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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 2018 ANNUAL GENERAL MEETING HELD ON 11 JUNE 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 announcement (the “**Announcement**”) of the Company dated 29 March 2019 and the circular (the “**Circular**”) of the Company dated 25 April 2019.

### **RESULTS OF THE AGM**

The Company held its AGM at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC on 11 June 2019. Poll voting was demanded by the chairman of the AGM in relation to the proposed resolutions as set out in the notice of the AGM dated 25 April 2019.

As at the date of the AGM, (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 were entitled to attend and vote for or against or abstain from voting on each of the resolutions at the AGM.

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 AGM. No Shareholders have stated their intention in the Announcement and the Circular to vote against the resolutions or to abstain from voting at the AGM.

Da Hua Certified Public Accountant (Special General Partnership), certified public accountants in the PRC, was the scrutineer for the vote-taking at the AGM. The shareholder representative of the Company, Zhong Lun 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 the AGM.

All resolutions were duly passed by the Shareholders by way of poll at the AGM and the poll results were as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstention
1.	To consider and approve the report of the Board of the Company for the year 2018.	452,500,408 shares (99.97373%) **	118,800 shares (0.02625%) **	100 shares (0.00002%) **
2.	To consider and approve the report of the supervisory committee of the Company for the year 2018.	452,499,408 shares (99.97351%) **	118,800 shares (0.02625%) **	1,100 shares (0.00024%) **
3.	To consider and approve the resolution for making of provisions for termination benefits by the Company in an amount of RMB248.5153 million.	452,499,408 shares (99.97351%) **	118,800 shares (0.02625%) **	1,100 shares (0.00024%) **
4.	To consider and approve the resolution for making of provisions for impairment of assets by the Company in an amount of RMB231.85 million.	452,499,408 shares (99.97351%) **	118,800 shares (0.02625%) **	1,100 shares (0.00024%) **
5.	To consider and approve the audited financial report of the Company for the year 2018.	452,499,408 shares (99.97351%) **	118,800 shares (0.02625%) **	1,100 shares (0.00024%) **
6.	To consider and approve the dividend distribution proposal (ie nil dividends) of the Company for the year ended 31 December 2018.	452,499,408 shares (99.97351%) **	118,800 shares (0.02625%) **	1,100 shares (0.00024%) **
7.	To consider and approve the resolution in relation to purchase of wealth management products by the Company with internal idle funds.	452,499,408 shares (99.97351%) **	118,800 shares (0.02625%) **	1,100 shares (0.00024%) **
8.	To consider and approve the resolution in relation to provision of guarantees by the Company for dealers that purchase agricultural machinery products from the Company under "Dong Fanghong" commercial loan business.	452,499,408 shares (99.97351%) **	118,800 shares (0.02625%) **	1,100 shares (0.00024%) **

ORDINARY RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstention
9.	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 Economy and Trade Company Limited*.	452,499,408 shares (99.97351%) **	118,800 shares (0.02625%) **	1,100 shares (0.00024%) **
10.	To consider and approve the re-appointment of Da Hua Certified Public Accountants (Special General Partnership) as the auditor of the Company's financial report and the internal control auditor for the year 2019, and to authorize the Board of the Company to decide its remuneration with reference to the 2018 remuneration standard.	452,499,408 shares (99.97351%) **	118,800 shares (0.02625%) **	1,100 shares (0.00024%) **

\*\* 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.

By Order of the Board  
**FIRST TRACTOR COMPANY LIMITED\***  
**YU Lina**  
*Company Secretary*

Luoyang, the PRC  
11 June 2019

*As at the date of this announcement, the Board comprises Mr. Li Xiaoyu (Chairman), Mr. Cai Jibo (vice Chairman), Mr. Wu Yong 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