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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 2:30 p.m. on 29 November 2019, Friday, 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 announcements of the Company dated 29 August 2019 and 11 October 2019.

ORDINARY RESOLUTIONS

- “1. the proposed amendments to the Rules of Procedures for Shareholders’ Meetings be hereby approved and confirmed;
2. the proposed amendments to the Rules of Procedures for Board Meetings be hereby approved and confirmed;
3. the proposed amendments to the Rules of Procedures for Supervisory Committee be hereby approved and confirmed;
4. 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 be hereby approved;

5. the conditional agreement (a copy of which will be produced to the EGM marked “1” and signed by the chairman of the EGM for the purpose of identification) 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.*), the terms and conditions thereof and the transaction contemplated thereunder be and are hereby approved, ratified and confirmed; and
6. the conditional agreement (a copy of which will be produced to the EGM marked “2” and signed by the chairman of the EGM for the purpose of identification) 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.*), the terms and conditions thereof and the transaction contemplated thereunder be and are hereby approved, ratified and confirmed.”

SPECIAL RESOLUTION

- “1. the proposed amendments to the Articles of Association of the Company 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 of the Company.”

(For details of the above resolutions, please refer to the announcements of the Company dated 29 August 2019 and 11 October 2019.)

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

Luoyang, the PRC
11 October 2019

As at the date of this notice, 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.

Notes:

1. The register of members of the Company will be temporarily closed from 30 October 2019 to 28 November 2019 (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 29 October 2019 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 29 October 2019 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 17M Floor, 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., 8 November 2019.
5. Shareholders or their proxies shall present proofs of their identities upon attending the EGM.
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*