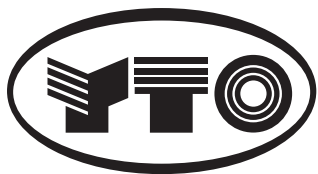


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**第一拖拉机股份有限公司**  
**FIRST TRACTOR COMPANY LIMITED**\*

*(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 22 DECEMBER 2009  
AND  
CHANGE OF AUDITORS**

The Board announces that the ordinary resolutions as set out in the EGM Notice were duly passed by the Independent Shareholders by way of poll, with the exception of the ordinary resolution relating to the Financial Services Agreement which was not passed by the Independent Shareholders due to insufficient number of votes in favour of the relevant resolution at the EGM of the Company held at 9:00 a.m. on 22 December 2009 (Tuesday).

Reference is made to the circular dated 6 November 2009 (the “**Circular**”) issued by First Tractor Company Limited (the “**Company**”) in relation to the Non-exempt CCT Transactions and the change of International and PRC auditors of the Company.

Unless otherwise stated, capitalized terms used herein shall have the same meaning as those defined in the Circular.

The Board confirms that there are no false representations, misleading statements or material omissions in this announcement and accepts several and joint responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

The EGM was held at No.154 Jianshe Road, Luoyang, Henan Province, the PRC at 9:00 a.m. on 22 December 2009 (Tuesday). Poll voting was demanded by the chairman of the EGM in relation to the ordinary resolutions as set out in the notice of EGM dated 6 November 2009 (the “**EGM Notice**”).

As at the date of the EGM, (i) the total number of Shares issued was 845,900,000 Shares comprising 443,910,000 Domestic Shares and 401,990,000 H Shares; and (ii) Shareholders holding a total of 845,900,000 Shares were entitled to attend and vote for or against each of the ordinary resolutions as set out in the EGM Notice at the EGM. Since YTO, the controlling Shareholder of the Company holding a total of 443,910,000 Domestic Shares representing approximately 52.48% equity interest in the Company, and its associates have interest in each of the Non-exempt CCT Transactions, they have abstained from voting on each of the ordinary resolutions numbered 1 to 6 as set out below at the EGM. There were no Shares entitling the holders to attend and vote only against any of the ordinary resolutions as set out in the EGM Notice at the EGM.

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

The ordinary resolutions as set out in the EGM Notice were duly passed by the Independent Shareholders by way of poll, with the exception of the ordinary resolution relating to the Financial Services Agreement which was not passed by the Independent Shareholders due to insufficient number of votes in favour of the relevant resolution (Resolution number 5 as stated in the EGM Notice). The poll results of the EGM were as follows:

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
1.	To approve and confirm the Composite Services Agreement, and the terms and conditions thereof and its proposed cap amounts and the transaction contemplated thereunder and the implementation thereof.	102,669,322 Shares (100%)*	0 Shares (0%)*
2.	To approve and confirm the Material Supply Agreement, and the terms and conditions thereof and its proposed cap amounts and the transaction contemplated thereunder and the implementation thereof.	102,669,322 Shares (100%)*	0 Shares (0%)*
3.	To approve and confirm the Energy Supply Services Agreement, and the terms and conditions thereof and its proposed cap amounts and the transaction contemplated thereunder and the implementation thereof.	102,669,322 Shares (100%)*	0 Shares (0%)*

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
4.	To approve and confirm the First Tractor Supply Agreement, and the terms and conditions thereof and its proposed cap amounts and the transaction contemplated thereunder and the implementation thereof.	102,669,322 Shares (100%)*	0 Shares (0%)*
5.	To approve and confirm the Financial Services Agreement, and the terms and conditions thereof and its proposed cap amounts and the transaction contemplated thereunder and the implementation thereof.	18,686,200 Shares (18.20%)*	83,983,122 Shares (81.80%)*
6.	To approve, ratify and confirm 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 Composite Services Agreement, Material Supply Agreement, Energy Supply Services Agreement, First Tractor Supply Agreement and Financial Services Agreement (together the “ <b>New Agreements</b> ”) and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the New Agreements they may in their discretion consider to be desirable and in the interests of the Company and all the directors’ acts as aforesaid.	95,755,322 Shares (93.27%)*	6,914,000 Shares (6.73%)*
7.	To approve and confirm the change of the Company’s International auditor from Ernst & Young to UHY Vocation HK CPA Limited.	546,579,322 Shares (100%)**	0 Shares (0%)**

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
8.	To approve and confirm the change of the Company's PRC auditor from Ernst & Young Hua Ming to Vocation International Certified Public Accountants Company Limited.	546,579,322 Shares (100%)**	0 Shares (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.*

### **Condition to the Financial Services Agreement**

The Financial Services Agreement shall become effective on 1 January 2010 subject to the approval by the Independent Shareholders at the EGM as required by the Listing Rules. As the resolution relating to the Financial Services Agreement was not passed by the Independent Shareholders at the EGM, the Financial Services Agreement shall become null and void. In this regard, the Group cannot proceed with the transactions contemplated under the Financial Services Agreement with effect from 1 January 2010.

The Board is considering to revisit the terms of the Financial Services Agreement and, where necessary, will put forward the revised Financial Services Agreement to Independent Shareholders for approval.

## CHANGE OF AUDITORS

The above ordinary resolutions 7 and 8 were passed by the Shareholders at the EGM. The International auditors of the Company was duly changed from Ernst & Young to UHY Vocation HK CPA Limited and the PRC auditors of the Company was duly changed from Ernst & Young Hua Ming to Vocation International Certified Public Accountants Company Limited, effective from 22 December 2009.

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

Luoyang, the PRC  
22 December 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 three independent non-executive Directors, namely Mr. Chan Sau Shan, Gary, Mr. Luo Xiwen and Mr. Hong Xianguo.*

\* *for identification purposes only*