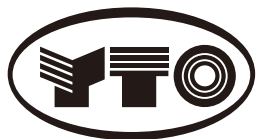


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**第一拖拉机股份有限公司**  
**FIRST TRACTOR COMPANY LIMITED\***

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

(Stock Code: 0038)

**RESULTS OF  
THE 2016 ANNUAL GENERAL MEETING,  
H SHARES CLASS MEETING AND  
A SHARES CLASS MEETING  
ALL HELD ON 13 JUNE 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 announcement (the “**Announcement**”) of the Company dated 28 March 2017 and the circulars (the “**Circulars**”) of the Company dated 26 April 2017 and 22 May 2017.

## **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 13 June 2017. 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 dated 26 April 2017 and 27 April 2017.

As at the date of the Meetings, 10,050,000 H Shares were repurchased during the period of 19 July 2016 to 24 May 2017, but have not yet been cancelled pending completion of the change of business registration with the relevant PRC authorities. After deduction of the repurchased shares, (i) the issued share capital of the Company was RMB985,850,000 comprising 593,910,000 A Shares and 391,940,000 H Shares; (ii) Shareholders holding a total of 985,850,000 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 391,940,000 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.

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 Material Procurement Agreement, the Sale of Goods Agreement and the Composite Services Agreement, and therefore have abstained from voting in respect of the resolutions (9) to (11) below at the AGM.

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 Meetings. No Shareholders have stated their intention in the Announcement and the Circulars to vote against the resolutions or to abstain from voting 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 2016.	480,449,195 Shares (99.9958%)**	20,100 Shares (0.0042%)**	0 Share (0%)**
2.	To consider and approve the report of the supervisory committee of the Company for the year 2016.	480,449,195 Shares (99.9958%)**	20,100 Shares (0.0042%)**	0 Share (0%)**
3.	To consider and approve the audited financial report of the Company for the year 2016.	480,449,195 Shares (99.9958%)**	20,100 Shares (0.0042%)**	0 Share (0%)**
4.	To consider and approve the dividend distribution proposal of the Company for the year ended 31 December 2016.	480,449,195 Shares (99.9958%)**	20,100 Shares (0.0042%)**	0 Share (0%)**
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 2017, and to authorize the Board of the Company to decide its remuneration with reference to the 2016 remuneration standard.	480,449,195 Shares (99.9958%)**	20,100 Shares (0.0042%)**	0 Share (0%)**
6.	To consider and approve the resolution in relation to provision of guarantees for the financial business for the Company's products.	480,449,195 Shares (99.9958%)**	20,100 Shares (0.0042%)**	0 Share (0%)**
7.	To consider and approve the resolution in relation to provision of guarantees by the Company for its subsidiaries, YTO (Finance) Agricultural Equipment Company Limited* and Luoyang Changxing Agricultural Machinery Company Limited*.	480,449,195 Shares (99.9958%)**	20,100 Shares (0.0042%)**	0 Share (0%)**
8.	To consider and approve the resolution of the Company in relation to purchase of wealth management products with internal idle funds.	480,449,195 Shares (99.9958%)**	20,100 Shares (0.0042%)**	0 Share (0%)**
9.	To consider and approve the increase in 2017 and 2018 annual cap amounts of the Material Procurement Agreement of the Company.	69,758,617 Shares (99.9712%)*	20,100 Shares (0.0288%)*	0 Share (0%)*

ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstention
10.	To consider and approve the increase in 2017 and 2018 annual cap amounts of the Sale of Goods Agreement of the Company.	69,758,617 Shares (99.9712%)*	20,100 Shares (0.0288%)*	0 Share (0%)*
11.	To consider and approve the increase in 2017 and 2018 annual cap amounts of the Composite Services Agreement of the Company.	69,758,617 Shares (99.9712%)*	20,100 Shares (0.0288%)*	0 Share (0%)*

SPECIAL RESOLUTION		Number of Votes (%)		
		For	Against	Abstention
1.	To consider and approve the merger and absorption by the Company of its wholly-owned subsidiary, YTO (Luoyang) Drive Axle Company Limited*.	479,901,195 Shares (99.8818%)*	20,100 Shares (0.0042%)*	548,000 Shares (0.1141%)*
2.	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 26 April 2017 for the full text of this resolution.)</i>	480,449,195 Shares (99.9958%)*	20,100 Shares (0.0042%)*	0 Share (0%)*

\*\* 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.

\*\*\* The percentage of voting Shares is based on the total number of Shares held by the Independent 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 26 April 2017 for the full text of this resolution.)</i>	46,058,482 Shares (100%)*	0 Share (0%)*	0 Share (0%)*

\*\*\*\* 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.	<p>To consider and approve the resolution in relation to the grant of general mandate to repurchase H Shares to the Board.</p> <p><i>(Please refer to the notice of Class Meeting for holders of A Shares dated 27 April 2017 for the full text of this resolution.)</i></p>	<p>435,492,713 Shares (99.9954%)*</p>	<p>20,100 Shares (0.0046%)*</p>	<p>0 Share (0%)*</p>

\* \* \* \* \*

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  
13 June 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