



# 第一拖拉机股份有限公司 FIRST TRACTOR COMPANY LIMITED\*

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

(Stock Code: 0038)

## RESULTS OF THE 2006 ANNUAL GENERAL MEETING HELD ON 15 JUNE 2007

The Board is pleased to announce that all the resolutions were duly passed by way of poll at the AGM held on 15 June 2007.

The board (the "Board") of directors (the "Directors") of First Tractor Company Limited (the "Company") is pleased to announce that at the 2006 annual general meeting ("AGM") of the Company held on 15 June 2007, poll voting was demanded by the chairman of the AGM in relation to the proposed resolutions as set out in the notice of AGM dated 30 April 2007. Luoyang Zhong Hua Certified Public Accountants, certified public accountants in the People's Republic of China ("PRC"), was appointed as the scrutineer for the vote-taking of the poll of the AGM. All the resolutions were duly passed and the poll results were as follows:

Ordinary Resolutions	Number of Votes	
	For	Against
1. To consider and approve the report of the Board of the Company for the year 2006;	484,112,200 (100%)**	0 (0%)**
2. To consider and approve the report of the supervisory committee of the Company for the year 2006;	484,112,200 (100%)**	0 (0%)**
3. To consider and approve the audited financial report for the year 2006;	484,112,200 (100%)**	0 (0%)**
4. To consider and approve the dividend distribution proposal (if any) for the year ended 31 December 2006;	484,112,200 (100%)**	0 (0%)**
5. To consider and approve the re-appointment of Ernst & Young as auditors of the Company for the year 2007 and to authorise the Board to determine their remuneration;	484,112,200 (100%)**	0 (0%)**
6. To consider and approve the remuneration proposal for the Directors and supervisors of the Company;	484,112,200 (100%)**	0 (0%)**

Special Resolutions	Number of Votes	
	For	Against
7. Subject to the accumulated limit not exceeding 50% of the net assets of the Company, to authorize the Board to determine any investment plan or proposal in respect of other limited companies, joint stock limited companies or other economic entities or projects, including but not limited to decisions on projects of investment, the companies or other economic entities to be invested, the amount, the investment method (including by way of issuance of domestic shares or overseas listed foreign shares) and the time of investment and the execution of the relevant agreements and other documents; and	484,112,200 (100%)**	0 (0%)**
8. To approve the Company of placing, issuing or dealing with domestic shares and H shares of the Company solely or jointly within the relevant period with an amount of no more than 20% of the issued shares of that class of shares of the Company as at the date of passing of this resolution, provided that the China Securities Regulatory Commission and the relevant governmental authorities granting the relevant approvals; and to authorise the Board to handle the matters in relation to such placement or issue and to make any necessary amendments as it considers appropriate in the articles of association of the Company, so as to reflect the changes in the structure of capital of the Company resulting from such placement or issue.  For the purpose of this resolution, “relevant period” means the period from the date of passing this resolution to the earlier of:  (a) the last day of the 12 months from the date of passing this resolution; and  (b) the date on which the authorisation under this resolution is revoked or amended by a special resolution passed at a general meeting of the Company.	463,462,800 (95.73%)**	20,649,400 (4.27%)**
9. To authorise the Board to declare an interim dividend to the shareholders of the Company for the half year ended 30 June 2007.	484,112,200 (100%)**	0 (0%)**

\*\* *The percentage of voting is based on the total number of shares held by the shareholders of the Company who attended and voted at the AGM in person or by proxy.*

As at the date of the AGM, the total number of issued shares of the Company was 785,000,000 shares and the total number of shares entitling the holder to attend and vote for or against the above resolutions at the AGM was 785,000,000 shares. There were no shares entitling the holder to attend and vote only against the above resolutions at the AGM.

By Order of the Board  
**First Tractor Company Limited**  
**YU Lina**  
*Company Secretary*

Luoyang, the PRC  
15 June 2007

*As at the date of this announcement, the Board comprises ten executive Directors, namely, Mr. LIU Dagong (Chairman), Messrs. ZHAO Yanshui, LIU Wenyong, YAN Linjiao, LI Tengjiao, SHAO Haichen, ZHANG Jing, LI Youji, LIU Shuangcheng and ZHAO Fei and four independent non-executive Directors, namely, Messrs. LU Zhongmin, CHEN Zhi, CHAN Sau Shan, Gary and Mr. Luo Xiwen.*

\* *For identification purposes only*