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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 2012 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 2012 Annual General Meeting (the “**AGM**”) at No.154 Jianshe Road, Luoyang, Henan Province, the People's Republic of China (the “**PRC**”) on 30 May 2013. 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 dated 11 April 2013.

As at the date of the AGM, (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 or abstain from voting on the resolutions at the AGM.

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

All ordinary resolutions were duly passed by the shareholders of the Company by way of poll. The poll results of the AGM were as follows:

| Ordinary Resolutions |  | Number of Votes (%)                 |                             |                             |
|----------------------|--|-------------------------------------|-----------------------------|-----------------------------|
|                      |  | For                                 | Against                     | Abstention                  |
| 1.                   | To consider and approve the report of the Board of the Company for the year 2012.  | 624,847,947<br>shares<br>(99.99%)** | 0 share<br>(0%)**           | 64,000 shares<br>(0.01%)**  |
| 2.                   | To consider and approve the report of the board of supervisors of the Company for the year 2012.   | 624,847,947<br>shares<br>(99.99%)** | 0 share<br>(0%)**           | 64,000 shares<br>(0.01%)**  |
| 3.                   | To consider and approve the audited financial report of the Company for the year 2012.   | 624,847,947<br>shares<br>(99.99%)** | 0 share<br>(0%)**           | 64,000 shares<br>(0.01%)**  |
| 4.                   | To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2012.   | 624,847,947<br>shares<br>(99.99%)** | 0 share<br>(0%)**           | 64,000 shares<br>(0.01%)**  |
| 5.                   | To consider and approve the re-appointment of Baker Tilly China Certified Public Accountants and Baker Tilly Hong Kong Limited as the PRC and Hong Kong auditors of the Company respectively for the year 2013, and to authorize the Board to decide their remunerations in the total amount of no more than RMB2,500,000. | 624,357,947<br>shares<br>(99.91%)** | 0 share<br>(0%)**           | 554,000 shares<br>(0.09%)** |
| 6.                   | To consider and approve the resolution in relation to provision of guarantees for the mining trucks lessees/borrowers under the finance lease and buyer's credit business by the Company.  | 624,357,947<br>shares<br>(99.91%)** | 490,000 shares<br>(0.08%)** | 64,000 shares<br>(0.01%)**  |

\*\* 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

30 May 2013

*As at the date of this announcement, Mr. Zhao Yanshui is the Chairman of the Company and Mr. Su Weike is the vice Chairman of the Company. Other members of the Board are six Directors, namely, Mr. Yan Linjiao, Mr. Guo Zhiqiang, Ms. Dong Jianhong, Mr. Qu Dawei, Mr. Liu Jiguo and Mr. Wu Yong; and four independent non-executive Directors, namely, Mr. Hong Xianguo, Mr. Zhang Qiusheng, Mr. Xing Min and Mr. Wu Tak Lung.*

\* *For identification purposes only*