

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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

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

(Stock Code: 0038)

**RESULTS OF THE EXTRAORDINARY GENERAL MEETING,  
H SHARES CLASS MEETING AND  
DOMESTIC SHARES CLASS MEETING  
ALL HELD ON 15 AUGUST 2011  
AND  
AMENDMENT TO THE ARTICLES OF ASSOCIATION**

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 12 July 2011.

**RESULTS OF THE EGM, H SHARES CLASS MEETING AND DOMESTIC  
SHARES CLASS MEETING**

The Company held its EGM and the respective Class Meetings for holders of H Shares and Domestic Shares (collectively, the “**Meetings**”) at No.154 Jianshe Road, Luoyang, Henan Province, the PRC on 15 August 2011. Poll voting was demanded by the chairman of the Meetings in relation to the proposed resolutions as set out in the notices of the Meetings dated 27 June 2011.

As at the date of the Meetings, (i) the issued share capital of the Company was RMB845,900,000 comprising 443,910,000 Domestic Shares and 401,990,000 H Shares; (ii) Shareholders holding a total of 845,900,000 Shares of the Company were entitled to attend and vote for or against each of the resolutions at the EGM; and (iii) holders of 443,910,000 Domestic Shares and 401,990,000 H Shares were entitled to attend and vote for or against the resolution at the respective Class Meetings for holders of Domestic Shares and H Shares. There were no Shares entitling the holders to attend and vote only against the resolutions at each of the Meetings.

Baker Tilly China, certified public accountants in the PRC, was appointed as the scrutineer for the vote-taking at each of the Meetings.

All the resolutions were duly passed at each of the Meetings and the poll results were as follows:

**For the EGM:**

	Special Resolutions	Number of Votes (%)	
		For	Against
1.	<u>Refreshment of specific mandate for the Issue of A Shares</u>  Upon obtaining the approvals from the CSRC and the other relevant regulatory authorities in the PRC, the allotment and issue of A Shares by the Company and each of the terms and conditions of the Issue of A Shares be approved and confirmed.  <i>(Please refer to the notice of EGM dated 27 June 2011 for the full text of this resolution)</i>	568,905,826 Shares (95.90%)**	24,315,140 Shares (4.10%)**
2.	<u>Amendment to the Articles of Association</u>  The amendment to paragraph 2 of Article 15 of the Articles of Association be approved and confirmed.	593,220,966 Shares (100%)**	0 Share (0%)**

\*\* 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.

**For the Class Meeting for Holders of H Shares:**

	<b>Special Resolution</b>	<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	<p><u>Refreshment of specific mandate for the Issue of A Shares</u></p> <p>Upon obtaining the approvals from the CSRC and the other relevant regulatory authorities in the PRC, the allotment and issue of A Shares by the Company and each of the terms and conditions of the Issue of A Shares be approved and confirmed.</p> <p><i>(Please refer to the notice of Class Meeting for holders of H Shares dated 27 June 2011 for the full text of this resolution)</i></p>	<p>124,995,826 Shares (83.72%)* **</p>	<p>24,315,140 Shares (16.28%)* **</p>

\*\*\* The percentage of voting H Shares is based on the total number of H Shares held by the holders of H Shares who voted at the Class Meeting for holders of H Shares in person or by proxy.

## For the Class Meeting for Holders of Domestic Shares:

	Special Resolution	Number of Votes (%)	
		For	Against
1.	<p><u>Refreshment of specific mandate for the Issue of A Shares</u></p> <p>Upon obtaining the approvals from the CSRC and the other relevant regulatory authorities in the PRC, the allotment and issue of A Shares by the Company and each of the terms and conditions of the Issue of A Shares be approved and confirmed.</p> <p><i>(Please refer to the notice of Class Meeting for holders of Domestic Shares dated 27 June 2011 for the full text of this resolution)</i></p>	<p>443,910,000 Shares (100%)*</p>	<p>0 Share (0%)*</p>

\* The percentage of voting Domestic Shares is based on the total number of Domestic Shares held by the holders of Domestic Shares who voted at the Class Meeting for holders of Domestic Shares in person or by proxy.

**The Issue of A Shares may or may not proceed to completion. Investors and Shareholders are advised to exercise caution in dealings in the H Shares. Further details about the Issue of A Shares will be disclosed by the Company in the PRC in due course and the relevant information will be disclosed in Hong Kong concurrently in accordance with the Listing Rules.**

## AMENDMENT TO THE ARTICLES OF ASSOCIATION

The amendment to paragraph 2 of Article 15 of the Articles of Association shall take effect from 15 August 2011. Details of the amendment are set out in the circular of the Company dated 12 July 2011.

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

Luoyang, the PRC  
15 August 2011

*As at the date of this announcement, Mr. Zhao Yanshui is the Chairman and executive Director of the Company and Mr. Su Weike is the vice Chairman and non-executive Director of the Company. Other members of the Board are, three executive Directors, namely, Ms. Dong Jianhong, Mr. Qu Dawei and Mr. Liu Jiguo; three non-executive Directors, namely, Mr. Yan Linjiao, Mr. Liu Yongle and Mr. Li Youji; and four independent non-executive Directors, namely, Mr. Luo Xiwen, Mr. Chan Sau Shan, Gary, Mr. Hong Xianguo and Mr. Zhang Qiusheng.*

\* *For identification purposes only*