

*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 HELD ON 19 JANUARY 2012**

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 16 December 2011 and the announcement of the Company dated 30 December 2011.

### **RESULTS OF THE EGM**

The Company held its EGM at No.154 Jianshe Road, Luoyang, Henan Province, the PRC on 19 January 2012. Poll voting was demanded by the chairman of the EGM in relation to the proposed resolutions as set out in the notice of the EGM dated 1 December 2011 and the supplemental notice of the EGM dated 30 December 2011.

As at the date of the EGM, (i) the issued share capital of the Company was RMB845,900,000 comprising 443,910,000 Domestic Shares and 401,990,000 H Shares; and (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.

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

All the resolutions were duly passed at the EGM and the poll results were as follows:

	Special Resolution	Number of Votes (%)	
		For	Against
1.	Conditional upon obtaining the approval from the CSRC and the completion of the Issue of A Shares, the proposed amendments to the Articles of Association (Draft) (details of which are set out in the announcement of the Company dated 1 December 2011) be approved and confirmed, and that any Director be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to effect the Issue of A Shares, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC authorities, and to deal with other related issues arising from the amendments to the Articles of Association (Draft) of the Company.	615,805,179 Shares (99.95%)**	312,000 Shares (0.05%)**

	Ordinary Resolutions	For	Against
1.	<p>Subject to compliance with the relevant requirements under the CSRC and the Listing Rules including but not limited to the requirements in relation to the shareholders' approval under Chapter 14 and Chapter 14A of the Listing Rules, as well as other relevant requirements, the following matters are hereby approved:</p> <p>— the provision of guarantees by the Company for dealers designated by the Company (or its authorized subsidiaries) for their applications to financial institutions for the issuance of bank's acceptance bills and loans under the trade financing for the purpose of purchasing machinery products manufactured by the Company (or its authorized subsidiaries), within the guarantee amount of not more than RMB1,128.2 million.</p> <p>The effective period of the above guarantee amount shall be from 19 January 2012 to the date of convening the 2012 annual general meeting of the Company. The chairman of the Company be authorized to confirm the contents of the guarantee agreement(s) and deal with relevant matters in relation to the signing and implementation of the relevant guarantee agreement(s) during the above effective period.</p>	<p>480,683,830 Shares (78.02%)**</p>	<p>135,433,349 Shares (21.98%)**</p>

	<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>
2.	<p>Subject to compliance with the relevant requirements under the CSRC and the Listing Rules including but not limited to the requirements in relation to the shareholders' approval under Chapter 14 and Chapter 14A of the Listing Rules, as well as other relevant requirements, the following matters are hereby approved:</p> <p>— the provision of guarantees by the Company for customers of the subsidiaries of the Company in respect of their leasing or purchase of machinery products manufactured by the Company (or its authorized subsidiaries) through financial leasing or buyer credit via financial institutions, within the guarantee amount of not more than RMB260 million.</p> <p>The effective period of the above guarantee amount shall be from 19 January 2012 to the date of convening the 2012 annual general meeting of the Company. The chairman of the Company be authorized to confirm the contents of the guarantee agreement(s) and deal with relevant matters in relation to the signing and implementation of the relevant guarantee agreement(s) during the above effective period.</p>	<p>480,683,830 Shares (78.02%)**</p>	<p>135,433,349 Shares (21.98%)**</p>

\*\* 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.

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

Luoyang, the PRC  
19 January 2012

*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*