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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)

## **SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

This notice is supplemental to the notice dated 12 July 2018 (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of First Tractor Company Limited (the “**Company**”) to be held at 3:00 p.m. on 28 August 2018, Tuesday, at No. 154 Jianshe Road, Luoyang, Henan Province, the People’s Republic of China (the “**PRC**”).

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcement of the Company dated 10 July 2018.

According to Article 78 of the articles of association of the Company, shareholders individually or jointly holding more than 3% of the Company’s shares may raise a provisional proposal and submit to the Board in writing 10 days prior to the date of the general meeting. The Board shall issue a supplemental notice of general meeting announcing the contents of the provisional proposals within 2 days upon receipt of the proposals.

On 10 August 2018, the Board received a letter from the controlling shareholder of the Company, YTO Group Corporation, requesting for the inclusion of a special resolution at the EGM. According to Article 78 of the articles of association, the Board agreed to put forward a new special resolution at the EGM for the shareholders’ consideration and approval.

The following special resolution is proposed to the EGM as special resolution number 2:

**AS SPECIAL RESOLUTION:**

2. To approve and confirm the merger and absorption by the Company of its wholly-owned subsidiary, Luoyang Changhong Trading Co., Ltd.\*

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

Luoyang, the PRC  
10 August 2018

*As at the date of this notice, 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.*

*Notes:*

1. Please refer to the Notice for details in respect of other resolutions to be proposed at the EGM.
2. The register of members of the Company will be temporarily closed from 28 July 2018 to 27 August 2018 (both days inclusive) during which no transfer of Shares will be registered in order to determine the list of Shareholders for attending the EGM. The last lodgment for the transfer of the H Shares of the Company should be made on 27 July 2018 at Hong Kong Registrars Limited by or before 4:30 p.m. The Shareholders or their proxies being registered before the close of business on 27 July 2018 are entitled to attend the EGM by presenting their identity documents. The address of Hong Kong Registrars Limited, the H Share registrar of the Company, is Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

**3. PROXY FORM**

Since the proxy form despatched on 12 July 2018 (the “**First Proxy Form**”) does not contain the additional resolution set out in this supplemental notice, a revised proxy form (the “**Second Proxy Form**”) has been prepared and is enclosed with this supplemental notice.

- (a). Each Shareholder having the rights to attend and vote at the EGM is entitled to appoint one or more proxies (whether a Shareholder or not) to attend and vote on his behalf. Should more than one proxy be appointed by one Shareholder, such proxy shall only exercise his voting rights on a poll.
- (b). Shareholders can appoint a proxy by an instrument in writing (i.e. by using the Second Proxy Form enclosed). The Second Proxy Form shall be signed by the person appointing the proxy or an attorney authorized by such person in writing. If the Second Proxy Form is signed by an attorney, the power of attorney or other documents of authorization shall be notarially certified. To be valid, the Second Proxy Form and the notarially certified

power of attorney or other documents of authorization must be delivered to the Company's registered address at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, or the Company's H Shares registrar, Hong Kong Registrars Limited at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in not less than 24 hours before the time scheduled for the holding of the EGM or any adjournment thereof.

- (c) Shareholders who have lodged the First Proxy Form with the Company should note that:
- (i) If no Second Proxy Form is lodged with the Company's H Share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the H Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
  - (ii) If the Second Proxy Form is lodged with the Company's H Share registrar not less than 24 hours before the time scheduled for the holding of the EGM or any adjournment thereof (the "**Closing Time**"), the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
  - (iii) If the Second Proxy Form is lodged with Company's H Share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the H Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's H Share registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's H Share registrar before the Closing Time.
- (d) Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Shareholders who intend to attend the EGM are requested to deliver the duly completed and signed reply slip for attendance to the Company's registered and principal office in person, by post or by facsimile on or before 4:00 p.m., 7 August 2018.

- 4. Shareholders or their proxies shall present proofs of their identities upon attending the EGM.
- 5. The EGM is expected to last for less than one day. The Shareholders and proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.
- 6. The Company's registered address:  
No. 154 Jianshe Road, Luoyang, Henan Province, the PRC

Postal code: 471004  
Telephone: (86-379) 6496 7038  
Facsimile: (86-379) 6496 7438  
Email: msc0038@ytogroup.com

\* *For identification purposes only*