RETAIL VENTURES INC
Form DEF 14A
May 10, 2004

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement
[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
[X] Definitive Proxy Statement
[ ] Definitive Additional Materials
[ ] Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

Retail Ventures, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

[X] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:---

(2) Aggregate number of securities to which transaction applies:---

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):--

(4) Proposed maximum aggregate value of transaction:--

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[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:---

(2) Form, Schedule or Registration Statement No.:-------------------------

(3) Filing Party: ---

(4) Date Filed:--

RETAIL VENTURES, INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD

JUNE 9, 2004

AND

PROXY STATEMENT

IMPORTANT

PLEASE COMPLETE, SIGN AND DATE YOUR PROXY AND PROMPTLY RETURN IT IN THE ENCLOSED ENVELOPE. NO POSTAGE IS NECESSARY IF MAILED IN THE UNITED STATES.

RETAIL VENTURES, INC.
3241 Westerville Road
Columbus, Ohio 43224
(614) 471-4722

May 10, 2004

To the Shareholders of Retail Ventures, Inc.:

Notice is hereby given that the Annual Meeting of Shareholders of Retail Ventures, Inc. (the "Company") will be held at the Hilton Columbus, 3900 Chagrin Drive, Columbus, Ohio 43219, on Wednesday, June 9, 2004, at 10:00 a.m., local time, for the following purposes, all of which are more completely set forth in the accompanying proxy statement:

1. To elect seven directors, each for a term of one year and until their successors are duly elected and qualified.

2. To transact such other business as may properly come before the meeting.

Only shareholders of record at the close of business on May 3, 2004 are entitled to notice of and to vote at the Annual Meeting of Shareholders.

By Order of the Board of Directors,

James A. McGrady
Executive Vice President, Chief Financial Officer, Treasurer and Secretary

YOUR VOTE IS IMPORTANT

You are urged to date, sign and promptly return the enclosed

form of proxy in the enclosed envelope to which no postage need be affixed if mailed in the United States. Voting your shares by the enclosed proxy does not affect your right to vote in person in the event you attend the meeting. You are cordially invited to attend the meeting. If you attend, you may revoke your proxy and vote in person if you wish, even if you have previously returned your proxy.

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RETAIL VENTURES, INC.
3241 Westerville Road
Columbus, Ohio 43224
(614) 471-4722

PROXY STATEMENT

The enclosed proxy is being solicited on behalf of the Board of Directors of the Company for use at the Annual Meeting of Shareholders to be held on Wednesday, June 9, 2004, and any adjournments thereof. This proxy statement, including the

Notice of Meeting and the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2004, was first mailed to shareholders on May 10, 2004.

Only shareholders of record at the close of business on May 3, 2004, are entitled to notice of and to vote at the meeting or any adjournments thereof. The total number of outstanding shares entitled to vote at the meeting is 33,804,713. Each shareholder is entitled to one vote for each share held.

Without affecting any vote previously taken, the proxy may be revoked by the shareholder by giving a written notice of revocation to the Company in writing (attention: James A. McGrady, Secretary). A shareholder may also change his or her vote by executing and returning to the Company a later-dated proxy or by giving notice of revocation in open meeting.

All properly executed proxies received by the Board of Directors will be voted as directed by the shareholder. All properly executed proxies received by the Board of Directors which do not specify how shares should be voted will be voted "FOR" the election as directors of the nominees listed below under "Election of Directors."

The presence, in person or by proxy, of a majority of the outstanding common shares is necessary to constitute a quorum for the transaction of business at the Annual Meeting. Abstentions and broker non-votes are counted for purposes of determining the presence or absence of a quorum. Broker non-votes occur when brokers who hold their customers' shares in street name sign and submit proxies for such shares and vote such shares on some matters, but not others. This would occur when brokers have not received any instructions from their customers, in which case the brokers, as the holders of record, are permitted to vote on "routine" matters, which includes the election of directors.

Solicitation of proxies may be made by mail, personal interview and telephone by officers, directors and regular employees of the Company, and by the employees of the Company's transfer agent, National City Bank. In addition, the Company has retained a firm specializing in proxy solicitations, Georgeson Shareholder Communications, Inc., at a cost of approximately $1,500 to assist the Company with its proxy solicitation process. The Company will bear the cost of the solicitation of proxies, including the charges and expenses of brokerage firms and others for forwarding solicitation material to beneficial owners of shares.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table sets forth information with respect to the only persons known to the Company to own beneficially more than five percent of the outstanding common shares of the Company as of May 3, 2004:

TITLE OF CLASS	NAME AND ADDRESS OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	PERCENT O
(All of these are common shares)	Schottenstein Stores Corporation (1) 1800 Moler Road Columbus, Ohio 43207	28,928,851(2)	39
	Cerberus Partner, L.P. 450 Park Avenue 28th Floor New York, New York 10022.	9,722,085(3)	18
	Dimensional Fund Advisors Inc. 1299 Ocean Avenue, 11th Floor, Santa Monica, CA 90401	1,943,500(4)	5

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(1) Prior to the completion of our initial public offering on June 18, 1991, the Company was operated as the Department Store Division of Schottenstein Stores Corporation ("SSC"). On that date, SSC transferred substantially all of the net assets of the Division to the Company in exchange for common shares. SSC is a closely-held Ohio corporation. SSC common stock is beneficially owned by certain of our directors and other Schottenstein family members, as follows, as of May 3, 2004:

NAME OF BENEFICIAL OWNER		SHARES OF SSC COMMON STOCK	PERCENT OF CL
Jay L. Schottenstein		299.38139 (a)	78.4%
Geraldine Schottenstein		27.41707 (b)	7.2%
Ari Deshe		27.41707 (c)	7.2%
Jon P. Diamond		27.41707 (d)	7.2%
	Total	381.63260	100.0%

(a) Represents sole voting and investment power over 299.38139 shares held in irrevocable trusts for family members as to which Jay L. Schottenstein is trustee and as to which shares Mr. Schottenstein may be deemed to be the beneficial owner.

(b) Represents sole voting and investment power over 27.41707 shares held by Geraldine Schottenstein as trustee of an irrevocable trust for family members as to which shares Geraldine Schottenstein may be deemed to be the beneficial owner.

(c) Represents sole voting and investment power over 27.41707 shares held by Ari Deshe, as trustee of irrevocable trusts for family members, as to which shares Mr. Deshe may be deemed to be the beneficial owner.

(d) Represents sole voting and investment power over 27.41707 shares held by Jon Diamond and his wife, Susan Schottenstein Diamond, as trustees of irrevocable trusts for family members, as to which shares Mr. Diamond may be

deemed to be the beneficial owner.

(2) Includes:

(a) 19,206,766 common shares owned of record and beneficially by SSC.

(b) 8,333,333 common shares issuable upon conversion of Senior Subordinated Convertible Loans in the principal amount of $37,500,000 (the "Convertible Loan"). The Convertible Loan is convertible at any time to the extent any portion of the loan remains outstanding at the option of the holder thereof into common shares. The conversion price of the Convertible Loan is $4.50 per share, subject to conversion price adjustments.

(c) 1,388,752 common shares (subject to certain conversion price adjustments) issuable pursuant to a warrant received by SSC in connection with an additional loan made to the Company. Based on information contained in a Schedule 13D filed by SSC on October 15, 2003.

Does not include 67,944 shares held by the Ann and Ari Deshe Foundation and 67,944 shares held by the Jon and Susan Diamond Family Foundation, all being private charitable foundations. The foundations' trustees and officers consist of at least one of the following persons: Geraldine Schottenstein, Jay Schottenstein, Jon Diamond and/or Ari Deshe, in conjunction with other Schottenstein family members.

(3) Cerberus Partners, L.P., a Delaware limited partnership ("Cerberus"), is the holder of Senior Subordinated Convertible Loans in the principal amount of $37,500,000 (the "Convertible Loan"). The Convertible Loan is convertible at any time to the extent any portion of the loan remains outstanding at the option of the holder thereof into common shares of the Company. The conversion price of the Convertible Loan is $4.50 per share, subject to conversion price adjustments. Further, Cerberus is the holder of a warrant to purchase 1,388,752 Shares (subject to certain conversion price adjustments) in connection with an additional loan made to the Company. Stephen Feinberg possesses sole power to vote and direct the disposition of all of the Company securities held by Cerberus. Based on information contained in a Schedule 13D/A filed by Stephen Feinberg on October 9, 2002 and a Form 4 filed by Stephen Feinberg October 10, 2002.

(4) Dimensional Fund Advisors Inc. ("Dimensional"), an investment advisor registered under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager to certain other

commingled group trusts and separate accounts. These investment companies, trusts and accounts are the "funds." In its role as investment adviser or manager, Dimensional possesses voting and/or investment power over the Company securities described in this schedule that are owned by the funds and may be deemed to be the beneficial owner of the shares of the issuer held by the Funds. Dimensional disclaims beneficial ownership of such securities. Based on information contained in a Schedule 13G/A filed by Dimensional on February 6, 2004.

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SECURITY OWNERSHIP OF MANAGEMENT

The following table sets forth, as of May 3, 2004, information with respect to the Company's common shares owned beneficially by each director individually, by the executive officers named in the Summary Compensation Table set forth on page 12 of this proxy statement and by all directors and executive officers as a group:

TITLE OF CLASS	NAME OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP (1)	PERCENT OF C
(All of these are common shares)	Henry L. Aaron	16,000	*
	Julia A. Davis	8,000	*
	Ari Deshe (4)(6)(8)	24,972	*
	Jon P. Diamond (4)(6)	11,700	*
	Elizabeth M. Eveillard	10,000	*
	Edwin J. Kozlowski (3)	316,000	*
	James A. McGrady	245,000	*
	John C. Rossler (3)	466,000	*
	Jay L. Schottenstein (4)(5)(6)(7)	282,500	*
	Harvey L. Sonnenberg (8)	30,000	*
	James L. Weisman (8)	11,300	*
	All directors and executive officers as a group (12 persons) (3)(4)(5)(6)(7)(8)	1,435,472	3.8%

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* Represents less than 1% of outstanding common shares, net of treasury shares.

(1) Except as otherwise noted, the persons named in this table have sole power to vote and dispose of the shares listed.

Includes the following number common shares as to which the named person has the right to acquire beneficial ownership upon the exercise of stock options within 60 days of May 3, 2004: Mr. Aaron, 10,000; Ms. Davis, 8,000; Mr. Deshe, 10,000; Mr. Diamond, 10,000; Ms. Eveillard, 10,000 shares; Mr. Kozlowski, 236,000; Mr. McGrady, 239,000; Mr. Rossler, 351,000; Mr. J. Schottenstein, 56,000; Mr. Sonnenberg, 10,000; Mr. Weisman, 10,000 and all directors and executive officers as a group, 950,000.

(2) The percent is based upon the 33,804,713 common shares outstanding, net of treasury shares, as of May 3, 2004.

(3) Includes 110,000 shares for Mr. Rossler and 80,000 shares for Mr. Kozlowski and 190,000 shares for all directors and executive officers as a group, which are owned subject to a risk of forfeiture on termination of employment with vesting over a period of years pursuant to the terms of Restricted Stock Agreements.

(4) Does not include 19,206,766 common shares owned of record and beneficially by SSC; 8,333,333 common shares issuable upon conversion of Senior Subordinated Convertible Loans in the principal amount of $37,500,000, which is convertible at any time to the extent any portion of the loan remains outstanding at the option of SSC into common shares of the Company; and a warrant to purchase 1,388,752 common shares (subject to certain conversion price adjustments) held by SSC in connection with an additional loan made to the Company. Jay L. Schottenstein is the Chairman and Chief Executive Officer of SSC. Jay L. Schottenstein, Ari Deshe and Jon P. Diamond are members of the Board of Directors of SSC. See Note 2 to preceding table.

(5) Includes 52,500 common shares owned by Glosser Brothers Acquisition, Inc. Mr. Schottenstein is Chairman of the Board, President and a director of Glosser Brothers Acquisition, Inc. and a trustee or co-trustee of family trusts that own 100% of the stock of Glosser Brothers Acquisition, Inc. Mr. Schottenstein disclaims beneficial ownership of the common shares owned by Glosser Brothers Acquisition, Inc.

(6) Does not include 67,944 shares held by the Ann and Ari Deshe Foundation and 67,944 shares held by the Jon and Susan Diamond Family Foundation, all being private charitable foundations. The foundations' trustees and officers consist of at least one of the following persons: Geraldine Schottenstein, Jay Schottenstein, Jon Diamond and/or Ari Deshe; in conjunction with other Schottenstein family members.

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(7) Includes 30,000 shares as to which Jay L. Schottenstein shares voting and investment power as trustee of a trust which owns the shares.

(8) Includes 10,000 shares held for the benefit of Mr. Deshe's minor children; 15,000 shares held by Mr. Sonnenberg's spouse and 500 shares held by Mr. Weisman's spouse.

ELECTION OF DIRECTORS

The number of members of our Board of Directors has been fixed at fourteen by action of the Board pursuant to the Amended and Restated Code of Regulations. Board members serve until the Annual Meeting following their election or until their successors are duly elected and qualified. The Nominating and Board Governance Committee has nominated seven persons for election as directors of the Company with their terms to expire in 2005. If each of the nominees is elected, seven vacancies will exist on the Board.

Set forth below is certain information relating to the nominees for election as directors:

NAME	AGE	DIRECTORS AND THEIR PRINCIPAL OCCUPATIONS / BUSINESS EXPERIENCE	DIR
Jay L. Schottenstein	49	Chairman of the Company, American Eagle Outfitters, Inc. and SSC since March 1992 and Chief Executive Officer from April 1991 to July 1997 and from July 1999 to December 2000. Mr. Schottenstein served as Vice Chairman of SSC from 1986 until March 1992 and as a director of SSC since 1982. He served SSC as President of the Furniture Division from 1985 through June 1993 and in various other executive capacities since 1976. Mr. Schottenstein is also a director of American Eagle Outfitters, Inc., which is a company with a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934.	
Henry L. Aaron	70	Mr. Aaron presently serves as Senior Vice President of the Atlanta National League Baseball Club, Inc. and as President of Hank Aaron BMW, an Atlanta automobile dealership, along with a number of other private business interests.	
Ari Deshe	53	Chairman and Chief Executive Officer since 1996 and President and Chief Executive Officer from 1993 to 1996 of Safe Auto Insurance Company, a property and casualty insurance company. Prior to that, Mr. Deshe served as President of Safe Auto Insurance Agency from 1992 to 1993 and President of Employee Benefit Systems, Inc. from 1982 to 1992. Mr. Deshe is also a director of American Eagle Outfitters, Inc., which is a company with a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934.	
Jon P. Diamond	46	President and Chief Operating Officer since 1996 and Executive Vice President and Chief Operating Officer from 1993 to 1996 of Safe Auto Insurance Company. Mr. Diamond served as Vice President of SSC from March 1987 to March 1993 and served SSC in various management positions since 1983. Mr. Diamond is also a director of American Eagle Outfitters, Inc., which is a company with a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934.	

NAME	AGE	DIRECTORS AND THEIR PRINCIPAL OCCUPATIONS / BUSINESS EXPERIENCE	DIR
Elizabeth M. Eveillard	57	Ms. Eveillard is an independent consultant. Ms. Eveillard served as Senior Managing Director and a Consultant, Retailing and Apparel Group, Bear, Stearns & Co., Inc. from 2000 until 2003. Prior to that time, Ms. Eveillard served as the Managing Director, Head of Retailing Industry Group, Paine Webber Corporation from 1988 to 2000. From 1972 to 1988, Ms. Eveillard held various executive positions including Managing Director in the Merchandising Group with Lehman Brothers. Ms. Eveillard is also a director of Too, Inc. and Mayor's Jewelers, Inc., which are companies with securities registered pursuant to Section 12 of the Securities Exchange Act of 1934.	
Harvey L. Sonnenberg	62	Partner in the CPA and consulting firm, Weiser & Co., LLP, since November 1994. Mr. Sonnenberg is active in a number of	

		professional organizations including the American Institute of CPA's and the New York State Society of CPA's and has long been involved in rendering professional services to the retail and apparel industry.
James L. Weisman	65	President and a member of Weisman Goldman Bowen & Gross, LLP, a Pittsburgh, Pennsylvania law firm. He has extensive legal experience in working with retail clients. His primary areas of practice have been in banking transactions and overseeing and directing litigation.

Unless otherwise directed, the persons named in the proxy will vote the proxies for the election of the above-named nominees as directors of the Company, each to serve for a term of one year and until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. While it is contemplated that all nominees will stand for election, in the event any person nominated fails to stand for election, the proxies will be voted for such other person or persons as may be designated by the directors. Management has no reason to believe that any of the above-mentioned persons will not stand for election or serve as a director.

Under Ohio law and the Company's Regulations, the nominees receiving the greatest number of votes will be elected as directors. Shares as to which the authority to vote is withheld and broker non-votes are not counted toward the election of directors or toward the election of the individual nominees specified on the proxy.

OTHER DIRECTOR INFORMATION, COMMITTEES OF DIRECTORS AND CORPORATE GOVERNANCE INFORMATION

GENERAL

A total of four meetings of the Board of Directors of the Company were held during fiscal 2003. No director attended less than 75 percent of the aggregate of (i) the total number of meetings of the Board of Directors and (ii) the total number of meetings held by all committees of the Board of Directors on which that director served during the period each served as a director.

There are no family relationships among our directors and executive officers except that Messrs. Deshe and Diamond are each married to a sister of Mr. Schottenstein.

Each of Messrs. Aaron, Sonnenberg and Weisman and Ms. Eveillard are paid an annual retainer of $30,000 and receive $20,000 annually for each committee on which they serve. Each of Messrs. Diamond and Weisman do not receive any compensation for serving as members of the Community Affairs Committee. In addition, Messrs. Aaron, Deshe and Diamond, Sonnenberg and Weisman and Ms. Eveillard receive a quarterly board meeting fee of $5,000 so long as they attend at least one board meeting during that quarter.

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The Company's Corporate Governance Principles provides that

all incumbent directors and director nominees are encouraged to attend the annual meeting of shareholders. A total of seven directors attended the annual meeting of shareholders in 2003.

Each of Messrs. Aaron, Sonnenberg and Weisman and Ms. Eveillard are automatically granted options each quarter to purchase 2,500 of our common shares under our 2000 Stock Incentive Plan. Options are granted on the first day of each fiscal quarter. Each option is granted for a period of ten years. Options become exercisable on the first anniversary of the date of grant.

CORPORATE GOVERNANCE PRINCIPLES

On March 18, 2004, the Board of Directors adopted Corporate Governance Principles that address Board structure, membership (including nominee qualifications), performance, operations and management oversight. The Company's corporate and investor website at www.valuecity.com contains the Corporate Governance Principles.

The Corporate Governance Principles provide that the Board's goal is that a majority of the directors should be independent directors. A director will be designated as independent if he or she (i) has no material relationship with the Company or its subsidiaries; (ii) satisfies the other criteria specified by New York Stock Exchange listing standards; (iii) has no business conflict with the Company or its subsidiaries; and (iv) otherwise meets applicable independence criteria specified by law, regulation, exchange requirement or the Board of Directors. The Board of Directors has affirmatively determined that the following directors are independent under that definition:

Henry L. Aaron
Elizabeth M. Eveillard
Harvey L. Sonnenberg
James L. Weisman

As of the date of this Proxy Statement, Schottenstein Stores Corporation owns approximately 57% of the common shares of the Company. As a result, the Company is a "controlled company" and is exempt from the New York Stock Exchange requirements requiring a majority of independent directors, a fully independent nominating committee and a fully independent compensation committee. Notwithstanding the availability of such an exemption, the Company has voluntarily chosen to comply with all such independence requirements. The Board of Directors has a Nominating and Corporate Governance Committee, a Compensation Committee and an Audit Committee, all of which are comprised solely of independent directors.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Until December 10, 2003, the members of the Nominating and Corporate Governance Committee were Messrs. Schottenstein, Deshe and Weisman. On that date, the Board elected Messrs. Weisman (Chair), Aaron and Sonnenberg, and Ms. Eveillard, each of whom is independent as discussed above, as the members of the Nominating and Corporate Governance Committee. On March 18, 2004, the Committee recommended, and the Board of Directors approved, a Nominating and Corporate Governance

Committee Charter, which can be found on the Company's corporate and investor website at www.valuecity.com.

The Committee met one time during fiscal 2003. Its functions include assisting the Board in determining the desired qualifications of directors, identifying potential individuals meeting those qualification criteria, proposing to the Board a slate of nominees for election by the shareholders and reviewing candidates nominated by shareholders. In addition, the Committee also reviews the Corporate Governance Principles, makes recommendations to the Board with respect to other corporate governance principles applicable to the Company, oversees the annual evaluation of the Board and management, and reviews management and Board succession plans.

The Nominating and Corporate Governance Committee meets to discuss, among other things, identification and evaluation of potential candidates for nomination as a director. Potential candidates are identified and evaluated according to the qualification criteria set forth in the Board's Corporate Governance Principles, including independence, character, diversity, age, skills and experience of such individuals.

The Nominating and Corporate Governance Committee will consider nominees recommended by shareholders for the 2005 Annual Meeting of Shareholders, provided that the names of such nominees are submitted in writing, not later than January 9, 2005, to the Company (Attn: James L. Weisman). Each such submission must include: (a) as to the nominee, (i) name, age, business address and residence address; (ii) principal occupation or employment; (iii) the class and number of shares of the Company beneficially owned; and (iv) any other information relating to the nominee that is required to be disclosed in solicitations for proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended; and (b) as to the shareholder giving the notice, (i) name and record address and (ii) the class and number of shares of the Company beneficially. Such notice shall be accompanied by a consent signed by the nominee evidencing a willingness to serve as a director, if nominated and elected, and a commitment by the nominee to meet personally with the Nominating and Corporate Governance Committee members.

Other than the submission requirements set forth above, there are no differences in the manner in which the Nominating and Corporate Governance Committee evaluates a nominee for director recommended by a shareholder.

COMPENSATION COMMITTEE

The members of the Compensation Committee are Ms. Eveillard (Chair) and Messrs. Aaron, Sonnenberg and Weisman. Each member of the Compensation Committee is independent as discussed above. None of the members of the Compensation Committee are present or former officers of our Company or are themselves or any of their affiliates, if any, parties to agreements with the Company.

Mr. Weisman became a member of the Compensation Committee on December 10, 2003 and, as a result, did not participate in the deliberations on compensation discussed in the Report of the Compensation Committee prior to December 10, 2003, which begins on page 17. Therefore, his name does not appear on that Report. Mr. Weisman did not receive any compensation for serving as a member of the Compensation Committee in fiscal 2003.

On March 18, 2004, the Committee recommended, and the Board of Directors approved, a Compensation Committee Charter, which can be found on the Company's corporate and investor website at www.valuecity.com.

The Compensation Committee met three times during fiscal 2003. The Compensation Committee's functions include evaluating the Chief Executive Officer's performance and, based upon these evaluations, setting the Chief Executive Officer's annual compensation; reviewing and approving the compensation packages of the Company's other executive officers; making recommendations to the Board with respect to the Company's incentive compensation, retirement and other benefit plans; making administrative and compensations decisions under such plans; and recommending to the Board the compensation for non-employee Board members.

AUDIT COMMITTEE

The members of the Audit Committee are Messrs. Sonnenberg (Chair) and Weisman and Ms. Eveillard. Each member of the Audit Committee is independent. The Board of Directors has affirmatively determined that each of them is independent in accordance with the listing standards of the New York Stock Exchange and that Harvey L. Sonnenberg is an audit committee financial expert as such term is defined by the Securities and Exchange Commission under Item 401(h) of Regulation S-K.

On March 18, 2004, the Committee recommended, and the Board of Directors approved, a revised Audit Committee Charter, which is attached as Annex A to this proxy statement.

The Audit Committee met nine times during fiscal 2003. Its functions include providing assistance to the Board of Directors in fulfilling its oversight responsibility relating to the Company's financial statements and the financial reporting process, compliance with legal and regulatory requirements, the qualifications and independence of the Company's independent public accountants, the Company's system of internal controls, the Internal Audit function, the Company's code of ethical conduct, retaining and, if appropriate, terminating the independent public accountants, and approving audit and non-audit services to be performed by the independent public accountants.

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No member of the Audit Committee is currently serving on the audit committees of more than three public companies.

COMMUNITY AFFAIRS COMMITTEE

The Board of Directors formed the Community Affairs Committee in December 2003 to advise management on community affairs and public relations matters. The members of the Community Affairs Committee are Messrs. Aaron (Chair), Diamond and Weisman. The Community Affairs Committee did not meet during fiscal 2003. Mr. Aaron did not receive any compensation for serving on the Community Affairs Committee in fiscal 2003.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers and persons who are beneficial owners of more than ten percent of our common shares ("reporting persons") to file reports of ownership and changes of ownership with the Securities and Exchange Commission and the New York Stock Exchange. The Company assists its directors and executive officers in completing and filing those reports. The Company believes that all filing requirements applicable to our directors and executive officers were complied with during the last completed fiscal year; however, an amended Form 5 for fiscal 2002 was filed to disclose stock options granted by the Company on February 4, 2002 to John C. Rossler.

CODE OF ETHICS AND CORPORATE GOVERNANCE INFORMATION

The Company has adopted a code of ethics that applies to all of its directors, officers and employees, including its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and an additional code of ethics that applies to senior financial officers. These codes of ethics, designated as the "Code of Conduct" and the "Code of Ethics for Senior Financial Officers," respectively, by the Company can be found on the Company's investor website at www.valuecity.com. The Company intends to satisfy the disclosure requirement under Item 10 of Form 8-K regarding any amendment to, or waiver from, any applicable provision (related to elements listed under Item 406(b) of Regulation S-K) of the "Code of Conduct" or the "Code of Ethics for Senior Financial Officers" that applies to the Company's directors, principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions by posting such information on the Company's website at www.valuecity.com.

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AUDIT AND OTHER SERVICE FEES

The Audit Committee has adopted a policy under which audit and non-audit services to be rendered by the Company's independent public accountants are pre-approved. The Committee's Pre-Approval Policy is attached as Annex B to this proxy statement. No services were provided by the independent public accountants in fiscal 2003 that were approved by the Committee under Securities and Exchange Commission Regulation S-X Section 2-01(c)(7)(i)(C) (which addresses certain services considered de minimis approved by the Committee after such services have been performed).

The following table sets forth the aggregate fees for

professional services rendered by Deloitte & Touche LLP for each of the last two fiscal years of the Company.

	2003	2002
Audit fees (1)	$616,050	$390,450
Audit-related fees (2)	$ 16,135	$173,250
Tax fees (3)	$ 700	$ 2,704
All other fees (4)	-	$ 72,082
Total	$632,885	$638,486

(1) Includes services rendered for the audit of the Company's annual financial statements, review of financial statements included in the Company's quarterly reports on Form 10-Q and other audit services normally provided by Deloitte & Touche LLP in connection with statutory and regulatory filings or engagements.

(2) Includes assurance and related services reasonably related to the performance of the audit or review of the Company financial statements not reported as "audit fees". Audit-related fees for fiscal 2003 include benefit plan audits. Audit-related fees for 2002 primarily include services rendered in connection with acquisitions and investments made by the Company during the year, accounting services rendered in connection with the Company's Senior Notes offering and benefit plan audits.

(3) Includes services rendered for tax compliance, tax advice and tax planning. Tax fees for both years primarily include services related to the organization of the Company's subsidiaries and other tax and tax planning advice. Tax fees for fiscal 2003 also include services rendered in connection with federal and international tax audits.

(4) For fiscal 2003, no products or services were provided to the Company other than those reported as audit, audit-related or tax fees. For fiscal 2002, all other fees are principally related to the refinancing in June 2002.

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AUDIT COMMITTEE REPORT

In performing its responsibilities, the Audit Committee, in addition to other activities, (i) reviewed and discussed the Company's audited financial statements with management; (ii) discussed with Deloitte & Touche LLP the matters required to be discussed by Statement on Auditing Standards 61 (Communication with Audit Committees), as modified or supplemented; and (iii) received the letter from Deloitte & Touche LLP required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), as modified or supplemented, and discussed with Deloitte & Touche LLP the firm's independence. Based on these reviews, discussions and activities, the Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for fiscal 2003 for filing with the Securities and Exchange Commission.

The Audit Committee considered whether the provision of

non-audit services by Deloitte & Touche LLP were compatible with maintaining such firm's independence.

Respectfully submitted,

AUDIT COMMITTEE
Harvey L. Sonnenberg, Chair
Elizabeth M. Eveillard
James L. Weisman

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COMPENSATION OF MANAGEMENT

The following table summarizes compensation awarded or paid to, or earned by, each of the named executive officers during each of the Company's last three fiscal years.

