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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 19 AUGUST 2013

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 27 June 2013 and 11 July 2013.

RESULTS OF THE EGM

The Company held its EGM at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC on Monday, 19 August 2013. Poll voting was demanded by the chairman of the EGM in relation to the proposed resolutions as set out in the notices of the EGM dated 27 June 2013 and 11 July 2013.

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.

Baker Tilly China Certified Public Accountants, certified public accountants in the PRC, was the scrutineer for the vote-taking at the EGM. 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 EGM.

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

Ordinary Resolutions	Number of Votes (%)		
	For	Against	Abstention
1. To consider and approve the resolution in relation to the amendments to the "Management System for Raised Fund" of the Company.	602,551,419 Shares (99.99967%)**	2,000 Shares (0.00033%)**	0 Share (0%)**
2. To consider and approve the injection of the Assets of the hi-powered agricultural diesel engine project into YTO Diesel.	601,251,169 Shares (99.78388%)**	1,302,250 Shares (0.21612%)**	0 Share (0%)**
3. Provided that the relevant requirements of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, relevant requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and other relevant requirements are complied with, the Board be hereby authorized to consider and approve the matter in relation to the capital contribution to YTO Diesel by injecting the subsequent constructed assets of the Company's hi-powered agricultural diesel engine project with assets valuation.	601,249,169 Shares (99.78355%)**	1,304,250 Shares (0.21645%)**	0 Share (0%)**

** 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

19 August 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*