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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)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND
(2) PROPOSED AMENDMENT TO THE RULES OF PROCEDURES FOR BOARD MEETINGS

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the provisions of the Company Law and the Constitution of the Communist Party of China and based on the actual situation of the Company, the Company proposes to, subject to the approval by the Shareholders at the EGM, amend the Articles of Association.

PROPOSED AMENDMENT TO THE RULES OF PROCEDURES FOR BOARD MEETINGS

In order to make corresponding amendments to the Rules of Procedures for Board Meetings, the Company proposes to, subject to the approval by the Shareholders at the EGM, amend the Rules of Procedures for Board Meetings.

EGM

The EGM will be held for the purposes of, among other things, seeking the Shareholders' approval on (1) the proposed amendments to the Articles of Association and (2) the proposed amendment to the Rules of Procedures for Board Meetings. At the EGM, voting on the proposed special resolution and ordinary resolution will be conducted by way of poll.

GENERAL

A circular containing, among other things, details of (1) the proposed amendments to the Articles of Association and (2) the proposed amendment to the Rules of Procedures for Board Meetings will be despatched to the Shareholders as soon as practicable. The notice of the EGM will also be despatched to the Shareholders as soon as practicable.

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the provisions of the Company Law and the Constitution of the Communist Party of China and based on the actual situation of the Company, the Company proposes to, subject to the approval by the Shareholders at the EGM, amend the Articles of Association. The proposed amendments are as follows:

Add a new article as Article 14:

According to the provisions of the Company Law and the Constitution of the Communist Party of China (the “Party”), the Company shall establish a working organisation for the Party, which shall be equipped with sufficient staff to deal with the affairs of the Party and provided with sufficient funds for operation of the Party organisation. The Party organisation shall play the core leadership role, functioning as the political core of the Company, providing direction, managing the overall situation and ensuring implementation.

Add a new article as Article 136:

When making decisions on significant matters of the Company, the Board shall first seek advice from the Party organisation. When the Board appoints the management personnel of the Company, the Party organisation shall consider and provide comments on the candidates for management positions nominated by the Board or the general manager, or recommend candidates to the Board and/or the general manager.

Other than the adjustments to the numbering of certain articles based on the amendments, other contents in the Articles of Association remain unchanged.

The English version of the above articles to the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

(2) PROPOSED AMENDMENT TO THE RULES OF PROCEDURES FOR BOARD MEETINGS

In order to make corresponding amendments to the Rules of Procedures for Board Meetings, the Company proposes to, subject to the approval by the Shareholders at the EGM, amend the Rules of Procedures for Board Meetings. The proposed amendment is as follows:

Add a new article as Article 13:

When making decisions on significant matters of the Company, the Board shall first seek advice from the Party organisation. When the Board appoints the management personnel of the Company, the Party organisation shall consider and provide comments on the candidates for management positions nominated by the Board or the general manager, or recommend candidates to the Board and/or the general manager.

Other than the adjustments to the numbering of certain articles based on the amendments, other contents in the Rules of Procedures for Board Meetings remain unchanged.

The English version of the proposed amendment to the Rules of Procedures for Board Meetings is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

EGM

The EGM will be held for the purposes of, among other things, seeking the Shareholders' approval on (1) the proposed amendments to the Articles of Association and (2) the proposed amendment to the Rules of Procedures for Board Meetings. At the EGM, voting on the proposed special resolution and ordinary resolution will be conducted by way of poll.

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DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

“Articles of Association”	Articles of Association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Company”	First Tractor Company Limited* (第一拖拉機股份有限公司), a joint stock company with limited liability incorporated in the PRC, the H shares and A shares of which are listed on the Stock Exchange (Stock Code: 0038) and the Shanghai Stock Exchange (Stock Code: 601038) respectively;
“Directors”	the directors of the Company, including the independent non-executive directors;
“EGM”	the extraordinary general meeting of the Company to be convened for the purposes of considering and if thought fit, approving, among other things, (1) the proposed amendments to the Articles of Association and (2) the proposed amendment to the Rules of Procedures for Board Meetings;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“PRC”	The People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Rules of Procedures for Board Meetings”	the Rules of Procedures for Board Meetings of the Company, as amended from time to time;
“Shareholder(s)”	the shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and

“YTO”

YTO Group Corporation* (中國一拖集團有限公司), a limited liability company incorporated in the PRC and the controlling Shareholder of the Company, holding approximately 41.66% equity interest in the Company.

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

Luoyang, the PRC
10 July 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*