SUMMARY COMPENSATION TABLE

		ANNUAL COMPENSATION			LO AWARDS	
NAME AND PRINCIPAL POSITION	YEAR	SALARY (1) ($)	BONUS ($)	OTHER ANNUAL COMPENSATION ($)	RESTRICTED STOCK AWARD(S) ($)	SECUR UNDER OPTION (#
	2003	$250,000	None	None	None	
Jay L. Schottenstein	2002	$250,000	None	None	None	
Chairman	2001	$250,000	None	None	None	
John C. Rossler	2003	$717,500	None	(4)	None	
President and	2002	$694,344	$985,000	(4)	$466,400(5)	2,430
Chief	2001	$404,181	$497,058	(4)	$ 21,600(6)	5
Executive Officer						
Edwin J. Kozlowski	2003	$512,100	None	$51,745(7)	None	
Executive Vice	2002	$496,154	$525,000	$92,025(8)	$339,200(5)	1,720
President and	2001	$223,846	$225,000	(4)	None	
Chief Operating						
Officer						
James A. McGrady	2003	$408,077	None	(4)	None	
Chief Financial	2002	$397,436	$210,000	(4)	None	540
Officer,	2001	$325,000	$140,000	(4)	$ 21,600(6)	5
Treasurer and						
Secretary						
Julia A. Davis	2003	$250,000	$ 50,000	(4)	None	40
Executive Vice	2002	$ 14,423	$ 85,417(9)	(4)	None	
President and	2001	None	None	None	None	
General Counsel						

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(1) Includes amounts deferred by the executive officer pursuant to the Deferred Compensation Plan established in 1998. The plan was terminated January 31, 2003.

(2) In July 2002, the Compensation Committee of the Board of Directors recommended and the Board of Directors approved the establishment of a "value creation" program, pursuant to which cash payments are made to certain participants including Messrs. Rossler and Kozlowski. Mr. Rossler was awarded an aggregate of $1,610,000 pursuant to the program, subject to a risk of forfeiture on termination of employment, $805,000 of which was paid during fiscal 2003. Mr. Kozlowski was awarded an aggregate of $400,000 pursuant to the program, subject to a risk of forfeiture on termination of employment, $200,000 of which was paid during fiscal 2003.

(3) The amounts shown in this column for each named executive officer consist of contributions or other allocations to the Company's 401(k) Plan and Associate Stock Purchase Plan for the named executive officer, as follows:

	401(K) PLAN AND ASSOCIATE STOCK PURCHASE PLAN		
NAME	2003	2002	2001
Jay L. Schottenstein	None	None	None
John C. Rossler	$9,433	$8,458	$8,760
Edwin J. Kozlowski	None	None	None
James A. McGrady	$6,577	$6,324	$1,801
Julia A. Davis	None	None	None

The Company paid the premiums for a life insurance policy for Mr. Rossler pursuant to which Mr. Rossler will receive the benefit of any cash surrender value. The cost of the remainder of the premiums under such policy was $21,040 for fiscal 2003, $23,144 for fiscal 2002 and $25,248 for fiscal 2001.

The Company paid Mr. Kozlowski $3,609 and $77,823 for relocation expenses in fiscal 2002 and fiscal 2001, respectively.

(4) The aggregate amount of perquisites and other benefits paid the named officers in these fiscal years did not exceed the lesser of $50,000 or 10% of the total of annual salary and bonus reported for the named executive officer.

(5) The value (determined based on the closing price of the common shares on the NYSE on the date of grant) of 110,000 shares of restricted stock awarded to Mr. Rossler and 80,000 shares of restricted stock awarded to Mr. Kozlowski, all of which shares will vest on February 4, 2006. As of February 2, 2002, the value of Mr. Rossler's 110,000 shares of restricted stock and Mr. Kozlowski's 80,000 shares of restricted stock was $466,400 and $339,200, respectively (determined based on the closing price of the common shares on the NYSE on the last trading day before February 2, 2002).

(6) The value (determined based on the closing price of the common shares on the NYSE on the date of grant) of 5,000 shares of restricted stock awarded to Mr. Rossler and 5,000 shares of restricted stock awarded to Mr. McGrady, all of which vested on August 29, 2002.

(7) Includes $17,290 relating to country club dues and membership fees paid by the Company and $13,014 relating to automobile tax gross up.

(8) In fiscal 2002, the Company forgave a loan in the amount of $60,000 owed by Mr. Kozlowski to the Company.

(9) Includes $75,000 received by Ms. Davis as a sign-on bonus pursuant to the terms of her employment agreement with the Company.

The following table sets forth information concerning individual grants of stock options made during the last fiscal year to each of the named executive officers.

OPTIONS GRANTED IN LAST FISCAL YEAR

	INDIVIDUAL GRANTS					
NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED (#)(1)	% OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL YEAR	EXERCISE PRICE ($/SHARE)	EXPIRATION DATE	POTENTIAL REA AT ASSUMED ANN STOCK PRICE A FOR OPTION 5%	
Jay L. Schottenstein	None	--	--	--	--	
John C. Rossler	None	--	--	--	--	
Edwin J. Kozlowski	None	--	--	--	--	
James A. McGrady	None	--	--	--	--	
Julia A. Davis	40,000	2.8%	$1.63	3/14/2013	$18,014	$

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(1) All options are exercisable 20% per year, beginning on the first anniversary of the original grant date, on a cumulative basis and expire ten years from the original grant date.

(2) Represents the potential realizable value of each grant of options assuming that the market price of the common shares appreciates in value from the date of grant to the end of the option term at either a 5% or 10% annualized rate, based on the difference between the assumed per share value and the per share option exercise price, multiplied by the total number of option shares.

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The following table sets forth information regarding each individual exercise of stock options made during the last fiscal year by each of the named executive officers.

AGGREGATED OPTION EXERCISES
AND FISCAL YEAR-END OPTION VALUES

SHARES ACQUIRED ON	VALUE	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT FISCAL YEAR-END (#)	POTENTIAL RE ASSUMED AN STOCK PRICE OPTION

NAME	EXERCISE (#)	REALIZED ($)	EXERCISABLE	UNEXERCISABLE	EXERCISABLE
Jay L. Schottenstein	--	--	56,000	--	--
John C. Rossler	--	--	183,000	2,262,000	$257,870
Edwin J. Kozlowski	--	--	118,000	1,602,000	$175,820
James A. McGrady	--	--	131,000	444,000	$168,470
Julia A. Davis	--	--	--	40,000	--

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(1) Represents the total gain which would be realized if all in-the-money options held at year end were exercised, determined by multiplying the number of shares underlying the options by the difference between the per share option exercise price and the per share fair market value at year end of $5.99. An option is in-the-money if the fair market value of the underlying shares exceeds the exercise price of the option.

EQUITY COMPENSATION PLAN TABLE

The following table sets forth additional information as of January 31, 2004, about our common shares that may be issued upon the exercise of options and other rights under our existing equity compensation plans and arrangements, divided between plans approved by our shareholders and plans or arrangements not submitted to our shareholders for approval. The information includes the number of shares covered by, and the weighted average exercise price of, outstanding options and other rights and the number of shares remaining available for future grants excluding the shares to be issued upon exercise of outstanding options, warrants, and other rights.

	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	NUMBER OF S REMAINING AVA ISSUANCE UND COMPENSATI (EXCLUDING S REFLECTED IN
Equity compensation plans approved by security holders (1)	9,294,197	$6.50	3,574,
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	9,294,197	$6.50	3,574,

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(1) Equity compensation plans approved by shareholders include the 1991 Stock Option Plan, as amended, and the 2000 Stock Incentive Plan.

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AGREEMENTS WITH KEY EXECUTIVES

On July 24, 2002, Mr. Rossler entered into a new employment agreement with the Company with an effective date of February

3, 2002. The new employment agreement provides for an annual salary of $700,000 with annual increases of 2.5%. In connection with the execution of the new employment agreement, Mr. Rossler received a signing bonus of $250,000. Beginning for the fiscal year ending February 1, 2003, and in accordance with the Company's Incentive Compensation Plan, Mr. Rossler will receive an annual cash incentive bonus based upon a predetermined formula of the Company's earnings before interest and taxes.

Pursuant to his employment agreement, if the Company terminates Mr. Rossler's employment "without cause" or Mr. Rossler terminates his employment for "good reason" (as such terms are defined therein), Mr. Rossler will be entitled to: (i) his base salary for 12 months following the effective date of termination; (ii) reimbursement for health care coverage for a period of no more than 18 months following the effective date of termination, subject to certain provisos; (iii) pro rata share of any incentive compensation that he would have otherwise received on the date of his termination, subject to certain provisos; and (iv) subject to applicable terms and conditions, all outstanding standard stock options will become fully exercisable, all restrictions imposed on any outstanding shares of restricted stock will lapse, and all outstanding performance options will be fully exercisable.

In addition, if the Company terminates Mr. Rossler's employment "without cause" or Mr. Rossler terminates his employment for "good reason" within six consecutive calendar months ending immediately before the month in which a "change in control" occurs or 24 consecutive calendar months beginning after a "change in control" (as such terms are defined therein), Mr. Rossler is entitled to receive the following: (i) a lump sum amount equal to the sum of (1) 300% of his base salary plus (2) 300% of his targeted bonus under the Company's incentive bonus plan for the year in which his employment terminates; (ii) subject to applicable terms and conditions, all outstanding standard stock options will become fully exercisable; (iii) subject to applicable terms and conditions, all restrictions imposed on any outstanding shares of restricted stock will lapse; and (iv) subject to applicable terms and conditions, all outstanding performance options will be fully exercisable.

Mr. Kozlowski entered into an employment agreement with the Company, effective May 1, 2001, for a term ending April 30, 2004, pursuant to which the Company loaned Mr. Kozlowski funds to close on his Columbus housing. This loan was repaid with interest at the prime rate of National City Bank, Columbus, in April 2003. The Company also loaned Mr. Kozlowski the initiation fee for a country club membership. This loan is being forgiven at a rate of 10 percent for each 12 consecutive month period Mr. Kozlowski remains employed after the date the loan was made and will be fully forgiven if Mr. Kozlowski dies or becomes disabled before the end of the ten-year period. If Mr. Kozlowski leaves employment with the Company for any reason other than death or disability before the ten-year period has elapsed, he will be responsible for the balance of the payment. The largest amount of the loan outstanding in fiscal 2003 was $72,662 and the amount of the loan outstanding was $63,996 at May 5, 2004.

On February 14, 2003, Mr. Kozlowski entered into a new employment agreement with the Company with an effective date of February 3, 2002. The new employment agreement provides for an annual salary of $500,000 with annual increases of 2.5%. Beginning for the fiscal year ending February 1, 2003, and in accordance with the Company's Incentive Compensation Plan, Mr. Kozlowski will receive an annual cash incentive bonus based upon a predetermined formula of the Company's earnings before interest and taxes. The new employment agreement also provides for the continuation of the loan for the initiation fee for the country club membership provided in Mr. Kozlowski's previous employment agreement.

Pursuant to his employment agreement, if the Company terminates Mr. Kozlowski's employment "without cause" or Mr. Kozlowski terminates his employment for "good reason" (as such terms are defined therein), Mr. Kozlowski will be entitled to: (i) his base salary for 12 months following the effective date of termination; (ii) reimbursement for health care coverage for a period of no more than 18 months following the effective date of termination, subject to certain provisos; (iii) pro rata share of any incentive compensation that he would have otherwise received on the date of his termination, subject to certain provisos; and (iv) subject to applicable terms and conditions, all outstanding standard stock options will become fully exercisable, all restrictions imposed on any outstanding shares of restricted stock will lapse, and all outstanding performance options will be fully exercisable.

In addition, if the Company terminates Mr. Kozlowski's employment "without cause" or Mr. Kozlowski terminates his employment for "good reason" within six consecutive calendar months ending immediately

before the month in which a "change in control" occurs or 24 consecutive calendar months beginning after a "change in control" (as such terms are defined therein), Mr. Kozlowski is entitled to receive the following: (i) a lump sum amount equal to the sum of (1) 300% of his base salary plus (2) 300% of his targeted bonus under the Company's incentive bonus plan for the year in which his employment terminates; (ii) subject to applicable terms and conditions, all outstanding standard stock options will become fully exercisable; (iii) subject to applicable terms and conditions, all restrictions imposed on any outstanding shares of restricted stock will lapse; (iv) subject to applicable terms and conditions, all outstanding performance options will be fully exercisable and (v) the balance remaining, if any, of the Company's loan to Mr. Kozlowski in connection with his country club membership will be forgiven.

Mr. McGrady entered into an employment agreement with the Company effective June 21, 2000, for a term ending June 21, 2003. The agreement provides for an annual salary of $300,000 and a bonus of at least 40% of his base salary if Board approved, predetermined, performance measures set annually are met.

Ms. Davis entered into an employment agreement with the

Company effective as of April 29, 2004, which terminates upon her death, disability (as such term is defined in Ms. Davis' employment agreement), voluntary termination by Ms. Davis or involuntary termination by the Company. The agreement provides for an annual salary of $260,000 and a cash bonus of 50% of her base salary if Board approved, predetermined performance measures set annually are met. In addition, for each year Ms. Davis' annual salary is less than $300,000, she will receive a minimum guaranteed bonus to raise her salary to $300,000.

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REPORT OF THE COMPENSATION COMMITTEE ON EXECUTIVE COMPENSATION

GENERAL

The Board has delegated to the Compensation Committee the authority to review and approve on an annual basis the corporate goals and objectives with respect to compensation for the executive officers of the Company, other than the Chairman's compensation, and to evaluate the executive officers' performance in light of these established goals and objectives. The committee has the sole authority to set the chief executive officer's annual compensation, including salary, bonus, incentive and equity compensation, and to approve the annual compensation, including salary, bonus, incentive and equity compensation, for the other executive officers.

COMPENSATION PHILOSOPHY

The Company's executive compensation program is based on two objectives:

- To provide market-competitive compensation opportunities, and

- To create a strong link among the interests of the shareholders, the Company's financial performance, and the total compensation of the Company's Executive Officers.

The key components of the Company's executive officer compensation program are short-term compensation, consisting of an annual base salary and annual bonuses under the Company's Incentive Compensation Plan, and long-term equity based compensation consisting of grants of restricted stock and stock option awards.

Base Salaries. Our policy is to pay executive officers at or somewhat above competitive compensation averages for comparable positions. Compensation levels for individual executive officers, however, may be more or less than competitive averages, depending upon a subjective assessment of individual factors such as the executive's position, experience, skills, achievements, tenure with Retail Ventures, Inc. and historical compensation levels. Generally, previously granted stock options and other equity awards are not considered in setting cash compensation levels.

Incentive Compensation. The Compensation Committee believes incentive compensation should be calculated to achieve a

combination of individual and company-wide objectives and performance goals that clearly link the interests of the executive officers with the financial performance of the Company.

The key component of the incentive compensation program is the Incentive Compensation Plan pursuant to which bonuses are paid based upon a predetermined formula of the Company's earnings before interest and taxes. The Compensation Committee administers this Plan. For fiscal year 2003, the predetermined earnings were not achieved and no bonuses were paid under the Plan.

The Committee believes that, from time-to-time, achieving objectives and goals other than earnings targets may also be in the best interests of the Company and its shareholders. During fiscal year 2004, management is undertaking a significant number of time-consuming projects that are not related to operations (such as implementing the Sarbanes-Oxley Section 404 controls, refinancing its revolving credit facility and pursing other liquidity options) or are extraordinary in nature (such as the relocation and consolidation of the Company's offices and proposed technology upgrades). The Compensation Committee believes it is important that these endeavors be given substantial attention. Consequently, the Committee has authorized additional incentive payments to the Chief Executive Officer in an amount of up to $400,000 and the other executive officers as a group of up to $500,000, in the aggregate, during 2004.

Respectfully submitted,

COMPENSATION COMMITTEE
Elizabeth M. Eveillard, Chair
Henry L. Aaron
Harvey L. Sonnenberg

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PERFORMANCE GRAPH

The following graph compares the performance of the Company with that of the Standard & Poor's General Merchandise Stores Index and the Russell 2000 Index, both of which are published indexes. This comparison includes the period beginning January 30, 1999 through January 31, 2004.

The Standard & Poor's General Merchandise Stores Index is published weekly in the Standard & Poor's Statistical Service and the index value preceding each fiscal year end has been selected for purposes of this comparison. The Russell 2000 Index is a capitalization-weighted index of domestic equity securities traded on the New York and American Stock Exchanges and the NASDAQ that measures the performance of the 2,000 smallest companies in the Russell 3000 Index. The common shares are traded on the NYSE.

The comparison of the cumulative total returns for each investment assumes $100 was invested on January 30, 1999, and that all dividends were reinvested.

[PERFORMANCE GRAPH]

Company / Index	30Jan99	29Jan00	3Feb01	2Feb02
RETAIL VENTURES INC	100	137.63	59.35	37.25
RUSSELL 2000	100	119.72	120.35	116.96
S&P 500 GENERAL MERCHANDISE STORES	100	127.51	130.50	140.70

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

REAL ESTATE LEASES AND SUBLEASES

The Company leases stores and warehouses under various arrangements with our majority shareholder, SSC, and its affiliates. Such leases expire through 2024 and in most cases provide for renewal options. Generally, the Company is required to pay real estate taxes, maintenance, insurance and contingent rentals based on sales in excess of specified levels.

Under a Master Lease Agreement, as amended, the Company leases five store locations owned by SSC. Additionally, the Company leases or subleases from SSC, or affiliates of SSC, 31 store locations, 6 warehouse facilities and a parcel of land. The minimum rent for these leaseholds is set forth below with additional contingent rents based on aggregate sales in excess of specified sales for the store locations. Leases and subleases with related parties are for initial periods generally ranging from five to twenty years, provide for renewal options and require the Company to pay real estate taxes, maintenance and insurance.

Each lease entered into with SSC or its affiliates is on terms at least as favorable to the Company as could be obtained in an arm's-length transaction with an unaffiliated third party, and in certain instances, the Company is given preferential terms. The Company has a policy that requires our audit committee to review and approve all affiliated leases prior to consummation.

During the last fiscal year, the Company paid approximately $22.0 million in related party lease expense.

Future minimum lease payments required under the aforementioned leases, exclusive of real estate taxes, insurance and maintenance costs, at January 31, 2004 are as follows (in thousands):

FISCAL YEAR	MINIMUM PAYMENTS
2004	$ 22,021
2005	22,247

2006	21,839
2007	21,054
2008	19,959
Future Years	131,433
Total	$238,553

SSC operates a chain of furniture stores, five of which operate in separate space subleased from the Company. Three of these furniture store subleases (the "Furniture Subleases") are for a term concurrent with the respective lease between the Company and a third party landlord. These Furniture Subleases provide for the payment by SSC of base rent and other charges in amounts at least equal to its pro rata share based on square footage and its pro rata share of any percentage rent based on its gross sales. Two additional furniture store subleases are for periods shorter than our lease. For fiscal 2003, SSC paid to the Company an aggregate of $1.4 million pursuant to these subleases.

LICENSE AGREEMENTS WITH AFFILIATES

In July 1997, the Company entered into agreements to form a 50/50 joint venture with Mazel Stores, Inc. to create VCM, Ltd. to operate the health and beauty care and toys and sporting goods departments in our Value City stores as licensed departments. Effective with the close of business on February 2, 2002, the Company acquired Mazel's 50% interest in VCM for $8.4 million, and the Company now owns 100% of VCM.

MERCHANDISE TRANSACTIONS WITH AFFILIATES

The Company, from time to time, purchases merchandise from and sells merchandise to affiliates of SSC. Some of such affiliates of SSC manufacture, import and wholesale apparel as their principal business. The members of the Company's merchandising staff use these sources and make their purchasing decisions in the same manner as with unaffiliated sources. Any merchandise purchased from such sources is on terms at least as favorable to us as could be obtained in an arm's-length transaction with an unaffiliated third party, and in certain instances, the Company is given terms preferential to those available to unaffiliated customers. Total

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purchases by us from SSC and affiliates for fiscal 2003 were approximately $18.5 million of which approximately $13.5 million were purchases from American Eagle Outfitters, Inc., an affiliate of SSC, representing 1.1% of our total purchases during the fiscal year, while in fiscal 2002 purchases were $13.2 million of which approximately $7.6 million were purchases from American Eagle Outfitters, Inc., representing 0.9% of our total purchases during the fiscal year.

SERVICES AGREEMENTS

The Company shares with SSC and its affiliates certain incidental support personnel and services for the purpose of achieving economies of scale and cost savings. These shared services include certain architectural, legal, advertising,

import and administrative services. The Company has entered into a Corporate Services Agreement with SSC that sets forth the terms for payment of the costs of these shared services. The Company believes that it is able to obtain such services at a cost, which is equal to or below the cost of providing such services internally or obtaining such services from unaffiliated third parties. For fiscal 2003, the Company paid SSC or its affiliates $2.0 million for such services. The Corporate Services Agreement also provides for participation by the Company in the self-insurance program maintained by SSC. Under that program, the Company is self-insured for purposes of personal injury and property damage, motor vehicle and Ohio workers' compensation claims up to various specified amounts, and for casualty losses up to $100,000. Claims and losses in excess of the specified amounts are covered by stop-loss or excess liability policies maintained by SSC, which include us as a named insured. SSC maintains reserves and pays claims for self-insured amounts under the program and will continue to do so with respect to our participation in the program. SSC charges its affiliates, divisions and our Company premiums based, among other factors, on loss experience and its actual payroll and related costs for administering the program. For fiscal 2003, the Company paid SSC $1.1 million for participation in the program. Most of the services described above were terminated during fiscal 2003.

DEBT AGREEMENTS

On June 11, 2002, the Company entered into two separate credit facilities equally held by Cerberus Partners, L.P. and SSC, and amended and restated its $75.0 million senior subordinated convertible loan, initially entered into on March 15, 2000, which is held equally by Cerberus Partners, L.P. and SSC. The Company recorded $24.8 million in interest expense in cash to Cerberus relating to the two credit facilities in fiscal 2003 of which $22.2 million was paid to Cerberus.

$100 Million Term Loans

The Term Loans are comprised of a $50.0 million Term Loan B and a $50.0 million Term Loan C. All obligations under the Term Loans are senior debt and, subject to an Intercreditor Agreement by and among the parties, have the same rights and privileges as the Revolving Credit Facility and the Senior Subordinated Convertible Loan. The Company and its principal subsidiaries are obligated on the Term Loans. The maturity date is June 11, 2005.

The Term Loans' stated rate of interest per annum through June 11, 2004 is 14% if paid in cash and 15% if the Company elects a paid-in-kind ("PIK") option. During the first two years of the Term Loans, the Company may elect to pay all interest in PIK. During the final year of the Term Loans, the stated rate of interest is 15.0% if paid in cash or 15.5% by PIK, and the PIK option is limited to 50% of the interest due. For the fiscal years ended January 31, 2004 and February 1, 2003, the Company elected to pay interest in cash.

The Company issued 2,954,792 Warrants to purchase common shares at an initial exercise price of $4.50 per share to the Term Loan C Lenders. The Warrants are exercisable at any time prior to June 11, 2012. The Company has granted the Term Loan

C Lenders registration rights with respect to the shares issuable upon exercise of the Warrants. The $6.1 million value ascribed to the Warrants was estimated as of the date of issuance using the Black-Scholes pricing model with the following assumptions: risk-free interest rate of 5.6%; expected life of 10 years; expected volatility of 47%; illiquidity discount of 10%; and an expected dividend yield of 0%. The related debt discount is amortized into interest expense over the life of the debt.

The number of shares issuable varies upon the occurrence of the following: (i) the issuance of additional common shares without consideration or for a consideration per share less than the Warrant exercise price; (ii) the declaration of any dividend; (iii) the combination or consolidation of the outstanding common shares into a lesser number of shares; (iv) the issuance or sale of additional shares at a price per share less than the current

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market price but greater than the Warrant exercise price; (v) the issuance of convertible securities which are convertible into common shares; and/or (vi) the exchange of shares in a merger or other business combination.

$75 Million Senior Convertible Loan

The Company has amended and restated its $75.0 million Senior Subordinated Convertible Loan on June 11, 2002 ("Convertible Loan"). As amended, borrowings under the Convertible Loan bear interest at 10% per annum. At the Company's option, interest may be PIK for the first two years, and thereafter, at the Company's option, up to 50% of the interest due may be PIK until maturity. PIK interest accrued with respect to the Convertible Loan is added to the outstanding principal balance, on a quarterly basis and is payable in cash upon the maturity of the debt. The Convertible Loan is guaranteed by all of our principal subsidiaries and is secured by a lien on assets junior to liens granted in favor of the lenders on the Revolving Credit Agreement and Term Loans. The Convertible Loan is not subject to prepayment until June 11, 2007. The agent has the right to designate two observers to the Company's Board for so long as the agent is the beneficial owner of at least 50% of the advances initially made by it and has the right to designate two individuals to our Board for so long as the agent is the beneficial owner of at least 50% of the conversion shares issued upon conversion of the advances initially made by it.

The Convertible Loan is convertible at the option of the holders into the Company's common shares at an initial conversion price of $4.50. The maturity date is June 10, 2009.

CERTAIN EMPLOYMENT ARRANGEMENTS

Mr. Jay Schottenstein is the Chairman of the Company. His son, Joseph Schottenstein, was employed by the Company to assist the Company in developing a management training program and performing services as a buyer for Value City. During fiscal 2003, Mr. Joseph Schottenstein received an amount totaling

approximately $78,000 for his services as an employee of the Company and as payment for certain finder's fees in connection with purchases by the Company and other employment benefits for his services as an employee of the Company.

Mr. John Rossler is the Chief Executive Officer and the President of the Company. His son, Ryan Rossler, is employed by the Company as a buyer for DSW. During fiscal 2003, Mr. Ryan Rossler received salary and bonus totaling approximately $95,000 and other employment benefits, including 401(k) plan and associate stock purchase plan contributions by the Company and cafeteria health care plan consistent with those provided to other associates of the Company holding comparable positions.

INDEPENDENT PUBLIC ACCOUNTANTS

The Company's Audit Committee has selected Deloitte & Touche LLP as the independent public accountants of the Company for the current fiscal year. Management expects that representatives of Deloitte & Touche LLP will be present at the Annual Meeting with the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

OTHER MATTERS

SHAREHOLDER PROPOSALS PURSUANT TO RULE 14a-8

In order to be considered for inclusion in the proxy statement distributed to shareholders prior to the Annual Meeting of Shareholders in 2005, a shareholder proposal pursuant to Securities and Exchange Commission Rule 14a-8 must be received by the Company no later than January 9, 2005. Written requests for inclusion should be addressed to: Corporate Secretary, 3241 Westerville Road, Columbus, Ohio 43224. It is suggested that you mail your proposal by certified mail, return receipt requested.

SHAREHOLDER PROPOSALS OTHER THAN PURSUANT TO RULE 14a-8

With respect to any shareholder proposal not submitted pursuant to Securities and Exchange Commission Rule 14a-8 in connection with the Annual Meeting of Shareholders in 2005, the proxy for such meeting will confer discretionary authority to vote on such proposal unless (i) the Company is notified of such proposal not later than March 26, 2005 and (ii) the proponent complies with the other requirements set forth in Securities and Exchange Commission Rule 14a-4.

SHAREHOLDER COMMUNICATIONS TO THE BOARD OF DIRECTORS

Shareholders may communicate with the Board of Directors or individual directors directly by writing to the directors in care of the Secretary of the Company, 3241 Westerville Road, Columbus, Ohio 43224, in an envelope clearly marked "shareholder communication." Such communications will be provided promptly and, if requested, confidentially to the

respective directors.

GENERAL INFORMATION

A COPY OF FORM 10-K AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION WILL BE SENT TO ANY SHAREHOLDER WITHOUT CHARGE UPON WRITTEN REQUEST ADDRESSED TO INVESTOR RELATIONS DEPARTMENT, 3241 WESTERVILLE ROAD, COLUMBUS, OHIO 43224.

Management knows of no other business which may be properly brought before the Annual Meeting of Shareholders. However, if any other matters shall properly come before such meeting, it is the intention of the persons named in the enclosed form of proxy to vote such proxy in accordance with their best judgment on such matters.

IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY. THEREFORE, WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING IN PERSON, YOU ARE URGED TO FILL IN, SIGN AND RETURN THE PROXY IN THE ENCLOSED STAMPED, SELF-ADDRESSED ENVELOPE.

By Order of the Board of Directors,

James A. McGrady
Executive Vice President, Chief Financial Officer, Treasurer and Secretary

ANNEX A

RETAIL VENTURES, INC.

SECOND AMENDED AND RESTATED CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

AS ADOPTED BY RESOLUTION OF THE BOARD OF DIRECTORS
MARCH 18, 2004

This Charter governs the operations of the Audit Committee (the "Audit Committee") of the Board of Directors of Retail Ventures, Inc. (the "Company"). The Audit Committee shall review and reassess the adequacy of this Charter no less frequently than annually and obtain the approval of the Board for any amendments to this Charter. This Charter and any amendments hereto shall be publicly disclosed at the times and in the manner required by the applicable rules or criteria established by the New York Stock Exchange ("NYSE") and the Securities and Exchange Commission (the "Commission") and, in any event, shall be posted on the Company's website.

I. AUDIT COMMITTEE PURPOSE

The purpose of the Audit Committee of the Board of Directors of Retail Ventures, Inc. (the "Company") is to assist the Board of Directors in fulfilling its oversight responsibilities of:

- the integrity of the Company's financial statements;
- the Company's compliance with legal and regulatory requirements;

- the independent auditor's qualifications and independence; and
- the performance of the Company's internal audit function and independent auditor.

The Audit Committee shall prepare the report required by the rules of the Commission to be included in the Company's annual proxy statement. The Audit Committee shall also review and approve all related party transactions in excess of certain guidelines approved by the Audit Committee.

