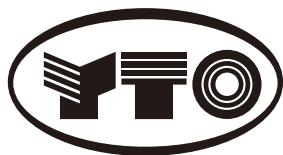


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第一拖拉机股份有限公司*
FIRST TRACTOR COMPANY LIMITED

(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 13 DECEMBER 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 (the “**Circular**”) of the Company dated 25 November 2016.

RESULTS OF THE EGM

The Company held its EGM at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC on 13 December 2016. 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 27 October 2016 (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.

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 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 and confirm the increase in wealth management amount of internal idle funds, and to authorise the General Manager of the Company for and on behalf of the Company, among other matters, to make decision in matters including the wealth management proposals within such amount and to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds.	455,856,711 Shares (100%)*	0 Share (0%)*	0 Share (0%)*
2.	To approve and confirm the proposed amendments to the Rules of Procedures for General Meetings of the Company.	455,856,711 Shares (100%)*	0 Share (0%)*	0 Share (0%)*
3.	To approve and confirm the proposed amendments to Decision Making Principles on Investments and Operation of the Company.	455,856,711 Shares (100%)*	0 Share (0%)*	0 Share (0%)*

Special Resolution		For	Against	Abstention
1.	To approve and confirm the proposed amendment to the Articles of Association of the Company, and to authorise the Board to revise the wordings of such amendment 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 amendment to the Articles of Association of the Company.	455,856,711 Shares (100%)***	0 Share (0%)***	0 Share (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.

By Order of the Board
FIRST TRACTOR COMPANY LIMITED*
YU Lina
Company Secretary

Luoyang, the PRC
13 December 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*