shares Outstanding					
Basic	11,632,460	11,824,153	11,105,556	8,047,911	6,598,201
Diluted	11,896,537	12,212,058	12,095,335	10,787,420	10,698,482

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The Company maintains its books and records in United States dollars (US$). Its subsidiaries, retail shops and affiliates maintain their books and records either in US$, Hong Kong dollars (HK$) or in Chinese Renminbi (RMB).

The Hong Kong dollar is freely convertible into other currencies (including the US dollar). Since 1983, the Hong Kong dollar has effectively been officially linked to the US dollar at the rate of approximately HK$7.80 = US$1.00. However, the market exchange rate of the Hong Kong dollar against the US dollar continues to be influenced by the forces of supply and demand in the foreign exchange market. Exchange rates between the Hong Kong dollar and other currencies are influenced by the rate between the US dollar and the Hong Kong dollar.

Since 1994, the conversion of Renminbi into foreign currencies, including U.S. dollars, has been based on rates set by the People s Bank of China, which are set daily based on the previous day s interbank foreign exchange market rates. From 1994 through 2004, the official exchange rate for the conversion of Renminbi to U.S. dollars has generally been stable and maintained at the rate of approximately RMB8.30 = US$1.00. However, in 2007, 2008 and 2009 the Renminbi appreciated and at the end of 2009, 2008 and 2007, the exchange rates were approximately RMB 6.8282 = US$1.00, RMB 6.8251 = US$1.00 and RMB 7.3141 = US$1.00, respectively. The value of the Renminbi fluctuates and is subject to changes in PRC political and economic conditions.

The high, low and average exchange rate set forth below:

	Rate at Period End	**Low**	**High**	**Average**
US$ to RMB				
Fiscal 2005	8.0734	8.0566	8.2666	8.2033
Fiscal 2006	7.8175	7.7845	8.0715	7.9819
Fiscal 2007	7.3141	7.2941	7.8062	7.6172
Fiscal 2008	6.8251	6.7480	7.2941	6.9623
Fiscal 2009	6.8282	6.7880	6.8430	6.8409
US$ to HK$				
Fiscal 2005	7.7535	7.7431	7.8116	7.7779
Fiscal 2006	7.7794	7.7502	7.7946	7.7690
Fiscal 2007	7.8049	7.7488	7.9102	7.8026
Fiscal 2008	7.7507	7.7480	7.8174	7.7874
Fiscal 2009	7.7551	7.7474	7.7617	7.7522

The Following Months	**Low**	**High**	**Average**
US$ to RMB			
July 2009	6.8200	6.8348	6.8421
August 2009	6.8015	6.8351	6.8421
September 2009	6.7880	6.8290	6.8390
October 2009	6.7950	6.8290	6.8364
November 2009	6.7930	6.8287	6.8356
December 2009	6.7926	6.8293	6.8362

US$ to HK$			
July 2009	7.7485	7.7507	7.7508
August 2009	7.7485	7.7521	7.7513
September 2009	7.7485	7.7513	7.7510
October 2009	7.7485	7.7503	7.7506
November 2009	7.7485	7.7503	7.7507
December 2009	7.7486	7.7582	7.7536

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Item 3D. Risk Factors

You should carefully consider all of the information set forth in this annual report and the following risk factors. The risks below are not the only ones we face. Additional risks not currently known by us or that we deem immaterial may also impair our business operations. Our business, financial condition or results of operations could be materially adversely effected by any of these risks. This annual report also contains forward looking statements that involve risks and uncertainties. Our results could materially differ from those anticipated in these forward looking statements as a result of certain factors, including the risks we face as described below and elsewhere. See Forward Looking Statements.

Certain Risks Relating To Doing Business In Hong Kong And The People s Republic Of China (the PRC or China).

PRC Sovereignty Over Hong Kong Still Developing.

The Company s executive and principal offices are located in Hong Kong, a Special Administrative Region of China (or SAR ; Hong Kong is sometimes herein referred to as the Hong Kong SAR).

As provided in the Sino-British Joint Declaration on the Question of Hong Kong (the Joint Declaration) and the Basic Law of the Hong Kong SAR of China (the Basic Law), the Hong Kong SAR is provided a high degree of autonomy except in foreign and defense affairs. The PRC s political system and policies are not practiced in Hong Kong. Under this principle of one country, two systems , Hong Kong maintains a legal system that is based on common law and is different from that of the PRC.

The Company s results of operations and financial condition may be influenced by the political situation in Hong Kong and by the general state of the Hong Kong economy. See Economic Stability Uncertain.

There can be no assurance that these past or any prospective future changes in political, economic or commercial conditions in Hong Kong and the PRC will not result in a material adverse effect upon the Company.

Economic Stability Uncertain.

Most economies in the Far East had suffered from an economic instability. There can be no assurance that there be a recovery, most especially in light of the recent global economic downturn. Continued growth in the PRC is dependent upon an adequate supply of energy. There is no assurance that adequate supplies of energy can be developed or found to fuel the PRC s continued economic growth.

The PRC s Economic, Political And Social Conditions.

The PRC economy differs from the economies of most developed countries in many respects, including the amount of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. While the PRC economy has experienced significant growth in the past thirty years, growth has been uneven, both geographically and among the various sectors of the economy. The PRC government has implemented various measures to encourage economic growth and guide the allocation of resources. Some of these measures benefit the overall PRC economy, but may also have a negative effect on us. For example, our financial condition and results of operations may be adversely affected by changes in applicable tax regulations.

The PRC economy appears to be moving from a planned economy to a more market-oriented economy. Although the PRC government has implemented measures since the late 1970s emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets and the establishment of improved corporate governance in business enterprises, a substantial portion of productive assets in the PRC are still owned by the PRC government. In addition, the PRC government continues to play a significant role in regulating industry development by imposing industrial policies. The PRC government also exercises significant control over the PRC s economic growth through the allocation of resources, controlling payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies. These actions, as well as future actions and policies of the PRC government, could materially and adversely effect our business and operations.

The success of the Company s activities in the PRC depends on the Company s continued ability to overcome circumstances specifically effecting the industrial sector, including the relatively poor infrastructure, road transportation and communications network and an uncertain legal and regulatory environment.

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Economic Reforms May Not Continue Or Impact Positively On The Company; Changing Business Environment.

Over the past several years, the PRC s government has pursued economic reform policies including encouraging private economic activities and decentralization of economic deregulation. The PRC government may not continue to pursue these policies or may significantly alter them to our detriment from time to time without notice. Changes in policies by the PRC government resulting in changes in laws, regulations, or their interpretation, or the imposition of confiscatory taxes, restrictions on currency conversion and imports could materially and adversely effect our business and operating results. The nationalization or other expropriations of private enterprises by the PRC government could result in a loss of our investments in actual funds and time and effort, in China.

The Company s results at times may also be adversely effected by: (1) changes in political, economic and social conditions in the PRC; (2) changes in government policies such as changes in laws and regulations (or their interpretation); (3) the introduction of additional measures to control inflation; (4) changes in the rate or method of taxation; (5) imposition of additional restrictions on currency conversion remittances abroad; (6) reduction in tariff protection and other import restrictions; and (7) a return to the more centrally-planned economy that existed previously.

We Are Subject To International Economic And Political Risks, Over Which We Have Little Or No Control.

Doing business outside the United States subjects us to various risks, including changing economic and political conditions, exchange controls, currency fluctuations, armed conflicts and unexpected changes in United States and foreign laws relating to tariffs, trade restrictions, transportation regulations, foreign investments and taxation. We have no control over most of these risks and other unforeseeable risks and may be unable to anticipate changes in international economic and political conditions and, therefore, unable to alter our business practice in time to avoid the adverse effect of any of these changes.

