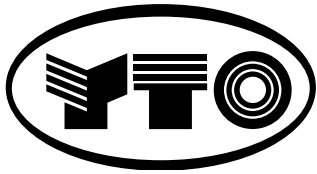


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance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

**(1) RESULTS OF THE 2013 ANNUAL GENERAL MEETING
AND
(2) RESIGNATION OF INDEPENDENT NON-EXECUTIVE
DIRECTOR**

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.

(1) RESULTS OF THE AGM

The Company held its 2013 Annual General Meeting (the “**AGM**”) at No.154 Jianshe Road, Luoyang, Henan Province, the People’s Republic of China (the “**PRC**”) on 29 May 2014. Poll voting was demanded by the chairman of the AGM in relation to the proposed resolutions as set out in the notice of the AGM dated 11 April 2014.

As at the date of the AGM, (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 AGM. There were no shares entitling the holders to attend and vote only against the resolutions at the AGM.

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

All resolutions were duly passed at the AGM and the poll results were as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstention
1.	To consider and approve the report of the Board for the year 2013.	550,368,233 shares (99.9999%)**	0 share (0%)**	700 shares (0.0001%)**
2.	To consider and approve the report of the supervisory committee of the Company for the year 2013.	550,368,233 shares (99.9999%)**	0 share (0%)**	700 shares (0.0001%)**
3.	To consider and approve the audited financial report of the Company for the year 2013.	550,368,233 shares (99.9999%)**	0 share (0%)**	700 shares (0.0001%)**
4.	To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2013.	550,368,233 shares (99.9999%)**	700 shares (0.0001%)**	0 share (0%)**
5.	To consider and approve the re-appointment of Baker Tilly China Certified Public Accountants and Baker Tilly Hong Kong Limited as the PRC and Hong Kong auditors of the Company respectively for the year 2014, and to authorize the Board to decide their remunerations in the total amount of no more than RMB2,500,000.	550,368,233 shares (99.9999%)**	0 share (0%)**	700 shares (0.0001%)**
6.	To consider and approve the re-appointment of Baker Tilly China Certified Public Accountants as the internal control auditor of the Company for the year 2014, with the audit fees of RMB480,000.	550,368,233 shares (99.9999%)**	0 share (0%)**	700 shares (0.0001%)**

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstention
7.	To consider and approve the resolution in relation to provision of guarantees by the Company for dealers of agricultural machinery products under the brand name of “Dong Fanghong”.	550,368,233 shares (99.9999%)**	0 share (0%)**	700 shares (0.0001%)**
8.	To consider and approve the resolution in relation to provision of guarantees by the Company for subsidiaries, YTO (Luoyang) Forklift Company Limited, YTO (Luoyang) Transporting Machinery Company Limited and YTO (Luoyang) Shentong Engineering Machinery Company Limited.	550,368,233 shares (99.9999%)**	0 share (0%)**	700 shares (0.0001%)**
9.	To consider and approve the amendments to the “Rules of Procedures for the Supervisory Committee” of the Company.	550,368,233 shares (99.9999%)**	0 share (0%)**	700 shares (0.0001%)**
10.	To consider and approve the appointment of Mr. Yu Zengbiao as the independent non-executive Director of the Company for a term from 29 May 2014 to 19 December 2015.	550,368,233 shares (99.9999%)**	0 share (0%)**	700 shares (0.0001%)**
11.	To consider and approve the appointment of Mr. Wang Kejun as the non-executive Director of the Company for a term from 29 May 2014 to 19 December 2015.	550,364,233 shares	/	4,700 shares
12.	To consider and approve the appointment of Mr. Wu Zongyan as the non-executive Director of the Company for a term from 29 May 2014 to 19 December 2015.	550,364,233 shares	/	4,700 shares

Special Resolution		Number of Votes (%)		
		For	Against	Abstention
1.	To consider and approve the amendments to the Articles of Association of the Company, and that any Director be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the Articles of Association of the Company.	550,368,233 shares (99.9999%)**	0 share (0%)**	700 shares (0.0001%)**

** The percentage of voting shares is based on the total number of shares held by the shareholders who voted at the AGM in person or by proxy.

(2) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the Company's announcement dated 24 March 2014.

In the above announcement, the Company announced that the resignation report of Mr. Zhang Qiusheng, the independent non-executive Director, shall take effect from the date of appointment of a new independent non-executive Director by the shareholders of the Company at the general meeting of the Company. Since Mr. Yu Zengbiao was appointed as the new independent non-executive Director at the AGM, the resignation of Mr. Zhang Qiusheng took effect from the date of the AGM, i.e. on 29 May 2014.

By order of the Board
First Tractor Company Limited
YU Lina
Company Secretary

Luoyang, the PRC
29 May 2014

As at the date of this announcement, Mr. Zhao Yanshui is the Chairman of the Company and Mr. Wang Erlong is the vice Chairman of the Company. Other members of the Board are six Directors, namely, Mr. Yan Linjiao, Mr. Guo Zhiqiang, Mr. Liu Jiguo, Mr. Wu Yong, Mr. Wang Kejun and Mr. Wu Zongyan; and four independent non-executive Directors, namely, Mr. Hong Xianguo, Mr. Xing Min, Mr. Wu Tak Lung and Mr. Yu Zengbiao.

* *For identification purposes only*