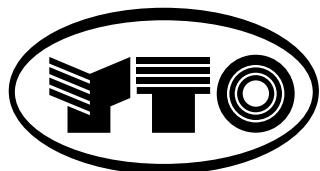


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**第一拖拉机股份有限公司**  
**FIRST TRACTOR COMPANY LIMITED**\*

*(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,  
H SHARES CLASS MEETING AND  
A SHARES CLASS MEETING  
ALL HELD ON 15 OCTOBER 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 circular of the Company dated 27 August 2013.

## RESULTS OF THE EGM, H SHARES CLASS MEETING AND A SHARES CLASS MEETING

The Company held its EGM and the respective Class Meetings for holders of H Shares and A Shares (collectively, the “**Meetings**”) at No.154 Jianshe Road, Luoyang, Henan Province, the PRC on 15 October 2013. Poll voting was demanded by the chairman of the Meetings in relation to the proposed resolutions as set out in the notices of the Meetings all dated 27 August 2013.

As at the date of the Meetings, (i) the issued share capital of the Company was RMB995,900,000 comprising 593,910,000 A Shares and 401,990,000 H Shares; (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 each of the resolutions at the EGM; and (iii) holders of 593,910,000 A Shares and 401,990,000 H Shares were entitled to attend and vote for or against or abstain from voting on the resolution at the respective Class Meetings for holders of A Shares and H Shares. There were no Shares entitling the holders to attend and vote only against the resolutions at each of the Meetings.

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

All resolutions were duly passed at each of the Meetings and the poll results were as follows:

**For the EGM:**

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstention
1.	To consider and approve the authorization to the board of directors of the Company to, after the expiry of the directors liability insurance purchased by the Company in 2012, purchase the directors liability insurance for the directors, supervisors and senior management officers of the Company with insurance coverage of RMB30,000,000 and a term of twelve months counting from the commencement date of the insurance, renewable upon maturity.	480,696,944 Shares (80.66%)**	90,468,699 Shares (15.18%)**	24,774,009 Shares (4.16%)**
2.	To consider and approve the appointment of Baker Tilly China Certified Public Accountants as the internal control auditor of the Company for the financial year 2013, with a term from the date of approval at the EGM to the date of the 2013 annual general meeting of the Company.	595,109,402 Shares (99.86%)**	724,000 Shares (0.12%)**	106,250 Shares (0.02%)**

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstention
3.	<p>To consider and approve the resolution of provision of guarantee by the Company and its subsidiaries.</p> <p><i>(Provided that the relevant requirements of China Securities Regulatory Commission, relevant requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (including but not limited to Chapters 14 and 14A) and other relevant requirements are complied with, the Company and its subsidiaries be hereby approved to provide guarantee for the purchasers of agricultural machine products with an amount of not more than RMB150 million; the validity period of the aforesaid guarantee is from 1 January 2014 to 30 June 2015. The chairman of the board of directors of the Company be hereby authorized to approve the contents of the guarantee agreements and any other relevant matters such as their signing and execution during the validity period of the guarantee.)</i></p>	<p>595,831,402 Shares (99.981835%)**</p>	<p>2,000 Shares (0.000336%)**</p>	<p>106,250 Shares (0.017829%)**</p>

Special Resolution		Number of Votes (%)		
		For	Against	Abstention
1.	To authorize the board of directors of the Company to repurchase H shares of the Company.  <i>(Please refer to the notice of EGM dated 27 August 2013 for the full text of this resolution.)</i>	595,831,402 Shares (99.98%)**	46,250 Shares (0.01%)**	62,000 Shares (0.01%)**

\*\* 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.

### For the Class Meeting for Holders of H Shares:

Special Resolution		Number of Votes (%)		
		For	Against	Abstention
1.	To authorize the board of directors of the Company to repurchase H shares of the Company.  <i>(Please refer to the notice of Class Meeting for holders of H Shares dated 27 August 2013 for the full text of this resolution.)</i>	152,677,402 Shares (99.93%***)	46,250 Shares (0.03%***)	62,000 Shares (0.04%***)

\*\*\* The percentage of voting H Shares is based on the total number of H Shares held by the holders of H Shares who voted at the Class Meeting for holders of H Shares in person or by proxy.

## For the Class Meeting for Holders of A Shares:

Special Resolution		Number of Votes (%)		
		For	Against	Abstention
1.	To authorize the board of directors of the Company to repurchase H shares of the Company.  <i>(Please refer to the notice of Class Meeting for holders of A Shares dated 27 August 2013 for the full text of this resolution.)</i>	443,910,000 Shares (100%)*	0 Share (0%)*	0 Share (0%)*

\* The percentage of voting A Shares is based on the total number of A Shares held by the holders of A Shares who voted at the Class Meeting for holders of A Shares in person or by proxy.

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

Luoyang, the PRC  
15 October 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*