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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **First Tractor Company Limited**, you should at once hand this circular to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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;  
(2) PROPOSED AMENDMENT TO THE RULES OF  
PROCEDURES FOR BOARD MEETINGS; AND  
(3) MERGER AND ABSORPTION OF A WHOLLY-OWNED SUBSIDIARY**

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A letter from the Board is set out on pages 1 to 6 of this circular.

A notice for convening 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**”), is set out on pages 7 to 9 of this circular. A supplemental notice of the EGM is set out on pages 10 to 13 of this circular. By such supplemental notice of EGM, an additional resolution is proposed for Shareholders’ consideration at the EGM.

A form of proxy for use at the EGM (the “**First Proxy Form**”) was despatched and also published on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) on 12 July 2018. A revised form of proxy for use at the EGM (the “**Second Proxy Form**”), which contains the additional resolution to be proposed at the EGM, has been despatched together with this circular in which the supplemental notice of the EGM is set out, and has also been published on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) on 10 August 2018. Any shareholder who has not yet lodged the First Proxy Form with the Company is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the EGM on his/her behalf. In such a case, the First Proxy Form should not be lodged with the Company. Whether or not you are able to attend the meeting in person, you are requested to complete and return the Second Proxy Form in accordance with the instructions printed thereon. The Second Proxy Form shall be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or at the registered address and principal place of business of the Company at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, as soon as possible and in any event not less than 24 hours before the time scheduled for holding the EGM (or any adjourned meeting thereof). Completion and delivery 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 if you so desire. If you have lodged the First Proxy Form, please refer to the supplemental notice of the EGM for further information.

\* *For identification purposes only*

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# CONTENTS

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|  | <i>Page</i> |
|--|-------------|
| <b>DEFINITIONS</b> .....   | ii          |
| <b>LETTER FROM THE BOARD</b> .....   | 1           |
| (1) Proposed Amendments to the Articles of Association .....               | 2           |
| (2) Proposed Amendment to the Rules of Procedures for Board Meetings ..... | 3           |
| (3) Merger and Absorption of a Wholly-owned Subsidiary .....               | 3           |
| <b>NOTICE OF EGM</b> .....   | 7           |
| <b>SUPPLEMENTAL NOTICE OF EGM</b> .....                                    | 10          |

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following terms shall have the following meanings:*

|  |   |
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| “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  |
| “Director(s)”                              | the director(s) of the Company, including the independent non-executive director(s)   |
| “EGM”                                      | the extraordinary general meeting of the Company to be convened and held at 3:00 p.m. on 28 August 2018, Tuesday, at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC for the Shareholders to consider and, if thought fit, approve, among other things, (1) the proposed amendments to the Articles of Association; (2) the proposed amendment to the Rules of Procedures for Board Meetings; and (3) the merger and absorption of Luoyang Changhong Trading |
| “Hong Kong”                                | the Hong Kong Special Administrative Region of the PRC  |
| “Listing Rules”                            | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “Luoyang Changhong Trading”                | Luoyang Changhong Trading Co., Ltd.* (洛陽長宏工貿有限公司), a limited liability company incorporated in the PRC and a wholly-owned subsidiary of the Company   |
| “Luoyang Changxing Agricultural Machinery” | Luoyang Changxing Agricultural Machinery Company Limited* (洛陽長興農業機械有限公司), a limited liability company incorporated in the PRC and controlled subsidiary of the Company which is held as to 70% and 30% by the Company and Luoyang Changhong Trading, respectively   |

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## DEFINITIONS

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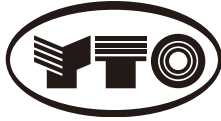
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| “PRC”                                    | The People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan  |
| “Rules of Procedures for Board Meetings” | the 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  |
| “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 |
| “%”                                      | per cent   |

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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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)

*Board of Directors:*

Mr. Zhao Yanshui (*Chairman*)  
Mr. Wang Erlong (*Vice Chairman*)  
Mr. Wu Yong  
Mr. Li Hepeng  
Mr. Xie Donggang  
Mr. Li Kai  
Mr. Yin Dongfang  
Ms. Yang Minli\*\*  
Mr. Xing Min\*\*  
Mr. Wu Tak Lung\*\*  
Mr. Yu Zengbiao\*\*