The Current Financial Crisis and Deteriorating Economic Conditions May Have A Material Adverse Impact on Our Business and Financial Conditions.

Worldwide economies have been deteriorating recently. Global markets have experienced significant turmoil and upheavals characterized by extreme volatility and declines in prices and securities and commodities, diminished credit availability, inability to access capital markets, waves of bankruptcies, rising unemployment and declining consumer and business confidence.

We cannot predict the short and long-term impact of these events on our business and financial condition that may be materially and adversely effected.

Uneven Economic Growth.

The PRC s economy has experienced significant growth in recent years, but that growth has been uneven among various geographic regions and economic sectors. Economic reforms and growth in the PRC have been more successful in certain provinces than in others, and the continuation or increase of such disparities could adversely effect political or social stability. The PRC s economy experienced a slowdown in the fourth quarter of 2008 as a result of the global economic crisis with a gradual recovery in the latter half of 2009 and the first quarter of 2010. There can be no assurance that the PRC s economy will continue to grow, that if there is growth, such growth will be steady and uniform, or that if there is a slowdown, such a slowdown will not have a negative effect on our business.

PRC Inflation.

In recent years, the PRC has not experienced significant inflation, and thus inflation has not had a significant effect on our business historically. In response to the increased inflation rate during 2004, the Chinese government announced measures to restrict lending and investment in the PRC in order to reduce inflationary pressure on the PRC s economy; and the inflation rate was reduced in 2005 and 2006, escalated in 2007 and 2008 at a rate of 5.9% and was reduced by 0.7% in 2009**.** Efforts by the PRC to curb inflation may also curb economic growth, increase our overhead costs and adversely affect our sales. If the PRC rate of inflation continues to increase, the Chinese government may introduce further measures intended to reduce the inflation rate in the PRC. Any such measures adopted by the Chinese government may not be successful in reducing or slowing the increase in the PRC s inflation rate. Sustained or increased inflation in the PRC may have an adverse impact on the PRC s economy and may materially and adversely affect our business and financial results.

Uncertain Legal System And Application Of Laws.

The legislative trend in the PRC over the past decade has been to enhance the protection afforded to foreign investment and allow for more active control by foreign parties of foreign invested enterprises. There can be no assurance

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that this will continue. In addition, as the PRC economy, business and commercial framework and legal system all continue to develop, that development may adversely affect the Company s activities in the PRC or the ability of the Company to enter into Sino-foreign agreements.

PRC Legal System Business Laws Developing.

The PRC does not yet possess a comprehensive body of business law or a consolidated body of laws governing foreign investment enterprises. As a result, the enforcement, interpretation and implementation of existing laws, regulations or agreements may be sporadic, inconsistent and subject to considerable discretion. The PRC s judiciary has not had sufficient opportunity to gain experience in enforcing laws that exist, leading to a higher than usual degree of uncertainty as to the outcome of any litigation. As the legal system develops, entities such as the Company may be adversely affected by new laws, changes to existing laws (or interpretations thereof) and preemption of provincial or local laws by national laws. Even when adequate law exists in the PRC, it may not be possible to obtain speedy and equitable enforcement of the law.

Government Currency Controls.

The PRC government imposes control over its foreign currency reserves in part through direct regulation of the conversion of its currency, Renminbi (RMB) into foreign exchange and through restrictions on foreign imports. The conversion of RMB into Hong Kong and United States Dollars (U.S. Dollars) must be based on rates set by the People s Bank of China (PBOC), which rates are set daily based on the previous day s Chinese interbank foreign exchange market rate with reference to current exchange rates on the world financial markets.

Currently, the RMB is permitted to fluctuate within a narrow band against the U.S. dollar. Exchange rate fluctuations may adversely effect the Company because of increases in overhead costs, adverse effects on sales, foreign currency denominated liabilities, and may materially adversely effect the value, translated into U.S. dollars, of the Company s net fixed assets situated and to be situated in the PRC, earnings and dividends.

Foreign Currency Risk.

The Company operates in Hong Kong, the PRC and trades with both local and overseas customers, and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to purchases in, Hong Kong dollar, Renminbi and Euro. Foreign exchange risk arises from committed and unmatched future commercial transactions, such as confirmed import purchase orders and sales orders, recognized assets and liabilities, and net investment in the PRC operations. The Company uses derivative financial instruments such as foreign exchange contracts to hedge certain foreign currency exposures. There can be no assurances that the Company s hedging strategies will be adequate to avoid this foreign exchange risk.

Turbulent Relations With The United States Of America (United States).

Differences between the United States and PRC governments on some political issues continue occasionally to color the relationship. These occasional controversies could materially and adversely effect our business and operations. Political or trade friction between the two countries could also materially and adversely effect the market price of our Ordinary Shares, whether or not they adversely effect our business.

Certain Risks Relating To The Company s Business

Decline in Revenues; Operating Loss; Loss Before Income Taxes.

In Fiscal 2008, the Company had revenues of approximately US$31,738, 000, operating income of approximately US$370,000 and income before income taxes of approximately US$560,000. In Fiscal 2009, the Company had revenues of approximately US$27,336,000, an operating loss of approximately US$148,000 and a loss before income taxes of approximately US$40,000. The Company primarily attributes the revenue reduction, operating loss and loss before income taxes in Fiscal 2009 to the global economic downturn and having key suppliers selling their products through China suppliers other than the Company.

As the global economic downturn appears to be continuing and the Company may face further competition by having key suppliers selling their products through China suppliers other than the Company, there can be no assurance that the Company s revenues will not decline further and losses will not increase.

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We Have Made And May Make Further Acquisitions Without Your Approval.

Although we endeavor to evaluate the risks inherent in any particular acquisition, there can be no assurance that we will properly or accurately ascertain all such risks. We will have virtually unrestricted flexibility in identifying and selecting prospective acquisition candidates and in deciding if they should be acquired for cash, equity or debt, and in what combination of cash, equity and/or debt.

We have taken and are seeking to take equity positions in related businesses. We will not seek stockholder approval for any additional acquisitions unless required by applicable law and regulations. Our stockholders will not have an opportunity to review financial and other information on acquisition candidates prior to consummation of any acquisitions under almost all circumstances.

Investors will be relying upon our management, upon whose judgment the investor must depend, with only limited information concerning management s specific intentions.

There can be no assurance that the Company will locate and successfully complete any such additional acquisitions, or any acquisition will perform as anticipated, will not result in significant unexpected liabilities or will ever contribute significant revenues or profits to the Company or that the Company will not lose its entire investment in any acquisition.

Dependence Upon Management.

The Company is dependent upon the services of its executive officers, in particular Mr. T.C. Leung, the Chairman of the Company s Board of Directors and its Chief Executive Officer. The business of the Company could be adversely effected by the loss of services of, or a material reduction in the amount of time devoted to the Company by its executive officers. The Company does not maintain Key Man life insurance on the lives of any of its officers and directors. See Item 6. Directors, Senior Management and Employees.

Adverse Impact Upon The Company Of PRC s Credit Restrictions.

The Company faces increasing competition from other distributors of substantially similar products and manufacturers themselves, both foreign and Chinese. The Company faces its principal competition from foreign manufacturers and other distributors of their products situated in Hong Kong and the PRC. Competition may cause purchaser demands for price reductions and reduced profit margin.

Competition With Vendors.

As the Company assembles products of the kind that it presently distributes, the Company may directly compete with certain of its vendors. Any such direct competition may adversely affect its relationship with its vendors. See Item 4.   Information on the Company.

Dependence On Vendors; Lack Of Long Term Arrangements; Loss of Vendors.

