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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)

POLL VOTING RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 20 DECEMBER 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 circulars of the Company dated 28 November 2012 and 4 December 2012 respectively.

RESULTS OF THE EGM

The Company held its EGM at No.154 Jianshe Road, Luoyang, Henan Province, the PRC on Thursday, 20 December 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 29 October 2012 and the supplemental notice of the EGM dated 4 December 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 or abstain from voting on the resolutions at the EGM. The controlling shareholder of the Company, YTO (which holds 443,910,000 or 44.574% voting Shares of the Company), and its associates have interest in the relevant agreements below, and therefore have abstained from voting in respect of the resolutions (1) to (12) and (32) to (35) below 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.

Except for the ordinary resolution (resolution number 11 below) relating to the Deposit Service Agreement not passed by the Independent Shareholders due to insufficient number of votes in favour thereof, the other ordinary resolutions were duly passed by the Shareholders of the Company or the Independent Shareholders by way of poll. The poll results of the EGM were as follows:

Ordinary Resolutions	Number of Votes (%)		
	For	Against	Abstention
1. To approve and confirm the Material Procurement Agreement, the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;	176,235,366 Shares (100%)**	0 Share (0%)**	0 Share (0%)**
2. To approve and confirm the Composite Services Agreement, the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;	176,235,366 Shares (100%)**	0 Share (0%)**	0 Share (0%)**
3. To approve and confirm the Energy Procurement Agreement, the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;	176,235,366 Shares (100%)**	0 Share (0%)**	0 Share (0%)**

Ordinary Resolutions	Number of Votes (%)		
	For	Against	Abstention
4. To approve and confirm the Loan Service Agreement, the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;	176,235,366 Shares (100%)**	0 Share (0%)**	0 Share (0%)**
5. To approve and confirm the Bills Discounting Service Agreement, the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;	176,235,366 Shares (100%)**	0 Share (0%)**	0 Share (0%)**
6. To approve and confirm the Bills Acceptance Service Agreement, the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;	176,235,366 Shares (100%)**	0 Share (0%)**	0 Share (0%)**
7. To approve and confirm the Sale of Goods Agreement, the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;	176,235,366 Shares (100%)**	0 Share (0%)**	0 Share (0%)**
8. To approve and confirm the Properties Lease Agreement, the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;	176,235,366 Shares (100%)**	0 Share (0%)**	0 Share (0%)**
9. To approve and confirm the Land Lease Agreement, the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;	176,235,366 Shares (100%)**	0 Share (0%)**	0 Share (0%)**
10. To approve and confirm the Technology Services Agreement, the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;	176,235,366 Shares (100%)**	0 Share (0%)**	0 Share (0%)**

Ordinary Resolutions	Number of Votes (%)		
	For	Against	Abstention
11. To approve and confirm the Deposit Service Agreement, the terms and conditions thereof, the transaction contemplated thereunder and the implementation thereof;	14,422,932 Shares (8.18%)**	159,948,434 Shares (90.76%)**	1,864,000 Shares (1.06%)**
12. To approve, ratify and confirm any one of the Directors for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorize signing, executing, perfecting and delivering all such documents and deeds, to do or authorize doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Material Procurement Agreement, Composite Services Agreement, Energy Procurement Agreement, Loan Service Agreement, Bills Discounting Service Agreement, Bills Acceptance Service Agreement, Sale of Goods Agreement, Properties Lease Agreement, Land Lease Agreement, Technology Services Agreement and Deposit Service Agreement (together the “New Agreements”) and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the New Agreements that may in their discretion consider to be desirable and in the interest of the Company and all the Directors’ acts as aforesaid;	176,235,366 Shares (100%)**	0 Share (0%)**	0 Share (0%)**
13. To consider and approve the appointment of Mr. Zhao Yanshui to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;	610,854,991 Shares (98.50%)**	9,290,375 Shares (1.50%)**	0 Share (0%)**
14. To consider and approve the appointment of Mr. Su Weike to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;	613,497,366 Shares (98.93%)**	6,648,000 Shares (1.07%)**	0 Share (0%)**
15. To consider and approve the appointment of Mr. Yan Linjiao to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;	561,319,642 Shares (90.51%)**	58,825,724 Shares (9.49%)**	0 Share (0%)**

