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**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 2011 ANNUAL GENERAL MEETING**

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.

### **RESULTS OF THE AGM**

The Company held its 2011 Annual General Meeting (the “**AGM**”) at No.154 Jianshe Road, Luoyang, Henan Province, the People's Republic of China (the “**PRC**”) on 15 June 2012. Poll voting was demanded by the chairman of the AGM in relation to the proposed resolutions as set out in the notice of the AGM and supplemental notice of the AGM dated 27 April 2012 and 14 May 2012 respectively.

As at the date of the AGM, (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 the resolutions at the AGM.

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

The relevant resolutions were duly passed at the AGM and the poll result was as follows:

| Ordinary Resolutions |   | Number of Votes (%)              |                                |
|----------------------|---|----------------------------------|--------------------------------|
|                      |   | For                              | Against                        |
| 1.                   | To consider and approve the report of the Board of the Company for the year 2011.   | 631,252,601 shares<br>(99.99%)** | 58,000 shares<br>(0.01%)**     |
| 2.                   | To consider and approve the report of the board of supervisors of the Company for the year 2011.  | 631,252,601 shares<br>(99.99%)** | 58,000 shares<br>(0.01%)**     |
| 3.                   | To consider and approve the audited financial report of the Company for the year 2011.  | 631,310,601 shares<br>(100%)**   | 0 share<br>(0%)**              |
| 4.                   | To consider and approve the distribution proposal of the Company in respect of the dividend for the year ended 31 December 2011.  | 631,310,601 shares<br>(100%)**   | 0 share<br>(0%)**              |
| 5.                   | To consider and approve the re-appointment of Baker Tilly Hong Kong Limited and Baker Tilly China as the international and PRC auditors of the Company respectively for the year 2012 and to authorize the Board to determine the remunerations of the international and PRC auditors of the Company.   | 631,310,601 shares<br>(100%)**   | 0 share<br>(0%)**              |
| Special Resolutions  |   | Number of Votes (%)              |                                |
|                      |   | For                              | Against                        |
| 1.                   | Subject to compliance with provisions under Chapters 14 and 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “ <b>Listing Rules</b> ”) in relation to, among other things, shareholders’ approval, and other relevant provisions of the Listing Rules, and the accumulated limit not exceeding 50% of the latest audited net assets value of the Company (consolidated financial statements), to authorize the Board to determine matters related to investments and execute relevant investment agreements and other relevant documents, within the period from the date of convening 2011 annual general meeting to the date of convening 2012 annual general meeting or the effective date of the decision making principles on investments and operation approved at the extraordinary general meeting held on 20 September 2010, whichever is earlier. | 620,794,601 shares<br>(98.41%)** | 10,026,000 shares<br>(1.59%)** |

| Special Resolutions |   | Number of Votes (%)              |                                  |
|---------------------|---|----------------------------------|----------------------------------|
|                     |   | For                              | Against                          |
| 2.                  | To approve the Company of placing, issuing or dealing with domestic shares and overseas listed foreign shares of the Company solely or jointly within the relevant period (as defined hereunder) with an amount of no more than 20% of the issued shares of that class of shares of the Company as at the date of passing of this special resolution, provided that China Securities Regulatory Commission and the relevant governmental authorities granting the relevant approvals; and to authorize the Board to handle the matters in relation to such placement or issue and to make any necessary amendments as it considers appropriate to the Articles of Association of the Company, so as to reflect the changes in the structure of share capital of the Company resulting from such placement or issue of shares. | 470,960,401 shares<br>(74.60%)** | 160,350,200 shares<br>(25.40%)** |
| 3.                  | To authorize the Board to declare an interim dividend to the shareholders of the Company for the half year ending 30 June 2012.   | 631,310,601 shares<br>(100%)**   | 0 share<br>(0%)**                |

\*\* The percentage of voting shares is based on the total number of shares held by the shareholders who voted at the AGM in person or by proxy.

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

Luoyang, the PRC  
15 June 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; two non-executive Directors, namely, Mr. Yan Linjiao and Mr. Liu Yongle; 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