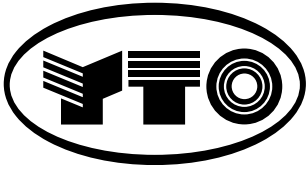


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**第一拖拉机股份有限公司\***  
**FIRST TRACTOR COMPANY LIMITED**

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

(Stock Code: 0038)

**CHANGE OF GENERAL MANAGER AND  
INTERNATIONAL AUDITOR  
AND  
RESIGNATION OF CHIEF FINANCIAL OFFICER**

**CHANGE OF GENERAL MANAGER AND RESIGNATION OF CHIEF  
FINANCIAL OFFICER**

The Board announces that with effect from 10 December 2010:

- (1) Mr. Qu Dawei, an executive Director, resigned as the General Manager;
- (2) Mr. Liu Jiguo, the deputy general manager of the Company, was appointed as the General Manager; and
- (3) Ms. Dong Jianhong, an executive Director, resigned as the Chief Financial Officer.

## **CHANGE OF INTERNATIONAL AUDITOR**

Reference is made to the Announcement. The Board would like to announce that UHY Hong Kong resigned as the Company's international auditor with effect from 23 November 2010. In order to fill the casual vacancy following the resignation of UHY Hong Kong and to ensure continuity and consistency of the Company's audit work, the Board proposes to appoint Baker Tilly Hong Kong as the Company's international auditor for the financial year 2010, with a term of office until conclusion of the 2010 annual general meeting of the Company. The appointment of Baker Tilly Hong Kong as the Company's international auditor is subject to and will take effect upon the Shareholders' approval at the EGM.

### **EGM**

An EGM will be convened and held at 9:00 a.m. on 28 January 2011, Friday, at which ordinary resolution will be proposed to seek the Shareholders' approval for the appointment of Baker Tilly Hong Kong as the Company's international auditor. At the EGM, votes will be taken by poll.

### **GENERAL**

A circular containing, among other things, details of the proposed change of the Company's international auditor will be dispatched to the Shareholders on or before 31 December 2010. A notice of the EGM will be dispatched to the Shareholders as soon as possible.

This announcement is made pursuant to Rules 13.51(2) and 13.51(4) of the Listing Rules.

## **CHANGE OF GENERAL MANAGER AND RESIGNATION OF CHIEF FINANCIAL OFFICER**

In compliance with the relevant requirements of the CSRC, the Board announces that with effect from 10 December 2010, Mr. Qu Dawei and Ms. Dong Jianhong, the executive Directors, resigned as the General Manager and the Chief Financial Officer respectively while Mr. Liu Jiguo, the deputy general manager of the Company, was appointed as the General Manager.

The Company will identify an appropriate candidate for the position of Chief Financial Officer and will make further announcements as and when appropriate according to the Listing Rules.

The Board would like to take this opportunity to express its appreciation to Mr. Qu Dawei and Ms. Dong Jianhong for their valuable contributions to the Company during their tenure of office and would like to welcome Mr. Liu Jiguo as the General Manager.

## **CHANGE OF INTERNATIONAL AUDITOR**

Reference is made to the Announcement. As announced by the Company in the Announcement, the Company was notified by VICPA that VICPA has joined Baker Tilly International as its sole representative member in the PRC and the H-Share audit business of VICPA's former member firm in Hong Kong, UHY Hong Kong, has been merged with Baker Tilly Hong Kong.

The Board would like to announce that subsequent to the Announcement, UHY Hong Kong clarified to the Company that UHY Hong Kong did not merge with Baker Tilly Hong Kong as one legal entity and it remained as a separate legal entity. As the H-Share audit business of UHY Hong Kong has been merged with Baker Tilly Hong Kong, UHY Hong Kong resigned as the Company's international auditor with effect from 23 November 2010. In order to fill the casual vacancy following the resignation of UHY Hong Kong and to ensure continuity and consistency of the Company's audit work, the Board proposes to appoint Baker Tilly Hong Kong as the Company's international auditor for the financial year 2010, with a term of office until conclusion of the 2010 annual general meeting of the Company. The appointment of Baker Tilly Hong Kong as the Company's international auditor is subject to and will take effect upon the Shareholders' approval at the EGM.

The Company has received a confirmation letter from UHY Hong Kong confirming that there are no other matters with respect to its resignation which need to be brought to the attention of the Shareholders or the creditors of the Company. UHY Hong Kong, the Board and the Audit Committee of the Company have also confirmed that there is no disagreement between the Board and UHY Hong Kong.

It is expected that the change of the Company's international auditor will not affect the publication of the audited annual results of the Company for the financial year ending 31 December 2010.

## **EGM**

An EGM will be convened and held at 9:00 a.m. on 28 January 2011, Friday, at which ordinary resolution will be proposed to seek the Shareholders' approval for the appointment of Baker Tilly Hong Kong as the Company's international auditor. At the EGM, votes will be taken by poll.

## **GENERAL**

A circular containing, among other things, details of the proposed change of the Company's international auditor will be dispatched to the Shareholders on or before 31 December 2010. A notice of the EGM will be dispatched to the Shareholders as soon as possible.

## **DEFINITIONS**

In this announcement, the following terms have the following meanings:

“Announcement”	the Company's announcement dated 3 November 2010 in relation to the merger of UHY Hong Kong's H-Share audit business with Baker Tilly Hong Kong
“Baker Tilly Hong Kong”	Baker Tilly Hong Kong Limited, its Chinese name being 天職香港會計師事務所有限公司 and formerly known as 香港天華會計師事務所有限公司
“Board”	the board of Directors
“Company”	First Tractor Company Limited* (第一拖拉機股份有限公司), a joint stock company with limited liability incorporated in the PRC, the H shares of which are listed on the Stock Exchange
“Chief Financial Officer”	the chief financial officer of the Company, as appointed from time to time
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)

“Directors”	the directors of the Company, including the independent non-executive directors
“EGM”	the extraordinary general meeting of the Company to be convened and held at 9:00 a.m. on 28 January 2011, Friday, at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, for the Shareholders to consider and, if thought fit, approve the change of the Company’s international auditor
“General Manager”	the general manager of the Company, as appointed from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Shareholder(s)”	registered holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“UHY Hong Kong”

UHY Vocation HK CPA Limited

“VICPA”

Vocation International Certified Public Accountants Company  
Limited (天職國際會計師事務所有限公司)

By Order of the Board

**FIRST TRACTOR COMPANY LIMITED**

**YU Lina / LIU Pui Yee**

*Joint Company Secretaries*

Luoyang, the PRC

10 December 2010

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Zhao Yanshui, Ms. Dong Jianhong, Mr. Qu Dawei and Mr. Li Xibin, and three non-executive Directors, namely 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*