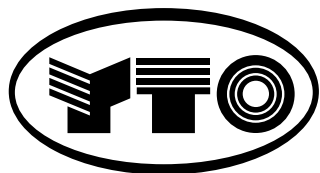


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**第一拖拉机股份有限公司**  
**FIRST TRACTOR COMPANY LIMITED**\*

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

(Stock Code: 0038)

## **RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 9 NOVEMBER 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 announcements of the Company dated 21 September 2012.

### **RESULTS OF THE EGM**

The Company held its EGM at No.154 Jianshe Road, Luoyang, Henan Province, the PRC on 9 November 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 21 September 2012.

As at the date of the EGM, (i) the issued share capital of the Company was RMB995,900,000 comprising 593,910,000 A shares and 401,990,000 H shares; and (ii) Shareholders holding a total of 995,900,000 shares of the Company were entitled to attend and vote for or against the resolutions at the EGM.

Baker Tilly China Certified Public Accountants, certified public accountants in the PRC, Commerce & Finance Law Offices, the Company's PRC lawyer, and a staff representative supervisor of the Company were appointed as the scrutineers for the vote-taking at the EGM.

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

	Ordinary Resolution	Number of Votes (%)		
		For	Against	Abstention
1.	<p>To consider and approve the resolution of provision of external guarantee by First Tractor Company Limited.</p> <p>(Provided that the relevant requirements of the CSRC, relevant requirements of the Hong Kong Listing Rules (including but not limited to Chapters 14 and 14A) and other relevant requirements are complied with, the Company be hereby approved to provide guarantee for the lessees and purchasers under the financial lease and buyer credit businesses of the Company for agricultural machines such as large or medium sized tractors with an amount of not more than RMB120 million; the validity period of the aforesaid guarantee is from 9 November 2012 to 31 December 2013. The chairman of the Board of the Company be hereby authorized to approve the contents of the guarantee agreements and any other relevant matters such as their signing and execution during the validity period of the guarantee.)</p>	<p>622,397,158 Shares (99.91%)**</p>	<p>490,000 Shares (0.08%)**</p>	<p>83,800 Shares (0.01%)**</p>

	Special Resolutions	Number of Votes (%)		
		For	Against	Abstention
2.	To consider and approve the following resolutions in relation to the issue of Corporate Bonds:			
	2.1 Issue size of the Corporate Bonds: The Company proposes to issue the Corporate Bonds with an aggregate principal amount of not more than RMB1,500,000,000 (inclusive of RMB1,500,000,000) in the PRC. The Board or such persons as authorized by the Board shall be granted the authority to determine the specific issue size in respect of the Issue of Corporate Bonds in accordance with the capital needs of the Company and market conditions at the time of issue within the aforesaid scope.	622,397,158 Shares (99.91%)**	490,000 Shares (0.08%)**	83,800 Shares (0.01%)**
	2.2 Coupon rate and way of determination: The Board or such persons as authorized by the Board shall be granted the authority to determine the coupon rate of the Corporate Bonds, and such determination shall be made together with the sponsor (the lead underwriter) after taking into account the relevant national regulations of the PRC and the market conditions at the time of issue and after reporting to the regulatory authorities.	622,397,158 Shares (99.91%)**	490,000 Shares (0.08%)**	83,800 Shares (0.01%)**
	2.3 Arrangement for placement to the Shareholders: The Corporate Bonds will not be preferentially placed to the Shareholders of the Company, nor will they be offered to the public in Hong Kong.	622,397,158 Shares (99.91%)**	490,000 Shares (0.08%)**	83,800 Shares (0.01%)**

