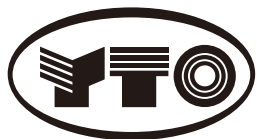


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**第一拖拉机股份有限公司**  
**FIRST TRACTOR COMPANY LIMITED\***

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

(Stock Code: 0038)

**RESULTS OF  
THE 2015 ANNUAL GENERAL MEETING,  
H SHARES CLASS MEETING AND  
A SHARES CLASS MEETING  
ALL HELD ON 27 MAY 2016**

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 circular of the Company dated 11 April 2016.

## **RESULTS OF THE AGM, H SHARES CLASS MEETING AND A SHARES CLASS MEETING**

The Company held its AGM and the respective Class Meetings for holders of H Shares and A Shares (collectively, the “**Meetings**”) at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC on 27 May 2016. Poll voting was demanded by the chairman of the Meetings in relation to the proposed resolutions as set out in the notices of the Meetings all dated 11 April 2016.

As at the date of the Meetings, (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 each of the resolutions at the AGM; and (iii) holders of 593,910,000 A Shares and 401,990,000 H Shares were entitled to attend and vote for or against or abstain from voting on the resolution at the respective Class Meetings for holders of A Shares and H Shares. There were no Shares entitling the holders to attend and vote only against the resolutions at each of the Meetings.

ShineWing Certified Public Accountants, certified public accountants in the PRC, was the scrutineer for the vote-taking at each of the Meetings. 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 each of the Meetings.

All resolutions were duly passed at each of the Meetings and the poll results were as follows:

**For the AGM:**

ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstention
1.	To consider and approve the report of the Board of the Company for the year 2015.	483,483,364 Shares (99.812%)**	0 Share (0%)**	910,000 Shares (0.188%)**
2.	To consider and approve the report of the supervisory committee of the Company for the year 2015.	483,483,364 Shares (99.812%)**	0 Share (0%)**	910,000 Shares (0.188%)**
3.	To consider and approve the audited financial report of the Company for the year 2015.	483,483,364 Shares (99.812%)**	0 Share (0%)**	910,000 Shares (0.188%)**
4.	To consider and approve the dividend distribution proposal of the Company for the year ended 31 December 2015.	483,483,364 Shares (99.812%)**	0 Share (0%)**	910,000 Shares (0.188%)**
5.	To consider and approve the re-appointment of ShineWing Certified Public Accountants as the auditor of the Company's financial report and the internal control auditor for the year 2016, and to authorize the Board of the Company to decide its remuneration with reference to the 2015 remuneration standard.	483,483,364 Shares (99.812%)**	0 Share (0%)**	910,000 Shares (0.188%)**
6.	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".	483,483,364 Shares (99.812%)**	0 Share (0%)**	910,000 Shares (0.188%)**
7.	To consider and approve the resolution in relation to provision of guarantees by the Company for subsidiaries, YTO (Luoyang) Transporting Machinery Company Limited, YTO (Luoyang) Shentong Engineering Machinery Company Limited, YTO (France) Agricultural Equipment Company Limited and Luoyang Changxing Agricultural Machinery Company Limited.	483,483,364 Shares (99.812%)**	0 Share (0%)**	910,000 Shares (0.188%)**

SPECIAL RESOLUTION		Number of Votes (%)		
		For	Against	Abstention
1.	To consider and approve the resolution in relation to the grant of general mandate to repurchase H Shares to the Board.  <i>(Please refer to the notice of AGM dated 11 April 2016 for the full text of this resolution.)</i>	483,483,364 Shares (99.812%)**	0 Share (0%)**	910,000 Shares (0.188%)**

\*\* 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.

### For the Class Meeting for Holders of H Shares:

SPECIAL RESOLUTION		Number of Votes (%)		
		For	Against	Abstention
1.	To consider and approve the resolution in relation to the grant of general mandate to repurchase H Shares to the Board.  <i>(Please refer to the notice of Class Meeting for holders of H Shares dated 11 April 2016 for the full text of this resolution.)</i>	39,263,564 Shares (97.735%)***	0 Share (0%)***	910,000 Shares (2.265%)***

\*\*\* The percentage of voting H Shares is based on the total number of H Shares held by the holders of H Shares who voted at the Class Meeting for holders of H Shares in person or by proxy.

**For the Class Meeting for Holders of A Shares:**

SPECIAL RESOLUTION		Number of Votes (%)		
		For	Against	Abstention
1.	To consider and approve the resolution in relation to the grant of general mandate to repurchase H Shares to the Board.  <i>(Please refer to the notice of Class Meeting for holders of A Shares dated 11 April 2016 for the full text of this resolution.)</i>	444,219,800 Shares (100%)*	0 Share (0%)*	0 Share (0%)*

\* \* \* \* \* The percentage of voting A Shares is based on the total number of A Shares held by the holders of A Shares who voted at the Class Meeting for holders of A Shares in person or by proxy.

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

Luoyang, the PRC  
27 May 2016

*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