*Registered and principal office:*

No. 154 Jianshe Road  
Luoyang, Henan Province  
The PRC

\*\* *Independent non-executive Director*

10 August 2018

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(2) PROPOSED AMENDMENT TO THE RULES OF  
PROCEDURES FOR BOARD MEETINGS; AND  
(3) MERGER AND ABSORPTION OF A WHOLLY-OWNED SUBSIDIARY**

### **INTRODUCTION**

Reference is made to the announcement of the Company dated 10 July 2018, the notice of the EGM dated 12 July 2018 and the supplemental notice of the EGM dated 10 August 2018. The purpose of this circular is to provide you with details of (1) the proposed amendments to the Articles of Association; (2) the proposed amendment to the Rules of Procedures for Board Meetings; and (3) the merger and absorption of Luoyang Changhong Trading, to enable you to make an informed decision on whether to vote for or against or abstain from voting on the proposed resolution(s) at the EGM.

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## LETTER FROM THE BOARD

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### (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.

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## LETTER FROM THE BOARD

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### (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 against the Articles of Association, 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.

### (3) MERGER AND ABSORPTION OF A WHOLLY-OWNED SUBSIDIARY

The Company intends to merge and absorb Luoyang Changhong Trading, a wholly-owned subsidiary of the Company, and deregister Luoyang Changhong Trading after completion of the merger and absorption.

#### (I) Background of Luoyang Changhong Trading

Luoyang Changhong Trading, established in December 1999, is a wholly-owned subsidiary of the Company and mainly engages in sales business of mid-powered and low-powered wheeled tractors of the Company. In 2017, the Company integrated its marketing business and transferred the external sales business of its mid-powered and low-powered wheeled tractors to its subsidiary, Luoyang Changxing Agricultural Machinery. Since then, Luoyang Changhong Trading basically has no actual business.

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## LETTER FROM THE BOARD

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### **(II) Assets and Liabilities of Luoyang Changhong Trading**

Luoyang Changhong Trading currently has a registered capital of RMB3 million. As at 30 April 2017, the total assets and total liabilities of Luoyang Changhong Trading amounted to RMB8.13 million and RMB39.31 million (including liabilities of RMB32.42 million due to the Company) respectively, and net assets were RMB-31.18 million. Luoyang Changhong Trading has no external guarantees, contingent liabilities or taxes due.

### **(III) Reasons for the Merger and Absorption**

As part of the Company's sales business integration, the sales business undertaken by Luoyang Changhong Trading has been transferred to Luoyang Changhong Agricultural Machinery, and thus it is no longer necessary to maintain Luoyang Changhong Trading as an independent legal entity. Given that the debts of Luoyang Changhong Trading owing to external parties are mainly advances from and discounts payable to its dealers, and most of the dealers of Luoyang Changhong Trading are also dealers of Luoyang Changxing Agricultural Machinery, the merger and absorption of Luoyang Changhong Trading will not only streamline internal functions and reduce management costs, but also maintain the continuity of the Company's sales operations.

### **(IV) Impact of the Merger and Absorption**

Upon completion of the merger and absorption, the Company will deregister Luoyang Changhong Trading. As it is a wholly-owned subsidiary of the Company, Luoyang Changhong Trading's financial statements have been included in the consolidated statements of the Company. As such, the merger and absorption will not have a material impact on the current profit or loss of the Company, nor will it prejudice the interests of the Company or its shareholders.

### **(V) Other Information**

On 10 August 2018, the Board considered and approved the merger and absorption of Luoyang Changhong Trading. Pursuant to the Company Law and the Articles of Association, the proposed merger and absorption of Luoyang Changhong Trading by the Company shall be subject to the approval of the Shareholders by passing the special resolution(s) at the EGM. The merger and absorption of Luoyang Changhong Trading does not constitute a notifiable or connected transaction of the Company under Chapter 14 and Chapter 14A of the Listing Rules.



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## LETTER FROM THE BOARD

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### EGM

The EGM will be held at 3:00 p.m. on 28 August 2018, Tuesday, at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, at which ordinary and/or special resolution(s) will be proposed to seek the Shareholders' approval for (1) the proposed amendments to the Articles of Association; (2) the proposed amendment to the Rules of Procedures for Board Meetings; and (3) the merger and absorption of Luoyang Changhong Trading. At the EGM, votes will be taken by poll.