	Special Resolutions	Number of Votes (%)		
		For	Against	Abstention
	2.4 Maturity of the Corporate Bonds: The maturity of the Corporate Bonds shall not exceed 5 years (inclusive of 5 years). The Corporate Bonds can be with single maturity period or with various maturity periods. The Board or such persons as authorized by the Board shall be granted the authority to determine the specific maturity structure of the Corporate Bonds and the offer size for Corporate Bonds with different maturity structure in accordance with the relevant regulations, the Company's capital needs and the market conditions at the time of issue.	622,397,158 Shares (99.91%)**	490,000 Shares (0.08%)**	83,800 Shares (0.01%)**
	2.5 Use of proceeds: The proceeds from the Issue of Corporate Bonds are intended to be used to replenish the Company's working capital and repay bank loans.	622,397,158 Shares (99.91%)**	490,000 Shares (0.08%)**	83,800 Shares (0.01%)**
	2.6 Validity period of the resolution in respect of the Issue of Corporate Bonds: The resolution in respect of the Issue of Corporate Bonds shall be valid for 24 months from the date of approval at the EGM.	622,397,158 Shares (99.91%)**	490,000 Shares (0.08%)**	83,800 Shares (0.01%)**

	Special Resolutions	Number of Votes (%)		
		For	Against	Abstention
	<p>2.7 Safeguard measures for debt repayment: The Company shall at least adopt the following safeguard measures if it is expected that the principal and interest of the Corporate Bonds cannot be repaid on schedule or the principal and interest of the Corporate Bonds cannot be repaid when due-</p> <p>(i) No profit shall be distributed to the Shareholders;</p> <p>(ii) The implementation of capital expenditure projects such as major external investments, acquisitions and mergers shall be temporarily suspended;</p> <p>(iii) Wages and bonus payable to the Directors and senior management shall be adjusted and reduced or suspended;</p> <p>(iv) The main responsible person(s) shall not be relocated.</p>	<p>622,480,958 Shares (99.92%)**</p>	<p>490,000 Shares (0.08%)**</p>	<p>0 Share (0%)**</p>

	Special Resolutions	Number of Votes (%)		
		For	Against	Abstention
	<p>2.8 Matters to be authorized to the Board:</p> <p>In order to effectively and orderly complete the relevant works in connection with the Issue of Corporate Bonds, the Company shall, in accordance with the Company Laws, Securities Law and Pilot Rules on the Issuance of Corporate Bonds of the PRC as well as the Articles of Association, propose to the EGM to authorize the Board or such persons as authorized by the Board to handle all matters in relation to the Issue of Corporate Bonds at their full discretion, in accordance with the Company's specific needs and other market conditions, including but not limited to-</p> <p>(i) Formulate the specific issue plan, and amend and adjust the issue terms of the Issue of Corporate Bonds in accordance with the actual circumstances of the Company and the market, including but not limited to all matters in relation to the terms of the issue such as the issue size, maturity of the Corporate Bonds, coupon rate of the Corporate bonds and its way of determination, timing of the issue, whether the bonds will be issued in tranches and number of tranches, whether the repurchase terms or redemption terms will be set, guarantee, maturity and ways of repayment of principal and interest, place of listing, and the determination of the specific use of proceeds;</p> <p>(ii) Appoint intermediaries to handle the reporting matters in respect of the Issue of Corporate Bonds;</p>	<p>622,397,158 Shares (99.91%)**</p>	<p>490,000 Shares (0.08%)**</p>	<p>83,800 Shares (0.01%)**</p>

	Special Resolutions	Number of Votes (%)		
		For	Against	Abstention
	<p>(iii) Select the custodian of the Corporate Bonds, execute the Corporate Bonds custody management agreement and formulate the rules of procedures for the meetings of holders of Corporate Bonds;</p> <p>(iv) Sign, execute and amend the contracts, agreements and documents in relation to the Issue of Corporate Bonds, and make relevant information disclosure in accordance with the laws, regulations and other regulatory documents;</p> <p>(v) Handle matters in relation to the listing of the Corporate Bonds issued upon completion of the Issue of Corporate Bonds;</p> <p>(vi) In the event of change in the policies of the relevant regulatory authorities concerning issue of corporate bonds or change in the market conditions, other than matters which are required to be put to vote again by the Shareholders at the general meeting pursuant to the relevant laws, regulations and the Articles of Association, authorize the Board or such persons as authorized by the Board to make corresponding adjustments to the matters in relation to the plan of the Issue of Corporate Bonds based on the opinions of the regulatory authorities;</p> <p>(vii) Handle other matters in relation to the Issue of Corporate Bonds and its listing; and</p> <p>(viii) Such authorization shall be effective from the date of approval at the EGM to the date of completion of the above authorized matters.</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  
9 November 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*