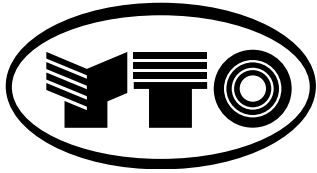


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第一拖拉机股份有限公司
FIRST TRACTOR COMPANY LIMITED*

(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 7 JULY 2014**

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.

RESULTS OF THE EGM

The Company held its extraordinary general meeting (the “**EGM**”) at No.154 Jianshe Road, Luoyang, Henan Province, the PRC on 7 July 2014. 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 May 2014 and the supplemental notice of the EGM dated 19 June 2014.

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. 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.

The 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 resolution in relation to provision of guarantees by the Company for the customers who purchase mining truck products of the Company under the finance lease and buyer's credit businesses.	514,221,373 Shares (93.7993%)**	33,993,200 Shares (6.2007%)**	0 Share (0%)**
2.	To consider and approve the appointment of Mr. Xu Weilin as the supervisor of the Company for a term from 7 July 2014 to 19 December 2015.	548,208,573 Shares (99.9989%)**	4,000 Shares (0.0007%)**	2,000 Shares (0.0004%)**

** 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
7 July 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. Wu Zongyan, Mr. Wang Kejun, Mr. Guo Zhiqiang, Mr. Liu Jiguo and Mr. Wu Yong; 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