

CHI FU INVESTMENT CO LTD
Form SC 13D/A
February 04, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Color Imaging, Inc.
(Name of Issuer)

\$0.01 par value per share
(Title of Class of Securities)

196245 10 4
(CUSIP Number)

Robert F. Dow, Esq.
2800 One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3450
404-873-8500
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

March 6, 2003
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act, (however, see the Notes).

Cuspid No. 196245 10 4

Page 2 of 10

1	Name of Reporting Persons I.R.S. Identification Nos. of Above Persons Chi Fu Investment Co. Ltd	
2	Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only	
4	Source of Funds WC	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>

6	Citizenship or Place of Organization Taiwan, R.O.C.	
7	Sole Voting Power 4,500,000	
8	Shared Voting Power 0	
9	Sole Dispositive Power 4,500,000	
10	Shared Dispositive Power 0	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 4,500,000	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	<input type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 35.35 percent	
14	Type of Reporting Person CO	

Cuspid No. 196245 10 4

Page 3 of 10

1	Name of Reporting Persons I.R.S. Identification Nos. of Above Persons Jui-Hung Wang	
2	Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only	
4	Source of Funds 00	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6	Citizenship or Place of Organization Taiwan, R.O.C.	
7	Sole Voting Power 709,178	
8	Shared Voting Power 4,500,000*	
9	Sole Dispositive Power 709,178	
10	Shared Dispositive Power 4,500,000*	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 5,209,178*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	<input type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 40.89* percent	
14	Type of Reporting Person IN	

* Includes 10,000 shares subject to options that are currently exercisable. Mr. Jui-Hung Wang's ownership of the 4,500,000 shares reported under shared voting and dispositive power is indirect as a 9.69% owner of General Plastic Industrial Co., Ltd, which owns 100% of Chi Fu Investment Co. Ltd., the record owner of the shares. Mr. Jui-Hung Wang disclaims beneficial ownership of 10.17% and 1.77% of such shares of common stock beneficially owned by Messrs. Jui-Chi Wang and Jui-Kung Wang, respectively.

Cuspid No. 196245 10 4

Page 4 of 10

1		
---	--	--

	Name of Reporting Persons I.R.S. Identification Nos. of Above Persons Jui-Chi Wang	
2	Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only	
4	Source of Funds 00	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6	Citizenship or Place of Organization Taiwan, R.O.C.	
7	Sole Voting Power 709,450*	
8	Shared Voting Power 4,500,000*	
9	Sole Dispositive Power 709,450*	
10	Shared Dispositive Power 4,500,000*	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 5,209,450*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	<input type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 40.87* percent	
14	Type of Reporting Person IN	

* Includes 15,000 shares subject to options that are currently exercisable. Mr. Jui-Chi Wang's ownership of the 4,500,000 shares reported under shared voting and dispositive power is indirect as a 10.17% owner of General Plastic Industrial Co., Ltd, which owns 100% of Chi Fu Investment Co. Ltd, the record owner of the shares. Mr. Jui-Chi Wang disclaims beneficial ownership of 9.69% and 1.77% of such shares of common stock beneficially owned by Messrs. Jui-Hung Wang and Jui-Kung Wang, respectively.

Cuspid No. 196245 10 4

Page 5 of 10

1	Name of Reporting Persons I.R.S. Identification Nos. of Above Persons Jui-Kung Wang	
2	Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only	
4	Source of Funds 00	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6	Citizenship or Place of Organization Taiwan, R.O.C.	
7	Sole Voting Power 326,209*	
8	Shared Voting Power 4,500,000*	
9	Sole Dispositive Power 326,209*	
10	Shared Dispositive Power 4,500,000*	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 4,826,209*	

12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	<input type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 37.88* percent	
14	Type of Reporting Person IN	

Includes 10,000 shares subject to options that are currently exercisable. Mr. Jui-Kung Wang's ownership of the 4,500,000 shares reported under shared voting and dispositive power is indirect as a 1.77% owner of General Plastic Industrial Co., Ltd, which owns 100% of Chi Fu Investment Co. Ltd, the record owner of the shares. Mr. Jui-Kung Wang disclaims beneficial ownership of 9.69% and 10.17% of such shares of common stock beneficially owned by Messrs. Jui-Hung Wang and Jui-Chi Wang, respectively.

Cuspid No. 196245 10 4

Page 6 of 10

1	Name of Reporting Persons I.R.S. Identification Nos. of Above Persons General Plastic Industrial Co., Ltd	
2	Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only	
4	Source of Funds WC	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6	Citizenship or Place of Organization Taiwan, R.O.C.	
7	Sole Voting Power 0	
8	Shared Voting Power 4,500,000*	
9	Sole Dispositive Power 0	
10	Shared Dispositive Power 4,500,000*	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 4,500,000*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	<input type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 35.35* percent	
14	Type of Reporting Person CO	

*General Plastic Industrial Co., Ltd ("GPI") owns 100% of Chi Fu Investment Co. Ltd., the record owner of the shares. This amendment is filed to add GPI as a filing person, as GPI was erroneously omitted from the original Schedule 13D.