The Company distributes supplies manufactured by a number of vendors, including , Thermo Fisher Scientific Group (Thermo   ), Siemens Water Technologies Group (Siemens   ), Hach Company - Lachat Instruments (Hach   ) and Caliper Life Sciences Inc (Caliper   )**,** that are the Company   s largest suppliers, pursuant to short term arrangements. Although alternative sources of supply exist, there can be no assurance that the termination of the Company   s relationship with any of the above or other vendors would not have an adverse effect on the Company   s operations due to the Company   s dependence on these vendors. A substantial number of the Company   s suppliers have been selling their products into China directly and through other distributors. During Fiscal 2009 our sales, expressed as a percentage of total sales, to Hong Kong increased by 10% while our sales to the PRC decreased by 9% when compared to Fiscal 2008. The 10% increase in sales to Hong Kong was primarily due to an increase in sales of Thermo   s products. The 9% decrease in sales to the PRC was primarily due to the global economic downturn and additional sales by out key suppliers in the PRC through distributors other than the Company. A loss of a substantial vendor or substantial number of our other vendors and/or our competing with them would have a material adverse effect on our revenues from trading activities.

Risks Relating To The Company Itself; Control By T.C. Leung; Potential Conflict Of Interests.

T.C. Leung, the Company   s Chairman of the Board and Chief Executive Officer, as a practical matter, is able to nominate and cause the election of all the members of the Company   s Board of Directors, control the appointment of its officers and the day-to-day affairs and management of the Company. As a consequence, Mr. Leung can have the Company managed in a manner that would be in his own interests and not in the interests of the other shareholders of the Company. See Item 7.   Major Shareholders and Related Party Transactions   and Item 6.   Directors, Senior Management and Employees.

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Certain Legal Consequences Of Incorporation In The British Virgin Islands; Rights Of Shareholders Not As Extensive As In U.S. Corporations.

Principles of British Virgin Islands (BVI) corporate law relating to such matters as the validity of the Company procedures, the fiduciary duties of management and the rights of the Company s shareholders may differ from those that would apply if the Company were incorporated in a jurisdiction within the United States.

The rights of shareholders under British Virgin Islands law are not as extensive as the rights of shareholders under legislation or judicial precedent in many United States jurisdictions. Under United States law, majority and controlling shareholders generally have certain fiduciary responsibilities to the minority shareholders. United States shareholder action must be taken in good faith and actions by controlling shareholders in a United States jurisdiction and executive compensation which are obviously unreasonable may be declared null and void.

The BVI law protecting the interests of the minority shareholders is not as protective in all circumstances as the law protecting minority shareholders in United States jurisdictions. The shareholders of the Company may have more difficulty in protecting their interests in the face of actions by the Company s Board of Directors, and may have more limited rights, than they might have as shareholders of a company incorporated in many United States jurisdictions.

Anti-Takeover Provisions.

The Company has 5,000,000 shares of blank check preferred stock authorized. The blank check preferred stock is intended to strengthen the Company s ability to resist an unsolicited takeover bid and may be deemed to have an anti-takeover effect. The Board of Directors has the right to fix the rights, terms and preferences at the time of issue of blank check preferred stock without further action by our shareholders.

Uncertainty Of Enforcing United States Judgments.

There is some uncertainty whether BVI courts would enforce judgments of the courts of the United States and of other foreign jurisdictions, or enforce actions brought in the BVI which are based upon the securities laws of the United States. A final monetary judgment obtained in the United States will be treated as a cause of action in itself by the BVI courts so that no retrial of the issues would be necessary, provided that material preconditions are met and the proceedings pursuant to which judgment was obtained were not contrary to the rules of natural justice.

All of the Company s directors and executive officers reside outside of the United States, service of process upon the Company and such persons may be difficult to effect in the United States upon all such directors and officers.

All of the Company s assets are and will be located outside of the United States, in Hong Kong and the PRC, and any judgment obtained in the United States may not be enforced in those jurisdictions. Hong Kong courts will not directly enforce against the Company or such persons judgments obtained in the United States. There is also substantial doubt as to the enforceability in the PRC of actions to enforce judgments of the United States courts arising out of or based on the ownership of the securities, including judgments arising out of or based on the civil liability provisions of United States federal or state securities laws or otherwise. See Certain Legal Consequences of Incorporation in the British Virgin Islands; Rights of Shareholders not as Extensive as in U.S. Corporations.

Being A Foreign Private Issuer Exempts Us From Certain Securities And Exchange Commission (Commission) And NASDAQ Capital Markets (NASDAQ) Requirements.

We are a foreign private issuer within the meaning of rules promulgated under the Securities Exchange Act of 1934 (the Exchange Act). As such, with certain limitations, we are exempt from certain provisions applicable to United States public companies including: (1) the rules under the Exchange Act requiring the filing with the Commission of quarterly reports on Form 10-Q or current reports on Form 8-K; (2) the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations in respect of a security registered under the Exchange Act; (3) the provisions of Regulation FD aimed at preventing issuers from making selective disclosures of material information; and (4) the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and establishing insider liability for profits realized from any short-swing trading transaction (i.e., a purchase and sale, or sale and purchase, of the issuer s equity securities within less than six months. Because of these exemptions, investors are not afforded the same protections or information generally available to investors holding shares in public companies organized in the United States.

Our Securities Must Continue To Meet Qualitative And Quantitative Listing Maintenance Criteria For NASDAQ.

Our securities are quoted and traded on the NASDAQ Capital Market. There can be no assurance that we will continue to meet both the qualitative and quantitative criteria for continued quotation and trading of our securities on the

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NASDAQ Capital Market. One of NASDAQ s listing requirements is the maintenance of a closing bid price of US$1.00 per share. During periods of time in 2008 and 2009 the Company was not in compliance with that requirement but NASDAQ had generally suspended that requirement and others due to market conditions and/or the US$1.00 per share bid price was not met for a sufficient period of time to cause a NASDAQ deficiency action.

If we are unable to meet the continued quotation criteria of the NASDAQ Capital Market and are suspended from trading on these markets, our securities could possibly be traded in the over-the-counter market and be quoted in the so-called pink sheets or, if then available, the OTC Bulletin Board. In such an event, an investor would likely find it more difficult to dispose of, or even obtain accurate quotations of, our securities. See - We Are Also Required To Meet Certain, But Not All Corporate Governance Criteria Applicable to NASDAQ Listed Issuers.

We Are Also Required To Meet Certain, But Not All, Corporate Governance Criteria Applicable To NASDAQ Listed Issuers.

Although, in the past, we have been able to satisfy corporate governance criteria applicable to NASDAQ s Capital Market, those criteria are difficult to comply with and include, among other things: (a) a heightened degree of independence of members of the board of directors with independent directors to, among other things: hold regular meetings among themselves only; (b) establishment of a code of conduct addressing compliance with laws; and (c) a limit on payments to independent directors and their family members (other than for services on the board of directors).

These corporate governance requirements and a strict definition of independent director make it more difficult to find independent directors for our Board of Directors. There is intense competition for qualified independent directors, including those persons with accounting experience and financial statement acumen to serve on audit committees. We believe that continued compliance with the corporate governance requirements applicable to NASDAQ listed issuers may be difficult and increase our costs and expenses as the costs of finding and compensating independent directors escalate and the costs of administering their new powers and responsibilities is an added financial burden. If we are unable to attract and keep a sufficient number of independent directors willing to take on the responsibilities imposed by such rules on what we believe to be commercially reasonable terms, our securities may be delisted from NASDAQ. (See -Being a Controlled Company Exempts Us From Certain Other Corporate Governance Criteria Applicable to NASDAQ Listed Issuers.)

Being A Controlled Company Exempts Us From Certain Other Corporate Governance Criteria Applicable To NASDAQ Listed Issuers.

