



FIRST TRACTOR COMPANY LIMITED*

第一拖拉機股份有限公司

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

(Stock Code: 0038)

RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 28 July 2006

The Board is pleased to announce that four ordinary resolutions regarding the Assets Swap Agreement, the Diesel Repayment Agreement and the Fuel Jet Repayment Agreement were duly passed by the Independent Shareholders by way of poll at the EGM held on 28 July 2006.

Reference is made to the circular of First Tractor Company Limited (the "Company") dated 9 June 2006 (the "Circular") in relation to the Assets Swap Agreement, the Diesel Repayment Agreement and the Fuel Jet Repayment Agreement. Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that at the EGM held on 28 July 2006, poll voting was demanded by the Chairman of the EGM for voting on the proposed resolutions as set out in the notice of EGM dated 9 June 2006.

Luoyang Zhong Hua Certified Public Accountants, certified public accountants in the PRC, was appointed as the scrutineer for the vote-taking of the poll at the EGM. All the resolutions were duly passed by the Independent Shareholders as ordinary resolutions, and the poll results were as follows:

Ordinary Resolutions	Number of Votes (%)**	
	For	Against
(A) the Diesel Repayment Agreement (as defined in the Circular, a copy of which has been produced to the EGM marked "A" and signed by the chairman of the EGM for the purpose of identification) and the terms of and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed;	56,173,200 Shares 100%	0 Shares 0%
(B) the Fuel Jet Repayment Agreement (as defined in the Circular, a copy of which has been produced to the EGM marked "B" and signed by the chairman of the EGM for the purpose of identification) and the terms of and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed;	56,173,200 Shares 100%	0 Shares 0%
(C) the Assets Swap Agreement (as defined in the Circular, a copy of which has been produced to the EGM marked "C" and signed by the chairman of the EGM for the purpose of identification) and the terms of and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed;	56,173,200 Shares 100%	0 Shares 0%
(D) any one of the directors of the Company be authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds be hereby approved, ratified and confirmed, and be and are hereby authorised to do or authorise doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Assets Swap Agreement, Diesel Repayment Agreement and Fuel Jet Repayment Agreement, and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of any of the Diesel Repayment Agreement, the Fuel Jet Repayment Agreement and the Assets Swap Agreement as they may in their discretion consider to be desirable and in the interest of the Company.	56,173,200 Shares 100%	0 Shares 0%

** The percentage of voting is based on the total number of shares (the "Shares") of the Company held by the Independent Shareholders who attended and voted at the EGM in person or by proxy.

As at the date of the EGM, the total number of issued Shares was 785,000,000 Shares. The total number of Shares held by the Independent Shareholders who were entitled to attend and vote for or against the resolutions (A), (B), (C) and (D) at the EGM was 335,000,000 Shares and there are no Shares held by the Independent Shareholders who were entitled to attend and vote only against the resolutions (A), (B), (C) and (D) at the EGM. There is no restriction on the Independent Shareholders to cast vote on the resolutions (A), (B), (C) and (D) at the EGM.

In view of China Yituo's interest in the Assets Swap Agreement, the Diesel Repayment Agreement and the Fuel Jet Repayment Agreement, China Yituo together with its associates (as defined in the Listing Rules), holding 450,000,000 Shares were abstained from voting for the aforesaid resolutions (A), (B), (C) and (D) at the EGM.

By Order of the Board
First Tractor Company Limited
Zhang Guo Long
Company Secretary

Luoyang, Henan Province, the PRC, 28 July 2006

As at the date of this announcement, the Board comprises ten executive Directors: Mr. Liu Dagong (Chairman), Mr. Liu Wenying, Mr. Zhao Yanshui, Mr. Yan Linjiao, Mr. Li Tengjiao, Mr. Shao Haichen, Mr. Zhang Jing, Mr. Li Youji, Mr. Liu Shuangcheng and Mr. Zhao Fei, and four independent non-executive Directors: Mr. Lu Zhongmin, Mr. Chen Zhi, Mr. Chan Sau Shan, Gary and Mr. Luo Xiwen.

* For identification purpose only