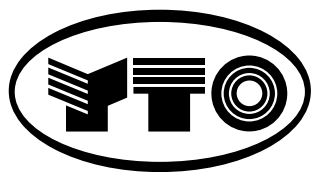


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第一拖拉机股份有限公司
FIRST TRACTOR COMPANY LIMITED*

(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 HELD ON 20 SEPTEMBER 2010

The Board announces that all the resolutions as set out in the notice of the EGM dated 3 August 2010 were duly passed at the EGM held on 20 September 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 circular of the Company dated 24 August 2010.

The Company held the EGM at No.154 Jianshe Road, Luoyang, Henan Province, the PRC at 9:00 a.m. on 20 September 2010. Poll voting was demanded by the chairman of the EGM in relation to the proposed resolutions as set out in the notice of the EGM dated 3 August 2010.

As at the date of the EGM, (i) the total number of Shares 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 the 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 the Sale and Purchase Agreement. Thus, YTO and its associates have abstained from voting in respect of the resolutions (1) and (2) below at the EGM; and (iii) there were no Shares entitling the holders to attend and vote only against the resolutions at the EGM.

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

All the resolutions were duly passed at the EGM and the poll results were as follows:

	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.	88,740,584 Shares (100%) #	0 Share (0%) #
2.	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, 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 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.	88,740,584 Shares (100%) #	0 Share (0%) #

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
3.	Subject to the approval of the special resolutions (7) and (8) as stated in the notice of the extraordinary general meeting of the Company dated 28 June 2010 at the extraordinary general meeting of the Company to be held on 16 August 2010 and conditional upon the completion of the Issue of A Shares, the adoption of the decision making principles on connected transactions 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 decision making principles on connected transactions of the Company.	532,650,584 Shares (100%) ^{##}	0 Share (0%) ^{##}

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
4.	Subject to the approval of the special resolutions (7) and (8) as stated in the notice of the extraordinary general meeting of the Company dated 28 June 2010 at the extraordinary general meeting of the Company to be held on 16 August 2010 and conditional upon the completion of the Issue of A Shares, the adoption of the decision making principles on investments and operation 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 decision making principles on investments and operation of the Company.	532,650,584 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.

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

Luoyang, the PRC
20 September 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*