

Fuwei Films (Holdings), Co. Ltd.
Form 20-F/A
October 28, 2009
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

(Amendment No. 1)

FORM 20-F/A

(Mark One)

“REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008

OR

“TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

OR

“SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

Commission file number: 001-33176

Fuwei Films (Holdings) Co., Ltd.
(Exact name of Registrant as specified in its charter)

(Translation of Registrant's name into English)

Cayman Islands
(Jurisdiction of incorporation or organization)

No. 387 Dongming Road
Weifang Shandong
People's Republic of China, Postal Code: 261061
(Address of principal executive offices)

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

Title of each class	Name of each exchange on which registered
Ordinary Shares	NASDAQ Global Market

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

None

(Title of Class)

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

None

(Title of Class)

As of March 30, 2009, there were 13,062,500 ordinary shares outstanding.

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

☐ Yes ☒ No

If this 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.

☐ Yes ☒ No

Note - Checking the box 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.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

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

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒

Indicate by check mark which financial statement item the registrant has elected to follow

☐ Item 17 ☒ Item 18

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

☐ Yes ☒ No

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Explanatory Note

This Annual Report on Form 20-F/A ("Form 20-F/A") is being filed as Amendment No. 1 to our Annual Report on Form 20-F for the year ended December 31, 2008 ("Form 20-F"), which was originally filed with the Securities and Exchange Commission (the "SEC") on March 31, 2009. We are amending and restating the following items in this Form 20-F/A:

- (i) Part II. Item 15. Controls and Procedures
- (ii) Part II. Item 19. Exhibits
- (iii) Signatures
- (iv) Exhibit Index

We are also re-filing Exhibit 4.12 with this Form 20-F/A which was previously filed with our Form 20-F. In response to SEC comments regarding Exhibit 4.12, we have included some of sections of Exhibit 4.12 that were omitted in the original filing. The omitted portions of Exhibit 4.12 have been separately filed with the SEC with a request for confidential treatment of those sections.

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Part II

Item 15. Controls and Procedures

Under the supervision and with the participation of our management, including the principal executive officer and the principal accounting officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as of the end of the period covered by this report (the “Evaluation Date”). Based on this evaluation, our principal executive officer and principal accounting officer concluded as of the Evaluation Date that our disclosure controls and procedures were effective such that the material information required to be included in our Securities and Exchange Commission (“SEC”) reports is accumulated and communicated to management (including such officers) as appropriate to allow timely decisions regarding required disclosure and recorded, processed, summarized and reported within the time periods specified in SEC rules and forms relating to us, including our consolidated subsidiaries. Additionally, there were no changes in our internal control over financial reporting that during the period covered by this Annual Report on Form 20-F has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting. In making its assessment of the effectiveness of the Company’s internal control over financial reporting, management used the criteria issued by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework. Based on our evaluation, our principal executive officer and principal financial officer have concluded that as of the Evaluation Date, our internal controls over financial reporting were effective.

This Annual Report does not include an attestation report of the Company’s registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by the Company’s registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management’s report in this Annual Report.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can only provide reasonable assurances with respect to financial statement preparation and presentation. In addition, any evaluation of effectiveness for future periods is subject to the risk that controls may become inadequate because of changes in conditions in the future.

Item 19. Exhibits.

The following exhibits are filed as part of this Annual Report:

No.	Description
1.2	Form of Amended Memorandum of Association of Fuwei Films (Holdings) Co., Ltd. **
1.3	Articles of Association Fuwei Films (Holdings) Co., Ltd. ***
4.1	Form of Underwriting Agreement. *
4.2	Loan Agreement between Communication Bank of China of Fuwei Films (Shandong) Co., Ltd. dated January 15, 2007***
4.3	Loan Agreement between Communication Bank of China of Fuwei Films (Shandong) Co., Ltd. dated January 15, 2007***
4.4	Asset Purchase Agreement between Fuwei Plastics and Shandong Weifang Auction Firm dated October 9, 2003 **
4.5	Purchase Agreement between Beijing Baorui and Weifang Jing Cheng Auction Co., Ltd. dated December 17, 2004 **
4.6	Service Agreement between Fuwei Films (Holdings) Co., Ltd. and Xiaoan He**
4.7	Employment Agreement between Fuwei Films (Holdings) Co., Ltd. and Xiaoan He **
4.8	Employment Agreement between Fuwei Films (Holdings) Co., Ltd. and Xiaoming Wang **
4.9	Employment Agreement between Fuwei Films (Holdings) Co., Ltd. and Xiuyong Zhang **
4.10	Equipment Contract between Fuwei Films (Holdings) Co., Ltd. and Brükner dated as of June 2005**
4.11	Credit Letter from Communication Bank of China dated May 8, 2006 **
4.12	Contract between Fuwei Films (Shandong) Co. Ltd. and Lindauer Dornier GmbH, dated January 20, 2007*****
4.13	Amendment to the Contract of January 20, 2007 between Fuwei Films (Shandong) Co. Ltd. and Lindauer Dornier GmbH, dated February 2, 2007*****
4.14	Loan Contract between Fuwei Films (Shandong) Co. Ltd. and Bank of Communication Co., Ltd., dated July 16, 2008 ****
4.15	Loan Contract between Fuwei Films (Shandong) Co. Ltd. and Bank of Communication Co., Ltd., dated July 18, 2008*****
4.16	Loan Contract between Fuwei Films (Shandong) Co. Ltd. and Weifang City Commercial Bank,, dated December 2, 2008 *****

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| 4.17 | Loan Contract between Fuwei Films (Shandong) Co. Ltd. and Weifang City Commercial Bank, dated January 13, 2009 ***** |
| 4.18 | Loan Contract between Fuwei Films (Shandong) Co. Ltd. and Weifang City Commercial Bank, dated January 16, 2009 ***** |
| 8.1 | List of the company's significant subsidiaries, their jurisdiction of incorporation and the names under which they operate business, if different from their name. *** |
| 11.1 | Code of Ethics for CEO and Senior Financial Officers. *** |
| 12.1 | Certification of Chief Executive Officer required by Section 302 of the Sarbanes-Oxley Act of 2002. ***** |
| 12.2 | Certification of Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act of 2002. ***** |
| 13.1 | Certification of Chief Executive Officer and Chief Financial Officer required by Section 906 of the Sarbanes-Oxley Act of 2002. ***** |

*Filed with the Company's amendment to Registration Statement on Form F-1/A filed with the SEC on December 12, 2006.

** Filed with the Company's Registration Statement on Form F-1 filed with the SEC on November 24, 2006.

*** Filed with the Company's Annual Report on Form 20-F for the year ended December 31, 2006, filed with the SEC on April 2, 2007.

Filed with the Company's Annual Report on Form 20-F for the year ended December 31, 2008, filed with the SEC on March 31, 2009.

Filed herewith.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing Form 20-F/A and has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

Fuwei Films (Holdings) Co., Ltd.

By: /s/ Xiaoran He
Name: Xiaoran He
Title: Chairman, Chief Executive Officer

By: /s/ Xiuyong Zhang
Name: Xiuyong Zhang
Title: Chief Financial Officer

Dated: October 28, 2009