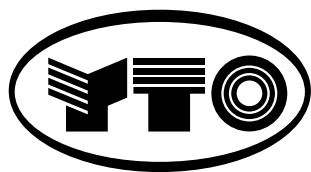


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**第一拖拉机股份有限公司**  
**FIRST TRACTOR COMPANY LIMITED**\*

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

(Stock Code: 0038)

**RESULTS OF THE EXTRAORDINARY GENERAL MEETING,  
H SHARES CLASS MEETING AND  
DOMESTIC SHARES CLASS MEETING  
ALL HELD ON 16 AUGUST 2010  
AND  
APPOINTMENT OF INDEPENDENT  
NON-EXECUTIVE DIRECTOR**

The Board announces that all the resolutions as set out in the notices of the Meetings dated 28 June 2010 were duly passed at the Meetings of the Company held on 16 August 2010 (Monday).

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.

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circulars of the Company dated 20 July 2010.

## RESULTS OF THE EGM, H SHARES CLASS MEETING AND DOMESTIC SHARES CLASS MEETING

The Company held its EGM and the respective Class Meetings for holders of H Shares and Domestic Shares (collectively, the “**Meetings**”) at No.154 Jianshe Road, Luoyang, Henan Province, the PRC on 16 August 2010. 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 June 2010.

As at the date of the Meetings, (i) the total number of Shares issued was 845,900,000 Shares 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 resolutions as set out in the notice of EGM at the EGM. YTO, the controlling Shareholder holding 443,910,000 Domestic Shares representing approximately 52.48% equity interest in the Company, has interest in each of the Non-exempt CCT Agreements and the Sale and Purchase Agreement. Thus, YTO and its associates have abstained from voting in respect of the resolutions (1) to (5) below 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 each of the resolutions as set out in the notices of the Class Meetings at the respective Class Meetings for holders of Domestic Shares and H Shares. There were no Shares entitling the holders to attend and vote only against the resolutions at each of the Meetings.

Vocation International Certified Public Accountants Company Limited, certified public accountants in the PRC, was appointed as the scrutineer for the vote-taking 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 EGM:

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
1.	the Sale and Purchase Agreement, and the terms and conditions thereof and the transactions contemplated thereunder and the implementation thereof be and are hereby approved and confirmed.	101,530,584 Shares (100%)**	0 Share (0%)**

	<b>Ordinary Resolutions</b>	<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
2.	the Loan Agreement, and the terms and conditions thereof and its proposed cap amounts and the transaction contemplated thereunder and the implementation thereof be and are hereby approved and confirmed.	59,962,000 Shares (59.06%)**	41,568,584 Shares (40.94%)**
3.	the Bills Discounting Agreement, and the terms and conditions thereof and its proposed cap amounts and the transaction contemplated thereunder and the implementation thereof be and are hereby approved and confirmed.	59,188,000 Shares (58.30%)**	42,342,584 Shares (41.70%)**
4.	the Bills Acceptance Agreement, and the terms and conditions thereof and its proposed cap amounts and the transaction contemplated thereunder and the implementation thereof be and are hereby approved and confirmed.	59,188,000 Shares (58.30%)**	42,342,584 Shares (41.70%)**

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
5.	any one of the Directors be authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, to do or authorise doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Sale and Purchase Agreement, Loan Agreement, Bills Discounting Agreement and Bills Acceptance Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Sale and Purchase Agreement, Loan Agreement, Bills Discounting Agreement and Bills Acceptance Agreement they may in their discretion consider to be desirable and in the interests of the Company and all the Directors' acts as aforesaid be hereby approved, ratified and confirmed.	59,188,000 Shares (58.30%)**	42,342,584 Shares (41.70%)**
6.	the appointment of Mr. Zhang Qiusheng as the independent non-executive Director be and is hereby approved and confirmed.	545,440,584 Shares (100%)*	0 Share (0%)*

	Special Resolutions	Number of Votes (%)	
		For	Against
7.	<p>upon obtaining the approvals from the CSRC and the other relevant regulatory authorities in the PRC, the allotment and issue of A Shares by the Company and each of the terms and conditions of the Issue of A Shares be approved and confirmed.</p> <p><i>(please refer to the notice of the EGM dated 28 June 2010 for the full text of this resolution)</i></p>	544,592,584 Shares (99.84%)*	848,000 Shares (0.16%)*
8.	<p>subject to the approval of the special resolution (7) above and conditional upon obtaining the approval from the CSRC and the completion of the Issue of A Shares, the proposed amendments to the Articles of Association be approved and confirmed, 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 Issue of A Shares, 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.</p>	545,440,584 Shares (100%)*	0 Share (0%)*

	<b>Special Resolutions</b>	<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
9.	subject to the approval of the special resolutions (7) and (8) above and conditional upon the completion of the Issue of A Shares, the adoption of the rules of procedures for general meetings of the Company be approved and confirmed, and that any Director be and is hereby authorised to modify the wordings of such rules as appropriate (such modifications 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 Issue of A Shares, 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 adoption of the rules of procedures for general meetings of the Company.	545,440,584 Shares (100%)* **	0 Share (0%)* **

	<b>Special Resolutions</b>	<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
10.	subject to the approval of the special resolutions (7) and (8) above and conditional upon the completion of the Issue of A Shares, the adoption of the rules of procedures for the Board meetings of the Company be approved and confirmed, and that any Director be and is hereby authorised to modify the wordings of such rules as appropriate (such modifications 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 Issue of A Shares, 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 adoption of the rules of procedures for the Board meetings of the Company.	545,440,584 Shares (100%)* **	0 Share (0%)* **

