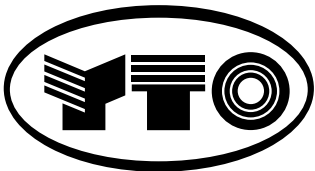


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*This announcement does not constitute an offer or an invitation to induce an offer by any person to acquire, subscribe for or purchase any securities of the Company.*



**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)

## **DETERMINATION OF THE OFFER PRICE FOR THE ISSUE OF A SHARES**

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

References are made to the announcements of the Company dated 28 June 2010, 16 August 2010, 27 June 2011, 15 August 2011, 6 January 2012, 11 January 2012, 13 July 2012 and 15 July 2012 and the circulars of the Company dated 19 July 2010 and 12 July 2011 (the “**Circulars**”). Unless otherwise indicated, capitalized terms used in this announcement shall have the same meanings as those defined in the Circulars.

The Board is pleased to announce that in respect of the Issue of A Shares, the Company will issue the A Shares at the offer price of RMB5.40 per Share. The offer price was determined based on several factors including the preliminary price consultation conducted, the basic circumstances of the Company, the industry's situation, the price of the H Shares of the Company, the valuation of comparable companies and the market conditions.

The Company has published an announcement regarding the Issue of A Shares on the website of the Shanghai Stock Exchange (www.sse.com.cn) on 26 July 2012.

By Order of the Board  
**FIRST TRACTOR COMPANY LIMITED**  
**Zhao Yanshui**  
*Chairman*

Luoyang, the PRC  
26 July 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*