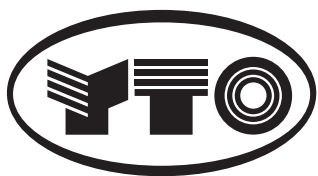


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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,
H SHARES CLASS MEETING AND
DOMESTIC SHARES CLASS MEETING
HELD ON 19 JUNE 2009
AND
APPOINTMENT AND RESIGNATION
OF DIRECTORS AND SUPERVISORS**

The board (the “**Board**”) of directors (the “**Directors**”) of First Tractor Company Limited (the “**Company**”) confirms that there are no false representations, misleading statements or material omissions in this announcement and individually and collectively accept the responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

Results of the Annual General Meeting, H Shares Class Meeting and Domestic Shares Class Meeting

The Company held its annual general meeting 2008 (the “**AGM**”) and the respective class meetings for holders of the H shares and the domestic shares (collectively, the “**Meetings**”) at No. 154 Jianshe Road, Luoyang, Henan Province, the People’s Republic of China (the “**PRC**”) on 19 June 2009. Poll voting was demanded by the chairman of the Meetings in relation to the proposed resolutions as set out in the notices of the Meetings dated 28 April 2009.

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 of the Company were entitled to attend and vote for or against each of the resolutions at the AGM; 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 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 resolutions were duly passed at each of the Meetings and the poll results were as follows:

For the AGM:

| | Ordinary Resolutions | Number of Votes (%) | |
|----|---|------------------------------|------------------|
| | | For | Against |
| 1. | To consider and approve the report of the Board for the year 2008 | 464,745,355 shares 100%** | 0 shares 0%** |
| 2. | To consider and approve the report of the supervisory committee (the “ Supervisory Committee ”) of the Company for the year 2008 | 464,745,355 shares 100%** | 0 shares 0%** |
| 3. | To consider and approve the audited financial report for the year 2008 | 464,745,355 shares 100%** | 0 shares 0%** |
| 4. | To consider and approve the distribution proposal of the Company in respect of the dividend for the year ended 31 December 2008 | 464,745,355 shares 100%** | 0 shares 0%** |
| 5. | To consider and approve the re-appointment of Ernst & Young as auditors of the Company for the year 2009 and to authorise the Board to determine their remuneration | 464,745,355 shares 100%** | 0 shares 0%** |

| | Ordinary Resolutions | Number of Votes (%) | |
|----|--|--------------------------------|-----------------------------|
| | | For | Against |
| 6. | To consider and approve the appointment of the following nominees to be Directors of the fifth Board for a term of three years from 1 July 2009 to 30 June 2012: | | |
| | 1. Mr. Liu Dagong | 463,007,355 shares 99.26%** | 1,738,000 shares 0.74%** |
| | 2. Ms. Dong Jianhong | 464,745,355 shares 100%** | 0 shares 0%** |
| | 3. Mr. Qu Da Wei | 464,745,355 shares 100%** | 0 shares 0%** |
| | 4. Mr. Li Xibin | 464,745,355 shares 100%** | 0 shares 0%** |
| | 5. Mr. Zhao Yanshui | 464,745,355 shares 100%** | 0 shares 0%** |
| | 6. Mr. Yan Linjiao | 464,745,355 shares 100%** | 0 shares 0%** |
| | 7. Mr. Liu Yongle | 464,745,355 shares 100%** | 0 shares 0%** |
| | 8. Mr. Shao Haichen | 464,745,355 shares 100%** | 0 shares 0%** |
| | 9. Mr. Chan Sau Shan, Gary | 463,007,355 shares 99.26%** | 1,738,000 shares 0.74%** |
| | 10. Mr. Chen Zhi | 463,007,355 shares 99.26%** | 1,738,000 shares 0.74%** |
| | 11. Mr. Luo Xiwen | 463,007,355 shares 99.26%** | 1,738,000 shares 0.74%** |
| | 12. Mr. Hang Xianguo | 464,745,355 shares 100%** | 0 shares 0%** |

