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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 2017 ANNUAL GENERAL MEETING,
H SHARES CLASS MEETING AND
A SHARES CLASS MEETING
ALL HELD ON 29 May 2018**

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 announcements (the “**Announcements**”) of the Company dated 29 March 2018, 2 April 2018, 18 April 2018 and 7 May 2018 and the circular (the “**Circular**”) of the Company dated 12 April 2018.

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 29 May 2018. 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 12 April 2018 and 13 April 2018.

As at the date of the Meetings, (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.

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 Announcements and the Circular to vote against the resolutions or to abstain from voting at each of the Meetings.

Da Hua Certified Public Accountant (Special General Partnership), certified public accountants in the PRC, was the scrutineer for the vote-taking at each of the Meetings. The shareholder representative of the Company, King and Capital Law Firm, 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 2017.	441,914,878 Shares (99.9905%)**	42,100 Shares (0.0095%)**	0 Shares (0%)**
2.	To consider and approve the report of the supervisory committee of the Company for the year 2017.	441,914,878 Shares (99.9905%)**	42,100 Shares (0.0095%)**	0 Shares (0%)**
3.	To consider and approve the audited financial report of the Company for the year 2017.	441,914,878 Shares (99.9905%)**	42,100 Shares (0.0095%)**	0 Shares (0%)**
4.	To consider and approve the re-appointment of Da Hua Certified Public Accountant (Special General Partnership) as the auditor of the Company's financial report and the internal control auditor for the year 2018, and to authorize the Board of the Company to decide its remuneration with reference to the 2017 remuneration standard.	441,908,278 Shares (99.9890%)**	48,700 Shares (0.0110%)**	0 Shares (0%)**

ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstention
5.	To consider and approve the resolution in relation to provision of guarantees for the financial business for the Company's products.	441,908,278 Shares (99.9890%)**	48,700 Shares (0.0110%)**	0 Shares (0%)**
6.	To consider and approve the resolution in relation to provision of guarantees by the Company for its subsidiaries, Luoyang Changxing Agricultural Machinery Company Limited* and YTO International Trade and Economy Company Limited*.	441,908,278 Shares (99.9890%)**	48,700 Shares (0.0110%)**	0 Shares (0%)**
7.	To consider and approve the resolution of the Company in relation to purchase of wealth management products with internal idle funds.	441,908,278 Shares (99.9890%)**	48,700 Shares (0.0110%)**	0 Shares (0%)**

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstention
1.	To consider and approve the dividend distribution proposal (i.e. nil dividends) of the Company for the year ended 31 December 2017.	441,908,278 Shares (99.9890%)**	48,700 Shares (0.0110%)**	0 Shares (0%)**
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 12 April 2018 for the full text of this resolution.)</i>	441,908,278 Shares (99.9890%)**	48,700 Shares (0.0110%)**	0 Shares (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.

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 12 April 2018 for the full text of this resolution.)</i>	411,978,267 Shares (99.9882%)***	48,700 Shares (0.0118%)***	0 Shares (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.	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 13 April 2018 for the full text of this resolution.)</i>	29,930,011 Shares (100%)*	0 Shares (0%)*	0 Shares (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
29 May 2018

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