	<b>Special Resolutions</b>	<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
11.	subject to the approval of the special resolutions (7) and (8) above and conditional upon the completion of the Issue of A Shares, the adoption of the rules of procedures for the supervisory committee of the Company be approved and confirmed, and that any Director be and is hereby authorised to modify the wordings of such rules as appropriate (such modifications 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 Issue of A Shares, 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 adoption of the rules of procedures for the supervisory committee of the Company.	545,440,584 Shares (100%)* **	0 Share (0%)* **



	<b>Special Resolutions</b>	<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
12.	subject to the approval of the special resolutions (7) and (8) above and conditional upon the completion of the Issue of A Shares, the adoption of the management principles on external guarantee of the Company be approved and confirmed, and that any Director be and is hereby authorised to modify the wordings of such principles as appropriate (such modifications 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 Issue of A Shares, 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 adoption of the management principles on external guarantee of the Company.	545,440,584 Shares (100%)* **	0 Share (0%)* **

	<b>Special Resolutions</b>	<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
13.	subject to the approval of the special resolutions (7) and (8) above and conditional upon the completion of the Issue of A Shares, the adoption of the management principles on use of proceeds of the Company be approved and confirmed, and that any Director be and is hereby authorised to modify the wordings of such principles as appropriate (such modifications 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 Issue of A Shares, 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 adoption of the management principles on use of proceeds of the Company.	545,440,584 Shares (100%)* **	0 Share (0%)* **

	Special Resolutions	Number of Votes (%)	
		For	Against
14.	subject to the approval of the CSRC on the Issue of A Shares and the relevant requirements of the CSRC, Stock Exchange, Shanghai Stock Exchange and other laws and regulations in the PRC, the listing of 443,910,000 Domestic Shares currently held by YTO on the Shanghai Stock Exchange (“ <b>Listing of these Shares</b> ”) be and is hereby approved; and the Board be and is hereby authorized with full power (including power to sub-authorize) to take all necessary actions and/or sign any documents in connection with the Listing of these Shares and to do all related matters in accordance with the relevant requirements of the CSRC, Stock Exchange and Shanghai Stock Exchange and other laws and regulations in the PRC.	545,440,584 Shares (100%)*	0 Share (0%)*

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

\*\*\* 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 Resolutions	Number of Votes (%)	
		For	Against
1.	<p>upon obtaining the approvals from the CSRC and the other relevant regulatory authorities in the PRC, the allotment and issue of A Shares by the Company and each of the terms and conditions of the Issue of A Shares be approved and confirmed.</p> <p><i>(please refer to the notice of Class Meeting for Holders of H Shares dated 28 June 2010 for the full text of this resolution)</i></p>	100,432,584 Shares (99.16%)*	848,000 Shares (0.84%)*
2.	<p>subject to the approval of the CSRC on the Issue of A Shares and the relevant requirements of the CSRC, Stock Exchange, Shanghai Stock Exchange and other laws and regulations in the PRC, the listing of 443,910,000 Domestic Shares currently held by YTO on the Shanghai Stock Exchange (“<b>Listing of these Shares</b>”) be and is hereby approved; and the Board be and is hereby authorized with full power (including power to sub-authorize) to take all necessary actions and/or sign any documents in connection with the Listing of these Shares and to do all related matters in accordance with the relevant requirements of the CSRC, Stock Exchange and Shanghai Stock Exchange and other laws and regulations in the PRC.</p>	101,280,584 Shares (100%)*	0 Share (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.	<p>upon obtaining the approvals from the CSRC and the other relevant regulatory authorities in the PRC, the allotment and issue of A Shares by the Company and each of the terms and conditions of the Issue of A Shares be approved and confirmed.</p> <p><i>(please refer to the notice of Class Meeting for Holders of Domestic Shares dated 28 June 2010 for the full text of this resolution)</i></p>	443,910,000 Shares (100%)*****	0 Share (0%)*****
2.	<p>subject to the approval of the CSRC on the Issue of A Shares and the relevant requirements of the CSRC, Stock Exchange, Shanghai Stock Exchange and other laws and regulations in the PRC, the listing of 443,910,000 Domestic Shares currently held by YTO on the Shanghai Stock Exchange (“<b>Listing of these Shares</b>”) be and is hereby approved; and the Board be and is hereby authorized with full power (including power to sub-authorize) to take all necessary actions and/or sign any documents in connection with the Listing of these Shares and to do all related matters in accordance with the relevant requirements of the CSRC, Stock Exchange and Shanghai Stock Exchange and other laws and regulations in the PRC.</p>	443,910,000 Shares (100%)*****	0 Share (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.*

**The Issue of A Shares may or may not proceed to completion. Investors and Shareholders are advised to exercise caution in dealings in the H Shares. Further details about the Issue of A Shares will be disclosed by the Company in the PRC in due course and the relevant information will be disclosed in Hong Kong concurrently in accordance with the Listing Rules.**

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The appointment of the abovementioned independent non-executive Director, Mr. Zhang Qiusheng, shall become effective from 16 August 2010. Details of Mr. Zhang are set out in the circular of the Company dated 20 July 2010.

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

Luoyang, the PRC  
16 August 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 four independent non-executive Directors, namely Mr. Chan Sau Shan, Gary, Mr. Luo Xiwen, Mr. Hong Xianguo and Mr. Zhang Qiusheng .*

\* *For identification purposes only*