II. AUDIT COMMITTEE COMPOSITION AND MEETINGS

AUDIT COMMITTEE COMPOSITION. The Audit Committee shall serve at the pleasure of the Board. The Audit Committee shall be comprised of three or more directors of the Board, each of whom shall be recommended annually by the Nominating and Corporate Governance Committee and appointed by the Board. Audit Committee members shall meet the independence, experience and other requirements of the NYSE as well as in Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and shall satisfy any other standards of independence as may be prescribed by then applicable laws, rules and regulations. The Company shall disclose Board determinations in respect of the independence of the Company's proxy statement for the Company's annual meeting.

All members of the Audit Committee shall be financially literate, as determined by the Board, or shall become financially literate within a reasonable period of time after appointment to the Audit Committee. At least one member of the Audit Committee shall be an "audit committee financial expert" and shall have accounting or related financial management expertise, each as defined in the applicable rules or criteria established by the Commission and NYSE, as determined by the Board.

If an Audit Committee member serves on the audit committee of more than two other public companies, such member shall promptly notify the other members of the Audit Committee and the Nominating and Corporate Governance Committee, and the Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall determine, whether such simultaneous service would impair the ability of such member to effectively serve on the Audit Committee.

The Board, upon recommendation of the Nominating and Corporate Governance Committee, may fill any vacancies in the Audit Committee and may remove an Audit Committee member from membership on the Audit Committee at any time, with or without cause.

MEETINGS. The Audit Committee shall be chaired by one of its members nominated by the Nominating and Corporate Governance Committee and appointed by the Board. If the Board does not appoint a Chair of the Audit Committee, the Audit

Committee may designate a Chair by majority vote of the full Audit Committee.

The Audit Committee shall meet at least quarterly, or convene more frequently as circumstances dictate. The Audit Committee shall meet periodically with management, the internal auditors, and the independent auditor in separate executive sessions. The Audit Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Audit Committee may request any officer or employee of the Company, its outside counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any member of, or consultants to, the Audit Committee.

A majority of the whole Audit Committee shall constitute a quorum for the transaction of any business by the Audit Committee at a meeting. Unless otherwise required by this Charter or the Company's Code of Regulations, action may be taken by a majority of the members of the Audit Committee at a meeting.

III. AUDIT COMMITTEE AUTHORITY, RESPONSIBILITIES AND DUTIES

The primary responsibility of the Audit Committee is to oversee the Company's accounting and financial reporting processes on behalf of the Board and report the results of its activities to the Board. In discharging its oversight role, the Audit Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and its subsidiaries.

The Audit Committee shall be directly responsible for the appointment, compensation, retention, termination and oversight of the work of the independent auditor, including resolution of disagreements between management and the independent auditor regarding financial reporting. The Audit Committee shall have the sole responsibility to retain and replace the independent auditor. The independent auditor shall not be permitted to render any services to the Company or its subsidiaries unless the terms of, and the fees to be paid for, such services, whether audit services or permitted non-audit services, have been approved by the Audit Committee. The independent auditor shall report directly to the Audit Committee.

The Audit Committee shall establish guidelines for and have the sole responsibility to review and approve all related party transactions in excess of such guidelines approved by the Audit Committee.

The Audit Committee may form and delegate authority to subcommittees consisting of one or more members of the Audit Committee, when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

The Audit Committee is authorized by the Board to investigate any matter within its terms of reference. The Audit Committee shall have the authority, to the extent it deems necessary or appropriate to carry out its duties, to obtain advice and assistance from outside legal, accounting, or other advisors as the Audit Committee deems necessary to carry out its duties. The Audit Committee is authorized to seek information from any of the Company's directors, officers or employees, and from any outside advisors of the Company, for the purpose of fulfilling its duties and the Board shall, if so requested, direct such persons to cooperate with the Audit Committee. The Company shall provide for appropriate funding, as determined by the Audit Committee in its capacity as a committee of the Board, for payment of compensation to the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; payment of compensation to any other advisors employed by the Audit Committee; and payment of ordinary administrative expenses of the Audit Committee that the Audit Committee determines are necessary or appropriate in carrying out its duties.

The Audit Committee shall make regular reports to the Board. The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Audit Committee shall have the Charter published at least every three years in accordance with the Commission's regulations. The Audit Committee shall annually review the Audit Committee's own performance.

Consistent with the duties and obligations above, the Audit Committee, shall also perform the following functions:

Financial Statement and Disclosure Matters

1. Review and discuss the Company's annual audited financial statements with management and the independent auditor, including disclosures made in Management's Discussion and Analysis of Financial Condition and Results of Operations, and recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.

2. Review and discuss with management and the independent auditor the Company's quarterly financial statements, including disclosures made in Management's Discussion and Analysis of Financial Condition and Results of Operations, prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.

3. Discuss and review major issues regarding accounting and financial statement presentation, including:

   (a) any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; and

   (b) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements

4. Review and discuss reports from the independent auditor submitted to the Audit Committee under Section 10A(k) of the Exchange Act, which reports shall include:

   (a) all critical accounting policies and practices to be used;

   (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the issuer, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the registered public accounting firm; and

   (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

5. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the

types of information to be disclosed and the types of presentations to be made). The Audit Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.

6. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the Company's financial statements.

7. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies and guidelines. The Audit Committee is not required to be the sole body responsible for risk assessment and management, but it must discuss guidelines and policies to govern the process by which risk assessment and management is undertaken.

8. Discuss with the independent auditor the matters required to be discussed by Statement on Accounting Standards No. 61 relating to the conduct of the audit, including any problems or difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

9. Review disclosures made to the Audit Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of the internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Oversight of the Company's Relationship with the Independent Auditor

10. Obtain and review a report from the independent auditor, at least annually, describing:

    (a) the independent auditor's internal quality-control procedures;

    (b) any material issues raised by the most recent internal quality-control review, or peer review, of the

firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and

    (c) all relationships between the independent auditor and the Company.

After review, the Audit Committee shall evaluate the qualifications, performance, and independence of the

independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors. This evaluation shall include the review and evaluation of the lead or coordinating partner of the independent auditor, and should ensure the rotation of such lead or coordinating partner of the independent auditor as required by law. The Audit Committee should further consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself. The Audit Committee shall present its conclusions with respect to the independence, qualifications and performance of the independent auditor to the Board.

11. Ensure that the independent auditor submits on a periodic basis to the Audit Committee a formal written statement delineating all relationships with, and professional services provided to, the Company, consistent with Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees, as modified or supplemented. The Audit Committee shall also be responsible for actively engaging in a dialogue with the independent auditor with respect to any disclosed relationship or services that may impact the objectivity and independence of the independent auditor and recommending that the full Board take appropriate action in response to the independent auditor's report to satisfy itself of the independent auditor's independence.

12. Establish policies for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.

13. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

14. Review with the independent auditor any audit problems or difficulties, and management's response, including without limitation, whether there were any restrictions on the scope of the independent auditor's activities or on access to requested information and any significant disagreements with management.

15. Pre-approve (a) all audit services, which may entail providing comfort letters in connection with securities underwritings and (b) non-audit services, which means any professional services provided to the Company and its subsidiaries by the independent auditor other than those provided to the Company and its subsidiaries in connection with an audit or review of the Company's financial statements. In no event shall the independent auditor perform any non-audit services for the Company or any of its subsidiaries which are prohibited by applicable law or the rules or regulations implemented by the Commission or the Public Company Accounting Oversight Board.

16. Satisfy its pre-approval duties under Paragraph 15 by delegating pre-approval authority to one or more members of the Audit Committee. A pre-approval granted pursuant to the preceding sentence shall be reported to the Audit Committee at the next Audit Committee meeting following such pre-approval; provided, however, that the pre-approval requirements of

Paragraphs 14 and 15 are waived with respect to the provisions of services by the independent auditor, other than audit, review or attest services, if:

(a) the aggregate amount of all such services provided constitutes no more than five percent of the total amount of revenues paid by the Company to the independent auditor during the fiscal year in which the services are provided;

(b) such services were not recognized by the Company at the time of engagement to be non-audit services; and

(c) such services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee or the member(s) of the Audit Committee to whom pre-approval authority has been delegated under Paragraph 15 above.

17. May establish pre-approval policies and procedures, in compliance with the rules and criteria established by the Commission. Such pre-approval policies and procedures must be detailed as to the particular services to be

provided, ensure that the Audit Committee knows precisely what services it is being asked to pre-approve and not include any delegation to management of the Audit Committee's responsibilities under applicable laws, rules and regulations to pre-approve all services provided by the independent auditor.

18. Be responsible for overseeing compliance by the Company and the independent auditor with the requirements imposed by the Public Company Accounting Oversight Board. The Audit Committee shall obtain assurances from the independent auditor that the independent auditor has complied with Section 10A of the Securities Exchange Act of 1934, as amended and the rules promulgated by the SEC thereunder, the rules and policies of the Public Company Accounting Oversight Board and all other applicable laws, rules and regulations.

Oversight of Internal Controls

19. Review on at least an annual basis the adequacy of the Company's internal controls, steps adopted in light of material control deficiencies and significant internal control recommendations identified through the internal or external audit process and ensure that appropriate corrective actions are instituted. The Audit Committee shall discuss with the independent auditor, the personnel responsible for the internal audit function, management, and such other financial and accounting personnel of the Company as the Audit Committee deems appropriate, their respective assessments of the adequacy and effectiveness of the Company's internal control over financial reporting and related accounting and financial controls.

20. Review and discuss with management and the independent auditor

the assessment of internal control over financial reporting and report on internal control over financial reporting made by management and the attestation report related to such assessment by the independent auditor, in each case as required by applicable laws, rules and regulations.

21. Establish procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing matters or other compliance matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Oversight of the Company's Internal Audit Function

22. Review the appointment and replacement of the senior internal auditing executive or the entity performing the internal audit function.

23. Review the significant reports to management prepared by the internal auditing department (or the entity performing the internal audit function) and management's responses.

24. Discuss with the independent auditor and management the internal audit department (or the entity performing the internal audit function) responsibilities, budget, and staffing and any recommended changes in the planned scope of the internal audit.

Compliance Oversight Responsibilities

25. Meet separately, periodically, with management, with the internal auditors (or other personnel responsible for the internal audit function) and with the independent auditor.

26. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.

27. Review reports and disclosures of insider and related party transactions.

28. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct.

29. Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

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30. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports valign="bottom" width="1%" style="TEXT-ALIGN: left">

$
7,789,687

Allocation to convertible notes holders	(3,180,834)	(1,144,465)
Net income (loss) attributable to parent company’s common shareholders	$ 20,320,320	$ 6,645,222
Net income (loss) attributable to parent company’s common shareholders per share –		
Basic (note 27)	$ 0.75	$ 0.25
Diluted (note 27)	$ 0.62	$ 0.25

Weighted average number of common shares outstanding –

Basic	27,060,925	26,983,244
Diluted	31,558,848	27,012,665

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

China Automotive Systems, Inc.
Condensed Consolidated Statements of Comprehensive Income (Unaudited)

	Three Months Ended June 30,	
	2010 (As Restated- Note 2)	2009 (As Restated- Note 2)
Net income	$ 30,418,967	$ 9,925,476
Other comprehensive income:		
Foreign currency translation gain (loss)	880,895	(187,728)
Comprehensive income	$ 31,299,862	$ 9,737,748
Comprehensive income attributable to non-controlling interest	2,955,278	2,667,215
Comprehensive income attributable to parent company	$ 28,344,584	$ 7,070,533

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

China Automotive Systems, Inc.
Condensed Consolidated Statements of Comprehensive Income (Unaudited)

	Six Months Ended June 30,	
	2010 (As Restated- Note 2)	2009 (As Restated- Note 2)
Net income	$29,378,859	$ 11,827,035
Other comprehensive income:		
Foreign currency translation gain (loss)	926,151	(202,314)
Comprehensive income	$30,305,010	$ 11,624,721
Comprehensive income attributable to non-controlling interest	6,029,175	4,046,488
Comprehensive income attributable to parent company	$24,275,835	$ 7,578,233

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

China Automotive Systems, Inc.
Condensed Consolidated Balance Sheets

	June 30, 2010 (As Restated-Note 2) (Unaudited)	December 31, 2009 (As Restated-Note 2)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 45,246,219	$ 43,480,176
Pledged cash deposits (note 4)	19,340,337	12,742,187
Accounts and notes receivable, net, including $3,386,976 and $1,441,939 from related parties at June 30, 2010 and December 31, 2009 (note 5)	180,688,519	154,863,292
Advance payments and other, including $930,007 and $0 to related parties at June 30, 2010 and December 31, 2009	3,246,037	2,413,556
Inventories (note 7)	39,595,346	27,415,697
Current deferred tax assets (note 10)	4,185,875	3,866,353
Total current assets	$ 292,302,333	$ 244,781,261
Long-term Assets:		
Property, plant and equipment, net (note 8)	$ 60,673,902	$ 58,529,447
Intangible assets, net (note 9)	506,158	561,389
Other receivables, net, including $218,699 and $65,416 from related parties at June 30, 2010 and December 31, 2009 (note 6)	1,644,413	1,064,224
Advance payments for property, plant and equipment, including $5,676,085 and $2,579,319 to related parties at June 30, 2010 and December 31, 2009	13,508,244	6,369,043
Long-term investments	79,518	79,084
Non-current deferred tax assets (note 10)	3,111,251	2,998,124
Total assets	$ 371,825,819	$ 314,382,572
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Bank loans (note 11)	$ 8,835,353	$ 5,125,802
Accounts and notes payable, including $2,570,035 and $1,537,827 to related parties at June 30, 2010 and December 31, 2009 (note 12)	136,129,101	107,495,833
Convertible Notes payable (note 13)	30,000,000	30,000,000
Compound derivative liabilities (note 14)	40,008,753	45,443,506
Customer deposits	2,370,888	1,918,835
Accrued payroll and related costs	4,568,567	4,578,446
Accrued expenses and other payables(note 15)	20,920,549	22,472,452
Accrued pension costs (note 16)	3,814,440	3,778,187
Taxes payable (note 17)	10,700,504	11,482,177
Amounts due to shareholders/directors (note 18)	112,209	-
Total current liabilities	$ 257,460,364	$ 232,295,238
Long-term liabilities:		
Other long-term liabilities (note 19)	4,986,459	233,941
Total liabilities	$ 262,446,823	$ 232,529,179
Significant concentrations (note 28)		
Related party transactions (note 29)		
Commitments and contingencies (note 30)		

Stockholders' equity:				
Preferred stock, $0.0001 par value - Authorized - 20,000,000 shares				
Issued and outstanding – None	$	–	$	–
Common stock, $0.0001 par value - Authorized - 80,000,000 shares				
Issued and Outstanding – 27,110,693 and 27,046,244 shares at June 30,				
2010 and December 31, 2009 (note 20)		2,711		2,704
Additional paid-in capital (note 20)		28,024,559		27,515,064
Retained earnings- (note 22)				
Appropriated		8,767,797		8,324,533
Unappropriated		30,742,892		7,685,002
Accumulated other comprehensive income		11,962,414		11,187,733
Total parent company stockholders' equity		79,500,373		54,715,036
Non-controlling interests (note 21)		29,878,623		27,138,357
Total stockholders' equity	$	109,378,996	$	81,853,393
Total liabilities and stockholders' equity	$	371,825,819	$	314,382,572

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

China Automotive Systems, Inc. and Subsidiaries
Consolidated Statements of Stockholders' Equity
Period Ended June 30, 2010 (Unaudited) and December 31, 2009

	Common Stock	Additional Paid-in Capital	Retained Earnings Appropriated	Retained Earnings Unappropriated	Accumulated Other Comprehensive Income (Loss)	Total parent company stockholders ' Equity	Non-controlling interests	T stock E
Balance at January 1, 2009 restated	$ 2,698	$ 26,648,154	$ 7,525,777	$ 34,060,876	$ 11,127,505	$ 79,365,010	$ 23,270,820	$ 102
Accumulated effect of adoption of ASC 815-40 (note 23)	–	–	–	863,753	—	863,753	—	
Balance at January 1,2009 as further restated	2,698	26,648,154	7,525,777	34,924,629	11,127,505	80,228,763	23,270,820	103
Foreign currency translation gain	–	–	–	–	60,228	60,228	22,410	
Shares issued for stock options exercised	6	420,234	–	–	–	420,240	–	
Share-based compensation	-	446,676	–	–	–	446,676	–	
Appropriation of retained earnings	-	-	798,756	(798,756)	–	–	(3,944,619)	(3
Net income for the year ended December 31, 2009	–	–	–	(26,440,871)	–	(26,440,871)	7,789,746	(18
Balance at December 31, 2009 restated	$ 2,704	$ 27,515,064	$ 8,324,533	$ 7,685,002	$ 11,187,733	$ 54,715,036	$ 27,138,357	$ 81
Foreign currency translation gain	–	–	–	–	774,681	774,681	151,470	
Shares issued for stock options	7	259,469	–	–	–	259,476	–	

exercised								
Share-based compensation	–	250,026	–	–	–	250,026	–	
Appropriation of retained earnings	–	–	443,264	(443,264)	–	–	(3,288,909)	(3
Net income for the period ended June 30, 2010	–	–	–	23,501,154	–	23,501,154	5,877,705	29
Balance at June 30, 2010 restated	$ 2,711	28,024,559	8,767,797	30,742,892	11,962,414	79,500,373	29,878,623	109

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

China Automotive Systems, Inc.
Condensed Consolidated Statements of Cash Flows (Unaudited)

	Six Months Ended June 30,	
	2010 (As Restated-Note 2)	2009 (As Restated-Note 2)
Cash flows from operating activities:		
Net income	$29,378,859	$11,827,035
Adjustments to reconcile net income from continuing operations to net cash provided by operating activities:		
Stock-based compensation	250,026	125,013
Depreciation and amortization	4,909,679	3,886,332
Allowance for doubtful accounts (Recovered)	(599,863)	(1,117,881)
Deferred income taxes assets	(392,613)	(253,521)
Amortization for discount of Convertible Note payable	—	3,891,148
(Gain) loss on change in fair value of derivative	(5,434,753)	(2,369,179)
Other operating adjustments	14,275	(227,474)
Changes in operating assets and liabilities:		
(Increase) decrease in:		
Pledged deposits	(6,521,746)	(1,537,010)
Accounts and notes receivable	(24,024,295)	(23,776,920)
Advance payments and other	(814,827)	(813,196)
Inventories	(11,987,567)	(171,352)
Accounts and notes payable	27,953,517	19,639,466
Customer deposits	448,291	21,744
Accrued payroll and related costs	(35,015)	170,135
Accrued expenses and other payables	1,517,959	3,580,979
Accrued pension costs	15,083	(13,754)
Taxes payable	(852,725)	2,901,849
Net cash provided by operating activities	$13,824,285	$15,763,414
Cash flows from investing activities:		
(Increase) decrease in other receivables	(830,493)	(55,386)
Cash received from equipment sales	374,399	458,950
Cash paid to acquire property, plant and equipment	(14,134,717)	(6,341,035)
Cash paid to acquire intangible assets	(38,498)	(321,671)
Net cash (used in) investing activities	$(14,629,309)	$(6,259,142)
Cash flows from financing activities:		
Proceeds from bank loans	3,685,215	1,465,006
Dividends paid to the non-controlling interest holders of Joint-venture companies	(1,744,982)	(3,768,668)
Repayment of Convertible Note payable	-	(5,000,000)
Shares issued for stock options exercised	259,476	-
Increase in amounts due to shareholders/directors	110,271	226,717
Net cash provided by (used in) financing activities	$2,309,980	$(7,076,945)
Cash and cash equivalents affected by foreign currency	$261,087	$14,607
Net increase in cash and cash equivalents	1,766,043	2,441,934
Cash and cash equivalents at beginning of period	43,480,176	37,113,375
Cash and cash equivalents at end of period	$45,246,219	$39,555,309

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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China Automotive Systems, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited) (continued)

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

	Six Months Ended June 30,	
	2010	2009
Cash paid for interest	$ 407,296	$ 989,247
Cash paid for income taxes	$ 3,972,306	$ 1,403,715

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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China Automotive Systems, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Unaudited)
Three Months and Six Months Ended June 30, 2010 and 2009

1. Organization and Business

China Automotive Systems, Inc., “China Automotive”, was incorporated in the State of Delaware on June 29, 1999 under the name Visions-In-Glass, Inc. China Automotive, including, when the context so requires, its subsidiaries and the subsidiaries’ interests in the Sino-foreign joint ventures described below, is referred to herein as the “Company”. The Company is primarily engaged in the manufacture and sale of automotive systems and components, as described below.

Great Genesis Holdings Limited, a company incorporated on January 3, 2003 under The Companies Ordinance in Hong Kong as a limited liability company, “Genesis”, is a wholly-owned subsidiary of the Company.

Henglong USA Corporation, “HLUSA”, incorporated on January 8, 2007 in Troy, Michigan, is a wholly-owned subsidiary of the Company, and mainly engages in marketing of automotive parts in North America, and provides after sales service and research and development support accordingly.

The Company owns the following aggregate net interests in nine Sino-foreign joint ventures organized in the PRC as of June 30, 2010 and 2009.

Name of Entity	Percentage Interest June 30, 2010		Percentage Interest June 30, 2009	
Shashi Jiulong Power Steering Gears Co., Ltd., “Jiulong”	81.00	%	81.00	%
Jingzhou Henglong Automotive Parts Co., Ltd., “Henglong”	80.00	%	80.00	%
Shenyang Jinbei Henglong Automotive Steering System Co., Ltd., “Shenyang”	70.00	%	70.00	%
Zhejiang Henglong & Vie Pump-Manu Co., Ltd., “Zhejiang”	51.00	%	51.00	%
Universal Sensor Application Inc., “USAI”	83.34	%	83.34	%
Wuhan Jielong Electric Power Steering Co., Ltd., “Jielong”	85.00	%	85.00	%
Wuhu HengLong Automotive Steering System Co., Ltd., “Wuhu”	77.33	%	77.33	%
Jingzhou Hengsheng Automotive System Co., Ltd, “Hengsheng”	100.00	%	100.00	%
Jingzhou Henglong Automotive Technology (Testing) Center, “Testing Center”	80.00	%	-	%

Jiulong was established in 1993 and mainly engages in the production of integral power steering gear for heavy-duty vehicles.

Henglong was established in 1997 and mainly engages in the production of rack and pinion power steering gear for cars and light duty vehicles.

In December 2009, Henglong, a subsidiary of Genesis, formed Jingzhou Henglong Automotive Technology (Testing) Center, “Testing Center”, which is mainly engaged in research and development of new products. The registered capital of Testing Center is RMB 30,000,000 ($4,393,544 equivalent).

Shenyang was established in 2002 and focuses on power steering parts for light duty vehicles.

Zhejiang was established in 2002 to focus on power steering pumps.

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USAI was established in 2005 and mainly engages in production and sales of sensor modulars.

Jielong was established in 2006 and mainly engages in production and sales of electric power steering, “EPS”.

Wuhu was established in 2006 and mainly engages in production and sales of automobile steering systems.

Hengsheng was established in 2007 and mainly engages in production and sales of automobile steering systems.

On February 11, 2010, the registered capital of Hengsheng was increased to $16,000,000 from $10,000,000.

On January 24, 2010, Genesis entered into a sino-foreign equity joint venture contract with Beijing Hainachuan Auto Parts Co., Ltd., to establish a sino-foreign joint venture company, Beijing Henglong Automotive System Co., Ltd., “Beijing Henglong”, to design, develop and manufacture both hydraulic and electric power steering systems and parts. Under PRC laws, the establishment of Beijing Henglong and the effectiveness of the equity joint venture contract are subject to approval by the local Ministry of Commerce and the registration of the same with the local Administration of Industries and Commerce in Beijing.

2. Restatement

The Company has restated its previously issued consolidated financial statements for the six months ended June 30, 2010 and 2009, for matters related to the following previously reported items: financial expenses and accrued interest; gain (loss) on the change in fair value of derivative liabilities; and derivative liabilities. The financial data set forth below as for the six months ended June 30, 2010 and 2009 have been restated to reflect those corrections. Also, retained earning and minority equity as at January 1, 2009, reduced by $1,965,640 and $48,254, respectively, as a result of adjustments to accumulated depreciation and deferred tax assets previously reported and previously unrecorded financial expenses in 2008.

Following is a summary of adjustments resulting from on the restatement for the three and six months ended June 30, 2010 (unaudited):

	Three Months Ended June 30, 2010			Six Months Ended June 30, 2010		
Increase of previously reported financial expense	$	(427,334	)	$	(567,544	)
Increase of previously reported gain on change in fair value of derivative liabilities	$	19,492,871		$	5,191,461	
Subtotal		19,065,537			4,623,917	
Deferred tax assets related to accrued interest of Convertible Notes*		186,959			273,285	
Valuation allowance*		(186,959	)		(273,285	)
Total increase in net earnings for the three and six months ended June 30, 2010	$	19,065,537		$	4,623,917	

*The Company accrued valuation allowance against its deferred tax assets while it accrued and restated loss related to deferred income tax income.

Following is a summary of adjustment on the restatement for the three and six months ended June 30, 2009 (unaudited):

	Three Months Ended June 30, 2009	Six Months Ended June 30, 2009
Increase of previously reported financial expense, increase of related liabilities (Convertible Notes payable, accrued interest)	$ 218,041	$ (5,452,936)
Increase of previously reported gain on change in fair value of derivative liabilities, decrease of derivative liabilities	$ 977,435	$ 4,907,462
Subtotal	1,195,476	(545,474)
Deferred tax assets related to accrued interest of Convertible Notes*	58,309	724,070
Valuation allowance*	(58,309)	(724,070)
Total reduction in the three and six months ended June 30, 2009 net earnings	$ 1,195,476	$ (545,474)

*the Company accrued valuation allowance against its deferred tax assets while it accrued and restated loss related to deferred income tax income.

Due to the adjustments to restate the 2009 financial statements, the effect brought forward to the Company's previously issued balance sheet as of June 30, 2010 (unaudited) is summarized as follows:

	Previously Reported	Increase (Decrease)	Restated
Current Assets:			
Current deferred tax assets(a)	$2,617,570	$1,568,305	$4,185,875
Total current assets	290,734,028	1,568,305	292,302,333
Long-term Assets:			
Property, plant and equipment, net(b)	62,645,020	(1,971,118)	60,673,902
Non-current deferred tax assets(c)	1,351,409	1,759,842	3,111,251
Total Assets	370,468,790	1,357,029	371,825,819
Current Liabilities:			
Convertible notes payable(d)	28,854,024	1,145,976	30,000,000
Compound derivative liabilities(e)	636,717	39,372,036	40,008,753
Accrued payroll and related costs(f)	3,022,380	1,546,187	4,568,567
Accrued expenses and other payables(g)	15,375,965	5,544,584	20,920,549
Taxes payable(h)	10,582,698	117,806	10,700,504
Total current liabilities	209,733,775	47,726,589	257,460,364
Total Liabilities	214,720,234	47,726,589	262,446,823
Stockholders' equity			
Retained earnings-			
Unappropriated- January 1, 2009	36,026,516	(1,965,640)	34,060,876
Accumulated effect of adoption of ASC 815-40	—	863,753	863,753
Net income attributable to parent company- December 31, 2008	23,414,263	(49,855,134)	(26,440,871)
Unappropriated-December 31, 2009	58,642,023	(50,957,021)	7,685,002
Net income attributable to parent company- June 30, 2010	18,877,237	4,623,917	23,501,154
Unappropriated-June 30, 2010 (unaudited)	77,075,996	(46,333,104)	30,742,892

Accumulated other comprehensive income-December 31, 2009	11,187,744	(11)	11,187,733
Foreign currency translation gain –June 30, 2010 (unaudited)	776,167	(1,486)	774,681
Accumulated other comprehensive income- June 30, 2010 (unaudited)	11,963,911	(1,497)	11,962,414
Total parent company stockholders' equity	125,834,974	(46,334,601)	79,500,373
Non-controlling interests - January 1, 2009	23,222,566	48,254	23,270,820
Net income attributable to noncontrolling interest- December 31, 2009	7,872,813	(83,067)	7,789,746
Foreign currency translation gain (loss) - December 31, 2009	22,365	45	22,410
Non-controlling interests- December 31, 2009	27,173,125	(34,768)	27,138,357
Foreign currency translation gain – June 30, 2010 (unaudited)	151,661	(191)	151,470
Non-controlling interests- June 30, 2010 (unaudited)	29,913,582	(34,959)	29,878,623
Total stockholders' equity	155,748,556	(46,369,560)	109,378,996
Total liabilities and stockholders' equity	$370,468,790	$1,357,029	$371,825,819

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(a) The adjustment represents the deferred tax assets arising from the provision for doubtful debt, prepaid income tax for unrealized profits for intra-group purchase and sale, accrued labour cost and accrued interest on the convertible notes payable, which were not previously accounted for.

(b) The adjustment represents the accumulated depreciation by which the depreciation expenses were understated in prior years.

(c) The adjustment represents the deferred tax assets arising from the timing difference associated with the depreciation expenses as noted in (b) above.

(d) The adjustment is to accrete the convertible note payable to its full face value in fiscal 2009 upon the WAP default.

(e) The adjustment represents valuation of the embedded derivative at its fair value as of December 31, 2009.

(f) The adjustment is to accrue the payroll and bonus expenses of certain of the Company's joint venture subsidiaries which were previously recorded under cash basis.

(g) The adjustment represents the make-whole redemption amount on the convertible note payable.

