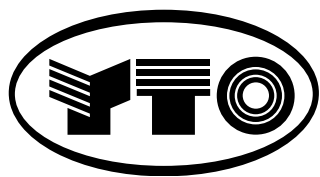


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第一拖拉机股份有限公司*
FIRST TRACTOR COMPANY LIMITED

(Incorporated in the People's Republic of China with limited liability)

(Stock Code: 0038)

RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 11 JUNE 2010

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.

The Company held its 2009 annual general meeting (the “**AGM**”) at No.154 Jianshe Road, Luoyang, Henan Province, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on 11 June 2010. Poll voting was demanded by the chairman of the AGM in relation to the proposed resolutions as set out in the notice of the AGM dated 26 April 2010.

As at the date of the AGM, the total number of issued shares of the Company was 845,900,000 shares comprising 443,910,000 domestic shares and 401,990,000 H shares. 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. There were no shares entitling the holders to attend and vote only against the resolutions at the AGM.

Luoyang Zhong Hua Certified Public Accountants, certified public accountants in the PRC, was appointed as the scrutineer for the vote-taking at the AGM.

All the resolutions were duly passed at the AGM 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 2009.	555,811,122 shares (100%)**	0 shares (0%)**
2.	To consider and approve the report of the supervisory committee of the Company for the year 2009.	552,637,122 shares (99.96%)**	208,000 shares (0.04%)**
3.	To consider and approve the audited financial report for the year 2009.	555,369,122 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 2009.	555,811,122 shares (100%)**	0 shares (0%)**
5.	To consider and approve the re-appointment of UHY Vocation HK CPA Limited and Vocation International Certified Public Accountants Company Limited as international and PRC auditors of the Company for the year 2010 and to authorize the Board to determine their remunerations.	555,811,122 shares (100%)**	0 shares (0%)**

	Special Resolutions	Number of Votes (%)	
		For	Against
1.	Subject to compliance with provisions under Chapters 14 and 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in relation to, among other things, shareholders' approval, and other relevant provisions, and the accumulated limit not exceeding 50% of the latest audited net assets values of the Company (consolidated financial statements), to authorize the Board to determine matters related to investment and execute relevant investment agreements and other relevant documents, within the period from the date of convening 2009 annual general meeting to the date of convening 2010 annual general meeting.	555,811,122 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 special resolution, provided that China Securities Regulatory Commission and the relevant governmental authorities granting the relevant approvals; and to authorize the Board to handle the matters in relation to such placement or issue and to make any necessary amendments as it considers appropriate to 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.	490,526,800 shares (88.25%)**	65,284,322 shares (11.75%)**
3.	To authorize the Board to declare an interim dividend to the shareholders of the Company for the half year ended 30 June 2010.	555,811,122 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.*

By order of the Board
First Tractor Company Limited
YU Lina/LIU Pui Yee
Joint Company Secretaries

Luoyang, the PRC
11 June 2010

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 three independent non-executive Directors, namely Mr. Chan Sau Shan, Gary, Mr. Luo Xiwen and Mr. Hong Xianguo.

***** *For identification purposes only*