As a result of T.C. Leung, the Company s Chairman of the Board and Chief Executive Officer beneficially owning in excess of the majority voting power of our Ordinary Shares, we are a controlled company as that term is defined in rules and regulations applicable to NASDAQ listed issuers. As a controlled company , we are not required to comply with certain NASDAQ corporate governance criteria including, among other things, the requirements that the majority of our Board be independent directors, and their having the authority to approve director nominations and executive officer compensation.

We Are Not Subject To Various Corporate Governance Measures, Which May Result In Shareholders Having Limited Protections.

Recent Federal legislation, including the Sarbanes-Oxley Act of 2002 (SOX), has resulted in the adoption of various corporate governance measures by securities exchanges and NASDAQ designed to promote the integrity of the corporate management and the securities markets. Being a controlled company, we are exempt from many, but not all, of those requirements. Furthermore, the absence of such practices with respect to our Company may leave our shareholders without protections against interested director transactions, conflicts of interest and similar matters.

We May Be Exposed To Potential Risks Relating To Our Internal Controls Over Financial Reporting And Having Those Controls Attested To By Our Independent Auditors.

Pursuant to Section 404 of SOX, the SEC adopted rules requiring public companies to include a report of management on the company s internal controls over financial reporting in their annual reports, including Form 20-F. In addition, the independent registered public accounting firm auditing a company s financial statements must also attest to and report on management s assessment of the effectiveness of a company s internal controls over financial reporting as well as the operating effectiveness of a company s internal controls. We were not subject to theses requirements for the fiscal year ended December 31, 2009 as a result of temporary rules adopted by the SEC. We are evaluating our internal control systems in order to allow our independent auditors attest to, our internal controls, as a required part of our Annual Report on Form 20-F beginning with that report required when the temporary rules cease being effective.

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While we expect to expend significant resources in developing the necessary documentation and testing procedures required by SOX, there is a risk that we will not comply with all of these requirements. There can be no assurance that we will receive a positive attestation from our independent auditors.

In the event we identify significant deficiencies or material weaknesses in our internal controls that we cannot remediate in a timely manner or we are unable to receive a positive attestation from our independent auditors with respect to our internal controls, investors and others may lose confidence in the reliability of our financial statements, our ability to obtain equity or debt financing could suffer and the market price of our shares could decline.

The Market Price Of Our Securities Has Been Fluctuating Widely.

During the past several years, the market price of our Ordinary Shares has fluctuated widely on occasion. Except for the recent price declines that the Company attributes to the current global economic downturn, the Company knows of no reason for these wide fluctuations. See Item 9.C- Markets.

There Are Risks In Purchasing Low-Priced Securities.

If our securities were to be suspended or delisted from the NASDAQ Capital Market, they could be subject to rules under the Exchange Act which impose additional sales practice requirements on broker-dealers who sell such securities to persons other than established clients and accredited investors (for example, individuals with a net worth in excess of US$1,000,000 or an annual income exceeding US$200,000 or US$300,000 together with their spouses). For transactions covered by such rules, a broker-dealer must make a special suitability determination of the purchaser and have received the purchaser s written consent to the transaction prior to the sale. Consequently, such rules may affect the ability of broker-dealers to sell our securities and the ability to sell any of our securities in any secondary market that may develop for such securities.

In the event our securities are no longer listed on the NASDAQ Capital Market or are not otherwise exempt from the provisions of the SEC s penny stock rules, such rules may also affect the ability of broker-dealers and investors to sell our securities.

There Is No Assurance Of A Continued Public Market For Our Securities.

There can be no assurance that a trading market for our Ordinary Shares will continue.

We May Be Considered To Be A Passive Foreign Investment Company For The 2009 Calendar Year And May Be A Passive Foreign Investment Company For Future Years, Which Would Result In Adverse U.S. Federal Income Tax Consequences To U.S. Holders Of

Our Ordinary Shares.

A non-U.S. corporation will be considered a passive foreign investment company (PFIC) for U.S. income tax purposes, for any taxable year if either (i) at least 75% of its gross income is passive income or (ii) at least 50% of the value of its assets (based on an average of the quarterly values of the assets during a taxable year) is attributable to assets that produce or are held for the production of passive income. The annual PFIC determination to be made by a U.S. holder of our ordinary shares is an inherently factual determination and there is limited guidance regarding the application of the PFIC rules to specific situations. We currently hold a substantial amount of cash and cash equivalents, and investments in PRC enterprises, and the value of our goodwill and other assets may be based in part on the market price of our ordinary shares, which has experienced significant fluctuations. Although the determination of PFIC status is subject to factual uncertainties because it depends upon the valuation of our ordinary shares, as well as our goodwill and other assets and income, we are uncertain if we would be considered to be a PFIC for 2009. In addition, as the determination of PFIC status is made on an annual basis and depends on variables over which we have limited control, there can be no assurance that we will not be a PFIC for 2010 or any future years. If we are a PFIC in any year, U.S. Holders will be subject to certain adverse United States federal income tax consequences, as discussed in *Item 10 Taxation United States Federal Income Taxation*.

ITEM 4. INFORMATION ON THE COMPANY

Item 4A. History and Development of the Company

The Company was organized under the laws of the British Virgin Islands on September 30, 1996 for the purposes of raising capital and for acquiring all the outstanding capital stock of Euro Tech (Far East) Limited, a Hong Kong corporation involved in the distribution of advanced water treatment equipment (Far East). In March 1997, the Company acquired all the issued and outstanding capital stock of Far East and it became a wholly-owned subsidiary and was the primary operational entity of the Company.

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During Fiscal 2005, we completed our plan to increase our equity position in Yixing Pact Environmental Technology Company Limited (Yixing) and Pact Asia Pacific Limited (Pact), a company engaged in water and waste-water treatment solution business. We had previously owned thirty (30%) percent of their capital stock. With the addition of twenty-one (21%) percent of Pact s and Yixing s capital stock in October 2005, they became our majority-owned subsidiaries. In January 2010, we acquired an additional two percent (2%) interest in Pact, increasing our ownership to fifty-three (53%) percent of Pact. The foregoing purchases of Yixing and Pact were made from Tamworth Industrial Limited (Tamworth).

Pact and Yixing, situated in Shanghai, specialize in the design, manufacture and operation of water and waste-water treatment plants in several industries situated in China. Pact and Yixing, through associates and business alliances, also conduct similar operations in the Middle East.

In November of 2006 we established Shanghai Euro Tech Environmental Engineering Company Ltd. (Shanghai Environmental) as a wholly-owned subsidiary under the laws of the People s Republic of China, to carry on our environmental engineering department with that line of business and its personnel transferred from our subsidiary, Euro Tech (Far East) Ltd. Shanghai Environmental is focusing on our water and waste-water treatment engineering business and is planned to be the home of our planned expansion into the air pollution control business.

China s rapid economic growth had led it to become one of the world s largest emitters of sulfur dioxide. The damage due to acid rain caused by sulfur dioxide is vast, and is also affecting the neighboring countries as air currents transport sulfur dioxide. To tackle these environmental and geo-political issues, China has established targets to reduce key pollutants, namely, sulfur dioxide, nitrogen oxides and suspended particulates. Heavy polluters are being warned to reduce their emissions or face penalties. We believe that as a result, the demand of desulphurization and dust removal equipment will increase accordingly.

