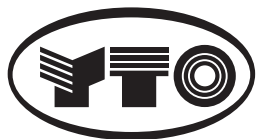


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第一拖拉机股份有限公司
FIRST TRACTOR COMPANY LIMITED*

(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 29 OCTOBER 2015

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 (the “**Circulars**”) of the Company dated 11 September 2015 and 10 October 2015 respectively.

RESULTS OF THE EGM

The Company held its EGM at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC on 29 October 2015. 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 11 September 2015 (the “**Notice**”).

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 (the “**Shares**”) were entitled to attend and vote for or against the resolutions at the EGM. The controlling Shareholder of the Company, YTO (which holds 443,910,000 or 44.574% voting Shares of the Company), and its associates have interest in the relevant agreements below, and therefore have abstained from voting in respect of the resolutions (1) to (12) below at the EGM.

Save as disclosed above, there were no shares of the Company (i) entitling the holder to attend and abstain from voting in favour of; or (ii) of which the holder is required under the Listing Rules to abstain from voting on the resolutions at the EGM. No Shareholders have stated their intention in the Circulars to vote against the resolutions or to abstain from voting at the EGM.

ShineWing 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 proposed resolutions as set out in the Notice were duly passed by the Shareholders or the Independent Shareholders by way of poll at the EGM and the poll results of the EGM were as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstention
1.	To approve, ratify and confirm the Material Procurement Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	60,865,435 Shares (97.96%)**	0 Share (0%)**	1,270,000 Shares (2.04%)**
2.	To approve, ratify and confirm the Sale of Goods Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	60,865,435 Shares (97.96%)**	0 Share (0%)**	1,270,000 Shares (2.04%)**
3.	To approve, ratify and confirm the Loan Service Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	51,758,977 Shares (83.30%)**	9,106,458 Shares (14.66%)**	1,270,000 Shares (2.04%)**
4.	To approve, ratify and confirm the Bills Discounting Service Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	50,875,860 Shares (81.88%)**	10,349,575 Shares (16.66%)**	910,000 Shares (1.46%)**
5.	To approve, ratify and confirm the Bills Acceptance Service Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	50,515,860 Shares (81.30%)**	10,349,575 Shares (16.66%)**	1,270,000 Shares (2.04%)**
6.	To approve, ratify and confirm the Interbank Business Services Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	48,951,954 Shares (78.78%)**	11,913,481 Shares (19.17%)**	1,270,000 Shares (2.04%)**

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstention
7.	To approve, ratify and confirm the Composite Services Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	60,865,435 Shares (97.96%)**	0 Share (0%)**	1,270,000 Shares (2.04%)**
8.	To approve, ratify and confirm the Energy Procurement Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	60,865,435 Shares (97.96%)**	0 Share (0%)**	1,270,000 Shares (2.04%)**
9.	To approve, ratify and confirm the Properties Lease Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	60,865,435 Shares (97.96%)**	0 Share (0%)**	1,270,000 Shares (2.04%)**
10.	To approve, ratify and confirm the Land Lease Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	60,865,435 Shares (97.96%)**	0 Share (0%)**	1,270,000 Shares (2.04%)**
11.	To approve, ratify and confirm the Technology Services Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	60,865,435 Shares (97.96%)**	0 Share (0%)**	1,270,000 Shares (2.04%)**

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstention
12.	To authorise any one of the Directors for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, to do or authorise doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Material Procurement Agreement, the Sale of Goods Agreement, the Loan Service Agreement, the Bills Discounting Service Agreement, the Bills Acceptance Service Agreement, the Interbank Business Services Agreement, the Composite Services Agreement, the Energy Procurement Agreement, the Properties Lease Agreement, the Land Lease Agreement and the Technology Services Agreement (together the “ New Agreements ”) and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the New Agreements that may in their discretion consider to be desirable and in the interest of the Company and to approve, ratify and confirm all the Directors’ acts as aforesaid.	60,865,335 Shares (97.9559%)**	100 Shares (0.0002%)**	1,270,000 Shares (2.0439%)**
13.	To approve the appointment of Mr. Zhao Yanshui to be the director of the Company (the “ Director ”) of the Seventh board of Directors (the “ Board ”) for a term of three years from 29 October 2015 to 28 October 2018.	502,528,982 Shares		3,516,453 Shares
14.	To approve the appointment of Mr. Wang Erlong to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.	502,528,982 Shares		3,516,453 Shares
15.	To approve the appointment of Mr. Wu Yong to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.	502,528,982 Shares		3,516,453 Shares

