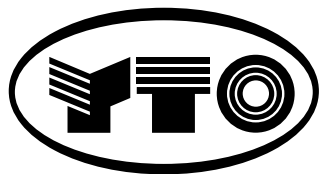


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 30 DECEMBER 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 announcement of the Company dated 14 November 2013.

### **RESULTS OF THE EGM**

The Company held its EGM at No.154 Jianshe Road, Luoyang, Henan Province, the PRC on 30 December 2013. 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 14 November 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 each of the resolutions at the EGM. There were no shares entitling the holders to attend and vote only against 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 resolutions were duly passed at the EGM and the poll results were as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstention
1.	To consider and approve the appointment of Mr. Wang Erlong as a non-executive director of the Company for a term from 30 December 2013 to 19 December 2015.	563,734,881 Shares (97.02%)**	17,264,000 Shares (2.97%)**	61,825 Shares (0.01%)**
2.	To consider and approve the amendments to the "Rules of Procedures of Board Meetings" of the Company.	505,049,124 Shares (86.92%)**	75,949,757 Shares (13.07%)**	61,825 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.

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

Luoyang, the PRC  
30 December 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, Mr. Qu Dawei, Mr. Liu Jiguo, Mr. Wu Yong and Mr. Wang Erlong; 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*