

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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NEW DRAGON ASIA CORP

CIK: **1089590** | IRS No.: **650926223** | State of Incorporation: **FL** | Fiscal Year End: **1231**
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act 1934

Date of Report (date of earliest event reported): May 2, 2005

NEW DRAGON ASIA CORP.
(Exact name of registrant as specified in charter)

FLORIDA
(State Of Incorporation)

001-15046
(COMMISSION FILE NUMBER)

88-0404114
(IRS Employer
Identification No.)

Room 3605, 36/F News Building
2 Shen Nan Zhong Road
Shenzhen, PRC, 518027
(Address Of Principal Executive Offices) (Zip Code)

011-86-755-2595-1100
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, is Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition

On May 2, 2005, New Dragon Asia Corp. (the “Company”) issued a press release containing certain financial results for the first fiscal quarter ended March 25, 2005. A copy of the Company’s earnings press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. Such financial results are unaudited and are subject to adjustment.

The information in this Report, including the exhibit, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. It shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

Exhibit No. Description

99.1 Press release dated May 2, 2005 announcing New Dragon Asia Corp.’s results of operations for first quarter ended March 25, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEW DRAGON ASIA CORP.

By: /s/ Peter Mak _____

Name: Peter Mak

Title: Chief Financial Officer

Dated: May 2, 2005

EXHIBIT INDEX

Exhibit No. Description

99.1 Press release dated May 2, 2005 announcing New Dragon Asia Corp.'s results of operations for first quarter ended March 25, 2005.

NEW DRAGON ASIA CORP. REPORTS 2005 FISCAL FIRST QUARTER RESULTS

Monday May 2, 7:30 am ET

-- NET INCOME JUMPS 74 PERCENT --

SHENZHEN, China, May 1, 2005 (PRIMEZONE) -- New Dragon Asia Corp. (AMEX: NWD) today reported results for its fiscal first quarter ended March 25, 2005, with an increase in net sales, gross profit and net income.

Net income for the first fiscal quarter increased 74 percent to \$588,000, or \$0.01 per diluted share, from \$338,000, or \$0.01 per diluted share, a year earlier. Net sales for the same period increased 11.9 percent to \$8.3 million from \$7.4 million a year earlier. Income from operations for the quarter increased more than two and half fold to \$798,000 from \$283,000 in the same period last year.

"Results of the first fiscal quarter reflect the ongoing benefits of increased flour production capacity and a focus on leveraging the company's brand name and distribution strength, particularly in rural areas with large populations where New Dragon commands a leadership position and attractive product pricing," said Li Xia Wang, newly appointed chief executive officer.

Wang noted that results benefited from the company's successful relationship with PARKnSHOP, a leading chain with an expanding presence in Southern China, which selected New Dragon as the exclusive flour vendor last year.

She highlighted last week's announcement regarding the company's acquisition of a 10-year lease agreement of plant and machinery utilized for the production for soy bean-derived products from a state-owned enterprise in Shandong. "New Dragon's distribution network and vertically integrated production capabilities offer significant growth opportunities for the company. The expansion of soy bean-derived products is very complementary to our strengths in distribution and production and we look forward to other opportunities to accelerate New Dragon's growth in the quarters ahead," Wang added.

Gross profit for the fiscal first quarter increased by 11 percent to \$1.5 million from \$1.3 million a year ago. Gross profit as a percentage of sales for the same period was 18 percent compared with the equivalent percentage a year ago.

Wang noted that selling and distribution expenses for the quarter decreased primarily due to a change in the advertising mix. General and administrative expense also decreased primarily due to cost controls.

Wang emphasized that the company's balance sheet remains very strong. At March 25, 2005, the company had working capital of \$8.2 million compared with \$1.8 million at March 25, 2004.

New Dragon Asia will hold its annual meeting of shareholders at 11:00 a.m.

tomorrow, Tuesday, May 3, 2005, at the offices of Loeb & Loeb, 345 Park Avenue, New York, New York. The company also said a recently revised corporate information PowerPoint presentation is now available for viewing on its website, <http://www.NewDragonAsia.com>, as well as a recently published Standard & Poor's stock report.

About The Company

New Dragon Asia Corp. is engaged in the milling, sale and distribution of flour and related products, including instant noodles, to retail and commercial customers throughout China. The company markets its well-established product line through a network of more than 200 key distributors and 16 regional offices in 27 Chinese provinces with an aggregate production capacity of approximately 110,000 tons of flour and more than 1.1 billion packages of instant noodles.

This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current expectations or beliefs, including, but not limited to, statements concerning the company's operations and financial performance and condition. For this purpose, statements that are not statements of historical fact may be deemed to be forward-looking statements. The company cautions that these statements by their nature involve risks and uncertainties, and actual results may differ materially depending on a variety of important factors, including, among others, the impact of competitive products and pricing; changes in consumer preferences and tastes or perceptions of health-related issues; effectiveness of advertising or market-spending programs; changes in laws and regulations; fluctuations in costs of production, foreign exchange and interest rates; and other factors as those discussed in the Company's reports filed with the Securities and Exchange Commission from time to time.

DRAGON ASIA CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(THOUSANDS, EXCEPT PER SHARE DATA)
(UNAUDITED)

	FOR THE THREE MONTHS ENDED MARCH 25,	
	2005	2004
Net sales	\$ 8,282	\$ 7,398
Cost of goods sold	(6,790)	(6,065)
Gross profit	1,492	1,333

Selling and distribution expenses	(121)	(389)
General and administrative expenses	(573)	(661)
	-----	-----
Income from operations	798	283
Other income and expenses:		
Interest expense	0	(39)
Interest income	0	12
Other income	2	328
	-----	-----
Income before taxes	800	584
Provision for income taxes	(253)	(246)
	-----	-----
Income before minority interests	\$ 547	\$ 338
Minority interests	41	0
	-----	-----
Net income	\$ 588	\$ 338
	=====	=====
Basic and diluted earnings per common share	\$ 0.01	\$ 0.01
	=====	=====
Weighted average common shares outstanding	45,061	45,061
	=====	=====

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Contact:

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