In August 2007,Far East acquired a 20% equity interest in Zhejiang Tianlan Desulfurization and Dust-Removal Co. Ltd. (BlueSky), founded in 2000, for approximately US$4,648,000. Blue Sky provides design and general contracting services, equipment manufacturing, installation, testing and operation management for the purification treatment of industrial waste gases (specifically as desulphurization, flue gas de-nitration, dust removal) emitted from various boilers and industrial furnaces of power plants, steelworks and chemical plants. By securing an equity stake in BlueSky s business, we have a strategic partner to work within China s environmental protection business. With BlueSky s technology and technical support, we believe we are able to provide services and environmental solutions not only for water and waste-water treatment but also for air pollution control for industrial clients in China.

In January 2008, we acquired a 20% equity interest in Zhejiang Jia Huan Electronic Co. Ltd., (Jia Huan) for approximately US$2,610,000. Jia Huan has been in the environmental protection business since 1969. Approximately 95% of Jia Huan s business is related to air pollution control and less than 5% is related to water and wastewater treatment. Jia Huan designs and manufactures automatic control systems and electric voltage control equipment for electrostatic precipitators which are used as air purification equipment for power plants, cement plants and incinerators to remove and collect dust and pollutants from exhaust stacks.

Item 4B. Business Overview

The Company had been primarily a distributor of a wide range of advanced water treatment equipment (including chlorination equipment), laboratory instruments, analyzers, test kits and related supplies and power generation equipment (including recorders and power quality analyzers). The Company acts as an exclusive and non-exclusive distributor for well-known manufacturers of such equipment, primarily to commercial customers and governmental agencies or instrumentalities in Hong Kong and the PRC.

The Company distributes products through its Hong Kong headquarters, its retail shops and representative offices located in Beijing, Shanghai, Guangzhou, Chongqing, Xi´An, Shenyang, Wuhan, Fuzhou, Chengdu and Urumqi and through non-exclusive arrangements with independent sub-distributors located in Hong Kong, the PRC and Macau.

We are in the process of shifting our emphasis from the distribution of instruments and equipment to engineering and manufacturing activities. Revenues from our trading activities have fallen-off as a substantial number of our suppliers have been selling their products into China directly and through other distributors. Many of these other distributors are local Chinese companies and can operate with a lower overhead. In Fiscal 2008, revenues and net income generated from our environmental engineering department and our majority owned subsidiaries, Pact and Yixing (companies engaged in the water and waste water treatment solution business), more than offset our falling trading revenues. However, in Fiscal 2009, that was no longer the case as Pact s and Yixing s Revenues declined as a result of the global economic downturn.

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Laboratory instruments, analyzers and test kits are used to analyze the chemical content and ascertain the level of impurities or other contaminants in water. The Company distributes analytical re-agents and chemicals to support testing systems of laboratory and portable instruments, process analyzers and portable test kits and assist in the analysis process. The Company offers a wide variety of test kits to test water quality. The Company believes that these portable test kits are easy to use and preadapted for rugged field use. These test kits are used to monitor drinking water distribution systems.

Laboratory and portable instruments generally consist of analytical instruments including, but not limited to the following: spectrophotometers, colorimeters, turbidimeters, ion-selective electrodes, chemical oxygen demand apparati, digestion apparati, and precision re-agent dispensing devices which are used to test and monitor impurities and contaminants in water systems. See Glossary.

The Company also distributes continuous-reading process analyzers, process turbidimeters, pH controllers and analyzer accessories. These products are generally used to monitor and control drinking water quality to ensure that water treatment procedures comply with regulatory standards. See Glossary.

To allow the Company to bid on larger water, waste-water and power generation projects, we acquired Pact and Yixing (Pact-Yixing) and continue our search for other engineering companies and/or a system integrator (a company that provides hardware, software and solutions in the field of engineering) or enter into a joint venture with a third party to work in connection with our process control and engineering department.

Pact-Yixing have completed a substantial number of industrial water and waste-water treatment projects in the PRC. The majority of these projects are for large multinational manufacturing facilities for clients from the USA, Europe and Japan. Process design as well as mechanical and electrical engineering are completed in-house and manufacturing contracted to approved fabricators of components. Fabrication drawings are also done in-house for submittal to said fabricators under the supervision of Pact-Yixing s quality control engineers.

Pact-Yixing clients cover a varied spectrum of industries covering semiconductor, pharmaceutical, petrochemicals, auto and auto parts, steel, food and beverage and beauty products.

The water and waste-water treatment processes applied at Pact-Yixing cover chemical, physical, biological and membrane separation. A combination of those processes are normally used to treat a specific industrial process feed or effluent. With respect to the water treatment side of Pact-Yixing s business, they design and build filtration equipment, ion-exchange softeners and demineralizers, reverse osmosis, electro-deionization, chemical treatment systems and package type mobile water treatment plants. As for waste-water treatment, Pact-Yixing design and build biological treatment systems, oil coalescers, dissolved air flotation, lamella clarifiers, chemical reactor tanks, ultrafiltration, microfilitration, dewatering systems and package type mobile sewage treatment plants. Biological treatment plants cover both aerobic and anaerobic processes. State-of-the-art aerobic processes of SBR (sequential batch reactors) and MBR (membrane biological reactors) are technologies also covered by Pact-Yixing. See Glossary**.**

In 2006, Pact-Yixing commenced selling water and waste-water treatment equipment. The equipment are components of systems traditionally marketed by Pact-Yixing. The equipment are partially manufactured to Pact-Yixing s in-house design and partially procured from approved Chinese suppliers. PACT and Engineering FZC (PACTFZC), a Middle Eastern water treatment company based in Dubai, and a third party agreed to form a joint venture. In June 2007, the joint venture, Pact Environmental Equipment Co. Limited (the JV), was registered in the PRC without the parties entering into a written joint venture agreement. PACT invested US$300,000 and has a 60% controlling interest of the JV, PACTFZC, majority owned by George Hayek, the Company s Managing Director and the third party each invested US$100,000 in consideration for 20% interests. The JV s products cover equipment used for screening, grit removal, clarification, aeration, sequential batch reactors, membrane bioreactors, sludge dewatering and sludge conveying.

In February 2010, Pact entered into an agreement with a stainless steel manufacturer providing for an aggregate of up to $3,800,000 to be paid to Pact, of that aggregate amount a US$749,000 down payment has been paid, for the engineering, design, supply, equipping, installation, personnel training and commissioning of waste water treatment, direct water cooling, indirect cooling tower water, potable water treatment and industrial water treatment systems in Jiangsu, China. The target dates for the completion of the various systems run from the end of January 2011 through March 2011. The balance of contract price is payable in varying installments upon the completion of certain thresholds and the buyer s acceptance of the thresholds being met.

The Company believes that the Pact-Yixing business is complementary to the Company s business as the Company continues to sell and market products of others. The Company expects that with this acquisition it may be able to gain a competitive advantage by offering customers and potential customers not only hardware but solutions to engineering problems as well. The Company continues to seek to make a similar acquisition of an engineering company specializing in air pollution control or other complementary environmental protection fields or in the power generation field.

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A purpose of this acquisition was to reconfirm our direction to place a greater emphasis on developing an engineering solution business, instead of relying on its then current activities.

Product Distribution and Other Services

Scientific Instruments. The Company distributes analytical instruments, environmental monitoring instruments and general purpose laboratory instruments. Analytical instruments include, but are not limited to, chromatographs, mass spectrometers, flow injector analyzers, refractometers and atomic spectrometers. Environmental monitoring instruments include both air and water quality monitoring instruments. Air quality monitoring instruments are generally divided into those which monitor ambient (i.e., atmospheric) air, and those which monitor pollution sources. Additionally, the Company offers general purpose laboratory instruments including a variety of water quality monitoring and analysis equipment, such as continuous reading process analyzers, process turbidimeters, pH controllers, and test kits for monitoring chemical content in water (i.e., chlorine, fluorides, etc.). See Glossary.