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstention
16.	To approve the appointment of Mr. Li Hepeng to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.	504,429,135 Shares		1,616,300 Shares
17.	To approve the appointment of Mr. Xie Donggang to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.	504,400,635 Shares		1,644,800 Shares
18.	To approve the appointment of Mr. Li Kai to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.	504,429,135 Shares		1,616,300 Shares
19.	To approve the appointment of Mr. Yin Dongfang to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.	504,429,135 Shares		1,616,300 Shares
20.	To approve the appointment of Ms. Yang Minli to be the independent non-executive Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.	504,429,135 Shares		1,616,300 Shares
21.	To approve the appointment of Mr. Xing Min to be the independent non-executive Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.	490,832,200 Shares		15,213,235 Shares
22.	To approve the appointment of Mr. Wu Tak Lung to be the independent non-executive Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.	502,528,982 Shares		3,516,453 Shares
23.	To approve the appointment of Mr. Yu Zengbiao to be the independent non-executive Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.	502,865,229 Shares		3,180,206 Shares

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstention
24.	To approve the appointment of Mr. Li Pingan to be the supervisor of the Company (the “ Supervisor ”) (non-staff representative Supervisor) of the Seventh supervisory committee of the Company (the “ Supervisory Committee ”) for a term of three years from 29 October 2015 to 28 October 2018.	503,951,135 Shares		2,094,300 Shares
25.	To approve the appointment of Mr. Xu Weilin to be the Supervisor (non-staff representative Supervisor) of the Seventh Supervisory Committee for a term of three years from 29 October 2015 to 28 October 2018.	503,951,135 Shares		2,094,300 Shares
26.	To approve the appointment of Mr. Wang Yong to be the Supervisor (non-staff representative Supervisor) of the Seventh Supervisory Committee for a term of three years from 29 October 2015 to 28 October 2018.	504,429,135 Shares		1,616,300 Shares
27.	To approve the appointment of Mr. Huang Ping to be the Supervisor (non-staff representative Supervisor) of the Seventh Supervisory Committee for a term of three years from 29 October 2015 to 28 October 2018.	504,429,135 Shares		1,616,300 Shares
28.	To approve the remuneration proposals for the Directors of the Seventh Board and Supervisors of the Seventh Supervisory Committee.	504,431,435 Shares (99.68%)* **	0 Share (0%)* **	1,614,000 Shares (0.32%)* **

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstention
29.	To authorise any one of the Directors for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, to do or authorise doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the renewal or purchase of the Directors' liabilities insurance for the Directors, Supervisors and senior management officers of the Company (the " Directors' Liabilities Insurance ") with an insurance coverage of RMB30,000,000 or a Directors' Liabilities Insurance that may in their discretion consider to be desirable and in the interest of the Company and to approve, ratify and confirm all the Directors' acts as aforesaid.	504,775,435 Shares (99.75%)*	0 Share (0%)*	1,270,000 Shares (0.25%)*
30.	To approve the amendments to Articles 2 and 35 of the Rules of Procedures of Board Meetings of the Company.	504,775,435 Shares (99.75%)*	0 Share (0%)*	1,270,000 Shares (0.25%)*
31.	To approve the termination of the Company's product upgrading and capacity expanding project in fuel injection system; and use all of the balance of the proceeds from the initial public offering of A shares of the Company with the interests permanently supplementing the general working capital of the YTO (Luoyang) Fuel Injection Pump Co., Ltd.* (一拖 (洛陽) 燃油噴射有限公司) in its ordinary production operation.	504,775,435 Shares (99.75%)*	0 Share (0%)*	1,270,000 Shares (0.25%)*

Special Resolution		For	Against	Abstention
1.	To approve and confirm the proposed amendments to the Articles of Association of the Company, and to authorise the Board to revise the wordings of such amendments as appropriate (no approval from the Shareholders is required for such revision), and execute relevant documents and/or take all relevant actions as it considers necessary or expedient and in the interest of the Company to effect the proposed amendment, to comply with the PRC laws and regulations and meet the requirements of the relevant regulatory authorities of the PRC (if any); and deal with other matters arising from the amendments to the Articles of Association of the Company.	504,775,435 Shares (99.75%)*	0 Share (0%)*	1,270,000 Shares (0.25%)*

** 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.

*** 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
29 October 2015

As at the date of this announcement, the Board comprises Mr. Zhao Yanshui (Chairman), Mr. Wang Erlong (vice Chairman) and Mr. Wu Yong as executive Directors; Mr. Li Hepeng, Mr. Xie Donggang, Mr. Li Kai and Mr. Yin Dongfang as non-executive Directors; and Ms. Yang Minli, Mr. Xing Min, Mr. Wu Tak Lung and Mr. Yu Zengbiao as independent non-executive Directors.

* *For identification purposes only*