



Mudan Automobile Shares Company Limited*
牡丹汽車股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 8188)



First Quarterly Report 2006

* For identification only

FIRST QUARTERLY REPORT FOR THE THREE MONTHS ENDED 31 MARCH 2006

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Growth Enterprise Market has been established as a market designated to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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This report, for which the directors (the “Directors”) of Mudan Automobile Shares Company Limited (the “Company” or “Mudan”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable requires, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

SUMMARY

- For the three months ended 31 March 2006, the Company recorded a turnover of RMB 143,168,196 (2005: RMB114,216,049), representing a increase of approximately 25.35% as compared with the corresponding period in 2005.
- For the three months ended 31 March 2006, the Company recorded a loss attributable to equity holders of RMB 12,724,550 (2005: a loss of RMB6,527,396).
- For the three months ended 31 March 2006, loss per share was RMB0.045.

QUARTERLY OPERATING RESULTS (UNAUDITED)

The board of Directors of the Company (the “Board”) hereby announces the unaudited quarterly results for the three months ended 31 March 2006, together with the comparative unaudited figures of the corresponding period in 2005 as follows:

	<i>Notes</i>	For the three months ended 31 March 2006	For the three months ended 31 March 2005
		RMB	<i>RMB</i>
Turnover	2	143,168,196	114,216,049
Cost of sales		(138,050,670)	(107,632,367)
Gross profit		5,117,526	6,583,682
Other operating income		924,154	492,793
Distribution expenses		(7,422,632)	(4,966,989)
General and administrative expenses		(8,782,679)	(7,230,328)
Other operating expense		(738,635)	(61,923)
Net finance costs		(1,822,284)	(1,344,631)
Loss before taxation		(12,724,550)	(6,527,396)
Income tax expenses	3	–	–
Loss attributable to equity holders		(12,724,550)	(6,527,396)
Loss per share			
– basic	4	(0.045)	(0.023)

Notes:

1. Basis of preparation and accounting policies

The principal accounting policies adopted in preparing the unaudited quarterly results conform with the International Financial Reporting Standards issued by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance. These unaudited quarterly results for the three months ended 31 March 2006 also comply with the applicable disclosure provisions of the GEM Listing Rules.

The measurement basis used in the preparation of the quarterly operating results is historical cost convention except for certain financial instruments which are measured at fair value.

The accounting policies have been consistently applied by the Company and are consistent with those used in the 2005 annual financial statements.

2. Turnover and distribution

The Company is primarily engaged in a single business of automobile manufacture and sales. Turnover represents income arising from the sales of automobiles net of sales tax and value added tax.

The Company's revenue from sales by geographical region is as follows:

	For the three months ended 31 March	
	2006	2005
	RMB	<i>RMB</i>
Sales of automobiles:		
The PRC	127,641,730	109,134,276
Overseas market	15,526,466	5,081,773
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Total	143,168,196	114,216,049
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3. Income tax expenses

No provision for PRC income tax had been made as the Company did not derive any assessable profits for both periods.

4. Basic loss per share

For the three months ended 31 March 2006, the calculation of loss per share is based on the unaudited loss attributable to equity holders of approximately RMB 12,724,550 (2005: the unaudited net loss was RMB6,527,396) divided by the weighted average number of shares in issue of the Company during the period. For the three months ended 31 March 2006, the weighted average number of shares in issue is 284,800,000 (2005: 284,800,000). No diluted loss per share is presented as there were no dilutive potential ordinary shares outstanding.

RESERVE

Other than the net loss for the three months ended 31 March 2006, there was no movement to or from reserves of the Company during the quarter (2005: Nil).

DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2006 (2005: Nil).

BUSINESS REVIEW AND OUTLOOK

1. *Operating performance*

Turnover for the quarter of the Company amounted to RMB143,168,196 (2005: RMB114,216,049), representing approximately a increase of 25.35% as compared with the corresponding period in 2005. The loss attributable to equity holders of the Company recorded RMB12,724,550 (2005: loss RMB6,527,396).

2. *Sales of light, medium and large-sized buses*

For the three months ended 31 March 2006, the sales of light-sized, medium-sized and large-sized buses amounted to RMB80,011,167, RMB38,500,768 and RMB24,656,261 respectively (2005: RMB35,131,086, RMB59,581,491 and RMB19,503,472).

3. *Overseas Sales*

The Company recorded a turnover of approximately RMB15,526,466 (2005: RMB5,081,773) from overseas sales in the quarter, representing an increase of 205.5% over the corresponding period in the previous year. Such increase was attributable to our obtaining safety certification from our overseas customers and our steady development of overseas markets.

Based on the Company's present situation, the Board of Directors is of the opinion that Mudan Auto brand has a history of over 30 years, it enjoys rather high reputation in both mainland China and abroad, Mudan Auto has apparent competitive advantage in production facilities, manufacturing skills and product quality etc.

Although the Company is now in the production suspension stage, the Board of Directors is of the view that if there is sufficient injection of capital, the Company can re-start production business and can further strengthen internal control, standardize management of the company, Mudan will be able to further develop and grow.

INTEREST DISCLOSEABLE UNDER THE SECURITIES AND FUTURES ORDINANCE (CHAPTER 571 OF THE LAWS OF HONG KONG) (THE "SFO")

1. Directors, supervisors and chief executive of the Company

For the three months ended 31 March 2006, none of the Directors, supervisors and chief executive of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest and short position in shares, underlying shares of the Company or any associated corporation (within the meaning of Part XV of the SFO), which will be required, pursuant to section 352 of the SFO, to be entered in the register of the Company or which will be required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 of the GEM Listing Rules.