(h) The adjustment represents the withholding tax levied on dividends distributed by domestic companies to their foreign investors when the dividends are remitted out of China.

Statement of operations data for the six months ended June 30, 2010 (unaudited):

	Previously Reported	Increase (Decrease)	Restated
Financial income (expenses)	$(781,360)	$(567,544)	$(1,348,904)
Gain (loss) on change in fair value of derivative	243,292	5,191,461	5,434,753
Income (loss) before income taxes	29,331,756	4,623,917	33,955,673
Net income (loss)	24,754,942	4,623,917	29,378,859
Net income (loss) attributable to parent company	$18,877,237	$4,623,917	$23,501,154

Statement of operations data for the three months ended June 30, 2010 (unaudited):

	Previously Reported	Increase (Decrease)	Restated
Financial income (expenses)	$(413,349)	$(427,334)	$(840,683)
Gain (loss) on change in fair value of derivative	94,264	19,492,871	19,587,135
Income (loss) before income taxes	13,644,722	19,065,537	32,710,259
Net income (loss)	11,353,430	19,065,537	30,418,967
Net income (loss) attributable to parent company	$8,542,068	$19,065,537	$27,607,605

Statement of operations data for the six months ended June 30, 2009 (unaudited):

	Previously Reported	Increase (Decrease)	Restated
Financial income (expenses)	$(917,708)	$(5,452,936)	$(6,370,644)
Gain (loss) on change in fair value of derivative	(2,538,283)	4,907,462	2,369,179
Income (loss) before income taxes	15,296,797	(545,474)	14,751,323
Net income (loss)	12,372,509	(545,474)	11,827,035
Net income (loss) attributable to parent company	$8,335,161	$(545,474)	$7,789,687

Statement of operations data for the three months ended June 30, 2009 (unaudited):

	Previously Reported	Increase (Decrease)	Restated
Financial income (expenses)	$(478,228)	$218,041	$(260,187)
Gain (loss) on change in fair value of derivative	(977,435)	977,435	—
Income (loss) before income taxes	10,204,618	1,195,476	11,400,094
Net income (loss)	8,730,000	1,195,476	9,925,476
Net income (loss) attributable to parent company	$6,076,349	$1,195,476	$7,271,825

3. Basis of Presentation and Significant Accounting Policies

(a) Basis of Presentation

Basis of Presentation - For the three months and six months ended June 30, 2010 and 2009, the accompanying unaudited consolidated financial statements include the accounts of the Company and its subsidiaries. The subsidiaries include nine Sino-foreign Joint-ventures mentioned in Note 1. Significant inter-company balances and transactions have been eliminated upon consolidation. The unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America.

Comments - The accompanying interim condensed consolidated financial statements are unaudited, but in the opinion of the Company's management, contain all adjustments, which include normal recurring adjustments, necessary to present fairly the financial position, the results of operations and cash flows for the three months and six months ended June 30, 2010 and 2009 respectively.

The consolidated balance sheet as of December 31, 2009 is derived from the Company's audited financial statements.

Certain information and footnote disclosures normally included in financial statements that have been prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to the rules and

regulations of the Securities and Exchange Commission, although the Company's management believes that the disclosures contained in these financial statements are adequate to make the information presented therein not misleading. For further information, refer to the financial statements and the notes thereto included in the Company's 2009 Annual Report on Form 10-K, as filed with the Securities and Exchange Commission.

The results of operations for the six months ended June 30, 2010 are not necessarily indicative of the results of operations to be expected for the full fiscal year ending December 31, 2010.

Estimation -The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(b) Recent Accounting Pronouncements

In June 2008, the FASB's Emerging Issues Task Force reached a consensus regarding ASC 815-40 (formerly EITF 07-5), "Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock" (ASC 815-40, formerly EITF 07-5). ASC 815-40 (formerly EITF 07-5) outlines a two-step approach to evaluate the instrument's contingent exercise provisions, if any, and to evaluate the instrument's settlement provisions when determining whether an equity-linked financial instrument (or embedded feature) is indexed to an entity's own stock. ASC 815-40 (formerly EITF 07-5) is effective for fiscal years beginning after December 15, 2008 and must be applied to outstanding instruments as of the beginning of the fiscal year of adoption as a cumulative-effect adjustment to the opening balance of retained earnings. Early adoption is not permitted. The adoption of EITF 07-5 had a material impact on the Company's consolidated financial statements.

In June 2009, the Financial Accounting Standards Board (FASB) approved the "FASB Accounting Standards Codification" ("Codification", "FASB ASC") as the single source of authoritative generally accepted accounting principles (GAAP) and created a new Topic 105, Generally Accepted Accounting Principles , in the General Principles and Objective Section of the Codification. Topic 105 is effective for interim and annual periods ending after September 15, 2009, and its adoption did not have an impact on the Company's financial condition or results of operations.

In October 2009, the FASB issued ASU No. 2009-13, Revenue Recognition (ASC Topic 605) - Multiple-Deliverable Revenue Arrangements, a consensus of the FASB Emerging Issues Task Force. This guidance modifies the fair value requirements of ASC subtopic 605-25, Revenue Recognition-Multiple Element Arrangements by allowing the use of the "best estimate of selling price" in addition to vendor-specific objective evidence (VSOE) and verifiable objective evidence (VOE) (now referred to as TPE standing for third-party evidence) for determining the selling price of a deliverable. A vendor is now required to use its best estimate of the selling price when VSOE or TPE of the selling price cannot be determined. This update is effective for fiscal years beginning on or after June 15, 2010. However, early adoption is allowed. The Company has adopted this guidance. The adoption of this guidance did not have a material impact on the Company's consolidated results of operations and financial position.

In January 2010, FASB issued ASU No. 2010-06, Fair Value Measurements and Disclosures (ASC Topic 820) — Improving Disclosures About Fair Value Measurements. The ASU requires new disclosures about transfers into and out of Levels 1 and 2 and separate disclosures about purchases, sales, issuances, and settlements relating to Level 3 measurements. It also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Other than requiring additional disclosures, the adoption of this new guidance will not have a material impact on the Company's consolidated results of operations and financial position.

In February 2010, FASB issued ASU 2010-09 Subsequent Event (Topic 855) Amendments to Certain Recognition and Disclosure Requirements. ASU 2010-09 removes the requirement for a SEC filer to disclose a date through which subsequent events have been evaluated in both issued and revised financial statements. Revised financial statements include financial statements revised as a result of either correction of an error or retrospective application of GAAP. All of the amendments in ASU 2010-09 are effective upon issuance of the final ASU, except for the use of the issued date for conduit debt obligors. That amendment is effective for interim or annual periods ending after June 15, 2010. The Company adopted ASU 2010-09 in February 2010 and did not disclose the date through which subsequent events have been evaluated.

(c) Significant Accounting Policies

Foreign Currencies - The Company's subsidiaries based in China maintain their books and records in Renminbi, "RMB", the currency of the PRC, its functional currency. In accordance with guidance now incorporated in ASC Topic 830 (formerly FAS 52), foreign currency transactions in RMB are reflected using the temporal method. Under this method, all monetary items are translated into the functional currency at the rate of exchange prevailing at the balance sheet date. Non-monetary items are translated at historical rates. Income and expenses are translated at the rate in effect on the transaction dates. Transaction gains and losses, if any, are included in the determination of net income for the period. The Parent Company (CAAS) and Henglong USA Corporation (HLUSA) maintain their books and records in United States Dollars, "USD", the currency of the United States, its functional currency.

In translating the financial statements of the Company's China subsidiaries from its functional currency into its reporting currency in United States dollars, balance sheet accounts are translated using the closing exchange rate in effect at the balance sheet date and income and expense accounts are translated using an average exchange rate prevailing during the reporting period. Adjustments resulting from the translation, if any, are included in cumulative other comprehensive income (loss) in stockholders' equity.

Stock-Based Compensation - The Company may periodically issue shares of common stock for services rendered or for financing costs. Such shares will be valued based on the market price on the transaction date. The Company may periodically issue stock options to employees and stock options or warrants to non-employees in non-capital raising transactions for services and for financing costs.

In July 2004, the Company adopted a stock incentive plan. The maximum number of common shares for issuance under this plan is 2,200,000 with a period of 10 years. The stock incentive plan provides for the issuance, to the Company's officers, directors, management and employees, of options to purchase shares of the Company's common stock. Since the adoption of the stock incentive plan, the Company has issued 433,850 stock options under this plan, and there remain 1,766,150 stock options issuable in the future. As of June 30, 2010, the Company had 279,401 stock options outstanding.

The Company has adopted ASC Topic 718 (formerly SFAS 123R), “Accounting for Stock-Based Compensation”, which establishes a fair value method of accounting for stock-based compensation plans. In accordance with guidance now incorporated in ASC Topic 718, the cost of stock options and warrants issued to employees and non-employees is measured on the grant date based on the fair value. The fair value is determined using the Black-Scholes option pricing model. The resulting amount is charged to expense on the straight-line basis over the period in which the Company expects to receive benefit, which is generally the vesting period.

Comprehensive Income - The Company has adopted ASC Topic 220 (formerly SFAS No. 130), “Reporting Comprehensive Income”. ASC Topic 220 establishes standards for the reporting and display of comprehensive income, its components and accumulated balances in a full set of general purpose financial statements. ASC Topic 220 defines comprehensive income to include all changes in equity except those resulting from investments by owners and distributions to owners, including adjustments to minimum pension liabilities, accumulated foreign currency translation, and unrealized gains or losses on marketable securities.

Derivatives – Effective January 1, 2009, the Company adopted and applied the amendments to ASC 815 Derivatives and Hedging Activities that revised the definition of “indexed to a company’s own stock” for purposes of continuing classification of the Company’s derivative financial instruments that are linked to the Company’s common stock. Derivative financial instruments, including those that are embedded in other financial instruments, may be classified in equity only when they both are indexed to the Company’s common stock and meet certain conditions for equity classification. Under the revised definition, an instrument (or embedded feature) is indexed to an entity's own stock if its settlement amount will equal the difference between the fair value of a fixed number of the entity's equity shares and a fixed monetary amount. On the effective date of the amendment, the embedded conversion option that is embedded in the Company’s Convertible Notes Payable (see Note 15) no longer met the definition because it embodied certain anti-dilution protections that did not achieve the fixed-for-fixed criteria described above. As a result, the embedded conversion feature required bifurcation, classification in liabilities and measurement at fair value. The Company will be required to re-measure the bifurcated derivative at fair value, with changes reflected in the Company’s income, until the Convertible Notes are settled.

The Company has accounted for this change in accounting principle by reflecting the cumulative effect as an adjustment to the Company’s beginning retained earnings during the Company’s year ended December 31, 2009. The cumulative effect adjustment that the Company made is the difference between the amounts that the Company recognized related to the Convertible Notes Payable before the initial application of the amended principle and the amounts that would have been recognized if the amended guidance had been applied from the issuance date of the Convertible Notes Payable, which was February 15, 2008. The following table illustrates the differences that comprise the cumulative effect:

	(Effective Date January 1, 2009)		
Financial Instrument:	As Recorded	As Adjusted	Cumulative Effect
Convertible Notes Payable	$ 34,339,807	$ 31,108,852	$ 3,230,955
Derivative liabilities	—	2,367,202	(2,367,202)
	$ 34,339,807	$ 33,476,054	$ 863,753

The cumulative effect gives effect to the reallocation of proceeds that arose from the February 15, 2008 financing transaction discussed in Note 14 on the financing date. The following table illustrates the reallocation as if the amended provisions of ASC 815 had been in effect on the financing date:

	(Financing Date February 15, 2008)		
Financial Instrument:	Original	Amended	Difference

	Allocation	Allocation	
Convertible Notes Payable	$ 34,201,374	$ 28,379,704	$ 5,821,670
Derivative liabilities	—	5,821,670	(5,821,670)
Warrants	798,626	798,626	—
	$ 35,000,000	$ 35,000,000	$ —

The cumulative effect change in accounting principle on the effective date reflects (i) the difference in the financing date allocation of proceeds, (ii) the resulting change in the amortization of the debt discount that results from the revised allocation and (iii) the changes in the fair values in the derivative liabilities that would have been recorded had the amended standard been in effect since the financing date.

Financial Instruments – Financial instruments consist of cash, evidence of ownership in an entity, and contracts that both (i) impose on one entity a contractual obligation to deliver cash or another financial instrument to a second entity, or to exchange other financial instruments on potentially unfavorable terms with the second entity, and (ii) conveys to that second entity a contractual right (a) to receive cash or another financial instrument from the first entity, or (b) to exchange other financial instruments on potentially favorable terms with the first entity. Inputs to the valuation methodology for Level I are quoted prices (unadjusted) for identical assets or liabilities in active markets. Inputs to the valuation methodology Level 2 include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments. Inputs to the valuation methodology for Level 3 are unobservable and significant to the fair value. Consideration is also given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

Fair Value Measurements - The Company has adopted the provisions of ASC Topic 820 (formerly SFAS 157), “Fair Value Measurements”, except as it applies to those nonfinancial assets and nonfinancial liabilities. ASC Topic 820 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. This statement does not require any new fair value measurements, but provides guidance on how to measure fair value by providing a fair value hierarchy used to classify the source of the information. In February 2008, FASB Staff delayed the effective date of ASC Topic 820 for all nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually).

Noncontrolling Interests in Consolidated Financial Statements - In December 2007, the FASB issued guidance now incorporated in ASC Topic 810 “Consolidation” (formerly Statement of Financial Accounting Standards (“SFAS”) 160). The guidance clarifies the accounting for noncontrolling interests and establishes accounting and reporting standards for the noncontrolling interest in a subsidiary, including classification as a component of stockholders’ equity. This guidance was effective for the Company’s fiscal year beginning January 1, 2009. The Company has adopted this guidance in its consolidated financial statements for the period ended June 30, 2010.

4. Pledged cash deposits

Pledged as guarantee for its notes payable, the Company regularly pays some of its suppliers by bank notes. The Company has to deposit a cash deposit, equivalent to 30% - 40% of the face value of the relevant bank note, at a bank in order to obtain the bank note.

5. Accounts and notes receivable

The Company’s accounts receivable at June 30, 2010 (unaudited) and December 31, 2009 are summarized as follows:

	June 30, 2010	December 31, 2009
Accounts receivable	$ 109,097,616	$ 104,120,926
Notes receivable	75,954,136	56,062,744
	185,051,752	160,183,670
Less: allowance for doubtful accounts	(4,363,233)	(5,320,378)
Balance at the end of the period	$ 180,688,519	$ 154,863,292

Notes receivable represent accounts receivable in the form of bills of exchange whose acceptances and settlements are handled by banks.

The activity in the Company’s allowance for doubtful accounts during the six months ended June 30, 2010 (unaudited) and the year ended December 31, 2009 are summarized as follows:

	June 30, 2010	December 31, 2009
Balance at beginning of period	$ 5,320,378	$ 4,910,478
Amounts provided (recovered) during the period	(876,872)	406,228
Foreign currency translation gain (loss)	(80,273)	3,672
Balance at the end of the period	$ 4,363,233	$ 5,320,378

6. Other receivables

The Company’s other receivables at June 30, 2010 (unaudited) and December 31, 2009 are summarized as follows:

	June 30, 2010	December 31, 2009
Other receivables	$ 2,556,150	$ 1,804,334
Less: allowance for doubtful accounts	(911,737)	(740,110)
Balance at the end of the period	$ 1,644,413	$ 1,064,224

Other receivables consist of amounts advanced to both related and unrelated parties, primarily as unsecured demand loans, with no stated interest rate or due date.

The activity in the Company’s allowance for doubtful accounts of other receivable during the six months ended June 30, 2010 (unaudited) and the year ended December 31, 2009 are summarized as follows:

	June 30, 2010	December 31, 2009
Balance at beginning of the period	$ 740,110	$ 659,837
Amounts provided during the period	260,720	79,618
Foreign currency translation gain (loss)	(89,093)	655
Balance at the end of the period	$ 911,737	$ 740,110

7. Inventories

The Company's inventories at June 30, 2010 (Unaudited) and December 31, 2009 consisted of the following:

	June 30, 2010	December 31, 2009
Raw materials	$ 15,154,343	$ 10,683,448
Work in process	8,231,247	6,824,137
Finished goods	18,356,069	12,017,195
	41,741,659	29,524,780
Less: provision for loss	(2,146,313)	(2,109,083)
Balance at the end of the period	$ 39,595,346	$ 27,415,697

8. Property, plant and equipment

The Company's property, plant and equipment at June 30, 2010 (unaudited) and December 31, 2009 are summarized as follows:

	June 30, 2010 As Restated– note 2	December 31, 2009 As Restated– note 2
Land use rights and buildings	$ 33,659,604	$ 33,100,702
Machinery and equipment	68,538,569	62,982,885
Electronic equipment	5,299,803	5,054,502
Motor vehicles	2,773,265	2,634,696
Construction in progress	2,564,378	1,939,256
	112,835,619	105,712,041
Less: Accumulated depreciation	(52,161,717)	(47,182,594)
Balance at the end of the period	$ 60,673,902	$ 58,529,447

Depreciation charge for the six months ended June 30, 2010 and the year ended December 31, 2009 are $4,861,101 and $8,429,863, respectively.

9. Intangible assets

The activities in the Company's intangible asset account at June 30, 2010 (unaudited) and December 31, 2009 are summarized as follows:

	June 30, 2010	December 31, 2009
Costs:		
Patent technology	$ 1,391,639	$ 1,384,037
Management software license	476,134	438,359
	1,867,773	1,822,396
Less: Amortization	(1,361,615)	(1,261,007)
Balance at the end of the period	$ 506,158	$ 561,389

10. Deferred Income Tax Assets

In accordance with the provisions of ASC Topic 740 "Income Taxes" (formerly SFAS 109), the Company assesses, on a quarterly basis, its ability to realize its deferred tax assets. Based on the more likely than not standard in the guidance and the weight of available evidence, the Company believes a valuation allowance against its deferred tax assets is

necessary. In determining the need for a valuation allowance, the Company considered the following significant factors: an assessment of recent years' profitability and losses; the Company's expectation of profits based on margins and volumes expected to be realized (which are based on current pricing and volume trends); the long period - ten years or more in all significant operating jurisdictions — before the expiry of net operating losses, noting further that a portion of the deferred tax asset is composed of deductible temporary differences that are subject to an expiry period until realized under tax law. The Company will continue to evaluate the provision of valuation allowance in future periods.

The components of estimated deferred income tax assets at June 30, 2010 (unaudited) and December 31, 2009 were as follows:

	June 30, 2010 As Restated– note 2	December 31, 2009 As Restated– note 2
Losses carryforward (U.S.)	$ 2,127,176	$ 2,089,985
Losses carryforward (PRC)	711,734	659,774
Product warranties and other reserves	3,612,888	3,164,674
Property, plant and equipment	3,226,305	3,112,550
Accrued make-whole interest expense for convertible notes	1,940,604	1,667,320
Share-based compensation	379,927	289,705
Bonus accrual	190,687	306,030
Other	382,300	395,649
	12,571,621	11,685,687
Valuation allowance 1	(5,274,495)	(4,821,210)
Total deferred tax assets 2	$ 7,297,126	$ 6,864,477

1 As of June 30, 2010, valuation allowance was $5,274,495, including $4,447,708 allowance for the Company's deferred tax assets in the U.S. and $826,787 allowance for the Company's non-U.S. deferred tax assets. Based on the Company's current operations in the U.S., the management believes that the deferred tax assets in the U.S. are not likely to be realized in the future. For the non-U.S. deferred tax assets, pursuant to certain tax laws and regulations in China, the management believes such amount will not be used to offset future taxable income.

2 Approximately $3,111,251 and $2,998,124 of deferred income tax asset as of June 30, 2010 and December 31, 2009, respectively, is included in non-current deferred tax assets in the accompanying consolidated balance sheets. The remaining $4,185,875 and $3,866,353 of deferred income tax asset as of June 30, 2010 and December 31, 2009, respectively, is included in the current deferred tax assets.

11. Bank loans

At June 30, 2010, the Company, through its Sino-foreign joint ventures, had outstanding fixed-rate short-term bank loans of $8,835,353, with weighted average interest rate at 5.31% per annum. These loans are secured with some of the property and equipment of the Company, and are repayable within one year.

At December 31, 2009, the Company, through its Sino-foreign joint ventures, had outstanding fixed-rate short-term bank loans of $5,125,802, with weighted average interest rate at 5.68% per annum. These loans are secured with some of the property and equipment of the Company and are repayable within one year.

12. Accounts and notes payable

The Company’s accounts and notes payable at June 30, 2010 (unaudited) and December 31, 2009 are summarized as follows:

	June 30, 2010	December 31, 2009
Accounts payable	$91,399,792	$ 69,454,231
Notes payable	44,729,309	38,041,602
Balance at the end of the period	$136,129,101	$ 107,495,833

Notes payable represent accounts payable in the form of bills of exchange whose acceptances and settlements are handled by banks.

The Company has pledged cash deposits, notes receivable and certain property plant and machinery to secure trade financing granted by banks.

13. Convertible Notes payable

In February 2008, the Company sold to two accredited institutional investors $35 million of convertible notes, the "Convertible Notes", with a scheduled maturity date of February 15, 2013. The Convertible Notes, including any accrued but unpaid interest, are convertible into common shares of the Company at a conversion price of $8.8527 per share, subject to adjustment upon the occurrence of certain events.

The Convertible Notes bear annual interest rates of 3%, 3.5%, 4%, 4.5% and 5% for each year of 2008, 2009, 2010, 2011 and 2012. The interest on the Convertible Notes shall be computed commencing from the issuance date and will be payable in cash in arrears semi-annually on January 15, and July 15 of each year with the first interest payable date being July 15, 2008. From and after the occurrence and during the continuance of an Event of Default defined in the relevant Convertible Note agreements, the interest rate then in effect shall be increased by two percent (2%) until the event of default is remedied.

The holders of the Convertible Notes will be entitled to convert any portion of the conversion amount into shares of common stock at the conversion price at any time or times on or after the thirtieth (30th) day after the issuance date and prior to the thirtieth (30th) Business Day prior to the expiry date of the Convertible Notes. A damage penalty will be paid if share certificates are not delivered timely after any conversion.

The Company will have the right to require the Convertible Note holders to convert all or any portion of the conversion amount then remaining under the Convertible Note obligation into shares of common stock, “ Mandatory Conversion”, if at any time during a six-month period, the beginning day of each such six-month period, a “Mandatory Conversion Period Start Date”, the arithmetic average of the weighted average price of the common stock for a period of at least thirty (30) consecutive trading days following the Mandatory Conversion Period Start Date equals or exceeds the percentage of $8.8527 set forth in the chart below as applicable to the indicated six month period:

0-6 months:	125 %
6-12 months:	125 %
12-18 months:	135 %
18-24 months:	135 %
24-30 months:	145 %
30-36 months:	145 %
36-42 months:	155 %

42-48 months:	155 %

The Company will not effect a Mandatory Conversion of more than twelve percent (12%) of the original principal amount of the Convertible Notes, with the applicable accrued but unpaid interest, in any six month period or twenty-four percent (24%) of the original principal amount of the Convertible Notes, with the applicable accrued but unpaid interest, in any twelve (12) month period.

On each six month anniversary of the issuance date beginning August 15, 2008, the conversion price will be adjusted downward to the Reset Reference Price, as defined below, if the weighted average price for the twenty (20) consecutive trading days immediately prior to the applicable six month anniversary, the “Reset Reference Price”, is less than 95% of the conversion price in effect as of such applicable six month anniversary date. The foregoing notwithstanding, the conversion price will not be reduced via such reset provision to less than $7.0822. The conversion price is also subject to weighted-average antidilution adjustments, but in no event will the conversion price be reduced to less than $6.7417. If and whenever on or after the issuance date, the Company issues or sells its shares of Common Stock or other convertible securities, except for certain defined exempt issuances, for a consideration per share less than a price equal to the conversion price in effect on the issuance date immediately prior to such issue or sale, the original conversion price then in effect shall be adjusted by a weighted-average antidilution formula, but in no event to a new conversion price less than $6.4717.

The Company will not effect any conversion of the Convertible Notes, and each holder of the Convertible Notes will not have the right to convert any portion of the Convertible Notes to the extent that after giving effect to such conversion, such holders would beneficially own in excess of 4.99% of the number of shares of Common Stock outstanding immediately after giving effect to such conversion.

As indicated above, according to the terms of the Convertible Notes, the conversion price was reset to $7.0822 as of August 15, 2008 based on the weighted average price of the stock on that date. In accordance with ASC Topic 470 (formerly EITF 00-27), a contingency feature that cannot be measured at inception of the instrument should be recorded when the contingent event occurs. Therefore, on the date of the reset, the difference in the number of indexed shares prior to the reset was compared to the indexed shares subsequent to the reset and this incremental number of shares was multiplied by the commitment date stock price to determine the incremental intrinsic value that resulted from the adjustment to the conversion price. At the commitment date, as the effective conversion price was higher than the market value of the stock, no beneficial conversion feature was present and therefore, no beneficial conversion charge was recorded.

As of August 15, 2008, the number of indexed shares was 3,953,596 and 4,941,967 at the inception conversion price and reset conversion price, respectively. At the commitment date, the stock price was $6.09, and the “effective” conversion price was $6.93. Accordingly, since the effective conversion price was higher than the market value of the stock, the debt instruments are not considered "in the money" and no beneficial conversion feature is present.

Upon the occurrence of an event of default with respect to the Convertible Notes, the Convertible Note holders may require the Company to redeem all or any portion of the Convertible Notes. Each portion of the Convertible Notes subject to redemption by the Company will be redeemed by the Company at a price equal to the sum of (i) the conversion amount to be redeemed and (ii) the Other Make Whole Amount. The “Other Make Whole Amount” will mean a premium to the conversion amount such that the total amount received by the Convertible Note holder upon redemption represents a gross yield to the Convertible Note holders on the original principal amount as of the redemption date equal to thirteen percent (13%), with interest computed on the basis of actual number of days elapsed over a 360-day year. The events of default includes the Company’s failure to cure a conversion failure by delivery of the required number of shares of Common Stock, the Company’s failure to pay to the Convertible Note holder any amount of principal, interest, late charges or other amounts when and as due under the Convertible Notes and other events as defined in the Convertible Note agreements. Any amount of principal, interest or other amount due under the Convertible Notes which is not paid when due shall result in a late charge of 18% being incurred and payable by the

Company until such amount has been paid.

Upon the consummation of a change of control as defined in the Convertible Note agreements, the Convertible Note holder may require the Company to redeem all or any portion of the Convertible Notes. The portion of the Convertible Notes subject to redemption shall be redeemed by the Company in cash at a price equal to the sum of the conversion amount of being redeemed and the Other Make Whole Amount as defined above.

On each of February 15, 2010 and February 15, 2011, the Convertible Note holders will have the right, in their sole discretion, to require that the Company redeem the Convertible Notes in whole but not in part, by delivering written notice thereof to the Company. The portion of this Convertible Note subject to redemption pursuant to this annual redemption right will be redeemed by the Company in cash at a price equal to the sum of the conversion amount being redeemed and the Annual Redemption Make Whole Amount. The “Annual Redemption Make Whole Amount” will mean a premium to the conversion amount such that the total amount received by the Convertible Note holder upon any annual redemption represents a gross yield on the original principal amount of eleven percent (11%), with interest computed on the basis of actual number of days elapsed over a 360-day year.

In the event that the Company has not completed the necessary filings to list the conversion shares on its principal market by the date that is ninety (90) days after the issuance date or has not so listed the conversion shares by the date that is ninety (90) days after the issuance date or the shares of the Company’s common stock are terminated from registration under the Securities Act of 1933, the Convertible Note holders will have the right, in its sole discretion, to require that the Company redeem all or any portion of the Convertible Notes. The portion of the Convertible Notes subject to redemption in connection with this listing default will be redeemed by the Company in cash at a price equal to the sum of the conversion amount being redeemed and the Other Make Whole Amount as mentioned above.

At any time following February 15, 2009, if the Weighted Average Price (WAP) for twenty (20) consecutive trading days is less than 45% of the Conversion Price in effect on the Issuance Date, as adjusted, namely $3.187, the Convertible Note holder shall have the right, in its sole discretion, to require that the Company redeem all or any portion of the Convertible Notes. The portion of this Convertible Note subject to redemption in connection with the share price change of the underlying common stock will be redeemed by the Company in cash at a price equal to the sum of the conversion amount being redeemed and the Other Make Whole Amount as mentioned above.

Since the Company’s stock Weighted Average Price for twenty (20) consecutive trading days ended on March 16, 2009 was below $3.187, which is less than 45% of the Conversion Price in effect as of the Issuance Date, as adjusted, the “ WAP Default” , each Convertible Note holder had the right, at its sole discretion, to require that the Company redeem all or any portion of the Convertible Notes by delivering written redemption notice to the Company within five (5) business days after the receipt of the Company’s notice of the WAP Default.

On March 17, 2009, the Company delivered two WAP Default notices to the Convertible Note holders. On March 27, 2009, the Company received a letter from YA Global, one of the Convertible Note holders, electing to require the Company to redeem all the three Convertible Notes it held in the total principal amount of $5,000,000, together with interest, late charges, and the Other Make Whole Amount as defined in Section 5(d) of the Convertible Notes. After negotiation, the Company and YA Global reached a settlement agreement on April 8, 2009 and under the terms of the settlement agreement, the Company paid on April 15, 2009 a redemption amount of $5,041,667 to YA Global and YA Global waived its entitlement to the Other Make Whole Amount.

