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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)

## **Announcement in relation to the resolutions passed at the 30th meeting of the Fifth Board**

This announcement is made pursuant to Rules 13.09 and 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

First Tractor Company Limited (the “**Company**”) and all members of the board (the “**Board**”) of directors (the “**Directors**”) of the Company warrant the truthfulness, accuracy and completeness of the contents of this announcement, and accept several and joint responsibilities for any false information, misleading statements or material omissions in this announcement.

### **1. THE BOARD MEETING**

The 30th meeting of the fifth Board was held on 14 August 2012 by way of circulating written resolutions. Written notice of the meeting was issued on 10 August 2012. This Board meeting was convened in compliance with the laws and regulations such as the Company Law of the People's Republic of China and the requirements of the Articles of Association (Draft) of the Company.

### **2. MATTERS CONSIDERED AT THE BOARD MEETING**

The meeting has passed “the resolution in respect of the amendments to the Articles of Association (Draft)”:

Upon approval by China Securities Regulatory Commission through the “Approval Regarding Initial Public Offer of Shares of First Tractor Company Limited” (Zheng Jian Xu Ke No.[2012] 736), the Company has completed the initial public offering of 150,000,000 A shares which were officially listed for trading on the Shanghai Stock Exchange on 8 August 2012. According to the authorization granted to the Board at the extraordinary general meeting of the Company held on 15 August 2011, the articles in relation to the issue of shares and share capital, etc. in the Articles of Association (Draft) of the Company were proposed to be amended in accordance with the abovementioned issue of A shares, and at the same time, the article in relation to the Company’s scope of business in the Articles of Association (Draft) of the Company was proposed to be made consistent with the Company’s scope of business currently registered with the Administration Bureau for Industry and Commerce.

**The articles were amended as follows:**

1. Paragraph 1 of Article 1 of the Articles of Association (Draft) was amended to:

“First Tractor Company Limited (hereafter as **“this Company”** or **“the Company”**) is a joint stock limited company incorporated in accordance with the Company Law of the People’s Republic of China (hereafter as the **“Company Law”**), the Special Provisions of the State Council concerning the Flotation and Listing Abroad of Shares by Joint Stock Company with Limited Liability (國務院關於股份有限公司境外募集股份及上市的特別規定) (hereafter the **“Special Provisions”**) and other relevant laws and administrative regulations of the People’s Republic of China (hereafter as the **“PRC”**). In order to comply with the Company Law, Special Provisions and Guidelines on Articles of Association of Listed Companies (as amended in 2006) (《上市公司章程指引》(2006年修訂)), the Company convened an extraordinary general meeting on 8 May 1997, an extraordinary general meeting on 18 November 2002, a general meeting on 28 October 2004, a Board meeting on 31 October 2007 (as authorized by the annual general meeting of the Company on 15 June 2007), an extraordinary general meeting on 9 September 2008, the 2008 annual general meeting, an extraordinary general meeting on 16 August 2010, an extraordinary general meeting on 19 January 2012, an extraordinary general meeting on 6 March 2012 and a Board meeting on 14 August 2012 (as authorized by the extraordinary general meeting on 15 August 2011) to amend its Articles of Association.”

2. Article 2 of the Articles of Association (Draft) was amended to:

“The overseas listed foreign shares, denominated in foreign currency and listed overseas, were issued to foreign investors by the Company and listed on the Main Board of The Stock Exchange of Hong Kong Limited in 1997. In addition, the Company was approved by China Securities Regulatory Committee to issue its ordinary shares denominated in RMB to the domestic public for the first time, and they were listed on the Shanghai Stock Exchange on 8 August 2012.”

3. Article 15 of the Articles of Association (Draft) was amended to:

“The scope of business of the Company shall be subject to the approval of the relevant administrations items authorized by the Company registration authority.

Upon registration as stipulated by laws, the scope of business of the Company includes: design, manufacture, sales and services in relation to agricultural machinery products such as tractors, harvesters and farm equipment and implement, and series products such as diesel engines, mobile power stations, electric generating sets, forklift trucks, casting parts and spare parts, as well as research and development of technologies, transfer, contracting and consultation services in relation to tractors and construction machineries; engaging in the imports and exports of self-manufacturing products of the Company (including the corporate members of the Company) and related technologies, except the products or technologies which are restricted to be exclusively engaged by the Company or prohibited for imports and exports by the State. (For products which are subject to quota permit and specific regulations, relevant requirements of the State shall be followed.)”

4. Article 25 of the Articles of Association (Draft) was amended to:

“Upon approval of China Securities Regulatory Commission through the “Approval Regarding Initial Public Offer of Shares of First Tractor Company Limited” (Zheng Jian Xu Ke No.[2012] 736), the Company issued domestically listed domestic shares for the first time and was listed on the Shanghai Stock Exchange on 8 August 2012. Upon completion of the issuance, the shareholding structure of the Company is as follows:

Name of Shareholders	Nature of Shares	Number of	Shareholding
		Shares (0'000 shares)	Ratio (%)
YTO	Restricted circulating A shares (state-owned legal person shares)	43,391	44.574%
Holders of H Shares	Listed circulating shares	40,199	40.364%
Holders of A Shares	Listed circulating shares	15,000	15.062%
Total Share Capital		<u>99,590</u>	<u>100% ”</u>

5. Article 27 of the Articles of Association (Draft) was amended to:

“The registered capital and the total share capital of the Company are RMB995,900,000 and 995,900,000 shares, respectively. The adjustment of the Company’s registered capital has to be registered with the administration department of industry and commerce and be processed in accordance with the procedures stipulated under relevant laws and administrative regulations of the State.”

6. The Articles of Association (Draft) of First Tractor Company Limited was renamed as The Articles of Association of First Tractor Company Limited.

Please see the amended Articles of Association of the Company on the websites of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and the Stock Exchange (<http://www.hkex.com.hk>). The English version of the Articles of Association of the Company is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

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

Luoyang, the PRC  
14 August 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*