Customers for the analytical instruments include government agencies, academic and research institutions and major laboratories. The Company also distributes products to beverage producers and restaurants, including water quality test kits to more than twelve bottling plants of a well known United States soft drink producer, which are located in the PRC; water quality monitoring instruments to well known United States fast food franchisor s restaurants located in Hong Kong and the PRC, and package analyzers to the various PRC plants of a substantial worldwide Belgian brewer. Each such soda producer, restaurant and beer bottler does not account for a significant portion of our sales.

Customers for air and water quality monitoring instruments also include government agencies such as the Hong Kong Environmental Protection Department, which uses a Company distributed water quality monitoring system to monitor the water quality of Hong Kong s Victoria Harbor, more than ten water treatment plants located in the PRC (including sites at Beijing, Tianjin, Guangzhou and Wuhan), and supplied toxicity analyzers to various environmental monitoring centres throughout China through China s Ministry of Environmental Protection (MEP).

The Company derived approximately, 67.2%, 52.4% and 38.7% of its revenues from the sale of Scientific Instruments during Fiscal 2009, Fiscal 2008 and Fiscal 2007, respectively.

Process Control and Engineering Products. The Company provides process control systems specifically designed for the industrial needs of clients including sensors, temperature gauges, pressure gauges, power and energy consumption meters, flow meters, valves, temperature and pressure transmitters and control devices, temperature and pressure calibrators, moisture, power, energy and harmonic analyzers. Chlorination disinfection systems are also distributed by Far East in conjunction with water treatment, sewage discharge and swimming pool water treatment. Customers for the foregoing distributed products include government water supply agencies, water treatment facilities, power and electric companies, petrochemical plants and instrument manufacturers. For example, the Company distributes chlorination disinfection systems to water plants located in Guangdong, PRC.

In conjunction with the distribution of products such as programmable logic controllers, telemetry units and SCADA systems and software, the Company also provides systems engineering to government agencies, waste-water treatment and power generation plants and beverage producers. Specific services provided include automated control system design, the operation and management of various waste-water, water and power generation projects. We endeavor to introduce, develop, and promote new and advanced technologies, products, and appropriate technical developments from abroad. We have also been cooperating with established technology companies and engage in systems and special projects in Programmable Logic Control, Telemetry unit, SCADA systems, Human Machine Interface Software and Sequential Event Recording.

The Company derived approximately 17.8%, 19.3% and 23.0% of its revenues from the sale of Process Control and Engineering Products during Fiscal 2009, Fiscal 2008 and Fiscal 2007, respectively.

Energy Conservation, And Related Products. The Company distributes general testing and measuring equipment including multi-channel digital and analogue recorders, signal amplifiers and calibration equipment for energy conservation, renewable energy equipment, power quality analyzers, continuous emissions monitoring systems and air pollution control systems to industries including power plants, railway and aero-space industries, utilities, educational institutions and telecommunications companies. The Company derived approximately 13.2%, 27.1% and 36.9% of its revenues from the sale of these Energy Conservation and Related Products during Fiscal 2009, Fiscal 2008 and Fiscal 2007, respectively.

Technical Support. The Company s technical support staff provides customers with maintenance, installation assistance, and calibration services, and assists sales personnel in giving technical advice to and performing product demonstrations for customers. Technical Support services derived approximately 1.8%, 1.2% and 1.4% of its revenues from Technical Support Operations during Fiscal 2009, Fiscal 2008 and Fiscal 2007, respectively.

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Customers. During Fiscal 2009, the Company distributed products to in excess of 1,000 customers, including sub-distributors, located in Hong Kong, the PRC and Macau such as the Hong Kong Environmental Protection Department, Hong Kong Water Supplies Department, Government Laboratory, Drainage Services Department, China s National Environmental Protection Agency, various Environmental Monitoring Centers in the PRC. Government Laboratory and Water Supplies Department of Hong Kong accounted for 17.5% and 9.3% of the Company s revenues during Fiscal 2009. The Company does not believe that any single customer or sub-distributor is material to its operations.

Manufacturing and Product Assembly Operations

The Company, through its PRC Corporation, Shanghai Euro Tech Limited established in 1999 in the Pudong Jin Qiao Export Processing Zone of Shanghai, engages in the development, production, sales and servicing of environmental equipment, including the development of modern laboratory analyzers, on-line measuring equipment and other analyzers for chemicals. Our products are tailor-made for the diversified needs of equipment users. Main products include Infrared Photometric Oil Analyzer (IPOA), COD analyzers, Total Organic Carbon Analyzer, turbidity meters, total suspended solid analyzers, dissolved oxygen analyzers, various types of spectrophotometers as well as a full spectrum of matching chemical reagents. In late 2005, we began offering two new turbidity meters, manufactured by the Company. One of the new turbidimeters is directed at water treatment plants, environmental monitoring status, hydrological stations and the second is directed at beer and other beverage processing facilities and it analyzes the particles contained in the beverage. In November 2006, we began actively marketing our Total Organic Carbon (TOC) analytical instrument that measures the degree of the pollution level of drinking water, ground water and waste water. Our TOC analyzer has been three and a half years in research, development and field testing of prototypes sold to our customers. We had made some modifications to this product to improve the quality and obtained updated Chinese Metrology Certification, a certificate issued by Bureau of Quality and Technical Supervision in November 2007 and began selling this modified TOC in 2008. We have also upgraded other existing instruments and developed a quick response Chemical Oxygen Demand (COD) test instrument for use on surface water, underground water and domestic and industrial wastewater. In 2008 we introduced a Flue Gas Emissions Analyzer for use in environmental compliance monitoring. We also developed energy meters (devices measuring electric energy consumption and corresponding carbon dioxide emissions) and water toxicity analysis instruments. In 2010, we started to develop a nondispersive infrared sensor (NDIR) for flue gases.

The Company believes that by establishing product assembly operations in the PRC will not only increase revenues, expand its customer base, but also its net income since the Company believes it will enjoy higher overall profit margins by assembling certain products which it now distributes rather than by only purchasing the finished product from vendors.

Sources of Supply

The Company distributes products manufactured by a substantial number of major American, European and Japanese corporations, including Thermo, Siemens, Hach and Caliper, which are the Company s largest suppliers, with purchases from them accounting for approximately 10%, 7%, 8% and 10%, respectively of the Company s sales during Fiscal 2008 and approximately 21%, 13%, 10% and 10%, respectively of the Company s sales during Fiscal 2009. The Company has exclusivity agreements for specified geographic areas with many of its suppliers for certain products. Those agreements do not encompass all products distributed by the Company or all of the market areas serviced by the Company. In addition, some of these agreements are memorialized not as formal contracts but rather through other acknowledgements or correspondence which may contain a vague, if any, description of the terms and conditions of such agreement or arrangement, and therefore may be unenforceable. The Company s Letter of Authorization with Thermo is valid until December 31, 2010. The Company s agreement with Siemens shall remain in force for an indefinite period of time, unless either party may terminate the agreement without cause by giving the other party 6 months prior written notice. The Company s agreement with Caliper is terminable on ninety days notice by either party. In May 2010, Caliper sold most of its products distributed by the Company to another international manufacturer. Although alternative sources of supply exist, there can be no assurance that the termination of the Company s relationship with any of the above or other vendors would not have an adverse effect on operations.

Future Planning and Expansion

We continuously search for other companies engaged in manufacturing the above products and equipment and in engineering companies which design and build pollution control systems. We anticipate that the costs of any such acquisition would be drawn from our general working capital and, possibly, by private sales of our securities including the potential exercise by officers and directors of their options. We have no commitments or indications of interest for the private sales of our securities.

