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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 respect of Dividend Distribution

The board (the “**Board**”) of directors (“**Directors**”) of First Tractor Company Limited (the “**Company**”) announces that in accordance with the profit distribution policy of the Articles of Association of the Company, the Board recommended the following profit distribution proposal for 2012: a cash dividend of RMB1.00 (tax inclusive) for every ten shares on the basis of the total share capital of the Company of 995,900,000 shares as at 31 December 2012. This proposal has already been approved at the 2012 annual general meeting of the Company held on 30 May 2013.

In respect of the dividend distribution for holders of H shares, the record date shall fall on 28 June 2013. In order to determine the list of holders of H shares who are entitled to receive the dividend, the H share register of members of the Company will be closed from 22 June 2013 to 28 June 2013, both days inclusive, during which period no transfer of the Company’s H shares will be effected. All transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company’s H shares registrar and transfer office, Hong Kong Registrars Limited, at Rooms 1712 -1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on 21 June 2013. Therefore, holders of H shares whose names appear on the H share register of members of the Company on 28 June 2013 will be entitled to receive the above dividend. Please note that the ex-entitlement date shall be 20 June 2013. It is expected that the dividend will be paid on or about 19 July 2013.

Pursuant to the Corporate Income Tax Law of the PRC and its implementing regulations, which came into force on 1 January 2008, and other relevant rules, the Company is required to withhold corporate income tax at the rate of 10% before distributing the dividend to non-resident enterprise (as defined in the Corporate Income Tax Law of the PRC) shareholders whose names appear on the H share register of members of the Company on 28 June 2013. Any H shares registered in the name of non-individual shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations, will be treated as being held by non-resident enterprise shareholders, thus, the Company will distribute the dividend to such non-individual shareholders after withholding the 10% corporate income tax. The individual income tax will not be withheld from the dividend payable to any natural person shareholders whose names appear on the H share register of members of the Company on 28 June 2013.

Any natural person investor whose H shares are registered under the name of any such non-individual shareholders and who does not wish to have any corporate income tax to be withheld by the Company may consider transferring the legal title of the relevant H shares into his or her name and duly lodge all transfer documents with the relevant H share certificates with the Company's H share registrar for registration. All investors should consider the above contents carefully. The Company will strictly comply with the relevant PRC tax laws and regulations to withhold for payment the 10% corporate income tax; and the dividend will only be payable to the shareholders whose names appear on the H share register of members of the Company on 28 June 2013. The Company assumes no responsibility or liability whatsoever for confirming the identity of the shareholders of the Company and for any claims arising from any delay in or inaccurate determination of the identity of shareholders of the Company or any disputes over the withholding mechanism.

By Order of the Board
FIRST TRACTOR COMPANY LIMITED
YU Lina
Company Secretary

Luoyang, the PRC
6 June 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*