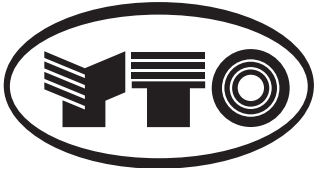


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第一拖拉机股份有限公司^{*}
FIRST TRACTOR COMPANY LIMITED

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 0038)

RESULTS OF THE 2014 ANNUAL GENERAL MEETING

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 AGM

The Company held its 2014 Annual General Meeting (the “**AGM**”) at No.154 Jianshe Road, Luoyang, Henan Province, the People’s Republic of China (the “**PRC**”) on 29 May 2015. 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 13 April 2015.

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.

ShineWing 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 2014.	493,882,429 shares (100%)**	0 share (0%)**	0 share (0%)**
2.	To consider and approve the report of the supervisory committee of the Company for the year 2014.	493,882,429 shares (100%)**	0 share (0%)**	0 share (0%)**
3.	To consider and approve the audited financial report of the Company for the year 2014.	493,882,429 shares (100%)**	0 share (0%)**	0 share (0%)**
4.	To consider and approve the dividend distribution proposal of the Company for the year ended 31 December 2014.	493,882,429 shares (100%)**	0 share (0%)**	0 share (0%)**
5.	To consider and approve the re-appointment of ShineWing Certified Public Accountants (“ShineWing”) as the auditor of the Company's financial report for the year 2015, and to authorize the management of the Company to decide its remuneration with reference to the 2014 remuneration standard.	493,882,429 shares (100%)**	0 share (0%)**	0 share (0%)**
6.	To consider and approve the re-appointment of ShineWing as the internal control auditor of the Company for the year 2015, and to authorize the management of the Company to decide its remuneration with reference to the 2014 remuneration standard.	493,882,429 shares (100%)**	0 share (0%)**	0 share (0%)**

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”.	493,332,229 shares (99.88860%)**	178,200 shares (0.03608%)**	372,000 shares (0.07532%)**
8.	To consider and approve the resolution in relation to provision of guarantees by the Company for subsidiaries, YTO (Luoyang) Transporting Machinery Company Limited and YTO (Luoyang) Shentong Engineering Machinery Company Limited.	493,332,229 shares (99.88860%)**	178,200 shares (0.03608%)**	372,000 shares (0.07532%)**
9.	To consider and approve the procurement framework agreement between the Company and ZF YTO (Luoyang) Axle Co., Ltd., and its transaction cap amounts for the years from 2015 to 2017.	493,332,429 shares (99.88864%)**	178,000 shares (0.03604%)**	372,000 shares (0.07532%)**
10.	To consider and approve the sales framework agreement between the Company, ZF YTO (Luoyang) Axle Co., Ltd. and ZF Drivotech (Hangzhou) Co. Ltd., and its transaction cap amounts for the years from 2015 to 2017.	493,332,429 shares (99.88864%)**	178,000 shares (0.03604%)**	372,000 shares (0.07532%)**

** 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.

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

Luoyang, the PRC
29 May 2015

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*