We are planning to expand our activities in the air pollution control business by forming joint ventures, investing or acquiring some interests in other companies involved in (i) the dust removal and/or (ii) the flue gas desulphurization for power plant industries and other similar industries.

Our plans for the near term also include continued use of our retail shops to sell low-tech products and our own products. We believe that these shops are operating with a lower overhead than the rest of the Company; and we believe that the continued low-tech product sales through our retail shops coupled with our on-line product sales will allow us to continue to offer products at lower prices than our competitors.

Having low-tech products offered through our retail shops and the availability of on-line product offerings are anticipated to allow our sales force to focus on high-tech and other products requiring personal or telephone contact directly with customers and potential customers.

The Company believes that by assembling the products it distributes, it may realize increased gross profit margins and greater revenues and net income than if it remains only a product distributor. During the next twelve months, we intend to assemble and/or manufacture additional products, especially those related to the air pollution and energy conservation sectors and seek opportunities with our suppliers to assemble their products, secure manufacturing and/or assembly facilities and seek another manufacturer of analytical instruments to acquire.

Regulatory Environment

Concerns about and awareness of pollution problems and environmental issues have grown at all levels of PRC government as the PRC experienced economic growth. Environmental protection laws and strict regulations have been enacted and are buttressed by increased budget allocations for environmental regulation, monitoring and enforcement. The PRC s primary environmental protection agency is the Ministry of Environmental Protection (MEP), under which there are Environment Protection Bureaus in each city and county. According to oral information received by management from MEP, under bureau management, there are two environment monitoring systems: one system consists of over 2,200 monitoring stations to collect and analyze the environmental data of each city and county; another system consists of over 2,500 stations to monitor specific industrial districts or factories which have been identified as major pollution sources due to their non-compliance with environmental regulations. The PRC government has established ambitious targets in its 12th Five-Year Program (2011-2015) to slash emissions of pollutants, including sulfur dioxide emissions and COD, by 10%. The PRC government passed a law requiring power distributors to combat global warming. A central government fund, financed by a national tariff increase, will subside the tariff gap between more expensive renewable energy and the national average tariff. Preferential policies also encourage construction of renewable energy projects, projects in poorer interior regions that are often rich in water, solar and wind resources. The Company has supplied water and air quality monitoring and analytic instruments to these monitoring stations for several years. There can be no assurance that the agencies will continue to use the Company s products for these purposes, or that other market competitors will not enter the market with superior products, distribution systems or more competitive prices. See Competition.

Competition

The Company faces competition from other distributors of substantially similar products as well as the manufacturers of such products, and in both foreign and Chinese markets. The Company faces its principal competition from manufacturers and other distributors of its core products located in Hong Kong and the PRC. Moreover, the Company has implemented plans to assemble products of the kind that it presently distributes (see -Product Assembly Operations). Assembly operations have developed to the stage where some products have already been presented to the market and the Company is in direct and unavoidable competition with certain of its vendors. There can be no assurance that the existence of this direct competition will not impair the Company s ability or such competitor s willingness to continue providing other products for continued distribution by the Company and that such a development would not materially adversely effect the Company s core business.

During Fiscal 2009, Fiscal 2008 and Fiscal 2007, the Company s gross profit margins were approximately 24%24%, and 25%, respectively. The Company believes that it competes with the PRC manufacturers on the basis of quality and technology. The Company believes it offers foreign-manufactured products which are of higher quality and use more advanced technology than products manufactured in the PRC. The Company believes that it competes with foreign manufacturers and other distributors of their products on the basis of the Company s more extensive distribution network and an established reputation. Pact-Yixing focuses on a market of providing water and waste water treatment services to multinational companies. The Company competes in this market based upon the quality of its products and having a knowledgeable staff.

Website

The Company, through its subsidiary, ChinaH2O.com Limited, a Hong Kong corporation, has a internet platform. The website is located at (http://www.chinah2o.com). The website is directed at environmental businesses in China. The website provides environmental news, directories of western suppliers, potential clients in China, advertisement space and business opportunities. The business and other activities generated by ChinaH2O.com Limited

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have had a synergistic effect with those of the Company indirectly by feeding market information, sales leads and tender information to the Company.

Sales and Marketing

The Company distributes products through its principal office located in Hong Kong and its representative PRC offices located in Beijing, Shanghai and Fuzhou. During 2007, the Company closed one representative office and consolidated their personnel into our retail shop, as the office did not financially contribute to the Company as anticipated. The Company has a marketing and sales force of 62 people who are paid a salary plus a sales based commission. The Company s offices also coordinate the sales efforts of approximately fifty other companies located in the PRC which act as sub-distributors. These sub-distributors are engaged on a non-exclusive basis to distribute the products of other distributors. Each of the fifty sub-distributors accounted for less than two (2%) percent of the Company s sales during Fiscal 2007 through Fiscal 2009.

Following the opening of our first retail shop in Shanghai in 2001, (closed in 2007 but absorbed into our own Shanghai Euro Tech Trading (Shanghai Limited), Euro Tech retail outlets are now found in a number of major cities in the PRC, including Beijing and Guangzhou. Our staff at these shops assists customers in selecting the equipment, auxiliary parts and products to suit customer specifications. Equipment that needs to be repaired or provided with routine maintenance can be returned to us via these shops, as our retail shops, except for the Beijing shop, are also maintenance centers. The Company has found the six existing shops to be useful as demonstration locations easily accessed by local customers who can pay in local currency while off the shelf sales are made which move its inventory more readily. In addition to the shops, we also have four branches or representative offices of these shops. All of the foregoing are perceived by the Company to have had a positive impact on its business reputation while reducing the Company s dependency on sub-distributors who may not be loyal to the Company and distribute products of our competitors. As foreign entities are not generally permitted to own these facilities, these shops are owned by non-officer/director, employees of the Company with funds from the Company through non-fixed term loans aggregating approximately US$144,000 bearing a nominal rate of interest. The shops do not have financing from other sources. There can be no assurance that these shops will continue to be economically viable, that the Company will not sustain losses in connection with the loans to the shops; or the shops will result in any significant revenues or profits for the Company. Also, similar shops may be established by our competitors and/or third parties.

Foreign entities are now permitted to own retail shops in some regions of PRC. The Company has established three wholly-owned retail shops in Chongqing, Xi An and Guangzhou. During 2007, we closed the Wuhan representative office, merging personnel into our Wuhan shop. During 2008, we closed a Guangzhou representative office, merging personnel into our Company owned retail shop in that city. During 2009, we closed the retail shop in Guangzhou owned by non-officer/director, employees of the Company. We will continue to consolidate our operations by combining the retail shops and representative offices in the same cities or close shops and offices that do not appear to be contributing to the Company as expected.

These shops (or their representative offices) were opened on the following dates:

Retail Shops

Owned by non-officer/director, employees of the Company:

Beijing	October 2001
Wuhan	November 2002
Shenyang	December 2002

Owned by the Company:

Chongqing	November 2006
Xi´An	April 2007
Guangzhou	April 2008

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Representative Offices

ChengDu	March 2007
Urumqi	October 2007

Item 4C. Organizational Structure

The Company presently wholly owns Far East, a Hong Kong corporation, which, in turn, owns the following corporations:

Wholly-Owned

- Euro Tech Trading (Shanghai) Limited a People s Republic of China corporation
- Euro Tech (China) Limited a Hong Kong corporation
- ChinaH2O.com Limited a Hong Kong corporation
- Shanghai Euro Tech Limited a People s Republic of China corporation
- Shanghai Euro Tech Environmental Engineering Company, Ltd. a People s Republic of China corporation
- Chongqing Euro Tech Rizhi Technology Company, Limited a People s Republic of China corporation
- Rizhi Euro Tech Instrument (Shaanxi) Company Limited a People s Republic of China corporation
- Guangzhou Euro Tech Environmental Equipment Company Limited a People s Republic of China corporation

Majority Owned

- Yixing Pact Environmental Technology Company Limited a PRC corporation
- Pact Asia Pacific Limited a BVI corporation (PACT).