2. *Substantial shareholders of the Company and other persons*

Save as disclosed below, as at 31 March 2006, the Directors are not aware of any other interests and short positions of any substantial shareholders (as defined in the GEM Listing Rules) of the Company and other persons (other than a Director or chief executive of the Company) in the shares or underlying shares of the Company, which will have to be notified to the Company and the Stock Exchange pursuant to Part XV of the SFO, or which will be required, pursuant to section 336 of the SFO, to be entered in the register referred to therein.

Long positions in the shares

Name of shareholder	Number of shares (domestic shares)	Capacity	Approximate percentage of the issued share capital (domestic shares and H shares)
Zhangjiagang Municipal	94,310,000	Beneficial owner	33.11%
Public Assets Management Co., Ltd ("ZMPAM")	100,340,000	Interest of a controlled corporation (<i>Note 1</i>)	35.23%
Jiangsu Mudan Automobile Group Co., Ltd ("Jiangsu Mudan")	100,340,000	Beneficial owner	35.23%
Zhangjiagang Municipal Leyu Town Assets Management Co., Ltd ("Leyu Town Assets Management")	100,340,000	Interest of a controlled corporation (<i>Note 2</i>)	35.23%

Notes:

- 1 ZMPAM has 33.47% equity interests in Jiangsu Mudan. Accordingly, ZMPAM is entitled to exercise or control the exercise of one-third or more of the voting rights in general meeting of Jiangsu Mudan. Under SFO, ZMPAM is deemed to be interested in 100,340,000 domestic shares held by Jiangsu Mudan, representing 35.23% of the issued share capital of the Company.

- 2 Leyu Town Assets Management has 37.2% equity interests in Jiangsu Mudan. Accordingly, Leyu Town Assets Management is entitled to exercise or control the exercise of one-third or more of the voting rights in general meeting of Jiangsu Mudan. Under SFO, Leyu Town Assets Management is deemed to be interested in 100,340,000 domestic shares held by Jiangsu Mudan, representing 35.23% of the issued share capital of the Company.

COMPETING INTERESTS

Current Directors have not discovered any event in which any of the original Directors, supervisors, management shareholders or substantial shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) has any interest in any businesses which directly or indirectly compete with the business of the Company for the period ended 31 March 2006.

AUDIT COMMITTEE

The Audit Committee of the Company was established with written terms of reference based upon the guidelines published by the Hong Kong Institute of Certified Public Accountants. The primary duties of the Committee were to review and monitor the financial reporting process and internal control of the group. As at 31 March 2006, Mr. JIANG Lei, Mr. HUANG Zhen Hua and Ms. XIAO Wei Hong were members of the Audit Committee of the Company. However, they were dismissed at the Extraordinary General Meeting held on 3 March 2008. As at the date of the announcement, the Audit Committee of the Company comprised three Independent Non-executive Directors, namely Mr. WANG Cheng Cai, Mr. GAO Xue Fei and Mr. YAO Zhi Ming, of which Mr. WANG Cheng Cai is also the Chairman. The Company's un-audited quarter results for the three months ended 31 March 2006 had been reviewed by the Audit Committee which was of the opinion that such statements complied with the applicable accounting standards, the Stock Exchange and legal requirements, and that adequate disclosure had been made.

PURCHASE, SALE OR REDEMPTION OF THE LISTED SHARES OF THE COMPANY

During the three months ended 31 March 2006, the Company and any of its subsidiaries has not purchased, sold or redeemed any of the listed shares of the Company.

DISCLOSURE OF TRADE RECEIVABLE PURSUANT TO RULES 17.15 AND 17.17 OF THE GEM LISTING RULES

As at 31 March 2006, there were 284,800,000 shares of the Company in issue. Based on the closing price of the Company's shares of HK\$0.34 per share on 29 March 2005, the date on which the trading of the shares of the Company was suspended, the total market capitalization for the Company was approximately HK\$96,832,000 as at 31 March 2006.

As at 31 March 2006, trade receivable from a customer of the Company (the "Trade Receivable"), 廣州白雲華港汽貿中心 (Guangzhou Baiyun Huagang Automobile Trade Center, the "Customer"), a company which is independent of, and not connected with, the Company, the Directors, chief executive or substantial shareholders of the Company or their respective associates (as defined in the GEM Listing Rules), amounted to approximately HK\$18,738,905 (RMB18,193,912), representing approximately 19.4% of the Company's total market capitalization as at 31 March 2006. The Company had lost contact with the Customer and the Trade Receivables had been written off on the balance sheet date of 2005.

The Trade Receivable was resulted from sales to the Customer by the Company in its ordinary course of business and on normal commercial terms. It is unsecured and interest free, and repayable on normal terms. Due to the nature of the transactions and business practice, trade receivables can only be settled after month end, and such balances need to be verified and confirmed by customers pursuant to the normal trading practices and relevant trading terms in respect of such receivables. As the Trade Receivable of the Customer is recorded as at 31 March 2006, it is subject to disclosure pursuant to the requirement under rule 17.17 of the GEM Listing Rules.

By order of the board

Mudan Automobile Shares Company Limited

GUO ZHI RONG

Chairman of the board

Zhangjiagang City, Jiangsu Province, China

30 April 2008