The notice of the EGM is set out on pages 7 to 9 of this circular. The supplemental notice of the EGM is set out on pages 10 to 13 of this circular. By such supplemental notice of EGM, an additional resolution in relation to the merger and absorption of Luoyang Changhong Trading is proposed for Shareholders' consideration at the EGM.

A form of proxy for use at the EGM (the "**First Proxy Form**") was despatched and also published on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) on 12 July 2018. A revised form of proxy for use at the EGM (the "**Second Proxy Form**"), which contains the additional resolution to be proposed at the EGM, has been despatched together with this circular in which the supplemental notice of EGM is set out, and has also been published on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) on 10 August 2018. Any shareholder who has not yet lodged the First Proxy Form with the Company is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the EGM on his/her behalf. In such a case, the First Proxy Form should not be lodged with the Company. Whether or not you are able to attend the meeting in person, you are requested to complete and return the Second Proxy Form in accordance with the instructions printed thereon. The Second Proxy Form shall be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or at the registered address and principal place of business of the Company at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, as soon as possible and in any event not less than 24 hours before the time scheduled for holding the EGM (or any adjourned meeting thereof). Completion and delivery 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 if you so desire. If you have lodged the First Proxy Form, please refer to the supplemental notice of the EGM for further information.

### RECOMMENDATIONS

The Directors (including the independent non-executive Directors) consider that (1) the proposed amendments to the Articles of Association; (2) the proposed amendment to the Rules of Procedures for Board Meetings; and (3) the merger and absorption of Luoyang Changhong Trading are in the interests of the Company and the Shareholders as a whole and therefore recommend all Shareholders to vote in favour of the relevant resolution(s) for approving (1) the proposed amendments to the Articles of Association; (2) the proposed amendment to the Rules of Procedures for Board Meetings; and (3) the merger and absorption of Luoyang Changhong Trading.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information as set out in the notice of the EGM and the supplemental notice of the EGM.

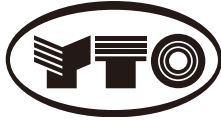
Yours faithfully,  
On behalf of the Board  
**First Tractor Company Limited\***  
**Zhao Yanshui**  
*Chairman*

\* *For identification purposes only*

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## NOTICE OF EGM

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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)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**EGM**”) of First Tractor Company Limited (the “**Company**”) will 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**”), for the purpose of considering and, if thought fit, passing the following resolutions.

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.

#### ORDINARY RESOLUTION

**THAT:**

- “1. the proposed amendment to the Rules of Procedures for Board Meetings be hereby approved and confirmed.”

#### SPECIAL RESOLUTION

**THAT:**

- “1. the proposed amendments to the Articles of Association be hereby approved and confirmed, and the Board be hereby authorised 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.”

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## NOTICE OF EGM

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(For details of the above resolutions, please refer to the announcement of the Company dated 10 July 2018.)

By Order of the Board  
**First Tractor Company Limited\***  
YU Lina  
Company Secretary

Luoyang, the PRC  
12 July 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. 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.
2. 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.
3. Shareholders can appoint a proxy by an instrument in writing (i.e. by using the proxy form enclosed). The proxy form shall be signed by the person appointing the proxy or an attorney authorised by such person in writing. If the proxy form is signed by an attorney, the power of attorney or other documents of authorization shall be notarially certified. To be valid, the proxy form and the notarially certified power of attorney or other documents of authorisation must be delivered to the Company’s registered address at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, or the Company’s H Share 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.
4. 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.

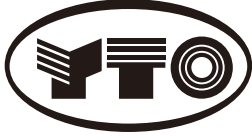
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## NOTICE OF EGM

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5. Shareholders or their proxies shall present proofs of their identities upon attending the EGM. Should a proxy be appointed, the proxy shall also present the proxy form.
6. 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.
7. 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*



**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.

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## SUPPLEMENTAL NOTICE OF EGM

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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.

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## SUPPLEMENTAL NOTICE OF EGM

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### 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.



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## SUPPLEMENTAL NOTICE OF EGM

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- (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*