

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

(Mark one)

FORM 20-F

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 _____

OR

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

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:

For the transition period from July 1, 2009 to December 31, 2009

Commission file number: 000-1412095
SGOCO Technology, Ltd.
(f/k/a Hambrecht Asia Acquisition Corp.)
(Exact name of the Registrant as specified in its charter)

Cayman Islands
(Jurisdiction of incorporation or organization)

SGOCO Technology Park, Luoshan
Jinjiang City, Fujian, China 362200
(Address of principal executive offices)

Burnette Or; Tel: +86 (595) 8200-5598; Fax: +86 (595) 8200-5156
SGOCO Technology Park, Loushan, Jinjiang City, Fujian, China 362200
(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

With a copy to:

Nixon Peabody LLP
One Embarcadero Center, 18th Floor
San Francisco, CA 94111
Attn. David Cheng
1 (415) 984-8200
Facsimile: 1 (415) 984-8300

Nixon Peabody LLP
Clinton Square, Suite 1300
Rochester, NY 14580
Attn. Deborah J. McLean
1 (585) 263-1307
1 (866) 947-0724

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

None

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

Title of Each Class

Units, each consisting of one Ordinary Share and one Warrant
Ordinary Shares, par value \$0.001 per share
Warrants, each to purchase one ordinary share

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

None

The registrant had 16,094,756 Ordinary Shares issued and outstanding as of May 21, 2010.

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

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 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).

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.

Large Accelerated filer Accelerated filer Non-accelerated filer

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

US GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

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.

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

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of the securities under a plan confirmed by a court.

Yes No

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CERTAIN INFORMATION

In this Report on Form 20-F (the “Report”), unless otherwise indicated:

“Acquisition” refers to the business combination transaction consummated on March 12, 2010, as provided by the Share Exchange Agreement, dated as of February 12, 2010, by and among the Company, Honesty Group and each of the shareholders signatories thereto, as amended by Amendment No. 1 to Share Exchange Agreement, dated March 11, 2010.

“Honesty Group” refers to Honesty Group Holdings Limited, a subsidiary of the Company, acquired in the Acquisition, and the entity through which the Subsidiaries and operating business are held after the consummation of the Acquisition.

“SGOCO”, “we,” “us,” “our,” or the “Company” refers to SGOCO Technology, Ltd., formally known as Hambrecht Asia Acquisition Corp., a company organized under the laws of the Cayman Islands, and its consolidated subsidiaries: Honesty Group and its Subsidiaries.

“Subsidiaries” refers to Honesty Group’s subsidiaries: Guanke (Fujian) Electron Technological Industry Co. Ltd. (“Guanke”), Guanwei (Fujian) Electron Technological Company Limited (“Guanwei”), and Guancheng (Fujian) Electron Technological Company Limited (“Guancheng”).

In March 2010, Hambrecht Asia Acquisition Corp. completed the Acquisition and acquired all of the issued and outstanding capital stock of Honesty Group. Before such Acquisition in March 2010, Hambrecht Asia Acquisition Corp. was a blank check company with no operations and had been formed as a vehicle for an acquisition of an operating business in China. On March 11, 2010, the Company’s shareholders approved a change in the Company’s name to SGOCO Technology, Ltd. The name change was effective on March 16, 2010, upon completion of certain filings in the Cayman Islands.

On March 12, 2010, we determined to change our fiscal year end from June 30 to December 31 to coincide with the year end of Honesty Group and Subsidiaries. We are filing this Report to reflect our operating and financial conditions covering a transition period from July 1, 2009 to December 31, 2009. Our unaudited condensed financial statements for the transition period from July 1, 2009 to December 31, 2009 have been prepared in accordance with accounting principles generally accepted in the United States of America.

FORWARD-LOOKING STATEMENTS

This report contains “forward-looking statements” that represent our beliefs, projections and predictions about future events. All statements other than statements of historical fact are “forward-looking statements” including any projections of earnings, revenue or other financial items, any statements of the plans, strategies and objectives of management for future operations, any statements concerning proposed new projects or other developments, any statements regarding future economic conditions or performance, any statements of management’s beliefs, goals, strategies, intentions and objectives, and any statements of assumptions underlying any of the foregoing. Words such as “may”, “will”, “should”, “could”, “would”, “predicts”, “potential”, “continue”, “expects”, “anticipates”, “future”, “intends”, “plans”, “believes”, “estimates” and similar expressions, as well as statements in the future tense, identify forward-looking statements.

These statements are necessarily subjective and involve known and unknown risks, uncertainties and other important factors that could cause our actual results, performance or achievements, or industry results, to differ materially from any future results, performance or achievements described in or implied by such statements. Actual results may differ materially from expected results described in our forward-looking statements, including with respect to correct measurement and identification of factors affecting our business or the extent of their likely impact, the accuracy and completeness of the publicly available information with respect to the factors upon which our business strategy is based or the success of our business.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of whether, or the times by which, our performance or results may be achieved. Forward-looking statements are based on information available at the time those statements are made and management’s belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements.

Important factors that could cause actual performance or results to differ materially from those contained in forward-looking statements include, but are not limited to, those factors discussed under the headings “Risk Factors” in the Proxy Statement filed as Exhibit 99.1 to our Current Report on Form 6-K filed with the Securities and Exchange Commission on February 18, 2010, and elsewhere in this report and in the information incorporated herein by reference, including, among others:

- requirements or changes adversely affecting the LCD market in China;
- fluctuations in customer demand for LCD products generally;
- the success of the Company in promoting its brand of LCD products in China and elsewhere;
- management of rapid growth;
- changes in government policy including policy regarding subsidies for purchase of consumer electronic products and local production of consumer goods in China;
- the fluctuations in sales of LCD products in China;
- China’s overall economic conditions and local market economic conditions;
- the Company’s ability to expand through strategic acquisitions and establishment of new locations;
- changing principles of generally accepted accounting principles;
- compliance with government regulations;
- legislation or regulatory environments, and
- geopolitical events.