Following the WAP Default notices, the Company received a letter from the provisional liquidator acting on behalf of Lehman Brothers Commercial Corporation Asia Limited, the “LBCCA Liquidator”, the other Convertible Note holder, requesting an extension until April 24, 2009 to consider its rights under the Convertible Notes. The Company granted an extension to April 15, 2009. The LBCCA Liquidator further requested another extension to April 24, 2009. On April 24, 2009, LBCCA’s lawyers sent three Holder Redemption Notices via fax electing to redeem the entire outstanding principal of $30,000,000, together with interest, late charges, if any, and the Other Make Whole Amount, to be paid on July 23, 2009. The Company discussed settlement with the LBCCA Liquidator, and on or about July 22, 2009, the Company and the LBCCA Liquidator agreed to extend the applicable holder mandatory redemption date for two months to September 23, 2009 to give more time to pursue settlement discussion. The Company received a letter dated September 22, 2009 from the LBCCA Liquidator stating that upon the Company’s acceptance of the revocation, all holder redemption notices dated April 24, 2009 shall be immediately revoked as if they were never issued, and the letter and the revocation did not purport to amend, restate or supplement any other terms and conditions under the three Notes and the Securities Purchase Agreement dated 1 February 2008 between the Company and LBCCA Liquidator. The Company accepted such revocation on September 23, 2009.

In connection with the Convertible Notes, the Company issued 1,317,864 detachable warrants, the “Warrants,” to purchase from the Company shares of common stock of the Company at the exercise price of $8.8527 per share. The Warrants are exercisable immediately and expired on February 15, 2009. The Warrants require net cash settlement in the event that there is a fundamental transaction, contractually defined as a merger, sale of substantially all assets, tender offer or share exchange. Due to this contingent redemption provision, in accordance with guidance now incorporated in ASC Topic 480 (formerly SFAS 150), the warrants require liability classification and must be recorded at fair value each reporting period. As of the issuance date, i.e., February 15, 2008, the fair value of warrants was $798,626, which was determined using the Black-Scholes option pricing model.

On the issuance date, February 15, 2008, the Company has evaluated the convertible notes for terms and conditions that are not clearly and closely associated with the risks of the debt-type host instrument. Generally, such features require separation from the host contract and treatment as derivative financial instruments. Certain features, such as the conversion option, were found to be exempt, as they satisfied the conditions in ASC Topic 815 (formerly the paragraph 11(a) of SFAS 133) for instruments (1) indexed with the Company’s own stock, and (2) classified as equity in financial position statement. Other features, such as puts features were also found to be exempt based on the provision of ASC Topic 815 (formerly the paragraph 61(d) of SFAS 133), when they are clearly and closely associated with the risk of the debt-type host instrument, except (1) debt involve a substantial discount, and (2) put only contingently exercisable. Put feature that were embedded in the Company’s hybrid debt instrument satisfied the exemption conditions as (1) they are clearly and closely related to the host debt instrument, (2) the debt does not involve a substantial discount, and that debt discount that the Company calculated was only 2% which is not considered a substantial discount.

When a financial instrument contains embedded derivatives that require bifurcation, such as the conversion option, redemption put, and freestanding instruments that are recorded at fair value each period, such as the warrants, the accounting is to record the embedded derivative and the freestanding instruments at fair value on inception and the residual proceeds are allocated to the debt instrument. Therefore, upon inception of the debt instruments, the Company

recorded the warrants at fair value of $798,626. The remaining proceeds were then allocated to the debt instrument.

As more fully discussed in Note 3, in January 1, 2009, the Company adopted and applied the amendments to ASC 815 Derivatives and Hedging Activities (effective on January 1, 2009), and changed its accounting to conform to the amended rules in ASC 815-40 (formerly was EITF 07-5) relating o the classification of derivative financial instruments. As a result of adopting the amended provisions of ASC 815-40, the Company was required to bifurcate the embedded conversion feature from the Convertible Debt and classify the liabilities of the financial instrument at fair value. Accounting for the cumulative effect change in this accounting principle required the Company to record an adjustment to its beginning retained earnings during the year ended December 31, 2009 which is the difference between the amounts that it recognized related to the Convertible Notes Payable before the initial application of the amended principle and the amounts that would have been recognized if the amended guidance had been applied from the issuance date of the Convertible Notes Payable, which was February 15, 2008. The following table illustrates the differences that comprise the cumulative effect:

	Convertible notes payable	
	Original Allocation	Amended Allocation
Value allocated to debt	$34,201,374	$28,379,704
Warrants	798,626	798,626
Compound Embedded Derivative	-	5,821,670
Face value of Convertible Notes payable	$35,000,000	$35,000,000
Unamortized discount	660,193	3,891,148
Unamortized value as of December 31, 2008	$34,339,807	-
Fair value as of January 1, 2009	-	$31,108,852

As indicated above, on the date of inception, allocation of basis in the financing arrangement to the warrants has resulted in an original issue discount to the face value of the convertible notes in the amount of $798,626, which amount is subject to amortization over the Convertible Note’s term using the effective interest method. As of December 31, 2008, the amortization expense recorded by the Company was $138,433, and unamortized discount was $660,193. On January 1, 2009, the Company adopted and applied the amendments to ASC 815 Derivatives and Hedging Activities (effective on January 1, 2009), accounting for the cumulative effect change in this accounting principle resulting in $6,620,296, including $798,626 discount resulted from Warrants and $5,821,670 from embedded conversion feature of the original unamortized discount and the subsequent amortization using the effective interest method. On January 1, 2009, unamortized discount was $3,891,148.

As indicated above, on March 17, 2009, as a result of the Company’s WAP Default, the Convertible Note holders elected to exercise their rights to require the Company to redeem the Convertible Notes. The remaining amount of $3,891,148 unamortized discount was recorded to full face value of the Convertible Notes including the make-whole redemption amount. On April 8, 2009, the Company and YA Global reached a settlement agreement, and the Company paid a redemption amount of $5,000,000 of the principal and $41,667 of interest to YA Global. On September 22, 2009, LBCCA Liquidator revoked the redemption notices that were sent on April 24, 2009, and continued to hold the Company’s Convertible Notes, of which the face value was $30,000,000. The Company accepted such revocation on September 23, 2009.

On each of June 30, 2010 and December 31, 2009, the carrying value of the Company’s Convertible Notes payable was $30,000,000.

14. Compound derivative liabilities

Effective January 1, 2009, the Company adopted the provisions of ASC 815 Derivatives and Hedging Activities that addresses the determination of whether an instrument meets the definition of a derivative being indexed to a company's own stock for purposes of applying the scope exception as provided for in accordance with ASC 815-15. Upon adoption of the standard on the effective date, the embedded conversion option that is embedded in the Company's Convertible Notes Payable (see Note 13) no longer met the definition because it embodied certain anti-dilution protections that is not based on input to the fair value of a fixed-for-fixed option. As a result, the embedded conversion feature required bifurcation, classification in liabilities and measurement at fair value at each reporting period, with changes reflected in earnings, until the Convertible Notes are settled.

The Company's derivative financial instruments (liabilities) consisted of a compound embedded derivative that originated in connection with the Company's Convertible Note Payable and Warrant Financing Arrangement. Derivative liabilities are carried at fair value.

The following table summarizes the compound derivative liabilities as of June 30, 2010 (unaudited) and December 31, 2009:

Financial Instrument	June 30, 2010 As Restated– note 2	December 31, 2009 As Restated– note 2
Compound derivative liability	$ 40,008,754	$ 45,443,506
Common shares to which the derivative liability is linked	4,235,972	4,235,972

Changes in the fair value of compound derivative liabilities are recorded in gain (loss) on change in fair value of derivative column in the income statement. The following tables summarize the components of gain (loss) on change in fair value of derivative arising from fair value adjustments and other changes to compound derivative liabilities during the six months ended June 30, 2010 and 2009:

	Six Months Ended June 30,	
	2010 As Restated– note 2	2009 As Restated– note 2
Balances at January 1	$ 45,443,506	$ -
Cumulative effect change in accounting principal	-	2,367,202
Subtotal	45,443,506	2,367,202
Redemptions and settlements:		
Redemption		(2,367,202)
Increase (decrease) in fair value adjustments	(5,434,753)	-
Balances at June 30	$ 40,008,753	$ -

Estimating fair values of derivative financial instruments requires the development of significant and subjective estimates that may, and are likely to, change over the duration of the instrument with related changes in internal and external market factors. In addition, option-based techniques are highly volatile and sensitive to changes in the trading market price of the Company's common stock, which has a high estimated volatility. Since derivative financial instruments are initially and subsequently carried at fair values, the Company's income will reflect the volatility in these estimate and assumption changes.

The Company's embedded conversion option derivative represents the conversion option, term-extending option, certain redemption and put features in the Company's Convertible Notes payable. See Note 13 for additional information about the Company's Convertible Notes payable. The features embedded in the Senior Convertible Notes were combined into one compound embedded derivative that the Company fair valued using the Monte Carlo valuation technique. Monte Carlo was believed by the Company's management to be the best available technique for this compound derivative because, in addition to providing for inputs such as trading market values, volatilities and risk free rates, Monte Carlo also embodies assumptions that provide for credit risk, interest risk and redemption behaviors (i.e. assumptions market participants exchanging debt-type instruments would also consider). Monte Carlo simulates multiple outcomes over the period to maturity using multiple assumption inputs also over the period to maturity. The following table sets forth (i) the range of inputs for each significant assumption and (ii) the equivalent, or averages, of each significant assumption as of March 31, 2010, December 31, 2009 and January 1, 2009 (effective date of accounting principle change):

	Range					
June 30, 2010 Assumptions:	Low		High		Equivalent	
Volatility	72.93	%	80.36	%	76.88	%
Market adjusted interest rates	2.75	%	21.13	%	10.15	%
Credit risk adjusted rates	16.42	%	17.35	%	16.59	%
Implied expected life (years)	—		—		1.78	

	Range					
December 31, 2009 Assumptions:	Low		High		Equivalent	
Volatility	68.86	%	81.94	%	76.71	%
Market adjusted interest rates	6.40	%	7.87	%	7.05	%
Credit risk adjusted rates	13.39	%	14.20	%	13.63	%
Implied expected life (years)	—		—		1.96	

	Range					
January 1, 2009 Assumptions:	Low		High		Equivalent	
Volatility	63.09	%	91.15	%	74.02	%
Market adjusted interest rates	4.14	%	17.01	%	7.15	%
Credit risk adjusted rates	21.58	%	24.97	%	23.20	%
Implied expected life (years)	—		—		4.27	

The Monte Carlo Simulations technique requires the use of inputs that range across all levels in the fair value hierarchy. As a result, the technique is a Level 3 valuation technique in its entirety. The calculations of fair value utilized the Company's trading market values on the calculation dates. The contractual conversion prices were adjusted to give effect to the value associated with the down-round, anti-dilution protection. Expected volatility for each interval in the Monte Carlo Simulations process was established based upon the Company's historical volatility for historical periods consistent with the term of each interval in the calculation. Market adjusted interest rates give effect to expected trends or changes in market interest rates by reference to historical trends in LIBOR. Credit risk adjusted rates, or yields, were developed using bond curves, risk free rates, market and industry adjustment factors for companies with similar credit standings as the Company's.

On February 15, 2009, the warrants expired unexercised and the warrants were forfeited. Accordingly, the fair value of the warrants of $1,977 at the beginning of 2009 decreased to 0 at March 31, 2009 and the change has been recorded in the income statement as a gain of $1,977 for the six months ended June 30, 2009.

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15. Accrued expenses and other payables

The Company's accrued expenses and other payables at June 30, 2010 (unaudited) and December 31, 2009 are summarized as follows:

	June 30, 2010 As Restated– note 2	December 31, 2009 As Restated– note 2
Accrued expenses	$ 2,747,434	$ 4,160,433
Accrued interest (1)	6,057,085	5,751,270
Other payables	1,945,914	1,706,946
Warranty reserves 2	6,841,601	9,092,464
Dividend payable to non-controlling interest shareholders of Joint-ventures	3,328,515	1,761,339
Balance at the end of the period	$ 20,920,549	$ 22,472,452

1 On June 30, 2010 and December 31, 2009, the Company's balance of accrued interest was $6,057,085 and $5,751,270, respectively, and the Company's accrued provision on make-whole redemption interest pursuant to the terms of the Convertible Notes was approximately $5,500,000 and $4,800,000, respectively.

2 The Company provides for the estimated cost of product warranties when the products are sold. Such estimates of product warranties were based on, among other things, historical experience, product changes, material expenses, service and transportation expenses arising from the manufactured product. Estimates will be adjusted on the basis of actual claims and circumstances.

For the six months ended June 30, 2010 (unaudited) and the year ended December 31, 2009, the warranties activities were as follows:

	June 30, 2010 As Restated– note 2	December 31, 2009 As Restated– note 2
Balance at the beginning of period	$ 9,092,462	$ 6,335,613
Additions during the period-	5,765,935	10,192,749
Settlement within period, by cash or actual material	(3,322,294)	(7,442,982)
Foreign currency translation gain (loss)	56,730	7,084
Balance at end of period	$ 11,592,833	$ 9,092,464

Approximately $6,841,601 and $9,092,464 of warranty reserves, respectively, are included in accrued expenses and other payables in the accompanying consolidated balance sheets. The remaining $4,751,232 of warranty reserves as of June 30, 2010 is included in the other long-term liabilities.

16. Accrued pension costs

Since the Company's operations are all located in China, all the employees are located in China. The Company records pension costs and various employment benefits in accordance with the relevant Chinese social security laws, which is substantially based on a total of 31% of base salary as required by local governments. Base salary levels are the average salary determined by the local governments.

The activities in the Company's pension account during the six months ended June 30, 2010 (unaudited) and the year ended December 31, 2009 are summarized as follows:

	June 30, 2010	December 31, 2009
Balance at beginning of the period	$ 3,778,187	$ 3,806,519
Amounts provided during the period	2,391,155	3,738,373
Settlement during the period	(2,376,072)	(3,770,220)
Foreign currency translation gain (loss)	21,170	3,515
Balance at end of period	$ 3,814,440	$ 3,778,187

17. Taxes payable

The Company's taxes payable at June 30, 2010 (unaudited) and December 31, 2009 are summarized as follows:

	June 30, 2010	December 31, 2009
	As Restated– note 2	As Restated– note 2
Income tax payable	$ 2,819,884	$ 1,851,103
Value-added tax payable	7,711,055	9,290,149
Other tax payable	169,565	340,925
Balance at end of the period	$ 10,700,504	$ 11,482,177

18. Amounts due to shareholders/ directors

The activities in the amounts due to shareholders/directors at June 30, 2010 (unaudited) and December 31, 2009 are summarized as follows:

	June 30, 2010	December 31, 2009
Balance at the beginning of period	$ -	$ 337,370
Increase (decrease) during the period	110,271	(337,915)
Foreign currency translation gain (loss)	1,938	545
Balance at end of period	$ 112,209	$ -

The amounts due to shareholders/directors were unsecured, interest-free and repayable on demand.

19. Other long-term liabilities

The Company's other long-term liabilities at June 30, 2010 (unaudited) and December 31, 2009 are summarized as follows:

	June 30, 2010	December 31, 2009
Advances payable 1	$ 235,227	$ 233,941
Warranty reserves	4,751,232	-
Balance at end of the period	$ 4,986,459	$ 233,941

1 The amounts mainly represent advances made by the Chinese government to the Company as subsidy on interest on loans related to production facilities expansion.

The balances are unsecured, interest-free and will be repayable to the Chinese government if the usage of such advance does not continue to qualify for the subsidy (see notes 22).

20. Share Capital and Additional paid-in capital

The activities in the Company's share capital and additional paid-in capital account during the six months ended June 30, 2010 (unaudited) and the year ended December 31, 2009 are summarized as follows:

	Share Capital			
	Shares	Par Value	Additional paid-in capital	
Balance at January 1, 2009	26,983,244	$2,698	$	26,648,154
Shares issued for stock options exercised	63,000	6		420,234
Share-based compensation 1	-	-		446,676
Balance at December 31, 2009	27,046,244	$2,704	$	27,515,064
Shares issued for stock options exercised	64,449	7		259,469
Share-based compensation 1	-	-		250,026
Balance at June 30, 2010 (unaudited)	27,110,693	$2,711	$	28,024,559

1 The stock options granted during 2009 were exercisable immediately, the fair value on the grant date using the Black-Scholes option pricing model was $196,650, and have been recorded as compensation costs.

The stock options granted during 2008 were partially exercisable immediately, and partially exercisable pro rata during the grant term. The stock options' fair value on the grant date using the Black-Scholes option pricing model was $845,478, of which $345,426 and $250,026 have been recorded as compensation costs in 2008 and 2009. The remaining of $250,026 has been recognized in June 2010.

21. Non-controlling interests

The Company's activities in respect of the amounts of the non-controlling interests' equity at June 30, 2010 (unaudited) and December 31, 2009 are summarized as follows:

	June 30, 2010 As Restated– note 2		December 31, 2009 As Restated– note 2	
Balance at beginning of the period	$	27,138,357	$	23,270,820
Add: Additions during the period –				
Income attributable to non-controlling interests		5,877,705		7,789,746
Less: Decreases during the period				
Dividends declared to the non-controlling interest holders of Joint-venture companies		(3,288,909)		(3,944,619)
Foreign currency translation gain		151,470		22,410
Balance at end of period	$	29,878,623	$	27,138,357

22. Retained earnings—

Appropriated

Pursuant to the relevant PRC laws and regulations of Sino-foreign joint venture enterprises, the profits distribution of the Company's Sino-foreign subsidiaries, which are based on their PRC statutory financial statements, other than based on the financial statement that was prepared in accordance with generally accepted accounting principles in the United States of America, are available for distribution in the form of cash dividends after these subsidiaries have paid all relevant PRC tax liabilities, provided for losses in previous years, and made appropriations to statutory surplus at 10%.

When the statutory surplus reserve reaches 50% of the registered capital of a company, additional reserve is no longer required. However, the reserve cannot be distributed to joint venture partners. Based on the business licenses of the Sino-foreign joint ventures, the registered capital of Henglong, Jiulong, Shenyang, Zhejiang, USAI, Jielong, Wuhu, and Hengsheng are $10,000,000, $4,283,170 (RMB35,000,000), $8,132,530 (RMB67,500,000), $7,000,000, $2,600,000, $6,000,000, $3,750,387 (RMB30,000,000), and $10,000,000 respectively.

The Company recorded $443,264 and $798,756 statutory surplus reserve for the six months ended June 30, 2010 (unaudited) and the year ended December 31, 2009, respectively.

Unappropriated

Following is the change in unappropriated retained earning as of June 30, 2010 (unaudited) and December 31, 2009:

	June 30, 2010 As Restated– note 2	December 31, 2009 As Restated– note 2
Balance at beginning of the year	$ 7,685,002	$ 34,060,876
Accumulated effect of adoption of ASC 815-40 (1)	—	863,753
Net income (loss)	23,501,154	(26,440,871)
Distribution of retained earnings	(443,264)	(798,756)
Balance at end of period	$ 30,742,892	$ 7,685,002

1 As discussed in Note 3, effective on January 1, 2009, the Company adopted and applied the amendments to ASC 815 Derivatives and Hedging Activities, the accumulated effect of adoption of ASC 815-40 was $863,753.

23. Other Income

During the three months and six months ended June 30, 2010 (unaudited), the other income was $250,851 and $266,379, mainly from Government subsidies. During the three months and six months ended June 30, 2009 (unaudited), there was no such income.

Government subsidies represent refunds by the Chinese Government of interest paid to banks by companies entitled to such subsidies. This applies only to interest on loans related to production facilities expansion. The Company recorded the refunded interest on projects which achieved their goals into Other income, and refunded interest on projects which have not achieved their goals into advances payable.

24. Financial (income) expenses

During the three months and six months ended June 30, 2010 and 2009 (unaudited), the Company recorded financial expenses which are summarized as follows:

	Three Months Ended June 30,	
	2010	2009
	As Restated– note 2	As Restated– note 2
Interest expenses, net	$ 775,359	$ 395,734
Foreign exchange (gain) loss, net	57,571	(257,484)
(Income) loss of note discount, net	(28,268)	94,545
Amortization for discount of Convertible Note payable	—	—
Bank charges	36,021	27,392
Total	$ 840,683	$ 260,187

During the six months ended June 30, 2010 and 2009 (unaudited), the Company recorded financial expenses which are summarized as follows:

	Six Months Ended June 30,	
	2010	2009
	As Restated– note 2	As Restated– note 2
Interest expenses, net 1	$ 1,233,966	$ 2,586,190
Foreign exchange (gain) loss, net	67,393	(242,916)
(Income) loss of note discount, net	(13,077)	94,655
Amortization for discount of Convertible Note payable 2	—	3,891,148
Bank charges	60,622	41,567
Total	$ 1,348,904	$ 6,370,644

(1) Decreased interest expenses as a result of the Company's WAP Default on March 17, 2009, and the Convertible Note holders required Make Whole redemption by the Company, thus, the Company recorded about $1,200,000 of default interest.
(2) On March 17, 2009, due to the Company's WAP Default, the Convertible Note holders required Make Whole redemption by the Company and the remaining amount of $3,891,148 unamortized discount was fully amortized (see note 13).

25. Gain (loss) on change in fair value of derivative

During the three months ended June 30, 2010 (unaudited) and 2009, the Company recorded gain (loss) on change in fair value of derivatives, which is summarized as follows:

	Three Months Ended June 30,	
	2010	2009
	As Restated– note 2	As Restated– note 2
Income from adjustment of fair value of compound derivative liabilities	$ 19,587,135	—
Total	$ 19,587,135	$ —

During the six months ended June 30, 2010 (unaudited) and 2009, the Company recorded gain (loss) on change in fair value of derivatives, which is summarized as follows:

	Six Months Ended June 30,	
	2010	2009
	As Restated– note 2	As Restated– note 2
Income from adjustment of fair value of liabilities in connection with warrants	$ -	$ 1,977
Income from adjustment of fair value of compound derivative liabilities	5,434,753	2,367,202
Total	$ 5,434,753	$ 2,369,179

During the six months ended June 30, 2009, the gain on change in fair value of the compound derivative liabilities was due to the Company's WAP Default on March 17, 2009, and the Convertible Note holders required Make Whole redemption by the Company, thus, the embedded conversion feature in Convertible Notes was forfeited, thus, the fair value of derivative liability was $0. (see note 13)

During the six months ended June 30, 2010, the Company's common stock market price dropped to $17.6 from $18.71, thus, decreased the intrinsic value of embedded conversion feature in financial instruments, decreased the fair value of compound derivative liabilities, and increased the gain on change in fair value of derivatives. (see note 14)

26. Income taxes

The Company's subsidiaries registered in the PRC, whose enterprise income tax exemption has ceased, are subject to state and local income taxes within the PRC at the applicable tax rate of 25% on the taxable income as reported in their PRC statutory financial statements in accordance with the relevant income tax laws applicable to foreign invested enterprise. The Company's PRC subsidiaries, which are in the stage of its enterprise income tax exemption currently, are to remain subject to enterprise fixed income tax at a statutory rate of 33%, which comprises 30% national income tax and 3% local income tax.

On January 1, 2007, Jiulong has used up its enterprise income tax exemption. During 2008, Jiulong was subject to enterprise income tax at a rate of 25%. During 2009, Jiulong was awarded the title of Advanced Technology Enterprises, and subject to enterprise income tax at a rate of 15% for 2008, 2009 and 2010.

On January 1, 1999, Henglong was granted an enterprise income tax holiday of a 100% enterprise income tax exemption for two years commencing from 1999, and a 50% enterprise national income tax deduction and a 100% local income tax deduction for the next nine years thereafter, from 2001 to 2009, for income tax purposes. During

2008, Henglong was awarded the title of Advanced Technology Enterprises, and subject to enterprise income tax at a rate of 15% for 2008, 2009 and 2010.

On January 1, 2003, Shenyang was granted an enterprise income tax holiday of a 100% enterprise income tax exemption for two years commencing from 2003, a 75% enterprise national income tax deduction and a 100% local income tax deduction for the next three years thereafter, from 2005 to 2007, and a 50% enterprise national income tax deduction, from January 1, 2008, for income tax purposes and was subject to enterprise income tax at a rate of 18%. During 2009, Shenyang was awarded the title of Advanced Technology Enterprises, and subject to enterprise income tax at a rate of 15% for 2009 and 2010.

On January 1, 2004, Zhejiang was granted an enterprise income tax holiday of a 100% enterprise income tax exemption for two years commencing from 2004, and a 50% enterprise national income tax deduction, and a 50% local income tax deduction for the next three years thereafter, from 2006 to 2008, for income tax purposes. During 2008, Zhejiang is subject to enterprise income tax at a rate of 16.5%, which is comprised of 15% enterprise national income tax and 1.5% local income tax. During 2009, Zhejiang was awarded the title of Advanced Technology Enterprise, and is subject to enterprise income tax at a rate of 15% for 2009 and 2010.

Wuhu, Jielong and Hengsheng have an enterprise income tax exemption in 2008 and 2009, and are subject to income tax at a rate of 15% for the next three years thereafter, from 2010 to 2012, and a 25% enterprise national income tax commencing from January 1, 2013.

There is no assessable profit for USAI and Testing Center in 2009 and 2010. Based on PRC income tax laws, USAI and Testing Center have an enterprise income tax exemption in 2009, and are subject to income tax at a rate of 15% for the next three years thereafter, from 2010 to 2012, and a 25% enterprise national income tax for the years commencing from January 1, 2013.

No provision for Hong Kong tax is made as Genesis is an investment holding company, and has no assessable income in Hong Kong for the six months ended June 30, 2010 and 2009. The enterprise income tax of Hong Kong is 16.5%.

No provision for US tax is made as the Company has no assessable income in the US for the six months ended June 30, 2010 and 2009. The enterprise income tax of US is 35%.

27. Income per share

Basic income per share attributable to Parent company is calculated by dividing net income by the weighted average number of common shares outstanding during the period using the two-class method. Diluted income per share is calculated based on the treasury stock method, assuming the issuance of common shares, if dilutive, resulting from the exercise of warrants. The dilutive effect of convertible securities is reflected in diluted earnings per share by application of the “if converted” method.

The calculations of income per share attributable to Parent company were:

	Three Months Ended June 30,	
	2010 As Restated (unaudited)	2009 As Restated (unaudited)
Numerator:		
Net income attributable to Parent company	$ 27,607,605	$ 7,271,825
Allocation to convertible notes holders	(3,734,882)	(1,010,017)
Net income (loss) attributable to the parent Company's common shareholders – Basic	23,872,723	6,261,808
Dilutive effect of:		
Add back allocation to convertible notes holders	3,734,882	1,010,017
Interest expenses of Convertible Notes payable	834,167	
Gain on change in fair value of derivative	(19,587,134)	
Net income (loss) attributable to the parent Company's common shareholders - Diluted	$ 8,854,638	$ 7,271,825
Denominator:		
Weighted average shares outstanding	27,075,607	26,983,244
Shares issuable under stock options	250,900	58,843
Shares issuable pursuant to convertible senior notes	4,235,972	-
	31,562,479	27,042,087
Net income per common share attributable to Parent company – basic	$ 0.88	$ 0.23
Net income per common share attributable to Parent company – diluted	$ 0.28	$ 0.23

	Six Months Ended June 30,	
	2010 As Restated (unaudited)	2009 As Restated (unaudited)
Numerator:		
Net income attributable to Parent company	$23,501,154	$7,789,687
Allocation to convertible notes holders	(3,180,834)	(1,144,465)
Net income (loss) attributable to the parent Company's common shareholders – Basic	20,320,320	6,645,222
Dilutive effect of:		
Add back allocation to convertible notes holders	3,180,834	1,144,465
Interest expenses of Convertible Notes payable	1,362,063	-
Gain on change in fair value of derivative	(5,434,752)	-
Net income attributable to the parent Company's common shareholders - Diluted	$19,428,465	$7,789,687
Denominator:		
Weighted average shares outstanding - basic and diluted	27,060,925	26,983,244
Shares issuable under stock options	261,950	29,421
Shares issuable pursuant to convertible senior notes	4,235,972	—
	31,558,847	27,012,665
Net income per common share attributable to Parent company –		
Basic	$0.75	$0.25
Diluted	$0.62	$0.25

The following table summarizes potential common shares outstanding excluded from the calculation of diluted earnings (loss) per share for the three months ended June 30, 2010 and 2009 (unaudited), because such inclusion would have had an anti-dilutive effect.

	Three Months Ended June 30,	
	2010	2009
Shares issuable under stock options	-	90,000
Shares issuable pursuant to convertible senior notes	-	4,235,972
	-	4,352,345

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The following table summarizes potential common shares outstanding excluded from the calculation of diluted earnings (loss) per share for the six months ended June 30, 2010 and 2009 (unaudited), because such inclusion would have had an anti-dilutive effect.

	Six Months Ended June 30,	
	2010	2009
Shares issuable under stock options	-	90,000
Shares issuable pursuant to convertible senior notes	-	4,235,972
	-	4,352,345

28. Significant concentrations

The Company grants credit to its customers, generally on an open account basis. The Company's customers are all located in the PRC.

