

GRAND TOYS INTERNATIONAL LTD  
Form 20-F/A  
July 06, 2005

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

\_\_\_\_\_  
**Form 20-F/A**  
\_\_\_\_\_

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

**Or**

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

For the fiscal year ended **December 31, 2004**

**Or**

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

For the transition period from      to

Commission File Number: **333-114220**

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**GRAND TOYS INTERNATIONAL LIMITED**

(Translation of registrant's name into English)

**HONG KONG**

(Jurisdiction of incorporation or organization)

**Room UG202, Floor UG2, Chinachem Golden Plaza, 77 Mody Road, Tsimshatsui East, Kowloon, Hong Kong**

(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

\_\_\_\_\_  
\_\_\_\_\_

**None**

NASDAQ

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

**American Depositary Shares (as evidenced by American Depositary Receipts),**

**Each representing one Ordinary Share**

**(Title of Class)**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None**

Indicate the number of 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.

**15,587,282** Ordinary Shares

**15,587,282** American Depositary Shares

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [  ] No [  ]

Indicate by check mark which financial statement item the registrant has elected to follow. Item 17 [  ] Item 18 [  ]

## EXPLANATORY NOTE

Grand Toys International Limited is filing this amendment to its Annual Report on Form 20-F for the fiscal year ended December 31, 2004, originally filed June 30, 2005, to correct an inadvertent mistake on the conformed signature page, but does not reflect events occurring after the original filing of the Form 20-F. The corrected conformed signature page is being filed under separate cover from the initial filing on Form 20-F. This amendment does not amend any of the disclosure set forth in Part I, Part II or Part III of the original Form 20-F, and this Form 20-F/A contains no changes to the Consolidated Balance Sheets or the Consolidated Statements of Operations, Shareholders' Equity and Cash Flows or the notes to consolidated financial statements as previously reported. All information contained in this amendment and the original Form 20-F is subject to updating and supplementing as provided in the periodic reports filed subsequent to the original filing date with the Securities and Exchange Commission.

## Signatures

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

**GRAND TOYS INTERNATIONAL LIMITED**

Date: June 30, 2005

By: /s/ Henry Hai Lin Hu

Henry Hai Lin Hu

Chief Executive Officer and Chairman of the Board

## Signatures

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

### GRAND TOYS INTERNATIONAL LIMITED

Date: July 6, 2005

By: /s/ Henry Hai Lin Hu

Henry Hai Lin Hu

Chief Executive Officer and Chairman of the Board

## Item 19. Exhibits

### Exhibit

### Number

### Description of Document

- 12.1** Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 12.2** Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 13** Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. 1350

**EXHIBIT 12.1**

**CERTIFICATION PURSUANT TO  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Henry Hai Lin Hu, Chief Executive Officer, of Grand Toys International Limited ( the Company ), certify that:

1.

I have reviewed this annual report on Form 20-F/A of Grand Toys International Limited;

2.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4.

The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

(a)

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b)

Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c)

Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d)

Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5.

The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

(a)

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

(b)

Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: July 6, 2005

/s/ Henry Hai Lin Hu

Name: Henry Hai Lin Hu

Title: Chief Executive Officer

**EXHIBIT 12.2**

**CERTIFICATION PURSUANT TO  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, David J. Fremed, Chief Financial Officer, of Grand Toys International Limited ( the Company ), certify that:

1.

I have reviewed this annual report on Form 20-F/A of Grand Toys International Limited;

2.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4.

The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

(a)

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b)

Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c)

Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d)

Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5.

The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

(a)

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

(b)

Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: July 6, 2005

/s/ David J. Fremed

Name: David J. Fremed

Title: Chief Financial Officer

**EXHIBIT 13**

**CERTIFICATION PURSUANT TO**

**18 U.S.C. § 1350**

Pursuant to 18 U.S.C. § 1350, we, Henry Hai Lin Hu, Chief Executive Officer, and David J. Fremed, Chief Financial Officer, of Grand Toys International Limited (the Company), hereby certify that the Company's Annual Report on Form 20-F/A for the year ended December 31, 2004 (the Report) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 6, 2005

/s/ Henry Hai Lin Hu

Name: Henry Hai Lin Hu

Title: Chief Executive Officer

/s/ David J. Fremed

Name: David J. Fremed

Title: Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.