Further, the forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, collaborations or investments made by the Company. The Company does not assume any obligation to update any forward-looking statements.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion for the transition period ended December 31, 2009 should be read in conjunction with the financial statements of the Company and the notes thereto incorporated by reference in this Report.

Overview

Hambrecht Asia Acquisition Corp. was incorporated on July 18, 2007 in the Cayman Islands as a blank check company for the purpose of acquiring one or more businesses through a merger, stock exchange, asset acquisition or similar business combination or control through contractual arrangements having its primary operations in the People's Republic of China.

All of our business activities from inception to March 12, 2010, were related to the Company's formation, consummation of the initial public offering, identification and evaluation of target company opportunities, signing the Share Exchange Agreement with Honesty Group and completion of the Acquisition.

On July 31, 2009, Hambrecht Asia Acquisition Corp. entered into a Letter of Intent with Honesty Group and Honesty Group's majority shareholder. On February 12, 2010, Hambrecht Asia Acquisition Corp. entered into a Share Exchange Agreement to acquire all of the issued and outstanding capital stock of Honesty Group. On March 12, 2010, Hambrecht Asia Acquisition Corp. completed the Acquisition transaction with Honesty Group. After shareholders approved, Hambrecht Asia Acquisition Corp changed its name to SGOCO Technology, Ltd.

We have determined to change the fiscal year end of the Company from June 30 to December 31 to match the fiscal year ends of our operating subsidiaries. This Transition Report on Form 20-F is intended to implement that change of year end.

Operating Results

The discussion and analysis of the operating results of the Company for the short-period fiscal year end December 31, 2009, is the same as for the six months ended December 31, 2009, contained in our Current Report on Form 6-K, filed with the Securities and Exchange Commission on February 16, 2010, in the sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations- Results of Operations for the Six Month Period ended December 31, 2009" on page 12, which is incorporated herein by reference.

Liquidity and Capital Resources

The discussion and analysis of the liquidity and capital resources of the Company for the short-period fiscal year end December 31, 2009, is the same as for the six months ended December 31, 2009, contained in our Current Report on Form 6-K filed with the Securities and Exchange Commission on February 16, 2010 in the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources" on page 13, which is incorporated herein by reference.

Off-balance Sheet Arrangements

The Company had no off-balance sheet financing arrangements as of December 31, 2009.

Contractual Obligations

The Company had no long term debt, capital lease obligations, operating lease obligations, purchase obligations or other long term liabilities as of December 31, 2009.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information.

See “Item 18. Financial Statements.”

Legal Proceedings

Neither the Company or any of its subsidiaries was currently a party to any pending legal proceedings which are expected to have a significant effect on our business, financial position, results of operations or liquidity, nor are the Company or any of its subsidiaries aware of any proceedings that are pending or threatened which may have a significant effect on our business, financial position and results of operations or liquidity.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

On March 11, 2010, holders of the Company’s outstanding warrants to purchase ordinary shares approved the amendment to the warrant agreement under which the warrants were issued to provide that: (i) the exercise price per share of the warrants be increased from \$5.00 to \$8.00; (ii) the term of each outstanding warrant be extended by one year to expire on the earlier of March 7, 2014 or the redemption of the warrant; and (iii) holders of the warrants may redeem their warrants for \$0.50 at the time of the Acquisition. The amendment to the Warrant Agreement is set forth as Exhibit 4.1 to the Company’s Current Report on Form 6-K filed with the Securities and Exchange Commission on March 16, 2010.

PART III

ITEM 17. FINANCIAL STATEMENTS

See Item 18.

ITEM 18. FINANCIAL STATEMENTS

The Unaudited Condensed Financial Statements of the Company for the period from July 1, 2009 to December 31, 2009 are included in the Current Report on Form 6-K filed with the Securities and Exchange Commission on February 16, 2010 beginning on page 1, which are incorporated herein by reference.

ITEM 19. EXHIBITS

Exhibit No.	Description
12.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

The Registrant hereby 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 Report on its behalf.

SGOCO Technology, Ltd.
(f/k/a Hambrecht Asia Acquisition Corp.)

By: /s/ Burnette Or
Name: Burnette Or
Title: President and Chief Executive Officer
Date: May 28, 2010

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
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12.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
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CERTIFICATION

I, Burnette Or, President and Chief Executive Officer, certify that:

1. I have reviewed this transition report on Form 20-F of SGOCO Technology, Ltd. (f/k/a Hambrecht Asia Acquisition Corp.);
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 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 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.

Dated: May 28, 2010

/s/ Burnette Or

Burnette Or

President and Chief Executive Officer

CERTIFICATION

I, Zhongsheng Lv, Treasurer, certify that:

1. I have reviewed this transition report on Form 20-F of SGOCO Technology, Ltd. (f/k/a Hambrecht Asia Acquisition Corp.);
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 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 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.

Dated: May 28, 2010

/s/ Zhongsheng Lv

Zhongsheng Lv

Treasurer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES–OXLEY ACT OF 2002

In connection with the Transition Report of SGOCO Technology, Ltd. (f/k/a Hambrecht Asia Acquisition Corp.) (the "Company") on Form 20–F for transition period from July 1, 2009 to December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Burnette Or, President and Chief Executive Officer, and I, Zhongsheng Lv, Treasurer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes–Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Dated: May 28, 2010

/s/ Burnette Or

Burnette Or

President and Chief Executive Officer

Dated: May 28, 2010

/s/ Zhongsheng Lv

Zhongsheng Lv

Treasurer
