



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 EXTRAORDINARY GENERAL MEETING, H SHARES CLASS MEETING AND DOMESTIC SHARES CLASS MEETING HELD ON 9 SEPTEMBER 2008

The Board is pleased to announce that the special resolutions as set out in the EGM Notice and the Class Meetings Notices dated 25 July 2008 were duly passed at the EGM and the Class Meetings held on 9 September 2008.

Reference is made to the circular dated 25 July 2008 (the “**Circular**”) issued by First Tractor Company Limited (the “**Company**”) in relation to, among other things, (i) the proposed grant of general mandate to repurchase H Shares; and (ii) the proposed amendments to the Articles of Association.

Unless the context requires otherwise, capitalized terms used in this announcement have the same meanings as those defined in the Circular.

The EGM and the respective Class Meetings for holders of the H Shares and the Domestic Shares (collectively, the “**Meetings**”) were held at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC on Tuesday, 9 September 2008. Poll voting was demanded by the Chairman of the Meetings in relation to the proposed special resolutions as set out in the EGM Notice and the Class Meetings Notices dated 25 July 2008.

As at the date of the Meetings, (i) the issued share capital of the Company was RMB845,900,000 comprising 443,910,000 Domestic Shares and 401,990,000 H Shares; (ii) Shareholders holding a total of 845,900,000 Shares were entitled to attend and vote for or against each of the special resolutions at the EGM; and (iii) holders of 443,910,000 Domestic Shares and 401,990,000 H Shares were entitled to attend and vote for or against the special resolution at the respective Class Meetings for holders of the Domestic Shares and the H Shares. There were no Shares entitling the holders to attend and vote only against the resolutions at each of the Meetings.

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 each of the Meetings.

All the special resolutions were duly passed at each of the Meetings as special resolutions and the poll results were as follows:

For the EGM:

	Special Resolutions	Number of Votes (%)	
		For	Against
1.	To authorize the Board to repurchase H Shares up to a maximum of 10 per cent of the aggregate nominal value of H Shares in issue as at the date of the EGM	489,204,200 Shares (100%)**	0 Shares (0%)**
2.	To consider and approve the amendment to article 15 of the Articles of Association	489,204,200 Shares (100%)**	0 Shares (0%)**
3.	To consider and approve the amendment to article 31 of the Articles of Association	489,204,200 Shares (100%)**	0 Shares (0%)**

** The percentage of voting Shares is based on the total number of Shares held by the Shareholders who voted at the EGM in person or by proxy.

For the Class Meeting for holders of the H Shares:

	Special Resolution	Number of Votes (%)	
		For	Against
1.	To authorize the Board to repurchase H Shares up to a maximum of 10 per cent of the aggregate nominal value of H Shares in issue as at the date of the Class Meeting for holders of the H Shares.	45,292,200 H Shares (100%)**	0 H Shares (0%)**

*** The percentage of voting H Shares is based on the total number of H Shares held by the holders of the H Shares who voted at the Class Meeting for holders of the H Shares in person or by proxy.

For the Class Meeting for holders of the Domestic Shares:

	Special Resolution	Number of Votes (%)	
		For	Against
1.	To authorize the Board to repurchase H Shares up to a maximum of 10 per cent of the aggregate nominal value of H Shares in issue as at the date of the Class Meeting for holders of the Domestic Shares.	443,910,000 Domestic Shares (100%)*	0 Domestic Shares (0%)*

* The percentage of voting Domestic Shares is based on the total number of Domestic Shares held by the holders of the Domestic Shares who voted at the Class Meeting for holders of the Domestic Shares in person or by proxy.

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

Luoyang, the PRC
9 September 2008

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

* For identification purposes only