During the six months ended June 30, 2010 (unaudited), the Company's ten largest customers accounted for 83.8% of its consolidated net sales, with each of two customers individually accounting for more than 10% of consolidated net sales, i.e. 17.9%, and 11.3% individually, or an aggregate of 29.2%. At June 30, 2010, approximately 17.0% of accounts receivable were from trade transactions with the aforementioned two customers.

During the six months ended June 30, 2009 (unaudited), the Company's ten largest customers accounted for 80.1% of its consolidated net sales, with each of five customers individually accounting for more than 10% of consolidated net sales, i.e. 13.0%, 12.9%, 12.1%, 10.6%, and 10.5% individually, or an aggregate of 59.2%. At June 30, 2009, approximately 44.1% of accounts receivable were from trade transactions with the aforementioned five customers.

29. Related party transactions and balances

Related party transactions with companies with common directors are as follows:

Related sales (unaudited):

	Three Months Ended June 30,	
	2010	2009
Merchandise Sold to Related Parties	$ 2,941,718	$ 1,314,247

	Six Months Ended June 30,	
	2010	2009
Merchandise Sold to Related Parties	$ 4,602,111	$ 1,873,258

Related purchases (unaudited):

	Three Months Ended June 30 ,	
	2010	2009
Materials Purchased from Related Parties	$ 5,248,896	$ 2,812,741
Technology Purchased from Related Parties	132,530	29,274
Equipment Purchased from Related Parties	207,646	427,391
Total	$ 5,589,072	$ 3,269,406

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	Six Months Ended June 30 ,	
	2010	2009
Materials Purchased from Related Parties	$ 9,596,184	$ 4,986,222
Technology Purchased from Related Parties	176,478	73,186
Equipment Purchased from Related Parties	1,334,947	1,503,726
Total	$ 11,107,609	$ 6,563,134

Related receivables (June 30, 2010, unaudited):

	June 30, 2010	December 31, 2009
Accounts receivable	$ 3,386,976	$ 1,441,939
Other receivables	218,699	65,416
Total	$ 3,605,675	$ 1,507,355

Related advances (June 30, 2010, unaudited):

	June 30, 2010	December 31, 2009
Advanced Equipment Payment to Related Parties	$ 5,676,085	$ 2,579,319
Advanced Expenses and Others to Related Parties	930,007	-
Total	$ 6,606,092	$ 2,579,319

Related payables (June 30, 2010 unaudited)

	June 30, 2010	December 31, 2009
Accounts payable	$ 2,570,035	$ 1,537,827

These transactions were consummated under similar terms as those with the Company's customers and suppliers.

As of August 9, 2010, the date the Company issued this financial statement, Hanlin Chen, Chairman, owns 55.76% of the common stock of the Company and has the effective power to control the vote on substantially all significant matters without the approval of other stockholders.

30. Commitments and contingencies

Legal Proceedings - The Company is not currently a party to any threatened or pending legal proceedings, other than incidental litigation arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

The following table summarizes the Company's major contractual payment obligations and commitments as of June 30, 2010 (unaudited):

	Payment Obligations by Period					
	2010 (a)	2011	2012	2013	Thereafter	Total
Obligations for service agreements	$110,000	$110,000	$-	$-	$-	$220,000
Interest and make-whole on Convertible Notes	2,107,085	5,912,500	-	-		8,019,585
Obligations for purchasing agreements	14,238,674	3,557,421	$-	$-	-	17,796,095
Total	$16,455,759	$9,579,921	$-	$-	$-	$26,035,680

(a) Remaining 6 months in 2010

31. Off-balance sheet arrangements

At June 30, 2010 and 2009 (unaudited), the Company did not have any transactions, obligations or relationships that could be considered off-balance sheet arrangements.

32. Segment reporting

The accounting policies of the product sectors are the same as those described in the summary of significant accounting policies except that the disaggregated financial results for the product sectors have been prepared using a management approach, which is consistent with the basis and manner in which management internally disaggregates financial information for the purposes of assisting them in making internal operating decisions. Generally, the Company evaluates performance based on stand-alone product sector operating income and accounts for inter segment sales and transfers as if the sales or transfers were to third parties, at current market prices.

During the six months ended June 30, 2010 and 2009 (unaudited), the Company had nine product sectors, five of them were principal profit makers, which were reported as separate sectors which engaged in the production and sales of power steering (Henglong), power steering (Jiulong), power steering (Shenyang), power pumps (Zhejiang), and power steering (Wuhu). The other four sectors which were established in 2005, 2006 and 2007 respectively, engaged in the production and sales of sensor modular (USAI), electronic power steering (Jielong), power steering (Hengsheng), and provider of after sales and R&D services (HLUSA). Since the revenues, net income and net assets of these four sectors are less than 10% of its segment in the consolidated financial statements, the Company incorporated these four sectors into "other sectors".

The Company's product sectors information is as follows:

	Henglong	Jiulong	Shenyang	Zhejiang	Wuhu	Other sector	Other *	T
For the Three Months Ended June 30, 2010 (unaudited-restated):								
Revenue								
Net product sales – external	$39,261,293	$25,214,971	$7,361,646	$5,502,059	$5,470,844	$2,270,325	$-	$85
	8,692,999	753,536	1,875,804	596,088	-	9,585,467	(21,503,894)	-

Net product sales – internal								
Gain on other sales	826,419	155,544	(64,842)	22,359	23,914	(279,881)	(1,514)	68
Total revenue	$48,780,711	$26,124,051	$9,172,608	$6,120,506	$5,494,758	$11,575,911	$(21,505,408)	$85
Net income	$6,702,000	$1,770,217	$1,322,131	$1,181,519	$(54,561)	$1,113,638	$18,384,023	$30
Net income attributable to non-controlling interests	1,340,400	336,342	396,639	578,944	(12,369)	28,741	142,665	2,8
Net income attributable to Parent company	$5,361,600	$1,433,875	$925,492	$602,575	$(42,192)	$1,084,897	$18,241,358	$27

	Henglong	Jiulong	Shenyang	Zhejiang	Wuhu	Other sector	Other *	To
For the Three Months Ended June 30, 2009 (unaudited-restated):								
Revenue								
Net product sales – external	$29,646,904	$14,633,240	$5,754,286	$5,990,956	$6,328,539	$130,354	$-	$62,48
Net product sales – internal	8,259,236	844,645	2,002,403	191,829	-	24,034	(11,322,147)	-
Gain on other sales	72,310	36,818	55,021	(2,417)	14,275	(1,755)	(1,505)	172,7
Total revenue	$37,978,450	$15,514,703	$7,811,710	$6,180,368	$6,342,814	$152,633	$(11,323,652)	$62,65
Net income	$7,113,281	$1,508,358	$906,653	$1,182,756	$152,018	$(434,812)	$(502,778)	$9,925
Net income attributable to non-controlling interests	1,422,656	286,588	271,996	579,551	34,462	(169)	58,567	2,653
Net income attributable to Parent company	$5,690,625	$1,221,770	$634,657	$603,205	$117,556	$(434,643)	$(561,345)	$7,271

	Henglong	Jiulong	Shenyang	Zhejiang	Wuhu	Other sector	Other *
For the Six Months Ended June 30, 2010 (unaudited-restated):							
Revenue							
Net product sales – external	$80,421,745	$44,825,095	$15,489,781	$11,158,591	$13,918,839	$3,499,776	$0
Net product sales – internal	21,967,198	1,306,763	3,768,980	1,571,716	-	12,882,832	(41,497,489)
Gain on other sales	878,690	277,201	39,227	32,952	86,164	(177,604)	(3,021)
Total revenue	$103,267,633	$46,409,059	$19,297,988	$12,763,259	$14,005,003	$16,205,004	$(41,500,510)
Net income	$16,215,143	$3,306,381	$1,785,150	$2,216,685	$334,764	$1,378,624	$4,142,112
Net income attributable to non-controlling interests	3,243,029	628,212	535,545	1,086,176	75,891	23,660	285,192
Net income attributable to Parent company	$12,972,114	$2,678,169	$1,249,605	$1,130,509	$258,873	$1,354,964	$3,856,920

	Henglong	Jiulong	Shenyang	Zhejiang	Wuhu	Other sector	Other *	
For the Six Months Ended June 30, 2009 (unaudited-restated):								
Revenue								
Net product sales – external	$47,722,197	$24,397,802	$12,160,279	$11,413,767	$11,156,768	$330,912	$-	$1
	16,800,829	1,059,548	2,505,233	311,914	-	24,034	(20,701,558)	-

Net product sales – internal								
Gain on other sales	114,770	23,779	69,551	1,003	32,410	1,123	(3,010)	2
Total revenue	$64,637,796	$25,481,129	$14,735,063	$11,726,684	$11,189,178	$356,069	$(20,704,568)	$1
Net income	$11,979,119	$1,934,630	$1,670,469	$1,687,840	$(38,164)	$(770,863)	$(4,635,996)	$1
Net income attributable to non-controlling interests	2,395,824	367,580	501,141	827,041	(8,652)	(37,314)	(8,272)	4
Net income attributable to Parent company	$9,583,295	$1,567,050	$1,169,328	$860,799	$(29,512)	$(733,549)	$(4,627,724)	$7

* Other includes activity not allocated to the product sectors and elimination of inter-sector transactions.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Statement Pursuant to Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995:

This Quarterly Report on Form 10-Q/A for the quarterly period ended June 30, 2010 contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. Generally, the words "believes", "anticipates," "may," "will," "should," "expect "intend," "estimate," "continue," and similar expressions or the negative thereof or comparable terminology are intended to identify forward-looking statements which include, but are not limited to, statements concerning the Company's expectations regarding its working capital requirements, financing requirements, business prospects, and other statements of expectations, beliefs, future plans and strategies, anticipated events or trends, and similar expressions concerning matters that are not historical facts. Such statements are subject to certain risks and uncertainties, including the matters set forth in this Quarterly Report or other reports or documents the Company files with the Securities and Exchange Commission from time to time, which could cause actual results or outcomes to differ materially from those projected. Undue reliance should not be placed on these forward-looking statements which speak only as of the date hereof. The Company undertakes no obligation to update these forward-looking statements. In addition, the forward-looking statements in this Quarterly Report on Form 10-Q/A for the quarterly period ended June 30, 2010 involve known and unknown risks, uncertainties and other factors that could cause the actual results, performance or achievements of the Company to differ materially from those expressed in or implied by the forward-looking statements contained herein. Please see the discussion on risk factors in Item 1A of Part II of this quarterly report on Form 10-Q/A.

GENERAL OVERVIEW:

China Automotive Systems, Inc., including, when the context so requires, its subsidiaries and the subsidiaries' interests in the Sino-foreign joint ventures described below, is referred to herein as the "Company". The Company, through its Sino-foreign joint ventures, engages in the manufacture and sales of automotive systems and components in the People's Republic of China, the "PRC" or "China", as described below.

Great Genesis Holdings Limited, a company incorporated on January 3, 2003 under The Companies Ordinance in Hong Kong as a limited liability company, "Genesis", is a wholly-owned subsidiary of the Company.

Henglong USA Corporation, "HLUSA", incorporated on January 8, 2007 in Troy, Michigan, is a wholly-owned subsidiary of the Company, and mainly engages in marketing of automotive parts in North America, and provides after sales service and research and development support accordingly.

The Company owns the following aggregate net interests in nine Sino-foreign joint ventures organized in the PRC as of June 30, 2010 and 2009.

Name of Entity	Percentage Interest June 30, 2010		June 30, 2009	
Shashi Jiulong Power Steering Gears Co., Ltd., "Jiulong"	81.00	%	81.00	%
Jingzhou Henglong Automotive Parts Co., Ltd., "Henglong"	80.00	%	80.00	%
Shenyang Jinbei Henglong Automotive Steering System Co., Ltd., "Shenyang"	70.00	%	70.00	%
Zhejiang Henglong & Vie Pump-Manu Co., Ltd., "Zhejiang"	51.00	%	51.00	%
Universal Sensor Application Inc., "USAI"	83.34	%	83.34	%

Wuhan Jielong Electric Power Steering Co., Ltd., “Jielong”	85.00	%	85.00	%
Wuhu HengLong Automotive Steering System Co., Ltd., “Wuhu”	77.33	%	77.33	%
Jingzhou Hengsheng Automotive System Co., Ltd, “Hengsheng”	100.00	%	100.00	%
Jingzhou Henglong Automotive Technology (Testing) Center, “Testing Center”	80.00	%	-	%

Jiulong was established in 1993 and mainly engages in the production of integral power steering gear for heavy-duty vehicles.

Henglong was established in 1997 and mainly engages in the production of rack and pinion power steering gear for cars and light duty vehicles.

In December 2009, Henglong, a subsidiary of Genesis, formed Jingzhou Henglong Automotive Technology (Testing) Center, "Testing Center", which is mainly engaged in research and development of new products. The registered capital of Testing Center is RMB 30,000,000 ($4,393,544 equivalent).

Shenyang was established in 2002 and focuses on power steering parts for light duty vehicles.

Zhejiang was established in 2002 to focus on power steering pumps.

USAI was established in 2005 and mainly engages in production and sales of sensor modulars.

Jielong was established in 2006 and mainly engages in production and sales of electric power steering, "EPS".

Wuhu was established in 2006 and mainly engages in production and sales of automobile steering systems.

Hengsheng was established in 2007 and mainly engages in production and sales of automobile steering systems.

On February 11, 2010, the registered capital of Hengsheng was increased to $16,000,000 from $10,000,000.

On January 24, 2010, Genesis entered into a sino-foreign equity joint venture contract with Beijing Hainachuan Auto Parts Co., Ltd., to establish a sino-foreign joint venture company, Beijing Henglong Automotive System Co., Ltd., "Beijing Henglong", to design, develop and manufacture both hydraulic and electric power steering systems and parts. Under PRC laws, the establishment of Beijing Henglong and the effectiveness of the equity joint venture contract are subject to approval by the local Ministry of Commerce and the registration of the same with the local Administration of Industries and Commerce in Beijing.

CRITICAL ACCOUNTING POLICIES:

The Company prepares its unaudited condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Management periodically evaluates the estimates and judgments made. Management bases its estimates and judgments on historical experience and on various factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates as a result of different assumptions or conditions. The following critical accounting policies affect the more significant judgments and estimates used in the preparation of the Company's condensed consolidated financial statements.

The Company considers an accounting estimate to be critical if:

• It requires the Company to make assumptions about matters that were uncertain at the time the Company was making the estimate, and

• Changes in the estimate or different estimates that the Company could have selected would have had a material impact on its financial condition or results of operations.

The table below presents information about the nature and rationale for the Company critical accounting estimates:

Balance Sheet Caption	Critical Estimate Item	Nature of Estimates Required	Assumptions/Approaches Used	Key Factors
Accrued liabilities and other long-term Liabilities	Warranty Obligations	Estimating warranty requires the Company to forecast the resolution of existing claims and expected future claims on products sold. VMs are increasingly seeking to hold suppliers responsible for product warranties, which may impact the Company's exposure to these costs.	The Company bases its estimate on historical trends of units sold and payment amounts, combined with its current understanding of the status of existing claims and discussions with its customers.	• VM (Vehicle Manufacturer) sourcing • VM policy decisions regarding warranty claims VMs
Property, plant and equipment, intangible assets and other long-term assets	Valuation of long-lived assets and investments	The Company is required from time-to-time to review the recoverability of certain of its assets based on projections of anticipated future cash flows, including future profitability assessments of various product lines.	The Company estimates cash flows using internal budgets based on recent sales data, independent automotive production volume estimates and customer commitments.	• Future Production estimates • Customer preferences and decisions
Accounts and notes receivables	Provision for doubtful accounts and notes receivable	Estimating the provision for doubtful accounts and notes receivable require the Company to analyze and monitor each customer's credit standing and financial condition regularly. The Company grants credit to its customers, generally on an open account	The Company grants credit to its customers for three to four months based on each customer's current credit standing and financial data. The Company assesses an allowance on an individual customer basis, under normal circumstances; the Company does not record any provision for	• Customers' credit standing and financial condition

basis. It will have material adverse effect on the Company's cost disclosure if such assessment were improper.	doubtful accounts for those accounts receivable amounts which were in credit terms. For those receivables out of credit terms, certain proportional provision will be recorded based on assessment of respective customer's financial position.

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Deferred income taxes	Recoverability of deferred tax assets	The Company is required to estimate whether recoverability of the Company's deferred tax assets is more likely than not based on forecasts of taxable earnings in the related tax jurisdiction.	The Company uses historical and projected future operating results, based upon approved business plans, including a review of the eligible carryforward period, tax planning opportunities and other relevant considerations.	• Tax law changes • Variances in future projected profitability, including by taxing entity
Convertible notes payable, discount of convertible note payable, warrant liabilities, compound derivative liabilities	Warrant liabilities and compound derivative liabilities	The Company is required to estimate the fair value of warrant liabilities and compound derivative liabilities at conception and completion of each reporting period	The Company uses Black-Scholes option pricing model to determine fair value of warrant; uses Monte Carlo Valuation Model to determine fair value of compound derivative liabilities	• Volatility • Risk-free rate • Market interest risk •Credit risk • Redemption behavior before maturity

In addition, there are other items within the Company's financial statements that require estimation, but are not as critical as those discussed above. These include the allowance for reserves for excess and obsolete inventory. Although not significant in recent years, changes in estimates used in these and other items could have a significant effect on the Company's consolidated financial statements.

EXECUTIVE SUMMARY

China Automotive Systems, Inc. is a leading global supplier of automotive power steering systems and other automotive systems. The Company has business relations with more than sixty vehicle manufacturers, including FAW Group and Dongfeng Auto Group, two of the five largest automobile manufacturers in China; Shenyang Brilliance Jinbei Co., Ltd., the largest light vehicle manufacturer in China; Chery Automobile Co., Ltd, the largest state owned car manufacturer in China, Xi'an BYD Auto Co., Ltd and Zhejiang Geely Automobile Co., Ltd., the largest private owned car manufacturers. From 2008, the Company has supplied power steering pumps and power steering gear to the Sino-Foreign joint ventures established by General Motors (GM), Citroen and Volkswagen. In 2009, the Company began to supply power steering gear to Chrysler North America. Most of the Company's production and research and development institutes are located in China. The Company has 3,000 employees dedicated to design, development, manufacture and sales of its products. The Company conducts its business across nine segments, of which five were principal profit makers, including Henglong, Jiulong, Shenyang, Zhejiang, and Wuhu. The Company expected that the other four segments will become new source of revenue in 2011.

By leveraging its extensive experience, innovative technology and geographic strengths, the Company aims to grow leading positions in automotive power steering systems and to further improve overall margins, long-term operating profitability and cash flows. To achieve these goals and to respond to industry factors and trends, the Company is continuing work to improve its operations and business structure and achieve profitable growth.

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Financial results for the three months and six months ended June 30, 2010 are summarized as follows:

- Sales of $85,081,138 and $169,313,827 in 2010 compared to $62,484,279 and $107,181,725 for the same periods of 2009.

- Gross margin of $19,810,260, or 23.3%, and $42,345,277, or 25.0%, of sales, up from $16,305,928, or 26.1%, and $27,209,273, or 25.4%, for the same periods of 2009.

- Selling expenses of $2,903,125 and $4,770,928, $1,282,628 and $2,085,751 higher than the same periods of 2009.

- General and administrative expenses of $1,846,421 and 5,451,205, a decrease of $399,909 and an increase of $1,403,173 compared with the same periods in 2009, respectively.

- Net income attributable to Parent company of $27,607,605, or gain of $0.88 and $0.28 per share on a basic and diluted basis for the three months ended June 30, 2010, increased by $20,335,780, or $0.65 and 0.05 per share, compared to $7,271,825, or $0.23 and 0.23 per share on a basic and diluted basis, respectively, for the same period in 2009. Net income attributable to Parent company of $23,501,154, or gain of $0.75 and $0. 62 per share on a basic and diluted basis for the six months ended June 30, 2010, increased by $15,711,467, or $0.50 and 0.37 per share, compared to $7,789,687, or $0.25 per share on both a basic and diluted basis, respectively, for the same period in 2009.

- Cash of approximately $45,246,219 as of June 30, 2010, $1,766,043 higher than as of December 31, 2009.

- Cash provided by operating activities of $13,824,285 compared to $15,763,414 for the same six-month period in 2009.

- Capital expenditures of $14,173,215, higher than the same six-month period in 2009 by $7,510,509.

RESTATEMENT OF CONSOLIDATED FINANCIAL STATEMENTS

On March 17, 2011, the Company announced that it had identified historical accounting errors relating to the accounting treatment of the Company's Convertible Notes. The accounting errors have resulted in the misstatement of certain charges arising from fair value adjustments and other changes to derivative liabilities since the first quarter of 2009. The Company undertook a review to determine the total amount of the errors and the accounting periods in which the errors occurred. The Company's review determined that the errors resulted from the Company's failure to properly apply the requirements of Accounting Standard Codification (ASC) 815 ("ASC 815"), with respect to the conversion feature embedded in the convertible notes, effective January 1, 2009. Additionally, management has also identified accounting errors in accumulated depreciation and deferred tax assets reported and accrued payroll and related costs. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. After analyzing the size and timing of the errors, the Company determined that, in the aggregate, the errors were material and would require the Company to restate certain of its previously issued financial statements, including its previously issued audited consolidated financial statements as of and for the fiscal year ended December 31, 2009, including restated comparative financial statements for 2008, and related auditors' report, and unaudited interim consolidated financial statements as of and for the quarterly periods ended March 31, June 30 and September 30, 2010.

The effects of the restatement on selected income statement line items for the three-month period ended June 30, 2010 and 2009 are as follows:

	Increase/(Decrease) in income statement line items	
	2010	2009
Financial income (expenses)	$ (427,334)	$ 218,041
Gain on change in fair value of derivative	19,492,871	977,435
Income before income taxes	19,065,537	1,195,476
Net income attributable to parent company	$ 19,065,537	$ 1,195,476

The effects of the restatement on selected income statement line items for the six-month period ended June 30, 2010 and 2009 are as follows:

	Increase/(Decrease) in income statement line items	
	2010	2009
Financial income (expenses)	$ (567,544)	$ (5,452,936)
Gain on change in fair value of derivative	5,191,461	4,907,462
Income before income taxes	4,623,917	(545,474)
Net income attributable to parent company	$ 4,623,917	$ (545,474)

RESULTS OF OPERATIONS——THREE MONTHS ENDED JUNE 30, 2010 AND 2009:

	Net Sales				Cost of sales			
	2010	2009	Change		2010	2009	Change	
Henglong	$47,954,292	$37,906,141	$10,048,151	26.5 %	$36,908,428	$27,292,298	$9,616,130	35.2 %
Jiulong*	25,968,507	15,477,885	10,490,622	67.8	22,439,931	13,317,460	9,122,471	68.5
Shenyang	9,237,450	7,756,689	1,480,761	19.1	8,089,099	6,332,064	1,757,035	27.7
Zhejiang	6,098,147	6,182,784	(84,637)	(1.4)	4,316,533	4,558,225	(241,692)	(5.3)
Wuhu	5,470,844	6,328,539	(857,695)	(13.6)	4,979,949	6,015,715	(1,035,766)	(17.2)
Other Sectors	11,855,792	154,388	11,701,404	7579.2	9,726,875	230,261	9,496,614	4124.3
Other * *	(21,503,894)	(11,322,147)	(10,181,747)	89.9	(21,189,937)	(11,567,672)	(9,622,265)	83.2
Total	$85,081,138	$62,484,279	$22,596,859	36.2 %	$65,270,878	$46,178,351	$19,092,527	41.3 %

* Including $4,434,721 of income and $3,397,320 of cost for Chrysler sales in 2010.
** Other includes activity not allocated to the product sectors and elimination of inter-sector transactions.

NET SALES

Net sales were $85,081,138 for the three months ended June 30, 2010, compared with $62,484,279 for the three months ended June 30, 2009, an increase of $22,596,859, or 36.2%, mainly due to the increases in the income of Chinese residents and government investment leading to an increase in the sales of passenger vehicles and commercial vehicles, and the resultant increase in the Company's sales of steering gear and pumps; the Company has raised the technological contents in, and production efficiency of, its products as a result of technological improvement to its production lines, allowing the Company to reduce costs and, correspondingly, its sales prices which led to increased sales volumes.

Net sales for Henglong was $47,954,292 for the three months ended June 30, 2010, compared with $37,906,141 for the three months ended June 30, 2009, representing an increase of $10,048,151, or 26.5%. The net sales increase was mainly due to increased production volumes with a sales increase of $10,651,180, decreased sales price with a sales decrease of $831,885, and the effect of foreign currency translation with a sales increase of $228,856.

Net sales for Jiulong was $25,968,507 for the three months ended June 30, 2010, compared with $15,477,885 for the three months ended June 30, 2009, representing an increase of $10,490,622, or 67.8%. The net sales increase was mainly due to increased production volumes with a sales increase of $9,135,754, increased sales price with a sales increase of $1,261,420, and the effect of foreign currency translation with a sales increase of $93,448.

Net sales for Shenyang was $9,237,450 for the three months ended June 30, 2010, compared with $7,756,689 for the three months ended June 30, 2009, representing an increase of $1,480,761, or 19.1%. The net sales increase was mainly due to increased production volumes with a sales increase of $2,192,207, decreased sales price with a sales decrease of $758,277, and the effect of foreign currency translation with a sales increase of $46,831.

Net sales for Zhejiang was $6,098,147 for the three months ended June 30, 2010, compared with $6,182,748 for the three months ended June 30, 2009, representing a decrease of $84,637, or 1.4%. The net sales decrease was mainly due to increased production volumes with a sales increase of $452,226 and decreased sales price with a sales decrease of $574,192 and the effect of foreign currency translation with a sales increase of $37,329.

Net sales for Wuhu was $5,470,844 for the three months ended June 30, 2010, compared with $6,328,539 for the three months ended June 30, 2009, representing a decrease of $857,695, or 13.6%. The net sales decrease was mainly due to

decreased production volumes with a sales decrease of $563,799 and decreased sales price with a sales decrease of $332,105 and the effect of foreign currency translation with a sales increase of $38,209.

Net sales for Other Sectors was $11,855,792 for the three months ended June 30, 2010, compared with $154,388 for the three months ended June 30, 2009, representing an increase of $11,701,404 or 7,579.2%. The net sales increased mainly due to the development of new market.

COST OF SALES

For the three months ended June 30, 2010, the cost of sales was $65,270,878, compared with $46,178,351 for the same period of 2009, an increase of $19,092,527, or 41.3%, mainly due to the increase of sales.

Cost of sales for Henglong was $36,908,428 for the three months ended June 30, 2010, compared with $27,292,298 for the three months ended June 30, 2009, representing an increase of $9,616,130, or 35.2%. The cost of sales increase was mainly due to increased sale volumes with a cost of sales increase of $9,849,431, decreased unit price with a cost of sales decrease of $398,078, and the effect of foreign currency translation with a cost increase of $164,777.

Cost of sales for Jiulong was $22,439,931 for the three months ended June 30, 2010, compared with $13,317,460 for the three months ended June 30, 2009, representing an increase of $9,122,471, or 68.5%. The cost of sales increase was mainly due to increased sales volumes with a cost of sales increase of $7,859,215, increased unit price with a cost of sales increase of $1,182,852, and the effect of foreign currency translation with a cost increase of $80,404.

Cost of sales for Shenyang was $8,089,099 for the three months ended June 30, 2010, compared with $6,332,064 for the three months ended June 30, 2009, representing an increase of $1,757,035, or 27.7%. The cost of sales increase was mainly due to increased sales volumes with a cost of sales increase of $1,784,243, decreased unit price with a cost of sales decrease of $65,438, and the effect of foreign currency translation with a cost increase of $38,230.

Cost of sales for Zhejiang was $4,316,533 for the three months ended June 30, 2010, compared with $4,558,225 for the three months ended June 30, 2009, representing a decrease of $241,692, or 5.3%. The cost of sales decrease was mainly due to increased sales volumes with a cost of sales increase of $324,100, decreased unit price with a cost of sales decrease of $593,312, and the effect of foreign currency translation with a cost increase of $27,520.

Cost of sales for Wuhu was $4,979,949 for the three months ended June 30, 2010, compared with $6,015,715 for the three months ended June 30, 2009, representing a decrease of $1,035,766, or 17.2%. The cost of sales decrease was mainly due to increased sales volumes with a cost of sales decrease of $549,598, decreased unit price with a cost of sales decrease of $522,488, and the effect of foreign currency translation with a cost increase of $36,320.

Cost of sales for Other Sectors was $9,726,875 for the three months ended June 30, 2010, compared with $230,261 for the three months ended June 30, 2009, representing an increase of $9,496,614, or 4,124.3%. The cost of sales increase was mainly due to increased of sales.

Gross margin was 23.3% for the three months ended June 30, 2010, decrease of 2.8% from 26.1% for the same period of 2009, primarily due to sales price reductions in excess of declines in unit cost. For the three months ended June 30, 2010, the Company classified product warranty expenses as selling cost, which were classified as selling expenses in previous periods. As a result, the Company reclassified product warranty expenses for the same period of 2009 as selling cost to achieve consistency with the presentation of the current period. Effects of the reclassification are set forth in the table below.