| | Ordinary Resolutions | Number of Votes (%) | |
|----|--|------------------------------|------------------|
| | | For | Against |
| 7. | To consider and approve the appointment of the following nominees to be supervisors of the fifth Supervisory Committee for a term of three years from 1 July 2009 to 30 June 2012: | | |
| | 1. Mr. Zheng Luyu | 464,745,355 shares 100%** | 0 shares 0%** |
| | 2. Ms. Yi Liwen | 464,745,355 shares 100%** | 0 shares 0%** |
| | 3. Mr. Wang Yong | 464,745,355 shares 100%** | 0 shares 0%** |
| | 4. Mr. Huang Ping | 464,745,355 shares 100%** | 0 shares 0%** |
| 8. | To consider and approve the remuneration proposal for the Directors and supervisors of the Company | 464,745,355 shares 100%** | 0 shares 0%** |

| | Special Resolutions | Number of Votes (%) | |
|----|---|--------------------------------|------------------------------|
| | | For | Against |
| 1. | Subject to the accumulated limit not exceeding 50% of the net assets of the Company and compliance with provisions under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “ Stock Exchange ”) in relation to, among other things, shareholders’ approval, 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 | 464,745,355 shares 100%** | 0 shares 0%** |
| 2. | To approve the Company of placing, issuing or dealing with domestic shares and overseas listed foreign 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 share capital of the Company resulting from such placement or issue of shares | 449,747,000 shares 96.77%** | 14,998,355 shares 3.23%** |

| | Special Resolutions | Number of Votes (%) | |
|----|---|------------------------------|------------------|
| | | For | Against |
| 3. | To authorise the Board to declare an interim dividend to the shareholders of the Company for the half year ended 30 June 2009 | 464,745,355 shares 100%** | 0 shares 0%** |
| 4. | To consider and approve the amendments to the articles of association of the Company (details of which are set out in Appendix I of the circular dispatched to shareholders of the Company on 28 April 2009) and that any Director be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to effect the provision of corporate communications to the holders of the Company's H Shares through the Company's own website and the website of the Stock Exchange, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC authorities, and to deal with other related issues arising from the amendments to the articles of association of the Company | 464,745,355 shares 100%** | 0 shares 0%** |
| 5. | To authorize the Board of the Company to repurchase H shares of the Company up to a maximum of 10 per cent of the aggregate nominal value of H shares in issue as at the date of the AGM. | 464,745,355 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 AGM in person or by proxy.*

For the Class Meeting for Holders of the H Shares:

| | Special Resolutions | Number of Votes (%) | |
|----|--|------------------------------|-------------------|
| | | For | Against |
| 1. | To authorize the Board of the Company to repurchase H shares of the Company 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 | 22,005,355 shares 100%*** | 0 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 Resolutions | Number of Votes (%) | |
|----|---|--------------------------------|--------------------|
| | | For | Against |
| 1. | To authorize the Board of the Company to repurchase H shares of the Company 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 shares 100%**** | 0 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.*

APPOINTMENT AND RESIGNATION OF DIRECTORS

The appointment of the abovementioned Directors, Mr. Liu Dagong, Ms. Dong Jianhong, Mr. Qu Da Wei, Mr. Li Xibin, Mr. Zhao Yanshui, Mr. Yan Linjiao, Mr. Liu Yongle, Mr. Shao Haichen, Mr. Chan Sau Shan, Gary, Mr. Chen Zhi, Mr. Luo Xiwen and Mr. Hang Xianguo, shall become effective from 1 July 2009. Details of each of the new Directors are set out in the announcement and circular of the Company both dated 28 April 2009.

Due to the expiry of the term of office of the fourth Board, the following six original Directors will no longer be the Directors of the fifth Board of the Company, taking effect from 1 July 2009:

1. Mr. Liu Wenyong (original executive Director);
2. Mr. Li Tengjiao (original executive Director);
3. Mr. Li Youji (original executive Director);
4. Mr. Liu Shuangcheng (original executive Director);
5. Mr. Zhao Fei (original executive Director);
6. Mr. Lu Zhongmin (original independent non-executive Director).