Ordinary Resolutions	Number of Votes (%)		
	For	Against	Abstention
16. To consider and approve the appointment of Mr. Guo Zhiqiang to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;	613,497,366 Shares (98.93%)* **	6,648,000 Shares (1.07%)* **	0 Share (0%)* **
17. To consider and approve the appointment of Ms. Dong Jianhong to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;	558,719,642 Shares (90.09%)* **	61,425,724 Shares (9.91%)* **	0 Share (0%)* **
18. To consider and approve the appointment of Mr. Qu Dawei to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;	614,121,366 Shares (99.03%)* **	6,024,000 Shares (0.97%)* **	0 Share (0%)* **
19. To consider and approve the appointment of Mr. Liu Jiguo to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;	616,721,366 Shares (99.45%)* **	3,424,000 Shares (0.55%)* **	0 Share (0%)* **
20. To consider and approve the appointment of Mr. Wu Yong to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;	616,097,366 Shares (99.35%)* **	4,048,000 Shares (0.65%)* **	0 Share (0%)* **
21. To consider and approve the appointment of Mr. Hong Xianguo to be the independent non-executive Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;	543,136,215 Shares (87.58%)* **	77,009,151 Shares (12.42%)* **	0 Share (0%)* **
22. To consider and approve the appointment of Mr. Zhang Qiusheng to be the independent non-executive Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;	620,145,366 Shares (100%)* **	0 Share (0%)* **	0 Share (0%)* **
23. To consider and approve the appointment of Mr. Xing Min to be the independent non-executive Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;	620,145,366 Shares (100%)* **	0 Share (0%)* **	0 Share (0%)* **

Ordinary Resolutions	Number of Votes (%)		
	For	Against	Abstention
24. To consider and approve the appointment of Mr. Wu Tak Lung to be the independent non-executive Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;	620,145,366 Shares (100%)*	0 Share (0%)*	0 Share (0%)*
25. To consider and approve the appointment of Mr. Li Pingan to be the Supervisor (non staff representative Supervisor) of the Sixth Supervisory Committee for a term of three years from 20 December 2012 to 19 December 2015;	620,145,366 Shares (100%)*	0 Share (0%)*	0 Share (0%)*
26. To consider and approve the appointment of Mr. Xu Shidong to be the Supervisor (non staff representative Supervisor) of the Sixth Supervisory Committee for a term of three years from 20 December 2012 to 19 December 2015;	620,145,366 Shares (100%)*	0 Share (0%)*	0 Share (0%)*
27. To consider and approve the appointment of Mr. Wang Yong to be the Supervisor (non staff representative Supervisor) of the Sixth Supervisory Committee for a term of three years from 20 December 2012 to 19 December 2015;	620,145,366 Shares (100%)*	0 Share (0%)*	0 Share (0%)*
28. To consider and approve the appointment of Mr. Huang Ping to be the Supervisor (non staff representative Supervisor) of the Sixth Supervisory Committee for a term of three years from 20 December 2012 to 19 December 2015;	620,145,366 Shares (100%)*	0 Share (0%)*	0 Share (0%)*
29. To consider and approve the remuneration proposals for the Directors of the Sixth Board and Supervisors of the Sixth Supervisory Committee;	619,655,366 Shares (99.92%)*	0 Share (0%)*	490,000 Shares (0.08%)*
30. To consider and approve the remuneration proposals for the extended service of the Directors of the Fifth Board and Supervisors of the Fifth Supervisory Committee;	619,655,366 Shares (99.92%)*	0 Share (0%)*	490,000 Shares (0.08%)*

Ordinary Resolutions	Number of Votes (%)		
	For	Against	Abstention
31. To consider and approve the purchase of directors' liabilities insurance for the Directors, Supervisors and senior management officers of the Company underwritten by Huatai Property Insurance Company Limited with insurance coverage of RMB30,000,000 and a premium of RMB72,000;	535,378,015 Shares (86.33%)*	66,926,951 Shares (10.79%)*	17,840,400 Shares (2.88%)*
32. To approve and confirm the YTO Flag Agreement, the terms and conditions thereof, the transaction contemplated thereunder and the implementation thereof;	175,745,366 Shares (99.72%)*	490,000 Shares (0.28%)*	0 Share (0%)*
33. To approve and confirm the YTO Foundry Agreement, the terms and conditions thereof, the transaction contemplated thereunder and the implementation thereof;	175,745,366 Shares (99.72%)*	490,000 Shares (0.28%)*	0 Share (0%)*
34. To approve and confirm the YTO Axle Agreement, the terms and conditions thereof, the transaction contemplated thereunder and the implementation thereof; and	175,745,366 Shares (99.72%)*	490,000 Shares (0.28%)*	0 Share (0%)*
35. To approve, ratify and confirm any one of the Directors for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorize signing, executing, perfecting and delivering all such documents and deeds, to do or authorize doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the YTO Flag Agreement, YTO Foundry Agreement and YTO Axle Agreement.	175,745,366 Shares (99.72%)*	490,000 Shares (0.28%)*	0 Share (0%)*

** The percentage of voting Shares is based on the total number of Shares held by the Independent Shareholders who voted at the EGM in person or by proxy.

*** 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.

The Board is considering to revisit the terms of the Deposit Service Agreement and, where necessary, shall put forward the revised Deposit Service Agreement to Independent Shareholders for approval.

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

Luoyang, the PRC
20 December 2012

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*