



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 ANNUAL GENERAL MEETING HELD ON 13 JUNE 2008

The board (the “**Board**”) of directors (the “**Directors**”) of First Tractor Company Limited (the “**Company**”) is pleased to announce that the annual general meeting (the “**AGM**”) was held on 13 June 2008. 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 28 April 2008. 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 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 2007	526,554,113 shares 100%**	0 shares 0%**
2. To consider and approve the report of the supervisory committee of the Company for the year 2007	526,554,113 shares 100%**	0 shares 0%**
3. To consider and approve the audited financial report for the year 2007	526,554,113 shares 100%**	0 shares 0%**
4. To consider and approve the payment of a final cash dividend in the amount of RMB0.03 per share in respect the financial year ended 31 December 2007	526,554,113 shares 100%**	0 shares 0%**
5. To consider and approve the re-appointment of Ernst & Young as auditors of the Company for the year 2008 and to authorise the Board to determine their remuneration	526,554,113 shares 100%**	0 shares 0%**
6. To consider and approve the remuneration proposal for the Directors and supervisors of the Company	526,554,113 shares 100%**	0 shares 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	526,554,113 shares 100% **	0 shares 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	461,740,700 shares 92.44% **	37,766,013 shares 7.56% **
9. To authorise the Board to handle the matters in relation to such placement or issue under the resolution No. 8 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	462,254,713 shares 92.54% **	37,252,000 shares 7.46% **

Special Resolutions	Number of Votes (%)	
	For	Against
10. To authorise the Board to declare an interim dividend to the shareholders of the Company for the half year ended 30 June 2008	526,554,113 shares 100%**	0 shares 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 entitling the holders to attend and vote for or against the above resolutions at the AGM is 845,900,000 shares. There are no shares of the Company 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
13 June 2008

As at the date of this announcement, the board of directors of the Company comprises of ten Executive Directors, namely Messrs. LIU Dagong (Chairman), ZHAO Yanshui, LIU Wenying, YAN Linjiao, LI Tengjiao, SHAO Haichen and LI Youji, Ms. DONG Jianhong and Messrs. LIU Shuangcheng and ZHAO Fei; and four Independent Non-executive Directors, namely Messrs. LU Zhongmin, CHEN Zhi, CHAN Sau Shan, Gary and LUO Xiwen.

* *For identification purposes only*