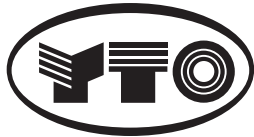


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**第一拖拉机股份有限公司**  
**FIRST TRACTOR COMPANY LIMITED**\*

*(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 NOVEMBER 2019**

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 13 November 2019.

### **RESULTS OF THE EGM**

The Company held its EGM at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC on 29 November 2019. 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 11 October 2019 (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. The controlling Shareholder of the Company, 中國一拖集團有限公司 (YTO Group Corporation\*) (which holds 410,690,578 or 41.66% voting Shares of the Company), and its associates have an interest in the conditional agreements referred to in ordinary resolutions (5) and (6) below, and therefore have abstained from voting in respect of the ordinary resolutions (5) and (6) below at the EGM.

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 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, Zhong Lun 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 Resolutions		Number of Votes (%)		
		For	Against	Abstention
1.	To approve and confirm the proposed amendments to the Rules of Procedures for Shareholders' Meetings.	445,640,366 Shares (99.78%)*	0 Share (0%)*	960,000 Shares (0.22%)*
2.	To approve and confirm the proposed amendments to the Rules of Procedures for Board Meetings.	445,640,366 Shares (99.78%)*	0 Share (0%)*	960,000 Shares (0.22%)*
3.	To approve and confirm the proposed amendments to the Rules of Procedures for Supervisory Committee.	445,640,366 Shares (99.78%)*	0 Share (0%)*	960,000 Shares (0.22%)*
4.	To approve the appointment of Mr. Zhang Hongsheng to be a supervisor (non-staff representative supervisor) of the Eighth Supervisory Committee for a term from 29 November 2019 to 28 October 2021.	444,547,666 Shares (99.54%)*	1,092,700 Shares (0.24%)*	960,000 Shares (0.22%)*
5.	To approve, ratify and confirm the conditional agreement entered into by the Company with YTO Group Corporation for the disposal of 100% equity interest in 一拖(新疆)東方紅裝備機械有限公司 (YTO (Xinjiang) Dongfanghong Equipment Machinery Co., Ltd.*).	34,947,288 Shares (97.32%)*	0 Share (0%)*	962,500 Shares (2.68%)*
6.	To approve, ratify and confirm the conditional agreement entered into by 洛陽拖拉機研究所有限公司 (Luoyang Tractor Research Institute Co., Ltd.*), a 51%-owned subsidiary of the Company, with YTO Group Corporation for the disposal of 100% equity interest in 洛陽西苑車輛與動力檢驗所有限公司 (Luoyang Xiyuan Vehicle and Power Inspection Institute Co., Ltd.*).	35,905,288 Shares (99.99%)*	0 Share (0%)*	4,500 Shares (0.01%)*

Special Resolution		Number of Votes (%)		
		For	Against	Abstention
1.	To approve and confirm the proposed amendments to the Articles of Association of the Company, and to authorise the Board to revise the wordings of such amendments 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 amendments, 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 amendments to the Articles of Association of the Company.	446,600,366 Shares (100.00%)**	0 Share (0%)**	0 Share (0%)**

\*\* *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 November 2019

*As at the date of this announcement, the Board comprises Mr. Li Xiaoyu (Chairman), Mr. Cai Jibo (vice Chairman) and Mr. Liu Jiguo as executive Directors; Mr. Li Hepeng, Mr. Xie Donggang 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*