Cuspid No. 196245 10 4

Page 7 of 10

Item 1. Security and Issuer

This statement relates to the common stock, \$0.01 par value, per share, of Color Imaging, Inc., a Delaware corporation ("Color Imaging"). The principal executive office of Color Imaging is located at:

4350 Peachtree Industrial Boulevard
Suite 100
Norcross, Georgia 30071

Item 2. Identity and Background

- (a) This Schedule 13D is filed by:

Chi Fu Investment Co. Ltd, a Taiwanese company (CFI)
General Plastic Industrial Co., Ltd, a Taiwanese company (GPI)
Jui-Hung Wang
Jui-Chi Wang
Jui-Kung Wang

CFI's principal business is an investment company. GPI's principal business is plastic injection molding of bottles, cartridges and gears used in electrostatic printing and photocopying Jui-Hung Wang, Jui-Chi Wang and Jui-Kung Wang are 9.69%, 10.17% and 1.77% beneficial shareholders, respectfully, in GPI, which owns 100% of CFI.

- (b) The address of the principal business and principal office of CFI is 50, Tzu-Chiang Rd., Wu-chi Town, Taichung County, Taiwan, R.O.C. The address of the principal business and principal office of GPI is 50, Tzu-Chiang Rd., Wu-chi Town, Taichung County, Taiwan, R.O.C.

- (c) Jui-Hung Wang is a Director of Color Imaging, Inc. and Chairman of the Board of Directors of CFI and GPI. The address of Jui-Hung Wang is 50, Tzu-Chiang Rd., Wu-chi Town, Taichung County, Taiwan, R.O.C.

Jui-Chi Wang is a director of Color Imaging and President of GPI. The address of Jui-Chi Wang is 50, Tzu-Chiang Rd., Wu-chi Town, Taichung County, Taiwan, R.O.C.

Jui-Kung Wang is a Chairman of the Board of Directors and Chief Executive Officer of Color Imaging. The address of Jui-Kung Wang is 3450 Peachtree Industrial Blvd, Suite 100, Norcross, GA 30071 USA.

- (d) During the past five years, none of CFI, GPI or, to the best of their knowledge, any person set forth in Item 2(a) above, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the past five years, none of CFI, GPI or, to the best of their knowledge, any person set forth in Item 2(a) above, was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of or prohibiting or mandating activity subject to federal or state securities laws or finding any violation with respect to such laws.
- (f) Each individual set forth in Item 2(a) above is a citizen of the Taiwan, R.O.C.

Cuspid No. 196245 10 4

Page 8 of 10

Item 3. Source and Amount of Funds or Other Consideration

On March 6, 2003, CFI acquired 4,500,000 shares of common stock of Color Imaging for \$1.35 per share pursuant to a prospectus dated January 23, 2003. The purchase price for the shares of Color Imaging common stock was \$6,075,000, the source of which was working capital of CFI. A copy of the prospectus is incorporated herein by reference to Exhibit 99.1.

Item 4. Purpose of Transaction

The purpose of the transaction is solely for investment purposes.

- (a)-(j) None.

Item 5. Interest in Securities of the Issuer

- (a)-(b) See Items 7-13 of the cover pages.
- (c) See Item 3. No other transactions in Color Imaging securities have been effected by CFI, GPI or an individual named in Item 2 above within the last sixty days.
- (d) No other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sales of, the securities of Color Imaging.
- (e) Not applicable.

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

None.

Item 7. Material to be Filed as Exhibits

99.1 Color Imaging prospectus dated January 23, 2003 (incorporated herein by reference to the Color Imaging Prospectus filed January 24, 2003 with the Securities and Exchange Commission).

Cuspid No. 196245 10 4

Page 9 of 10

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 28, 2004

Chi Fu Investment Co. Ltd

/s/ Jui-Hung Wang

By: Jui Hung Wang
Its: Chairman

General Plastic Industrial Co., Ltd

/s/ Jui-Hung Wang

By: Jui-Hung Wang
Its: Chairman

/s/ Jui-Hung Wang

Jui-Hung Wang

/s/ Jui-Chi Wang

Jui-Chi Wang

/s/ Jui-Kung Wang

Jui-Kung Wang

Cuspid No. 196245 10 4

Page 10 of 10

SIGNATURE

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate.

This Agreement may be executed in counterparts and each of such counterparts taken together shall constitute one and the same instrument.

Dated: January 28, 2004

Chi Fu Investment Co. Ltd

/s/ Jui-Hung Wang

By: Jui Hung Wang

Its: Chairman

General Plastic Industrial Co., Ltd

/s/ Jui-Hung Wang

By: Jui-Hung Wang

Its: Chairman

/s/ Jui-Hung Wang

Jui-Hung Wang

/s/ Jui-Chi Wang

Jui-Chi Wang

/s/ Jui-Kung Wang

Jui-Kung Wang

1711145