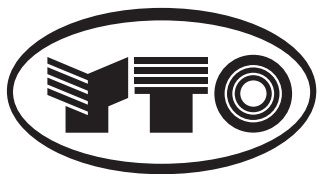


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第一拖拉机股份有限公司
FIRST TRACTOR COMPANY LIMITED*

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

(Stock Code: 0038)

AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

Reference is made to the announcements dated 15 June 2007 and 10 October 2007 issued by First Tractor Company Limited (the “**Company**”) in respect of the result of the Company’s annual general meeting (“**AGM**”) and the placing of 66,990,000 H shares of the Company (the “**Placing**”) respectively.

At the AGM, the Company’s shareholders authorized the board of directors (the “**Board**”) of the Company to make any necessary amendments as it considers appropriate to the Company’s articles of association (the “**Articles of Association**”) to reflect the changes in the structure of capital of the Company resulting from the Placing. As a result of the Placing, the Board resolved to amend the following articles of the Articles of Association on 31 October 2007:

(1) Amend the 1st paragraph of Article 1 of the original Articles of Association to:

“The Company is a joint stock limited company incorporated in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the “**Special Rules of the State Council Regarding Overseas Collection of Shares and Listing of a Joint Stock Limited Company**” (“**Special Rules**”) and other related laws and administrative rules of the People’s Republic of China (“**PRC**”). In order to comply with the Company Law and the Special Rules, the Company convened an extraordinary general meeting on 8 May 1997, an extraordinary general meeting on 18 November 2002, a general meeting on 28 October 2004 and a meeting of the board of directors on 31 October 2007 (authorized by the annual general meeting of the Company on 15 June 2007) to amend its articles of association.”

(2) Amend the 3rd paragraph of Article 1 of the original Articles of Association to:

“The Company’s founder is China First Tractor Engineering Machinery Company (changed name to YTO Group Corporation Limited in May 1997, hereinafter refer to as “YTO Group”).”

(3) Amend Article 22 of the original Articles of Association to:

“Upon approval by the State Administration Bureau of State-owned Assets in Guo Zi Qi Fa [1997] Document No.56, the shareholding structure of the Company when established is as follows:

Founder	Nature of Shares	Way of Contribution	Number of Shares (‘0000 shares)	Percentage of Shareholding (%)
YTO Group	State-owned legal entity shares	Real assets and cash	45000	100
Total Share Capital			45000	100

”

(4) Amend Article 23 of the original Articles of Association to:

“On 20 May 1997, the Zheng Wei Fa [1997] Document No.34 of the Securities Committee of the State Council issued the “Approval Regarding Acceptance of Issuance of Overseas Listed Foreign Shares by First Tractor Company Limited”. In 1997, the Company successfully issued and listed 335,000,000 H shares on the Main Board of the Stock Exchange of Hong Kong Limited. Upon completion of the issuance, the shareholding structure of the Company is as follows:

Name of Shareholders	Nature of Shares	Number of Shares (‘0000 shares)	Percentage of Shareholding (%)
YTO Group	State-owned legal entity shares	45000	57.32
H Shares	Listed circulating shares	33500	42.68
Total Share Capital		78500	100

”

(5) Amend Article 24 of the original Articles of Association to:

“On 22 October 2007, upon obtaining the “Approval Regarding Acceptance of Further Issuance of Overseas Listed Foreign Shares by First Tractor Company Limited” (Zheng Jian Guo He Zi [2007] Document No.27) issued by China Securities Regulatory Commission, the Company issued further overseas listed foreign shares. Upon completion of the further issuance, the shareholding structure of the Company is as follows:

Name of Shareholders	Nature of Shares	Number of Shares (‘0000 shares)	Percentage of Shareholding (%)
YTO Group	State-owned legal entity shares	44391	52.48
H Shares	Listed circulating shares	40199	47.52
Total Share Capital		84590	100

”

(6) Amend Article 26 of the original Articles of Association to:

“The registered capital of the Company is RMB845,900,000. The adjustment of the Company’s registered capital has to be registered in the administration department of industry and commerce and reported to the company examination and approval department authorized by the State Council and the state securities administration department.”

By Order of the Board
First Tractor Company Limited
LIU Dagong
Chairman

Luoyang, the PRC

5 December 2007

As at the date of this announcement, the Board comprises ten executive Directors, namely, Mr. LIU Dagong (Chairman), Messrs. ZHAO Yanshui, LIU Wenyong, YAN Linjiao, LI Tengjiao, SHAO Haichen, ZHANG Jing, LI Youji, LIU Shuangcheng and ZHAO Fei and four independent non-executive Directors, namely, Messrs. LU Zhongmin, CHEN Zhi, CHAN Sau Shan, Gary and Mr. Luo Xiwen.

* *For identification purposes only*