Other

Pact Environmental Equipment Co. Limited a PRC joint venture, 60% owned by PACT.

The Company s wholly-owned subsidiary and primary operational arm is Far East, which it acquired in March 1997. Far East has engaged in the distribution of various industrial control equipment, which continues to be the core business of the Company, since its inception in 1971.

Item 4D. Property, Plant and Equipment

The Company maintains an executive office at 18/F Gee Chang Hong Centre, 65 Wong Chuk Hang Road, Hong Kong. The Company occupies approximately 12,800 square feet of office and warehouse storage space under a two (2) year lease that expires in May 2011 with a monthly rental payments of approximately US$8,140. The warehouse storage space is used to hold products for distribution to our customers via common carriers.

In August 1995, the Company purchased approximately 1,200 square feet of space in a building in Hong Kong. This property is now rented out to a third party.

The Company also maintains representative offices within the PRC in the cities of Beijing, Shanghai and Fuzhou. The Beijing and Shanghai sales offices are owned by the Company. The Fuzhou sales office is rented pursuant to a short-term lease of approximately US$509 per month.

Euro Tech Trading (Shanghai) Ltd. has two offices rented pursuant to short term leases, at an aggregate monthly rental of approximately US$1,436. Shanghai Euro Tech Limited s premises are rented pursuant to a short term lease for a monthly rental of approximately US$2,458. Shanghai Euro Tech Environmental Engineering Company, Ltd s premises are also rented pursuant to a short term lease for a monthly rental of approximately US$1,128.

Pact occupies a 700 square meter facility in Shanghai, pursuant to a 3 year lease expiring in January 2012, providing for a monthly rental of approximately US$6,542.

The Company s registered office in the British Virgin Islands is located at TrustNet Chambers, P.O. Box 3444, Road Town, Tortola, British Virgin Islands and its telephone number is (284) 494-5296.

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ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Overview

The Company is engaged in two different major activities, namely Product Distribution, and Manufacturing and Environmental Services.

The Company is primarily a distributor of a wide range of advanced water treatment equipment (including chlorination equipment), laboratory instruments, analyzers, test kits and related supplies and power generation equipment (including recorders and power quality analyzers).

The Company, through its PRC corporation, Shanghai Euro Tech Limited established in 1999 in the Pudong Jin Qiao Export Processing Zone of Shanghai, engages in the development, production, sales and servicing of environmental protection equipment, and energy conservation and related products.

The Company, through its majority owned subsidiaries, Pact and Yixing, its wholly-owned subsidiary, Shanghai Environmental, and its affiliates, BlueSky and Jia Huan, engages in water and waste-water treatment engineering business and air pollution control business.

The Company s operations are located almost entirely within, and revenues are almost entirely generated from Hong Kong and the PRC. The Company derived approximately 28% and approximately 71% of its revenue from Hong Kong and the PRC, respectively in Fiscal 2009. Net income decreased approximately US$117,000, or 78%, in Fiscal 2009 to US$32,000, compared to US$149,000 in Fiscal 2008, primarily due to a decrease in total revenue of approximately US$4,402,000 as an impact of the global financial crisis.

The Company continued to consolidate its trading business by combining some of its regional sales efforts in the PRC with the retail shops and using online ordering in the PRC to sell the Company s products. The Company manufactures and sells its own developed products such as Infrared Photometric Oil Analyzer, turbidity instruments, spectrophotometers and the Total Organic Analyzer. The Company intends to assemble and/or manufacture additional products in the future and seek opportunities with its suppliers to assemble their products, secure manufacturing and/or assembly facilities and seek another manufacturer of analytical instruments to acquire.

The Company continued to accept more engineering projects in water and waste-water industries and also in power generation industries. The Company intends to continue its search for acquisition candidates of other firms engaged in engineering and/or system integration or enter into a joint venture with a third party to work in connection with its process control and engineering department.

Item 5A. Operating Results

Background - Political and Economic Conditions in Hong Kong and the People s Republic of China

The Company s operations are located almost entirely within, and revenues are almost entirely generated from Hong Kong and the PRC. Set forth below are the approximate percentage of the Company s sales made to customers in the PRC and Hong Kong for the fiscal years indicated:

Fiscal Year	**PRC**	**Hong Kong**
2007	79%	20%
2008	80%	18%
2009	71%	28%

Sales to customers situated in Macau and elsewhere through Fiscal 2009 were nominal. This makes the Company particularly susceptible to changes in the political and economic climate of either Hong Kong or the PRC.

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Hong Kong. Hong Kong has been one of the prime centers for commercial activity and economic development recently in Southeast Asia. On July 1, 1997, sovereignty over Hong Kong was transferred from the United Kingdom to the PRC. As provided in the Sino-British Joint Declaration and the Basic Law, the Hong Kong SAR is provided a high degree of autonomy except in foreign and defense affairs. The Basic Law provides that the Hong Kong SAR is to have its own legislature, legal and judicial system and full economic autonomy for 50 years after the transfer of sovereignty. Based on the current political conditions and the Company s understanding of the Basic Law, the Company does not believe that the transfer of sovereignty over Hong Kong has had or will have an adverse impact on its financial and operating environment. Although the Chinese government has pledged to maintain the economic and political autonomy of Hong Kong over its internal affairs, there is no assurance that such pledge will continue to be honored if there are changes in the Chinese political or economic climate. Sales in Hong Kong, expressed as a percentage of our revenue increased by 10% in Fiscal 2009 as compared with Fiscal 2008. This increase was primarily due to an increase in sales of Thermo s products to Hong Kong s Government Laboratories. See Item 3D. Key Information Risk Factors.

PRC. The PRC has been a socialist state since 1949. For more than half a century, the PRC s economy has been, and presently continues to be, a socialist economy operating under government controls promulgated under various State Plans adopted by central Chinese government authorities and implemented, to a large extent, by provincial and local authorities which may set production and development targets. However, since approximately the early 1980s, the PRC s national government has undertaken certain reforms to permit greater provincial and local economic autonomy and private economic activities. Any change in political or economic conditions may substantially adversely affect these reform initiatives and, in turn, the Company. Sales in the PRC, expressed as a percentage of total revenue decreased by 9% in Fiscal 2009 as compared with Fiscal 2008. This decrease was primarily due to the global economic downturn and additional sales by our key suppliers in the PRC through distributors other than the Company. See Item 3D. Key Information Risk Factors.

Results from Operations

The following operating and financial review should be read in conjunction with the Consolidated Financial Statements and notes thereto appearing elsewhere in this Annual Report. All financial data referred to in the following discussion has been prepared in accordance with accounting principles generally accepted in the United States (US GAAP).

The following table presents selected statement of operations data expressed in thousands of US$ and as a percentage of revenue for the Company s fiscal years indicated below:

	2009		**2008**		**2007**		**2006**		**2005**	
Revenue	27,336	100%	31,738	100%	27,230	100%	27,161	100%	31,250	100%
Cost of revenue	20,876	76.4%	24,154	76.1%	20,398	74.9%	20,606	75.9%	24,681	79.0%
Gross Profit	6,460	23.6%	7,584	23.9%	6,832	25.1%	6,555	24.1%	6,569	21.0%
Selling and administrative Expenses	6,608	24.2%	7,214	22.7%	6,566	24.1%	5,961	21.9%	5,418	17.3%
Income before income Taxes	(40)	-0.1%	560	1.8%	664	2.4%	835			