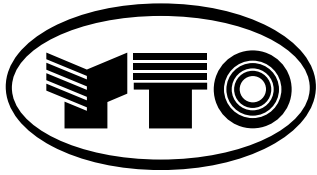


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第一拖拉机股份有限公司*
FIRST TRACTOR COMPANY LIMITED

(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 31 OCTOBER 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.

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circulars of the Company dated 15 September 2014 and 16 October 2014 respectively.

RESULTS OF THE EGM

The Company held its extraordinary general meeting (the “**EGM**”) at No.154 Jianshe Road, Luoyang, Henan Province, the PRC on 31 October 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 15 September 2014 and the supplemental notice of the EGM dated 16 October 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; (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; (iii) there were no shares entitling the holders to attend and vote only against the resolutions at the EGM; and (iv) the controlling shareholder of the Company, YTO (which holds 443,910,000 or 44.57% voting Shares of the Company), and its associates have interest in the Sale of Goods Agreement, and therefore have abstained from voting in respect of the ordinary resolution number 4 below 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 cessation of appointment of Baker Tilly China Certified Public Accountants (“ Baker Tilly China ”) and Baker Tilly Hong Kong Limited as the PRC financial report auditors and the Hong Kong financial report auditors of the Company respectively, and the appointment of ShineWing Certified Public Accountants (“ ShineWing China ”) as the auditors of the Company's financial report for the year 2014, and authorize the Board to determine their remuneration, subject to the approval by the Shareholders at the EGM in respect of the amendments to Articles 203, 204 and 213 of the Articles of Association.	532,101,070 Shares (96.90%)**	17,051,166 Shares (3.10%)**	0 Shares (0%)**

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstention
2.	To consider and approve the cessation of appointment of Baker Tilly China as the internal control auditors of the Company, and the appointment of ShineWing China as the internal control auditors of the Company, and authorize the Board to determine their remuneration.	531,537,041 Shares (96.79%)**	17,615,195 Shares (3.21%)**	0 Shares (0%)**
3.	To consider and approve the authorization to the Board to purchase the directors liability insurance for the directors, supervisors and senior management officers of the Company with insurance coverage of RMB30,000,000.	548,672,036 Shares (99.91%)**	480,200 Shares (0.09%)**	0 Shares (0%)**
4.	To consider and approve the Revised Annual Caps for the Sale of Goods Agreement.	89,443,995 Shares (84.99%)**	15,798,241 Shares (15.01%)**	0 Shares (0%)**
Special Resolution		Number of Votes (%)		
		For	Against	Abstention
1.	To consider and approve the amendments to Articles 203, 204 and 213 of the Articles of Association to reflect the change of accounting system of the Company.	546,855,082 Shares (99.58%)**	2,297,154 Shares (0.42%)**	0 Shares (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.
- *** The percentage of voting Shares is based on the total number of Shares held by the Independent 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
31 October 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*