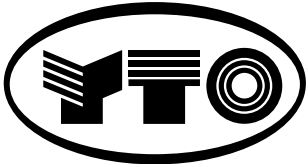


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**第一拖拉机股份有限公司\***  
**FIRST TRACTOR COMPANY LIMITED**

*(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 28 JANUARY 2011  
AND  
CHANGE OF INTERNATIONAL AUDITOR**

The Board announces that the ordinary resolution as set out in the EGM Notice was duly passed at the EGM held on 28 January 2011 (Friday). Accordingly, the international auditor of the Company for the financial year 2010 was duly changed from UHY Vocation HK CPA Limited to Baker Tilly Hong Kong Limited (天職香港會計師事務所有限公司, formerly known as 香港天華會計師事務所有限公司), effective from 28 January 2011.

Reference is made to the circular dated 21 December 2010 (the “**Circular**”) issued by First Tractor Company Limited (the “**Company**”) in relation to the change of international auditor of the Company.

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

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

## RESULTS OF THE EGM

The EGM was held at No.154 Jianshe Road, Luoyang, Henan Province, the PRC at 9:00 a.m. on 28 January 2011 (Friday). Poll voting was demanded by the chairman of the EGM in relation to the proposed ordinary resolution as set out in the notice of the EGM dated 10 December 2010 (the “EGM Notice”).

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 at the EGM for or against the resolution as set out in the EGM Notice; and (iii) there were no Shares entitling the holders to attend and vote only against the resolution at the EGM.

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

The ordinary resolution as set out in the EGM Notice was duly passed at the EGM with the following poll results:

	Ordinary Resolution	Number of Votes (%)	
		For	Against
1.	The change of the Company’s international auditor from UHY Vocation HK CPA Limited to Baker Tilly Hong Kong Limited (天職香港會計師事務所有限公司, formerly known as 香港天華會計師事務所有限公司) and the authorization to the board of directors of the Company to determine the remuneration of the Company’s international auditor be and are hereby approved and confirmed.	549,311,971 Shares (100%) <sup>#</sup>	0 Share (0%) <sup>#</sup>

<sup>#</sup> 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.

## **CHANGE OF INTERNATIONAL AUDITOR**

The above ordinary resolution was duly passed by the Shareholders at the EGM. Accordingly, the international auditor of the Company for the financial year 2010 was duly changed from UHY Vocation HK CPA Limited to Baker Tilly Hong Kong Limited (天職香港會計師事務所有限公司, formerly known as 香港天華會計師事務所有限公司), effective from 28 January 2011.

By Order of the Board  
**FIRST TRACTOR COMPANY LIMITED**  
**YU Lina / LIU Pui Yee**  
*Joint Company Secretaries*

Luoyang, the PRC  
28 January 2011

*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*