	Three Months Ended June 30,	
	2010	2009
Before reclassification :		
Net sales	$ 85,081,138	$ 62,484,279
Cost of goods sold before reclassification	62,424,246	43,982,547
Gross profit before reclassification	$ 22,656,892	$ 18,501,732
Gross margin before reclassification	26.6%	29.6%
After reclassification:		

Net sales	$ 85,081,138	$ 62,484,279
Cost of goods sold add Warranty expenses	65,270,878	46,178,351
Gross profit after reclassification	$ 19,810,260	$ 16,305,928
Gross margin after reclassification	23.3%	26.1%
Selling expenses before reclassification	$ 5,749,757	$ 3,816,301
Minus: Warranty expenses	2,846,632	2,195,804
Selling expenses after reclassification	$ 2,903,125	$ 1,620,497

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GAIN ON OTHER SALES

Gain on other sales consists of net amount retained from sales of materials and other assets. For the three months ended June 30, 2010, gain on other sales was $681,999, compared with $172,747 for the same period of 2009, an increase of $509,252, or 294.8%, mainly due to increased sales of materials.

SELLING EXPENSES

Selling expenses were $2,903,125 for the three months ended June 30, 2010, compared with $1,620,497 for the same period of 2009, an increase of $1,282,628, or 79.2%. The increases were mainly due to salaries and wages expenses, and transportation expenses.

The salaries of salesmen were indexed with their selling performance. During the three months ended June 30, 2010, sales revenue increased 36.2% compared with the same period of 2009, correspondingly increasing the salaries of salesmen.

The increase in transportation expense was due to increased sales and a rise in oil price, which led to increases in domestic transportation prices.

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses were $1,846,421 for the three months ended June 30, 2010, compared with $2,246,330 for the same period of 2009, a decrease of $399,909, or 17.8%. Material decrease was provision for bad debts.

The Company recorded provision for bad debts based on aging of accounts receivable. The decrease in provision for bad debts in 2010 was mainly due to the Company strengthening its administration of credit line, accordingly, there was a decrease in account receivable over the credit terms.

RESEARCH AND DEVELOPMENT EXPENSES

Research and development expenses were $1,741,405 for the three months ended June 30, 2010, compared with $444,226 for the three months ended June 30, 2009, an increase of $1,297,179, or 292.0%.

The global automotive parts industry is highly competitive; winning and maintaining new business requires suppliers to rapidly produce advanced products on a cost-competitive basis. In order to maintain its competitiveness, the Company invested more in R & D expenses in 2010.

DEPRECIATION AND AMORTIZATION EXPENSE

For the three months ended June 30, 2010, depreciation and amortization expenses excluded from that recorded under cost of sales were $288,352, compared with $507,341 for the same period of 2009, a decrease of $218,989, or 43.2%, as a result of certain fixed assets of the Company having been fully depreciated.

INCOME FROM OPERATIONS

Income from operations was $13,712,956 for the three months ended June 30, 2010, compared with $11,660,281 for the three months ended June 30, 2009, an increase of $2,052,675, or 17.6%, as a result of an increase of $3,504,332, or 21.5%, in gross profit, a decrease of $509,252, or 294.8%, in gain on other sales, and an increase of $1,960,909, or

40.7%, in operating expenses.

FINANCIAL EXPENSES

Financial expenses were $840,683 for the three months ended June 30, 2010, compared with $260,187 for the three months ended June 30, 2009, an increase of $580,496, primarily due to the Company's redemption of $5,000,000 of Convertible Notes on April 8, 2009, thus the Convertible Note holder exempted $570,000 of interest expenses which the Company has accrued.

GAIN (LOSS) ON CHANGE IN FAIR VALUE OF DERIVATIVE

Gain on change in fair value of derivative was $19,587,135 for the three months ended June 30, 2010, but there is no such amount for the same period of 2009.

For the three months ended June 30, 2010, increase in gain on change in fair value of derivatives was mainly due to a decrease in the intrinsic value of the embedded conversion feature in its financial instruments, as the Company's common stock market price dropped to $17.60 (June 30, 2010) from $23.10 (March 31, 2010), and the Company was required to bifurcate the embedded conversion feature in Convertible Notes payable upon adoption of ASC 815-40 on January 1, 2009.

For the three months ended June 30, 2009, increase in gain on change in fair value of derivatives was mainly due to the Company's WAP Default, and the Convertible Note holders required Make Whole redemption by the Company and the intrinsic value of the embedded conversion feature in the Convertible Notes payable being $0. (see note 13)

INCOME BEFORE INCOME TAXES

Income before income taxes was $32,710,259 for the three months ended June 30, 2010, compared with $11,400,094 for the three months ended June 30, 2009, an increase of $21,310,165, or 186.9%, including an increase in income from operations of $2,052,675, an increase in income form other sales of $250,851, an increase in financial expenses of $580,496, and an increase in gain on change in fair value of derivative of $19,587,135.

INCOME TAXES

Income tax expense was $2,291,292 for the three months ended June 30, 2010, compared with $1,474,618 of income tax expense for the three months ended June 30, 2009, an increase of $816,674, mainly because of: (1) an increase in income before income tax in the PRC market that was not offset by losses before income tax in the U.S. market and the Company made a provision for deferred income tax assets in the U.S. (see Note 10), and (2) while there was a loss before income tax in the U.S. mainly due to a change in the fair value of convertible notes; the Company cannot recognize such loss as a deferred income tax asset or a tax benefit as if it was a permanent change.

NET INCOME

Net income was $30,418,967 for the three months ended June 30, 2010, compared with $9,925,476 for the three months ended June 30, 2009, an increase of $20,493,491, or 206.5%, including an increase in income before income taxes of $21,310,165, or 186.9%, and an increase in income taxes expenses of $816,674, or 55.4%.

NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTEREST

Non-controlling interest in the earnings of the Sino-foreign Joint-ventures amounted to $2,811,362 for the three months ended June 30, 2010, compared with $2,653,651 for the three months ended June 30, 2009, an increase of $157,711, or 5.9%.

The Company owns different equity interest in nine Sino-foreign joint ventures, through which it conducts its operations. All the operating results of these nine Sino-foreign joint ventures were consolidated in the Company's financial statements as of June 30, 2010 and 2009. The Company records the non-controlling interest's share in the earnings of the respective Sino-foreign joint ventures for each period.

In 2010, non-controlling interest increased significantly compared with 2009, primarily due to the increase in Sino-foreign joint ventures' operating income.

NET INCOME ATTRIBUTABLE TO PARENT COMPANY

Net income attributable to parent company was $27,607,605 for the three months ended June 30, 2010, compared with a net income attributable to parent company of $7,271,825 for the three months ended June 30, 2009, an increase of $20,336,780, or 279.7%, mainly due to the increase in the Company's operating profit and the increase in gain on change in fair value of derivatives.

RESULTS OF OPERATIONS——SIX MONTHS ENDED JUNE 30, 2010 AND 2009:

	Net Sales				Cost of sales		
	2010	2009	Change		2010	2009	Change
Henglong	$ 102,388,944	$ 64,523,027	$ 37,865,917	58.7%	$ 77,091,237	$ 46,310,218	$ 30,781,019
Jiulong	46,131,858	25,457,351	20,674,507	81.2	39,673,450	21,995,471	17,677,979
Shenyang	19,258,761	14,665,511	4,593,250	31.3	16,737,996	12,104,790	4,633,206
Zhejiang	12,730,307	11,725,680	1,004,627	8.6	9,209,301	8,904,203	305,098
Wuhu	13,918,839	11,156,768	2,762,071	24.8	13,169,497	10,831,929	2,337,568
Other Sectors	16,382,607	354,946	16,027,661	4515.5	13,366,166	462,671	12,903,495
Other *	(41,497,489)	(20,701,558)	(20,795,931)	100.5	(42,279,097)	(20,636,830)	(21,642,267)
Total	$ 169,313,827	$ 107,181,725	$ 62,132,102	58.0%	$ 126,968,550	$ 79,972,452	$ 46,996,098

* Including $7,732,086 of income and $5,994,207 of cost for Chrysler sales in 2010.
** Other includes activity not allocated to the product sectors and elimination of inter-sector transactions.

NET SALES

Net sales were $169,313,827 for the six months ended June 30, 2010, compared with $107,181,725 for the six months ended June 30, 2009, an increase of $62,132,102, or 58.0%, mainly due to the increases in the income of Chinese residents and significant government investment leading to an increase in the sales of passenger vehicles and commercial vehicles, and the resultant increase in the Company's sales of steering gear and pumps; the Company has

raised the technological contents in, and production efficiency of, its products as a result of technological improvement to its production lines, allowing the Company to reduce costs and, correspondingly, its sales prices which led to increased sales volumes.

Net sales for Henglong was $102,388,944 for the six months ended June 30, 2010, compared with $64,523,027 for the six months ended June 30, 2009, representing an increase of $37,865,917, or 58.7%. The net sales increase was mainly due to increased production volumes with a sales increase of $44,608,070, decreased sales price with a sales decrease of $7,008,441, and the effect of foreign currency translation with a sales increase of $266,288.

Net sales for Jiulong was $46,131,858 for the six months ended June 30, 2010, compared with $25,457,351 for the six months ended June 30, 2009, representing an increase of $20,674,507, or 81.2%. The net sales increase was mainly due to increased production volumes with a sales increase of $18,219,516, increased sales price with a sales increase of $2,347,508, and the effect of foreign currency translation with a sales increase of $107,483.

Net sales for Shenyang was $19,258,761 for the six months ended June 30, 2010, compared with $14,665,511 for the six months ended June 30, 2009, representing an increase of $4,593,250, or 31.3%. The net sales increase was mainly due to increased production volumes with a sales increase of $5,932,526, decreased sales price with a sales decrease of $1,395,823, and the effect of foreign currency translation with a sales increase of $56,547.

Net sales for Zhejiang was $12,730,307 for the six months ended June 30, 2010, compared with $11,725,680 for the six months ended June 30, 2009, representing an increase of $1,004,627, or 8.6%. The net sales increase was mainly due to increased production volumes with a sales increase of $1,511,756 and decreased sales price with a sales decrease of $552,254 and the effect of foreign currency translation with a sales increase of $45,125.

Net sales for Wuhu was $13,918,839 for the six months ended June 30, 2010, compared with $11,156,768 for the six months ended June 30, 2009, representing an increase of $2,762,071, or 24.8%. The net sales increase was mainly due to increased production volumes with a sales increase of $2,661,659 and increased sales price with a sales increase of $55,412 and the effect of foreign currency translation with a sales increase of $45,000.

Net sales for Other Sectors was $16,382,607 for the six months ended June 30, 2010, compared with $354,946 for the six months ended June 30, 2009, representing an increase of $16,027,661 or 4,515.5%. The net sales increased mainly due to the development of new market.

COST OF SALES

For the six months ended June 30, 2010, the cost of sales was $126,968,550, compared with $79,972,452 for the same period of 2009, an increase of $46,996,098, or 58.8%, mainly due to the increase of sales.

Cost of sales for Henglong was $77,091,237 for the six months ended June 30, 2010, compared with $46,310,218 for the six months ended June 30, 2009, representing an increase of $30,781,019, or 66.5%. The cost of sales increase was mainly due to increased sale volumes with a cost of sales increase of $34,162,442, decreased unit price with a cost of sales decrease of $3,572,945, and the effect of foreign currency translation with a cost increase of $191,522.

Cost of sales for Jiulong was $39,673,450 for the six months ended June 30, 2010, compared with $21,995,471 for the six months ended June 30, 2009, representing an increase of $17,667,979, or 80.4%. The cost of sales increase was mainly due to increased sales volumes with a cost of sales increase of $15,657,112, increased unit price with a cost of sales increase of $1,928,259, and the effect of foreign currency translation with a cost increase of $92,608.

Cost of sales for Shenyang was $16,737,996 for the six months ended June 30, 2010, compared with $12,104,790 for the six months ended June 30, 2009, representing an increase of $4,633,206, or 38.3%. The cost of sales increase was mainly due to increased sales volumes with a cost of sales increase of $4,950,559, decreased unit price with a cost of sales decrease of $363,702, and the effect of foreign currency translation with a cost increase of $46,349.

Cost of sales for Zhejiang was $9,209,301 for the six months ended June 30, 2010, compared with $8,904,203 for the six months ended June 30, 2009, representing an increase of $305,098, or 3.4%. The cost of sales increase was mainly due to increased sales volumes with a cost of sales increase of $1,154,968, decreased unit price with a cost of sales decrease of $883,502, and the effect of foreign currency translation with a cost increase of $33,632.

Cost of sales for Wuhu was $13,169,497 for the six months ended June 30, 2010, compared with $10,831,929 for the six months ended June 30, 2009, representing an increase of $2,337,568, or 21.6%. The cost of sales increase was mainly due to increased sales volumes with a cost of sales increase of $2,668,245, decreased unit price with a cost of sales decrease of $373,770, and the effect of foreign currency translation with a cost increase of $43,093.

Cost of sales for Other Sectors was $13,366,166 for the six months ended June 30, 2010, compared with $462,671 for the six months ended June 30, 2009, representing an increase of $12,903,495, or 2,788.9%. The cost of sales increase was mainly due to increased of sales.

Gross margin was 25.0% for the six months ended June 30, 2010, a 0.4 percentage point decrease from 25.4% for the same period of 2009, primarily due to sales price reductions in excess of declines in unit cost. For the six months ended June 30, 2010, the Company classified product warranty expenses as selling cost, which were classified as selling expenses in previous periods. As a result, the Company reclassified product warranty expenses for the same period of 2009 as selling cost to achieve consistency with the presentation of the current period. Effects of the reclassification are set forth in the table below.

	Six Months Ended June 30,	
	2010	2009
Before reclassification:		
Net sales	169,313,827	107,181,725
Cost of goods sold before reclassification	121,202,616	76,482,162
Gross profit before reclassification	48,111,211	30,699,563
Gross margin before reclassification	28.4%	28.6%
After reclassification :		
Net sales	169,313,827	107,181,725
Cost of goods sold after reclassification	126,968,550	79,972,452
Gross profit after reclassification	42,345,277	27,209,273
Gross margin after reclassification	25.0%	25.4%
Selling expenses before reclassification	10,536,862	6,175,467
Minus: Warranty expenses	5,765,934	3,490,290
Selling expenses after reclassification	4,770,928	2,685,177

GAIN ON OTHER SALES

Gain on other sales consists of net amount retained from sales of materials and other assets. For the six months ended June 30, 2010, gain on other sales was $1,133,609, compared with $239,626 for the same period of 2009, an increase of $893,983, or 373.1%, mainly due to increased sales of materials.

SELLING EXPENSES

Selling expenses were $4,770,928 for the six months ended June 30, 2010, compared with $2,685,177 for the same period of 2009, an increase of $2,085,751, or 77.7%. The increase was primarily due to salaries and wages expenses, and transportation expenses.

The salaries of salesmen were indexed with their selling performance. During the six months ended June 30, 2010, sales revenue increased 58.0% compared with the same period of 2009, correspondingly increasing the salaries of salesmen.

The increase in transportation expense was due to increased sales and a rise in the price of oil, which led to increases in domestic transportation prices.

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses were $5,451,205 for the six months ended June 30, 2010, compared with $4,048,032 for the same period of 2009, an increase of $1,403,173, or 34.7%. The increase was primarily due to salaries and wages expenses, labor insurance expenses, and provision for bad debts.

The increase in salaries and wages was due to increased staff and performance bonuses resulting from enlarged business size and improved earnings.

The Company’s labor insurance expenses were pension, medicare, injury insurance, unemployment insurance, and housing fund expenses. The increase in labor insurance expenses for the six months ended June 30, 2010 was a result of an increase in the number of employees.

The Company recorded provision for bad debts based on aging of accounts receivable. The increase in provision for bad debts in 2010 was mainly due to decreased credit lines of banks in the PRC, which impacted most domestic automobile manufacturers financially, and correspondingly, the Company’s receivables in excess of credit terms have increased.

RESEARCH AND DEVELOPMENT EXPENSES

Research and development expenses were $3,043,163 for the six months ended June 30, 2010, compared with $884,148 for the six months ended June 30, 2009, an increase of $2,159,015, or 244.2%.

The global automotive parts industry is highly competitive; winning and maintaining new business requires suppliers to rapidly produce advanced products on a cost-competitive basis. In order to maintain its competitiveness, the Company needs to invest more in R & D expenses.

DEPRECIATION AND AMORTIZATION EXPENSE

For the six months ended June 30, 2010, depreciation and amortization expenses excluded from that recorded under cost of sales were $610,145, compared with $1,078,754 for the same period of 2009, a decrease of $468,609, or 43.4%, as a result of certain fixed assets of the Company having been fully depreciated.

INCOME FROM OPERATIONS

Income from operations was $29,603,445 for the six months ended June 30, 2010, compared with $18,752,788 for the six months ended June 30, 2009, an increase of $10,850,657, or 57.9%, as a result of an increase of $15,136,004, or 55.6%, in gross profit, an increase of $893,983, or 373.1%, in gain on other sales, and an increase of $5,179,330, or 59.6%, in operating expenses.

FINANCIAL EXPENSES

Financial expenses were $1,348,904 for the six months ended June 30, 2010, compared with $6,370,644 for the six months ended June 30, 2009, a decrease of $5,021,740, primarily as a result of the Company's WAP Default in March 2009, and the Convertible Note holders required Make Whole redemption by the Company, thus the Company amortized $3,900,000 of remaining discount of Convertible Notes and accrued $1,100,000 of penalty interest (excluding YA exemption amount) (see note 13).

GAIN (LOSS) ON CHANGE IN FAIR VALUE OF DERIVATIVE

Gain on change in fair value of derivative was $5,434,753 for the six months ended June 30, 2010, compared with $2,369,179 for the same period of 2009 (including $1,977 in gain on the change in the fair value of warrants), an increase of $3,065,574.

For the three months ended March 31, 2010, increase in the loss on change in fair value of derivatives was mainly due to an increase in the intrinsic value of the embedded conversion feature in its financial instruments, as the Company's common stock market price rose to $23.10 (March 31, 2010) from $18.71 at the beginning of the year, and the Company was required to bifurcate the embedded conversion feature in Convertible Notes payable upon adopting ASC 815-40 on January 1, 2009.

For the six months ended June 30, 2009, increase in gain on change in fair value of derivatives was mainly due to a decrease in the intrinsic value of the embedded conversion feature in Convertible Notes payable, as the Company's common stock market price dropped to $17.60 (June 30, 2010) from $18.71 at the beginning of the year, and the Company was required to bifurcate the embedded conversion feature in Convertible Notes payable upon adoption of ASC 815-40 on January 1, 2009.

For the six months ended June 30, 2009, increase of gain on change in fair value of derivatives was mainly due to the Company's WAP Default, the Convertible Note holder require to Make Whole redemption, the intrinsic value of embedded conversion feature in Convertible Notes payable was $0. (see note 13)

INCOME BEFORE INCOME TAXES

Income before income taxes was $33,955,673 for the six months ended June 30, 2010, compared with $14,751,323 for the six months ended June 30, 2009, an increase of $19,204,350, or 130.2%, including an increase in income from operations of $10,850,657, an increase in other income of $266,379, a decrease in financial expenses of $5,021,740, and an increase in gain on change in fair value of derivative of $3,065,574.

INCOME TAXES

Income tax expense was $4,576,814 for the six months ended June 30, 2010, compared with $2,924,288 of income tax expense for the six months ended June 30, 2009, an increase of $1,652,526, mainly because of: (1) an increase in income before income tax in the PRC market that was not offset by losses before income tax in the U.S. market and the Company made a provision for deferred income tax assets in the U.S. (see Note 10), and (2) while there was a loss before income tax in the U.S. mainly due to a change in the fair value of convertible notes; the Company cannot recognize such loss as a deferred income tax asset or a tax benefit as if it was a permanent change.

NET INCOME

Net income was $29,378,859 for the six months ended June 30, 2010, compared with $11,827,035 for the six months ended June 30, 2009, an increase of $17,551,824 or 148.4%, including an increase in income before income taxes of $19,204,350, or 130.2%, and an increase in income tax expenses of $1,652,526, or 56.5%.

NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTEREST

Net income attributable to noncontrolling interest was $5,877,705 for the six months ended June 30, 2010, compared with $4,037,348 for the six months ended June 30, 2009, an increase of $1,840,357, or 45.6%.

The Company owns different equity interest in nine Sino-foreign joint ventures, through which it conducts its operations. All the operating results of these nine Sino-foreign joint ventures were consolidated in the Company's financial statements as of June 30, 2010 and 2009. The Company records the non-controlling interest's share in the earnings of the respective Sino-foreign joint ventures for each period.

In 2010, non-controlling interest increased significantly compared with 2009, primarily due to the increase in Sino-foreign joint ventures' net income.

NET INCOME ATTRIBUTABLE TO PARENT COMPANY

Net income attributable to parent company was $23,501,154 for the six months ended June 30, 2010, compared with a net income of $7,789,687 for the six months ended June 30, 2009, an increase of $15,711,467, or 201.7%, mainly due to the increase in the Company's operation profit and the increase in gain on change in fair value of derivative.

LIQUIDITY AND CAPITAL RESOURCES

Capital resources and use of cash

The Company has historically financed its liquidity requirements from a variety of sources, including short-term borrowings under bank credit agreements, bankers' acceptance, issuances of capital stock and notes and internally generated cash. As of June 30, 2010, the Company had cash and cash equivalents of $45,246,219, compared with $39,555,309 as of June 30, 2009, an increase of $5,690,910, or 14.4%.

The Company had working capital of $34,841,969 as of June 30, 2010, compared with $12,486,023 as of December 31, 2009, an increase of $22,355,946, or 179.0%.

Capital source:

The Company's capital source is multifaceted, such as obtaining bank loans and banker's acceptance bill facilities. In financing activities and operating activities, the Company's banks require the Company to sign a line of credit agreement and repay such facilities within one year. On the condition that the Company can provide adequate mortgage security and has not violated the terms of the line of credit agreement, such one year facilities can be extended for another year.

The Company had bank loans maturing in less than one year of $8,835,353 and bankers' acceptances of $44,729,309 as of June 30, 2010.

The Company currently expects to be able to obtain similar bank loans and bankers' acceptance bills in the future if it can provide adequate mortgage security following the termination of the above mentioned agreements (See the table in section (a) Bank loan). If the Company is not able to do so, it will have to refinance such debt as it becomes due or repay that debt to the extent it has cash available from operations or from the proceeds of additional issuances of capital stock. Owing to depreciation, the value of the mortgages securing the above-mentioned bank loans and banker's acceptance bills will be devalued by approximately $7,552,179. If the Company wishes to obtain the same amount of bank loans and banker's acceptance bills, it will have to provide $7,552,179 additional mortgages as of the maturity date of such agreements (See the table in section (a) Bank loan). The Company still can obtain a reduced line of credit with a reduction of $3,643,419, which is 48.2% (the mortgage rates) of $7,552,179, if it cannot provide additional mortgages. The Company expects that the reduction of bank loans will not have a material adverse effect on its liquidity.

On February 15, 2008, the Company issued $35,000,000 of convertible notes to Lehman Brothers Commercial Corporation Asia Limited, LBCCA, and YA Global Investments, L.P., YA Global, maturing in 5 years. According to the terms of the Senior Convertible Notes (as described in Note 13), convertible notes may be required to be repaid in cash on or prior to their maturity. For example, Convertible Note holders are entitled to require the Company redeem all or any portion of the Convertible Notes in cash, if the Weighted Average Price (WAP) for twenty (20) consecutive trading days is less than $3.187 at any time following February 15, 2009, the "WAP Default", by delivering written redemption notice to the Company within five (5) business days after the receipt of the Company's notice of the WAP Default.

As a result of the worldwide financial turmoil in 2008 and the first half of 2009, the Company's stock's WAP for twenty (20) consecutive trading days ended on March 16, 2009 was below $3.187. On March 17, 2009, the Company delivered two WAP Default notices to the Convertible Note holders. On March 27, 2009, the Company received a letter dated March 26, 2009 via fax from YA Global, one of the Convertible Note holders, electing to require the Company to redeem all the three Convertible Notes it held in the total principal amount of $5,000,000, together with

interest, late charges, if any, and the Other Make Whole Amount as defined in Section 5(d) of the Convertible Notes. After negotiation, on April 15, 2009, the Company paid YA Global $5,041,667 for the total principal amount ($5,000,000), together with interest and late charges, if any. YA Global has waived its entitlement to the Other Make Whole Amount.

Following the WAP Default notices, the Company received a letter from the provisional liquidator acting on behalf of LBCCA, the "LBCCA Liquidator", requesting that it be granted an extension until April 24, 2009 to consider its rights under the Convertible Notes. The Company has granted an extension to April 15, 2009. The LBCCA Liquidator further requested another extension to April 24, 2009. On April 24, 2009, LBCCA's lawyers sent three Holder Redemption Notices via fax electing to redeem the entire outstanding principal of $30,000,000, together with interest, late charges, if any, and the Other Make Whole Amount, to be paid on July 23, 2009. The Company has discussed settlement with the LBCCA Liquidator, and on or about July 22, 2009, the Company and the LBCCA Liquidator agreed to extend the applicable holder mandatory redemption date for two months to September 23, 2009 to give more time to the Company and the LBCCA Liquidator to pursue settlement discussion. The Company received a letter dated September 22, 2009 from the LBCCA Liquidator stating that upon the Company's acceptance of the revocation, all holder redemption notices dated April 24, 2009 shall be immediately revoked as if they were never issued, and the letter and the revocation did not purport to amend, restate or supplement any other terms and conditions under the three Notes and Securities Purchase Agreement dated 1 February 2008 between the Company and the LBCCA Liquidator. The Company accepted such revocation on September 23, 2009.

The Company's ability to redeem the Convertible Notes and meet its payment obligations depends on its cash position and its ability to refinance or generate significant cash flow, which is subject to general economic, financial and competition factors and other factors beyond the Company's control. The Company cannot assure you that it has sufficient funds available or will be able to obtain sufficient funds to meet its payment obligations under the Convertible Notes, and the Company's redemption of the Convertible Notes would result in an adverse effect on its liquidity and capital resources, business, results of operations or financial condition.

(a) Bank loans

As of June 30, 2010, the principal outstanding under the Company's credit facilities and lines of credit was as follows:

	Bank	Due Date	Amount available	Amount Borrowed
Comprehensive credit facilities	Bank of China	Oct -10	$ 7,510,050	$ 2,208,838
Comprehensive credit facilities	China Construction Bank	Oct-10	8,835,353	4,315,083
Comprehensive credit facilities	Shanghai Pudong Development Bank	Oct-10	6,626,515	5,141,292
Comprehensive credit facilities	Jingzhou Commercial Bank	Oct-10	11,690,350	11,690,350
Comprehensive credit facilities	Industrial and Commercial Bank of China	Sep-10	11,780,471	2,529,995
Comprehensive credit facilities	Bank of Communications Co., Ltd	Sep-10	3,357,434	1,892,238
Comprehensive credit facilities	China Merchants Bank	Sep -10	2,945,118	357,832
Comprehensive credit facilities	China CITIC Bank	Jul -10	19,585,033	18,048,716
Comprehensive credit facilities	China Hua Xia Bank	Oct-10	7,362,794	5,770,958
Comprehensive credit facilities	China Everbright Bank	Mar-11	2,945,118	995,450
Comprehensive credit facilities	Guangdong Development Bank	Oct-10	613,910	613,910

Total	$	83,252,146	$	53,564,662

The Company may request banks to issue notes payable or bank loans within its credit line using a 364-day revolving line.

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The Company refinanced its short-term debt during early 2010 at annual interest rates of 5.31%, and maturity terms of nine to twelve months. Pursuant to the refinancing arrangement, the Company pledged $39,173,644 of equipment, land use rights and buildings as security for its comprehensive credit facility with the Bank of China; pledged $13,584,444 of land use rights and buildings as security for its comprehensive credit facility with Shanghai Pudong Development Bank; pledged $13,404,998 of land use rights and equipment as security for its revolving comprehensive credit facility with Jingzhou Commercial Bank; pledged $11,492,572 of accounts receivable, land use rights and buildings as security for its comprehensive credit facility with Industrial and Commercial Bank of China; pledged $12,637,882 of accounts receivable, land use rights and buildings as security for its comprehensive credit facility with China Construction Bank; pledged $16,886,584 of land use rights, notes receivable and buildings as security for its comprehensive credit facility with China CITIC Bank; pledged $6,535,496 of land use rights and buildings as security for its comprehensive credit facility with Bank of Communications Co., Ltd,; and pledged $613,910 of notes receivable as security for its comprehensive credit facility with Guangdong Development Bank. The Company’s subsidiary, Henglong’s comprehensive credit facility with China Hua Xia Bank, was guaranteed by Jiulong, the Company’s other subsidiary. The Company’s subsidiary, Wuhu’s comprehensive credit facility with China Everbright Back, was guaranteed by Henglong, the Company’s other subsidiary. The Company’s subsidiary, Zhejiang’s comprehensive credit facility with China Merchants Bank, was guaranteed by Henglong, the Company’s other subsidiary.

(b) Financing from investors:

On February 15, 2008, the Company sold $30,000,000 and $5,000,000 convertible notes to Lehman Brothers Commercial Corporation Asia Limited, LBCCA, and YA Global Investments, L.P., YA Global, respectively, with a scheduled maturity date of February 15, 2013 and an initial conversion price for conversion into the Company’s common stock of $8.8527 per share.

