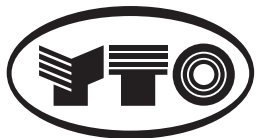


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第一拖拉机股份有限公司
FIRST TRACTOR COMPANY LIMITED*

(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 29 OCTOBER 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 circulars of the Company (the “**Circulars**”) dated 12 October 2018.

RESULTS OF THE EGM

The Company held its EGM at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC on 29 October 2018. 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 12 September 2018 (the “**Notice**”).

As at the date of the EGM, (i) the issued share capital of the Company was RMB985,850,000 comprising 593,910,000 A shares and 391,940,000 H shares and (ii) Shareholders holding a total of 985,850,000 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.

Da Hua Certified Public Accountants (Special General Partnership), certified public accountants in the PRC, was the scrutineer for the vote-taking at the EGM. The shareholder representative of the Company, King & Capital Law Firm, the Company's PRC lawyer, and a 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 Resolution		Number of Votes (%)		
		For	Against	Abstention
1.	To approve, ratify and confirm the Material Procurement Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	61,729,337 Shares (98.9631%)**	646,800 Shares (1.0369%)**	0 Share (0%)**
2.	To approve, ratify and confirm the Sale of Goods Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	61,727,337 Shares (98.9599%)**	646,800 Shares (1.0369%)**	2,000 Shares (0.0032%)**
3.	To approve, ratify and confirm the Loan Service Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	56,348,200 Shares (90.3362%)**	6,025,937 Shares (9.6606%)**	2,000 Shares (0.0032%)**
4.	To approve, ratify and confirm the Bills Discounting Service Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	56,348,200 Shares (90.3362%)**	6,025,937 Shares (9.6606%)**	2,000 Shares (0.0032%)**
5.	To approve, ratify and confirm the Bills Acceptance Service Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	56,348,200 Shares (90.3362%)**	6,025,937 Shares (9.6606%)**	2,000 Shares (0.0032%)**
6.	To approve, ratify and confirm the Interbank Business Services Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	56,348,200 Shares (90.3362%)**	6,025,937 Shares (9.6606%)**	2,000 Shares (0.0032%)**
7.	To approve, ratify and confirm the Technology Services Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	61,727,337 Shares (98.9599%)**	646,800 Shares (1.0369%)**	2,000 Shares (0.0032%)**
8.	To approve, ratify and confirm the Composite Services Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	61,727,337 Shares (98.9599%)**	646,800 Shares (1.0369%)**	2,000 Shares (0.0032%)**

Ordinary Resolution		Number of Votes (%)		
		For	Against	Abstention
9.	To approve, ratify and confirm the Energy Procurement Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	61,727,337 Shares (98.9599%)**	646,800 Shares (1.0369%)**	2,000 Shares (0.0032%)**
10.	To approve, ratify and confirm the Properties Lease Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	61,727,337 Shares (98.9599%)**	646,800 Shares (1.0369%)**	2,000 Shares (0.0032%)**
11.	To approve, ratify and confirm the Land Lease Agreement, the terms and conditions thereof, the transactions contemplated thereunder and its proposed annual cap amounts.	61,727,337 Shares (98.9599%)**	646,800 Shares (1.0369%)**	2,000 Shares (0.0032%)**
12.	To authorise 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 Material Procurement Agreement, the Sale of Goods Agreement, the Loan Service Agreement, the Bills Discounting Service Agreement, the Bills Acceptance Service Agreement, the Interbank Business Services Agreement, the Technology Services Agreement, the Composite Services Agreement, the Energy Procurement Agreement, the Properties Lease Agreement and the Land Lease Agreement (together the “New Agreements”) and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the New Agreements that may in their discretion consider to be desirable and in the interest of the Company and to approve, ratify and confirm all the Directors’ acts as aforesaid.	61,727,337 Shares (98.9599%)**	646,800 Shares (1.0369%)**	2,000 Shares (0.0032%)**
13.	To approve the appointment of Mr. Zhao Yanshui to be the director of the Company (the “Director”) of the Eighth board of Directors (the “Board”) for a term of three years from 29 October 2018 to 28 October 2021.	472,124,033 Shares		942,682 Shares
14.	To approve the appointment of Mr. Wu Yong to be the Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021.	472,417,820 Shares		648,895 Shares

Ordinary Resolution		Number of Votes (%)		
		For	Against	Abstention
15.	To approve the appointment of Mr. Zhu Weijiang to be the Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021.	472,417,820 Shares		648,895 Shares
16.	To approve the appointment of Mr. Li Hepeng to be the Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021.	471,641,406 Shares		1,425,309 Shares
17.	To approve the appointment of Mr. Xie Donggang to be the Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021.	471,641,406 Shares		1,425,309 Shares
18.	To approve the appointment of Mr. Li Kai to be the Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021.	472,417,820 Shares		648,895 Shares
19.	To approve the appointment of Mr. Zhou Honghai to be the Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021.	472,417,820 Shares		648,895 Shares
20.	To approve the appointment of Mr. Yu Zengbiao to be the independent non-executive Director of the Eighth Board for a term of eighteen months from 29 October 2018 to 28 May 2020.	472,417,820 Shares		648,895 Shares
21.	To approve the appointment of Ms. Yang Minli to be the independent non-executive Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021.	472,417,820 Shares		648,895 Shares
22.	To approve the appointment of Ms. Wang Yuru to be the independent non-executive Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021.	472,417,820 Shares		648,895 Shares
23.	To approve the appointment of Mr. Edmund Sit to be the independent non-executive Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021.	472,417,820 Shares		648,895 Shares

Ordinary Resolution		Number of Votes (%)		
		For	Against	Abstention
24.	To approve the appointment of Mr. Zhang Jiaxin to be the supervisor of the Company (the “Supervisor”) of the Eighth supervisory committee of the Company (the “Supervisory Committee”) for a term of three years from 29 October 2018 to 28 October 2021.	472,417,820 Shares		648,895 Shares
25.	To approve the appointment of Mr. Tian Peng to be the Supervisor (non-staff representative Supervisor) of the Eighth Supervisory Committee for a term of three years from 29 October 2018 to 28 October 2021.	472,417,820 Shares		648,895 Shares
26.	To approve the appointment of Mr. Xu Weilin to be the Supervisor (non-staff representative Supervisor) of the Eighth Supervisory Committee for a term of three years from 29 October 2018 to 28 October 2021.	471,666,033 Shares		1,400,682 Shares
27.	To approve the appointment of Mr. Zhang Bin to be the Supervisor (non-staff representative Supervisor) of the Eighth Supervisory Committee for a term of three years from 29 October 2018 to 28 October 2021.	471,666,033 Shares		1,400,682 Shares
28.	To approve the remuneration proposals for the Directors of the Eighth Board and Supervisors of the Eighth Supervisory Committee.	472,417,915 Shares (99.8629%)*	646,800 Shares (0.1367%)*	2,000 Shares (0.0004%)*

** The percentage of voting Shares is based on the total number of Shares held by the Independent Shareholders who voted at the EGM in person or by proxy.

*** 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
29 October 2018

As at the date of this announcement, the Board comprises Mr. Zhao Yanshui, Mr. Wu Yong and Mr. Zhu Weijiang as executive Directors; Mr. Li Hepeng, Mr. Xie Donggang, Mr. Li Kai and Mr. Zhou Honghai as non-executive Directors; and Mr. Yu Zengbiao, Ms. Yang Minli, Ms. Wang Yuru and Mr. Edmund Sit as independent non-executive Directors.

* For identification purposes only