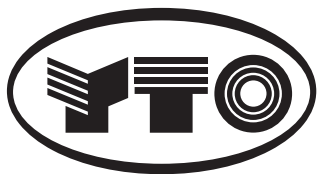


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**第一拖拉机股份有限公司**  
**FIRST TRACTOR COMPANY LIMITED**\*

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

(Stock Code: 0038)

**ANNOUNCEMENT**  
**ELECTION OF LANGUAGE AND MEANS OF RECEIPT**  
**OF CORPORATE COMMUNICATIONS**

The Company wishes to announce that it is, pursuant to Rules 2.07A and 2.07B of the Listing Rules, making arrangements to seek the election of its Shareholders as to the language and means of receipt of the Company's Corporate Communications.

**INTRODUCTION**

Reference is made to the announcement and circular of the Company both dated 28 April 2009 in respect of, among other things, the proposed provision of Corporate Communications through the Company's website and the Stock Exchange's website.

For the reasons of environmental protection and cost saving, as well as to increase the communication efficiency with Shareholders, the Company is making the arrangements described below to seek the Shareholders' election as to receive future Corporate Communications, either (i) via the Company's website ([www.first-tractor.com.cn](http://www.first-tractor.com.cn)) and the Stock Exchange's website ([www.hkex.com.hk](http://www.hkex.com.hk)); or (ii) in printed forms (in English only, in Chinese only or in both English and Chinese).

## PROPOSED ARRANGEMENTS

In accordance with Rule 2.07A and Rule 2.07B of the Listing Rules, the following arrangements will be made by the Company:

1. The Company will send a letter dated 21 July 2009 (the “**First Letter**”) together with a reply form (the “**Reply Form**”), prepared in English and Chinese, and a pre-paid addressed envelope (applicable for posting within Hong Kong only) to its Shareholders to enable them to elect any one of the following options:
  - (i) to read and/or download future Corporate Communications published on the Company’s website at [www.first-tractor.com.cn](http://www.first-tractor.com.cn) and the Stock Exchange’s website at [www.hkex.com.hk](http://www.hkex.com.hk) (“**Website Version**”) instead of receiving printed copies; or
  - (ii) to receive the printed English version of all future Corporate Communications only; or
  - (iii) to receive the printed Chinese version of all future Corporate Communications only; or
  - (iv) to receive both the printed English and Chinese versions of all future Corporate Communications.

The First Letter will explain that if the Company does not receive the duly completed and signed Reply Form from its Shareholders within 28 calendar days beginning from the date of the First Letter, i.e. by 18 August 2009, and until such Shareholders inform the Hong Kong Share Registrar by reasonable prior notice in writing or send a notice to [ftc.ecom@computershare.com.hk](mailto:ftc.ecom@computershare.com.hk), such Shareholders will be deemed to have consented to receive the Website Version and only a notification of the publication of the Corporate Communications on the Company’s and the Stock Exchange’s websites will be sent to such Shareholders in the future.

2. Even if the Shareholders have chosen the Website Version, they have the right at any time to change their choice by sending reasonable prior notice in writing to the Hong Kong Share Registrar. Such Shareholders may also send such a notice by email to [ftc.ecom@computershare.com.hk](mailto:ftc.ecom@computershare.com.hk).

3. With respect to Shareholders who choose to receive the Corporate Communications in printed form, the Company will send the selected language(s) of the Corporate Communications to those Shareholders who have made a selection unless and until they notify the Hong Kong Share Registrar in writing or using email at [ftc.ecom@computershare.com.hk](mailto:ftc.ecom@computershare.com.hk) that they wish to receive the Corporate Communications in the other (or both) language(s), or by electronic means through the Company's and the Stock Exchange's websites. Shareholders are entitled at any time by reasonable notice in writing to the Hong Kong Share Registrar or using email at [ftc.ecom@computershare.com.hk](mailto:ftc.ecom@computershare.com.hk). to change the choice of the language(s) and/or means of receipt of Corporate Communications.
4. When each printed Corporate Communications is sent out in accordance with the arrangements described above, a letter, together with a pre-paid request form (the "**Second Letter**") in both English and Chinese (applicable for posting within Hong Kong only), will be attached to or printed in the relevant Corporate Communications, specifying that the Corporate Communications prepared in the other language will be available upon request.
5. With respect to the Shareholders who have chosen (or are deemed to have consented) to receive Corporate Communications by electronic means but for any reason have difficulty in receiving or gaining access to a Corporate Communication published on the Company's and the Stock Exchange's websites, the Company will promptly upon request send the printed version of the Corporate Communications free of charge.
6. All Corporate Communications in both English and Chinese, and in accessible format, will be available on the Company's website at [www.first-tractor.com.cn](http://www.first-tractor.com.cn) and an electronic copy of all such Corporate Communications will be filed with the Stock Exchange on the same day they are despatched to the Shareholders, or on such other day as required by the Stock Exchange or pursuant to the Listing Rules.
7. The Company can be contacted by calling its hotline at (852) 2862 8688 during business hours from 9:00 a.m. to 6:00 p.m., Monday to Friday, excluding public holidays, to enable the Shareholders to make enquiry of the Company's proposed arrangements set out above.
8. The First Letter and the Second Letter will mention that both English and Chinese versions of each Corporate Communication will be available from the date of despatch from the Company or the Hong Kong Share Registrar upon request, and both the English and Chinese versions of the Corporate Communications will also be available on the Company and the Stock Exchange's websites and that the dial-up enquiry service has been provided.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set out below:

- “Company” : 第一拖拉機股份有限公司 (First Tractor Company Limited\*), a joint stock limited company incorporated in the PRC, the H Shares of which are listed on the Stock Exchange;
- “Corporate Communications” : any document issued or to be issued by the Company for the information or action of the Shareholders as defined in Rule 1.01 of the Listing Rules, including but not limited to, (a) the directors’ report, its annual accounts together with a copy of the auditors’ report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form;
- “Hong Kong” : the Hong Kong Special Administrative Region of the PRC;
- “Hong Kong Share Registrar” : the H share registrar of the Company, Hong Kong Registrars Limited, at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong;
- “H Shares” : the overseas listed foreign share(s) having a nominal value of RMB1.00 each in the capital of the Company, which are subscribed for and traded in Hong Kong dollars, all of which are listed on the Stock Exchange;
- “Listing Rules” : the Rules Governing the Listing of Securities on the Stock Exchange;

- “PRC” : the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong and the Macau Special Administrative Region of the PRC and Taiwan;
- “Shareholders” : registered holder(s) of the shares of the Company; and
- “Stock Exchange” : The Stock Exchange of Hong Kong Limited.

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

Luoyang, the PRC  
21 July 2009

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Liu Dagong, Ms. Dong Jianhong, Mr. Qu Dawei and Mr. Li Xibin, and four non-executive Directors, namely Mr. Zhao Yanshui, Mr. Yan Linjiao, Mr. Shao Haichen and Mr. Liu Yongle, and four independent non-executive Directors, namely Mr. Chan Sau Shan, Gary, Mr. Chen Zhi, Mr. Luo Xiwen and Mr. Hong Xianguo.*

\* *For identification purposes only*