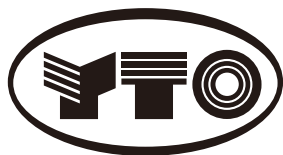


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**第一拖拉机股份有限公司**  
**FIRST TRACTOR COMPANY LIMITED**\*

*(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 3 MARCH 2017**

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 15 February 2017.

### **RESULTS OF THE EGM**

The Company held its EGM at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC on 3 March 2017. Poll voting was demanded by the chairman of the EGM in relation to the proposed resolutions as set out in the revised notice of the EGM dated 15 February 2017 (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, among which, 6,042,000 H shares were repurchased by the Company but not yet cancelled; and (ii) Shareholders holding a total of 989,858,000 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 410,690,578 or 41.24% voting Shares of the Company), and its associates have interest in the Second General Contracting Agreement, and therefore have abstained from voting in respect of all the resolutions at the EGM.

Saved 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 Circular 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 Second General Contracting Agreement (a copy of which has been produced to the EGM marked "1" and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof and the transaction contemplated thereunder.	59,764,533 Shares (98.027%)*	687,743 Shares (1.128%)*	515,341 Shares (0.845%)*
2.	To approve, ratify and confirm the authorization to 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 Second General Contracting Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Second General Contracting Agreement that may in their discretion consider to be desirable and in the interest of the Company and all the Directors' acts as aforesaid.	59,764,533 Shares (98.027%)*	687,743 Shares (1.128%)*	515,341 Shares (0.845%)*

\*\*\* The percentage of voting Shares is based on the total number of Shares with voting rights 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  
3 March 2017

*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*