Mr. Liu Wenyong, Mr. Li Tengjiao, Mr. Li Youji, Mr. Liu Shuangcheng, Mr. Zhao Fei and Mr. Lu Zhongmin confirmed that they had no disagreement with the Board and there is no matter which needs to be brought to the attention of the shareholders of the Company.

APPOINTMENT AND RESIGNATION OF SUPERVISORS

The appointment of the above mentioned supervisors of the Company, Mr. Zheng Luyu, Ms. Yi Liwen, Mr. Wang Yong and Mr. Huang Ping, shall become effective from 1 July 2009. Details of each of the above new supervisors are set out in the announcement and circular of the Company both dated 28 April 2009.

Furthermore, the Company has held an employee's representatives meeting to elect employee supervisors to the fifth Supervisory Committee of the Company. Mr. Zhao Shengyao and Mr. Shao Jianxin were appointed as employee supervisors respectively, taking effect from 1 July 2009. Details of Mr. Zhao Shengyao and Mr. Shao Jianxin are set out as follows:

Mr. Zhao Shengyao, aged 55

Experience

Mr. Zhao Shengyao, aged 55, joined China First Tractor Group (Note: YTO Group Corporation Limited (formerly known as First Tractor Construction Machinery Company) (“**YTO Group**”) and its subsidiaries) in 1975. He has been the vice secretary to the Party Committee and deputy general manager of YTO (Luoyang) Engine Machinery Co., Ltd., and secretary to the Party Committee, deputy general manager and deputy department head of the Party Committee Work Department of YTO (Luoyang) Fuel Pump Company Limited. He joined the Company in July 2006 and is currently the deputy secretary to the Disciplinary Committee and head of the Audit Supervision Committee of YTO Group, secretary to the Party Committee of YTO (Luoyang) Engine Machinery Co., Ltd. as well as a supervisor of the Company. Mr. Zhao has extensive experience in production, operation, and administration and supervision.

Save as disclosed above, Mr. Zhao does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

Mr. Zhao will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012. The remuneration of Mr. Zhao was determined by the shareholders of the Company with reference to Mr. Zhao’s duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Zhao has no relationship with any Directors, supervisors or the senior management of the Company or with any management shareholders, substantial shareholders or controlling shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Zhao does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the shareholders

In relation to the appointment of Mr. Zhao as the supervisor, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the shareholders of the Company.

Mr. Shao Jianxin, aged 56

Experience

Mr. Shao Jianxin, aged 56, joined China First Tractor Group in 1973. He had served as the deputy head, head, assistant to the factory manager, deputy factory manager, factory manager of the No.2 Fabricating Factory of the Company, and manager of the medium-small wheeled tractors branch. Mr. Shao joined the Company in 1997. He is currently an employee supervisor of the Company, and the Chairman of the Labour Union of medium-small wheeled tractors branch. Mr. Shao graduated from postgraduate course of Henan Institute of Administration majoring in economics management. He holds the title of Engineer.

Save as disclosed above, Mr. Shao does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

Mr. Shao will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012. The remuneration of Mr. Shao was determined by the shareholders of the Company with reference to Mr. Shao's duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Shao has no relationship with any Directors, supervisors or the senior management of the Company or with any management shareholders, substantial shareholders or controlling shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Shao does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the shareholders

In relation to the appointment of Mr. Shao as the supervisor, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the shareholders of the Company.

Due to the expiry of the term of office of the fourth Supervisory Committee, the following two original supervisors will no longer be the supervisors of the fifth Supervisory Committee of the Company, taking effect from 1 July 2009:

1. Mr. Kong Lingfu;
2. Mr. Xu Weilin.

Mr. Kong Lingfu and Mr. Xu Weilin confirmed that they had no disagreement with the Board and Supervisory Committee of the Company and there is no matter which needs to be brought to the attention of the shareholders of the Company.

By order of the Board
First Tractor Company Limited
Yu Lina
Company Secretary

Luoyang, the PRC
19 June 2009

As at the date of this announcement, the Board comprises ten executive Directors, namely Mr. Liu Dagong, Mr. Zhao Yanshui, Mr. Liu Wenyong, 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*