On April 15, 2009, the Company paid YA Global $5,041,667 to redeem the total principal amount ($5,000,000), together with interest, and late charges. YA Global has waived its entitlement to the Other Make Whole Amount.
Cash Requirements:

The following table summarizes the Company’s expected cash outflows resulting from financial contracts and commitments. The Company has not included information on its recurring purchases of materials for use in its manufacturing operations. These amounts are generally consistent from year to year, closely reflecting the Company’s levels of production, and are not long-term in nature being less than three months.

	Payment Due Dates				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 Years
Short-term bank loan	$ 8,835,353	$ 8,835,353	$ -	$ -	$ -
Notes payable	44,729,309	44,729,309	-	-	-
Interests, including make-whole amount on convertible notes*	8,019,585	8,019,585			
Convertible notes payable	30,000,000	30,000,000	-	-	-
Other contractual purchase commitments, including information technology	18,016,095	14,348,674	3,667,421	-	-
Total	$ 109,600,342	$ 105,932,921	$ 3,667,421	$ -	$ -

* Interest, including make-whole amount on convertible note is computed based on the contractual rate as per the convertible note agreement.

Short-term bank loans:

The following table summarizes the contract information of short-term borrowings between the banks and the Company as of June 30, 2010:

Bank	Purpose	Borrowing Date	Borrowing Term (Year)	Annual Percentage Rate	Date of Interest Payment	Date of Payment	Amount Payable on Due Date
Bank of China	Working Capital	Nov 10, 09	1	5.31 %	Pay monthly	Nov 10, 10	$ 2,208,838
China CITIC Bank	Working Capital	May 26, 10	1	5.31 %	Pay monthly	May 26, 11	2,208,838
Industrial and Commercial Bank of China	Working Capital	May 14, 10	0.5	4.86 %	Pay monthly	Nov 14, 10	1,472,559
China Construction Bank	Working Capital	Jun 17, 10	1	5.31 %	Pay monthly	Jun 17, 11	2,945,118
Total							$ 8,835,353

The Company must use the loans for the purposes described in the table. If the Company fails, it will be charged a penalty interest at 100% of the specified loan rate. The Company has to pay interest at the interest rate described in the table on the 20th of each month. If the Company fails, it will be charged a compound interest at the specified rate. The Company has to repay the principal outstanding on the specified date in the table. If it fails, it will be charged a penalty interest at 50% of the specified loan rate. Management believes that the Company had complied with such financial covenants as of June 30, 2010, and will continue to comply with them.

The following table summarizes the contract information of issuing notes payable between the banks and the Company as of June 30, 2010:

Purpose	Term (Month)	Due Date	Amount Payable on Due Date
Working Capital	3-6	Jul - 10	$ 8,039,877
Working Capital	3-6	Aug- 10	1,421,019
Working Capital	3-6	Sep - 10	7,848,292
Working Capital	3-6	Oct - 10	8,732,274
Working Capital	3-6	Nov - 10	10,778,247
Working Capital	3-6	Dec - 10	7,909,600
Total			$ 44,729,309

The Company must use the loan for the purposes described in the table. If it fails, the banks will no longer issue the notes payable, and it may have an adverse effect on the Company's liquidity and capital resources. The Company has to deposit sufficient cash in the designated account of the bank on the due date of notes payable for payment to the suppliers. If the bank has advanced payment to the Company, it will be charged a penalty interest at 150% of the specified loan rate. Management believes that the Company had complied with such financial covenants as of June 30, 2010, and will continue to comply with them.

The Company had approximately $17,796,095 of capital commitments as of June 30, 2010, arising from equipment purchases for expanding production capacity. The Company intends to disperse $14,238,674 in the remaining six months of 2010 using its working capital. Management believes that it will not have a material adverse effect on the Company's liquidity.

Cash flows:

(a) Operating activities

Net cash generated from operations during the six months ended June 30, 2010 was $13,824,285, compared with $15,763,414 for the same period of 2009, a decrease of $1,939,129.

Similar to the same period of 2009, the increased cash outflows from operating activities were primarily due to increases in accounts and notes receivable and inventories.

At June 30, 2010, the Company's cash outflow caused by increase of accounts and notes receivable and increase of inventories were $5,000,000, $20,000,000, and 12,000,000 respectively, compared with December 31, 2009. Increase of accounts receivable was primarily due to sales increase during the six months ended June 30, 2010. The credit terms on sale of goods between customers and the Company generally range from 3 to 4 months, which resulted in increased accounts receivable as sales increased. Increase of notes receivable was mainly due to the Company having sufficient working capital, thus leading to a decrease of the discount of notes receivable during the period. Since the notes receivable were based on bank credit standing, they may turn into cash any time the Company elects. Therefore, the increase of notes receivable will not have a material adverse effect on the Company's future operating activities. Increase of inventories was primarily due to an increase of reserved raw materials and inventories as the increase of sales. These are a normal capital circulation and the Company believes that it will not have a material adverse effect on future cash flows.

(b) Investing activities

The Company expended net cash of $14,629,309 in investment activities during the six months ended June 30, 2010, compared with $6,259,142 during the same period of 2009, an increase of $8,370,167, mainly due to:

Similar to 2009, the Company invested cash for equipment purchases and building facility to expand production to meet market needs. Cash used for equipment purchases and building facility during the six months ended June 30, 2010 and 2009 were $14,134,717 and $6,341,035, respectively.

(c)Financing activities

During the six months ended June 30, 2010, the Company provided net cash of $2,309,980 from financing activities, as compared to expending net cash of $7,076,945 in financing activities for the same period of 2009, an increase of $9,386,925 as a result of the following factors:

The Company increased bank loans of $3,685,215 during the six months ended June 30, 2010, compared to the six months ended June 30, 2009 where the Company increased bank loans of $1,465,006.

During the six months ended June 30, 2010, the Company distributed dividend of $1,744,982 to minority shareholders, and distributed $3,768,668 in the same period of 2009.

The Company repaid YA Global $5,000,000 for its convertible notes upon its request during the six months ended June 30, 2009.

OFF-BALANCE SHEET ARRANGEMENTS

At June 30, 2010 and 2009, the Company did not have any transactions, obligations or relationships that could be considered off-balance sheet arrangements.

COMMITMENTS AND CONTINGENCIES

The following table summarizes the Company's contractual payment obligations and commitments as of June 30, 2010:

	Payment Obligations by Period					
	2010 (a)	2011	2012	2013	Thereafter	Total
Obligations for service agreements	$110,000	$110,000	$-	$-	$ -	$220,000
Interest and make-whole on Convertible Notes	2,107,085	5,912,500	-	-		8,019,585
Obligations for purchasing agreements	14,238,674	3,557,421	$-	$-	-	17,796,095
Total	$16,455,759	$9,579,921	$-	$-	$ -	$26,035,680

(a) Remaining 6 months in 2010.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4 CONTROLS AND PROCEDURES

(A) Disclosure Controls and Procedures

The Company's management, under the supervision and with the participation of its chief executive officer and chief financial officer, Messrs. Wu Qizhou and Li Jie, respectively, evaluated the effectiveness of the Company's disclosure controls and procedures as of June 30, 2010, the end of the period covered by this Report. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports, such as this Form 10-Q/A, that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. In connection with the restatement of our financial statement in this amended Quarterly Report on Form 10-Q/A described in the introductory Explanatory Note, management reevaluated the effectiveness of the Company's disclosure controls and procedures as of June 30, 2010. Based on that reevaluation, Messrs. Wu and Li concluded that the Company's disclosure controls and procedures were not effective as of June 30, 2010.

The Company's disclosure controls and procedures are designed to provide reasonable, not absolute, assurance that the objectives of its disclosure control system are met. Because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been

detected.

(B) Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the three-month period ended June 30, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II.— OTHER INFORMATION

ITEM 1 LEGAL PROCEEDINGS

The Company is not currently a party to any threatened or pending legal proceedings, other than incidental litigation arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

ITEM 1A RISK FACTORS

Any investment in the Company's securities involves a high degree of risk. You should carefully consider the risks described below, together with the information contained elsewhere in this prospectus, before you make a decision to invest in the Company. The Company's business, financial conditions and results of operations could be materially and adversely affected by many risk factors. Because of these risk factors, actual results might differ significantly from those projected in any forward-looking statements. Factors that might cause such differences include, among others, the following:

Risks Related to the Company's Business and Industry

Because the Company is a holding company with substantially all of its operations conducted through its subsidiaries, its performance will be affected by the performance of its subsidiaries.

The Company has no operations independent of those of Genesis and its subsidiaries, and its principal assets are its investments in Genesis and its subsidiaries. As a result, the Company is dependent upon the performance of Genesis and its subsidiaries and will be subject to the financial, business and other factors affecting Genesis as well as general economic and financial conditions. As substantially all of the Company's operations are and will be conducted through its subsidiaries, the Company will be dependent on the cash flow of its subsidiaries to meet its obligations.

Because virtually all of the Company's assets are and will be held by operating subsidiaries, the claims of its stockholders will be subordinate to all existing and future liabilities and obligations, and trade payables of such subsidiaries. In the event of the Company's bankruptcy, liquidation or reorganization, the Company's assets and those of its subsidiaries will be available to satisfy the claims of its stockholders only after all of its and its subsidiaries' liabilities and obligations have been paid in full.

The Senior Convertible Notes are the Company's unsecured obligations, but are not obligations of its subsidiaries. In addition, the Company's secured commercial debt is senior to the Senior Convertible Notes.

With the automobile parts markets being highly competitive and many of the Company's competitors having greater resources than it does, the Company may not be able to compete successfully.

The automobile parts industry is a highly competitive business. Criteria for the Company's customers include:

- Quality;
- Price/cost competitiveness;
- System and product performance;

- Reliability and timeliness of delivery;
- New product and technology development capability;
- Excellence and flexibility in operations;
- Degree of global and local presence;
- Effectiveness of customer service; and
- Overall management capability.

The Company's competitors include independent suppliers of parts, as well as suppliers formed by spin-offs from its customers, who are becoming more aggressive in selling parts to other vehicle manufacturers. Depending on the particular product, the number of the Company's competitors varies significantly. Many of its competitors have substantially greater revenues and financial resources than the Company does, as well as stronger brand names, consumer recognition, business relationships with vehicle manufacturers, and geographic presence than the Company has. The Company may not be able to compete favorably and increased competition may substantially harm its business, business prospects and results of operations.

Internationally, the Company faces different market dynamics and competition. The Company may not be as successful as its competitors in generating revenues in international markets due to the lack of recognition of its products or other factors. Developing product recognition overseas is expensive and time-consuming and the Company's international expansion efforts may be more costly and less profitable than it expects. If the Company is not successful in its target markets, its sales could decline, its margins could be negatively impacted and it could lose market share, any of which could materially harm the Company's business, results of operations and profitability.

The cyclical nature of automotive production and sales could result in a reduction in automotive sales, which could adversely affect the Company's business and results of operations.

The Company's business relies on automotive vehicle production and sales by its customers, which are highly cyclical and depend on general economic conditions and other factors, including consumer spending and preferences and the price and availability of gasoline. They also can be affected by labor relations issues, regulatory requirements, and other factors. In addition, in the last two years, the price of automobiles in China has generally declined. As a result, the volume of automotive production in China has fluctuated from year to year, which gives rise to fluctuations in the demand for the Company's products. Any significant economic decline that results in a reduction in automotive production and sales by the Company's customers would have a material adverse effect on its results of operations. Moreover, if the prices of automobiles do not remain low, then demand for automobile parts could fall and result in lower revenues and profitability.

Increasing costs for manufactured components and raw materials may adversely affect the Company's profitability.

The Company uses a broad range of manufactured components and raw materials in its products, including castings, electronic components, finished sub-components, molded plastic parts, fabricated metal, aluminum and steel, and resins. Because it may be difficult to pass increased prices for these items on to the Company's customers, a significant increase in the prices of its components and materials could materially increase the Company's operating costs and adversely affect its profit margins and profitability.

Pricing pressure by automobile manufacturers on their suppliers may adversely affect the Company’s business and results of operations.

Recently, pricing pressure from automobile manufacturers has been prevalent in the automotive parts industry in China. Virtually all vehicle manufacturers seek price reductions each year, including requiring suppliers to pay a “3-R Guarantees” service charge for repair, replacement and refund in an amount equal to one percent of the total amount of parts supplied. Although the Company has tried to reduce costs and resist price reductions, these reductions have impacted its sales and profit margins. If the Company cannot offset continued price reductions through improved operating efficiencies and reduced expenditures, price reductions will have a material adverse effect on the Company’s results of operations.

The Company’s business, revenues and profitability would be materially and adversely affected if the Company loses any of its large customers.

As of June 30, 2010, approximately 17.9% of sales were to Xi’an BYD Electric Car Co., Ltd,; and approximately 11.3% were to Chery Automobile Corporation Limited, the Company’s two largest customers.

The Company may be subject to product liability and warranty and recall claims, which may increase the costs of doing business and adversely affect its financial condition and liquidity.

The Company may be exposed to product liability and warranty claims if its products actually or allegedly fail to perform as expected or the use of its products results, or is alleged to result, in bodily injury and/or property damage. The Company started to pay some of its customers’ increased after-sales service expenses due to consumer rights protection policies of “recall” issued by the Chinese Government in 2004, such as the recalling flawed vehicles policy. Beginning in 2004, automobile manufacturers unilaterally required their suppliers to pay a “3-R Guarantees” service charge for repair, replacement and refund in an amount equal to one percent of the total amount of parts supplied. Accordingly, the Company has experienced and will continue to experience higher after sales service expenses. Product liability, warranty and recall costs may have a material adverse effect on the Company’s financial condition.

The Company is subject to environmental and safety regulations, which may increase its compliance costs and may adversely affect its results of operation.

The Company is subject to the requirements of environmental and occupational safety and health laws and regulations in China. It cannot provide assurance that it has been or will be at all times in full compliance with all of these requirements, or that it will not incur material costs or liabilities in connection with these requirements. Additionally, these regulations may change in a manner that could have a material adverse effect on the Company’s business, results of operations and financial condition. The capital requirements and other expenditures that may be necessary to comply with environmental requirements could increase and become a material expense of doing business.

Non-performance by the Company’s suppliers may adversely affect the Company’s operations by delaying delivery or causing delivery failures, which may negatively affect demand, sales and profitability.

The Company purchases various types of equipment, raw materials and manufactured component parts from its suppliers. The Company would be materially and adversely affected by the failure of its suppliers to perform as expected. The Company could experience delivery delays or failures caused by production issues or delivery of non-conforming products if its suppliers failed to perform, and it also faces these risks in the event any of its suppliers becomes insolvent or bankrupt.

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The Company’s business and growth may suffer if it fails to attract and retain key personnel.

The Company’s ability to operate its business and implement its strategies effectively depends on the efforts of its executive officers and other key employees. The Company depends on the continued contributions of its senior management and other key personnel. The Company’s future success also depends on its ability to identify, attract and retain highly skilled technical staff, particularly engineers and other employees with electronics expertise, and managerial, finance and marketing personnel. The Company does not maintain a key person life insurance policy on Mr. Hanlin Chen or Mr. Qizhou Wu. The loss of the services of any of its key employees or the failure to attract or retain other qualified personnel could substantially harm the Company’s business.

The Company’s management controls approximately 75.0 % of its outstanding common stock and may have conflicts of interest with its minority stockholders.

Members of the Company’s management beneficially own approximately 75.0% of the outstanding shares of its common stock. As a result, these majority stockholders have control over decisions to enter into any corporate transaction and have the ability to prevent any transaction that requires the approval of stockholders, which could result in the approval of transactions that might not maximize stockholders’ value. Additionally, these stockholders control the election of members of the Company’s board, have the ability to appoint new members to its management team and control the outcome of matters submitted to a vote of the holders of its common stock. The interests of these majority stockholders may at times conflict with the interests of the Company’s other stockholders. The Company regularly engages in transactions with entities controlled by one of more of its officers and directors.

Covenants contained in the Securities Purchase Agreement and the Senior Convertible Notes may restrict the Company’s operating flexibility.

Failure to achieve and maintain effective internal control over financial reporting could have a material adverse effect on the Company’s business, results of operations and the trading price of its shares.

The Company is subject to reporting obligations under the U.S. securities laws. The Securities and Exchange Commission, the “SEC,” as required by Section 404 of the Sarbanes-Oxley Act of 2002, has adopted rules requiring public companies to include a report of management in its annual report that contains an assessment by management of the effectiveness of such company’s internal control over financial reporting. The Company’s management has conducted an evaluation of the effectiveness of its internal control over financial reporting and concluded that the Company’s internal control over financial reporting was not effective as of December 31, 2009 and material weaknesses were noted due to: 1) not having sufficient personnel with appropriate levels of accounting knowledge and experience to address complex U.S. GAAP accounting issues, and to prepare and review financial statements and related disclosures under U.S. GAAP; and 2) not having formalized closing procedures and adequate period-end review procedures to ensure a) proper preparation of the period-end financial statement closing entries and b) consistency of application of accounting policies and completeness and accuracy of the financial statement disclosures. If the Company fails to maintain the effectiveness or fails to remediate the deficiencies of its internal control over financial reporting, the Company may not be able to conclude on an ongoing basis that it has effective internal control over financial reporting in accordance with the Sarbanes-Oxley Act.

Effective internal controls are necessary for the Company to produce reliable financial reports. For the deficiencies identified in this fiscal year, the Company’s management team is evaluating remediation measures that can be undertaken to address these material weaknesses and will continue such evaluation so that it may institute a comprehensive remediation plan in order to maintain effective internal control over financial reporting. Any failure to achieve and maintain effective internal control over financial reporting could result in the loss of investor confidence in the reliability of the Company’s financial statements, which in turn could negatively impact the trading price of the

Company's shares. Furthermore, the Company may need to incur additional costs and use additional management and other resources in an effort to comply with Section 404 of the Sarbanes-Oxley Act and other requirements going forward.

There is a limited public float of the Company's common stock, which can result in its stock price being volatile and prevent the realization of a profit on resale of the Company's common stock or derivative securities.

There is a limited public float of the Company's common stock. Of the Company's outstanding common stock, approximately 25.0% is considered part of the public float. The term "public float" refers to shares freely and actively tradable on the NASDAQ GlobalMarket and not owned by officers, directors or affiliates, as such term is defined under the Securities Act. As a result of the limited public float and the limited trading volume on some days, the market price of the Company's common stock can be volatile, and relatively small changes in the demand for or supply of the Company's common stock can have a disproportionate effect on the market price for its common stock. This stock price volatility could prevent a securityholder seeking to sell the Company's common stock or derivative securities from being able to sell them at or above the price at which the stock or derivative securities were bought, or at a price which a fully liquid market would report.

Provisions in the Company's certificate of incorporation and bylaws and the General Corporation Law of Delaware may discourage a takeover attempt.

Provisions in the Company's certificate of incorporation and bylaws and the General Corporation Law of Delaware, the state in which it is organized, could make it difficult for a third party to acquire the Company, even if doing so might be beneficial to its stockholders. Provisions of the Company's certificate of incorporation and bylaws impose various procedural and other requirements, which could make it difficult for stockholders to effect certain corporate actions and possibly prevent transactions that would maximize stockholders' value.

The Company does not pay cash dividends on its common stock.

The Company has never paid common stock cash dividends and does not anticipate doing so in the foreseeable future. In addition, the Securities Purchase Agreement prohibits the Company from paying cash dividends on common stock without the approval of the holders of the Senior Convertible Notes.

Risks Related to Doing Business in China and Other Countries Besides the United States

Because the Company's operations are all located outside of the United States and are subject to Chinese laws, any change of Chinese laws may adversely affect its business.

All of the Company's operations are outside the United States and in China, which exposes the Company to risks, such as exchange controls and currency restrictions, currency fluctuations and devaluations, changes in local economic conditions, changes in Chinese laws and regulations, exposure to possible expropriation or other Chinese government actions, and unsettled political conditions. These factors may have a material adverse effect on the Company's operations or on its business, results of operations and financial condition.

The Company's international expansion plans subject it to risks inherent in doing business internationally.

The Company's long-term business strategy relies on the expansion of its international sales outside China by targeting markets, such as the United States. Risks affecting the Company's international expansion include challenges caused by distance, language and cultural differences, conflicting and changing laws and regulations, foreign laws, international import and export legislation, trading and investment policies, foreign currency fluctuations, the burdens of complying with a wide variety of laws and regulations, protectionist laws and business practices that favor local businesses in some countries, foreign tax consequences, higher costs associated with doing business internationally, restrictions on the export or import of technology, difficulties in staffing and managing international operations, trade and tariff restrictions, and variations in tariffs, quotas, taxes and other market barriers. These risks could harm the Company's international expansion efforts, which could in turn materially and adversely affect its business, operating results and financial condition.

The Company faces risks associated with currency exchange rate fluctuations; any adverse fluctuation may adversely affect its operating margins.

Although the Company is incorporated in the United States (Delaware), the majority of the Company's current revenues are in Chinese currency. Conducting business in currencies other than US dollars subjects us to fluctuations in currency exchange rates that could have a negative impact on the Company's reported operating results. Fluctuations in the value of the US dollar relative to other currencies impact the Company's revenues, cost of revenues and operating margins and result in foreign currency translation gains and losses. Historically, the Company has not engaged in exchange rate hedging activities. Although the Company may implement hedging strategies to mitigate this risk, these strategies may not eliminate its exposure to foreign exchange rate fluctuations and involve costs and risks of their own, such as ongoing management time and expertise requirements, external costs to implement the strategy and potential accounting implications.

If relations between the United States and China worsen, the Company's stock price may decrease and the Company may have difficulty accessing the U.S. capital markets.

At various times during recent years, the United States and China have had disagreements over political and economic issues. Controversies may arise in the future between these two countries. Any political or trade controversies between the United States and China could adversely affect the market price of the Company's common stock and its ability to access US capital markets.

The Chinese Government could change its policies toward private enterprise, which could adversely affect the Company's business.

The Company's business is subject to political and economic uncertainties in China and may be adversely affected by China's political, economic and social developments. Over the past several years, the Chinese Government has pursued economic reform policies including the encouragement of private economic activity and greater economic decentralization. The Chinese Government may not continue to pursue these policies or may alter them to the Company's detriment from time to time. Changes in policies, laws and regulations, or in their interpretation or the imposition of confiscatory taxation, restrictions on currency conversion, restrictions or prohibitions on dividend payments to stockholders, devaluations of currency or the nationalization or other expropriation of private enterprises could have a material adverse effect on the Company's business. Nationalization or expropriation could result in the total loss of the Company's investment in China.

The economic, political and social conditions in China could affect the Company's business.

All of the Company's business, assets and operations are located in China. The economy of China differs from the economies of most developed countries in many respects, including government involvement, level of development, growth rate, control of foreign exchange, and allocation of resources. The economy of China has been transitioning from a planned economy to a more market-oriented economy. Although the Chinese Government has implemented measures recently emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets and the establishment of sound corporate governance in business enterprises, a substantial portion of productive assets in China is still owned by the Chinese Government. In addition, the Chinese Government continues to play a significant role in regulating industry by imposing industrial policies. It also exercises significant control over China's economic growth through the allocation of resources, controlling payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies. Therefore, the Chinese Government's involvement in the economy could adversely affect the Company's business operations, results of operations and/or financial condition.

The Chinese Government's macroeconomic policies could have a negative effect on the Company's business and results of operations.

The Chinese Government has implemented various measures from time to time to control the rate of economic growth. Some of these measures benefit the overall economy of China, but may have a negative effect on us.

Government control of currency conversion and future movements in exchange rates may adversely affect the Company's operations and financial results.

The Company receives substantially all of its revenues in Renminbi, the currency of China. A portion of such revenues will be converted into other currencies to meet the Company's foreign currency obligations. Foreign exchange transactions under the Company's capital account, including principal payments in respect of foreign currency-denominated obligations, continue to be subject to significant foreign exchange controls and require the approval of the State Administration of Foreign Exchange in China. These limitations could affect the Company's ability to obtain foreign exchange through debt or equity financing, or to obtain foreign exchange for capital expenditures.

The Chinese Government controls its foreign currency reserves through restrictions on imports and conversion of Renminbi into foreign currency. Although the exchange rate of the Renminbi to the US dollar has been stable since January 1, 1994, and the Chinese Government has stated its intention to maintain the stability of the value of Renminbi, there can be no assurance that exchange rates will remain stable. The Renminbi could devalue against the US dollar. The Company's financial condition and results of operations may also be affected by changes in the value of certain currencies other than the Renminbi in which its earnings and obligations are denominated. In particular, a devaluation of the Renminbi is likely to increase the portion of the Company's cash flow required to satisfy its foreign currency-denominated obligations.

Because the Chinese legal system is not fully developed, the Company's and the securityholders' legal protections may be limited.

The Chinese legal system is based on written statutes and their interpretation by the Supreme People's Court. Although the Chinese government introduced new laws and regulations to modernize its business, securities and tax systems on January 1, 1994, China does not yet possess a comprehensive body of business law. Because Chinese laws and regulations are relatively new, interpretation, implementation and enforcement of these laws and regulations involve uncertainties and inconsistencies and it may be difficult to enforce contracts. In addition, as the Chinese legal system develops, changes in such laws and regulations, their interpretation or their enforcement may have a material adverse effect on the Company's business operations. Moreover, interpretative case law does not have the same precedential value in China as in the United States, so legal compliance in China may be more difficult or expensive.

It may be difficult to serve the Company with legal process or enforce judgments against the Company's management or the Company.

All of the Company's assets are located in China and three of its directors and officers are non-residents of the United States, and all or substantial portions of the assets of such non-residents are located outside the United States. As a result, it may not be possible to effect service of process within the United States upon such persons to originate an action in the United States. Moreover, there is uncertainty that the courts of China would enforce judgments of U.S. courts against the Company, its directors or officers based on the civil liability provisions of the securities laws of the United States or any state, or an original action brought in China based upon the securities laws of the United States or any state.

ITEM 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3 DEFAULTS UPON SENIOR SECURITIES

None

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ITEM 4 RESERVED

ITEM 5 OTHER INFORMATION

None

ITEM 6. EXHIBITS

INDEX TO EXHIBITS

Exhibit Number	Description
3.1(i)	Certificate of Incorporation (incorporated by reference from the filing on Form 10KSB File No. 000-33123.)
3.1(ii)	Bylaws (incorporated by reference from the Form 10KSB for the year ended December 31, 2002.)
10.1	Joint-venture Agreement, dated March 31, 2006, as amended on May 2, 2006, between Great Genesis Holdings Limited and Wuhu Chery Technology Co., Ltd. (incorporated by reference to the exhibit 10.8 to the Company's Form 10Q Quarterly Report on May 10, 2006)
10.2	Securities Purchase Agreement dated February 1, 2008 among us, Lehman Brothers Commercial Corporation Asia Limited, and YA Global Investments, L.P. (incorporated by reference to the Company's Form 10-K for the year ended December 31, 2007.)
10.3	Securities Purchase Agreement dated February 15, 2008 between us and the investors. (incorporated by reference to the Company's Form 10-K for the year ended December 31, 2007.)
10.4	Escrow Agreement dated February 15, 2008 among us, U.S. Bank National Association, Lehman Brothers Commercial Corporation Asia Limited, and YA Global Investments, L.P. (incorporated by reference to the Company's Form 10-K for the year ended December 31, 2007.)
10.5	Registration Rights Agreement dated February 15, 2008 among us, Lehman Brothers Commercial Corporation Asia Limited, and YA Global Investments, L.P. (incorporated by reference to the Company's Form 10-K for the year ended December 31, 2007.)
10.6	Senior Convertible Note dated February 15, 2008 in the original principal amount of $8,571,429 issued by us in favor of TFINN & CO. as nominee for Lehman Brothers Commercial Corporation Asia Limited. (incorporated by reference to the Company's Form 10-K for the year ended December 31, 2007.)
10.7	Senior Convertible Note dated February 15, 2008 in the original principal amount of $6,428,571 issued by us in favor of TFINN & CO. as nominee for Lehman Brothers Commercial Corporation Asia Limited. (incorporated by reference to the Company's Form 10-K for the year ended December 31, 2007.)
10.8	Senior Convertible Note dated February 15, 2008 in the original principal amount of $15,000,000 issued by us in favor of TFINN & CO. as nominee for Lehman Brothers Commercial Corporation Asia Limited. (incorporated by reference to the Company's Form 10-K for the year ended December 31, 2007.)

10.9	Closing Warrant to purchase 564,799 shares of common stock at $8.8527 per share, dated February 15, 2008, issued by us in favor of TFINN & CO. as nominee for Lehman Brothers Commercial Corporation Asia Limited. (incorporated by reference to the Company's Form 10-K for the year ended December 31, 2007.)
10.10	Escrow Warrant to purchase 564,799 shares of common stock at $8.8527 per share, dated February 15, 2008, issued by us in favor of TFINN & CO. as nominee for Lehman Brothers Commercial Corporation Asia Limited. (incorporated by reference to the Company's Form 10-K for the year ended December 31, 2007.)

31.1	Rule 13a-14(a) Certification*
31.2	Rule 13a-14(a) Certification*
32.1	Section 1350 Certification*
32.2	Section 1350 Certification*

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CHINA AUTOMOTIVE SYSTEMS, INC.
(Registrant)

Date: June 24, 2011 By: /s/ Qizhou Wu
Qizhou Wu
President and Chief Executive Officer

Date: June 24, 2011 By: /s/ Jie Li
Jie Li
Chief Financial Officer