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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 ANNUAL GENERAL MEETING

This notice is supplemental to the notice dated 23 April 2021 (the “**Notice**”) of the 2020 annual general meeting (the “**AGM**”) of First Tractor Company Limited (the “**Company**”) to be held at 2:15 p.m. on 8 June 2021 (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 supplemental circular of the Company dated 20 May 2021.

According to Article 81 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.

The Board recently received a letter from the controlling shareholder of the Company, YTO Group Corporation, requesting for the inclusion of a special resolution at the AGM. According to Article 81 of the Articles of Association, the Board agreed to put forward a new special resolution at the AGM for the shareholders’ consideration and approval.

The following special resolution is proposed to the AGM as special resolution numbered 1^(Note 1):

AS SPECIAL RESOLUTION:

“1. To consider and approve the amendments to the Articles of Association”

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

Luoyang, the PRC
20 May 2021

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 Ms. Yang Minli, Ms. Wang Yuru and Mr. Edmund Sit as independent non-executive Directors.

Notes:

1. Please refer to the Notice for details in respect of other resolutions to be proposed at the AGM.
2. The register of members of the Company will be temporarily closed from 9 May 2021 to 7 June 2021 (both days inclusive) during which no transfer of shares of the Company (the “**Shares**”) would be registered in order to determine the list of shareholders of the Company (the “**Shareholders**”) for attending the AGM. The last lodgment for the transfer of the H Shares of the Company should be made on 7 May 2021 at Hong Kong Registrars Limited by or before 4:30 p.m.. The Shareholders or their proxies being registered on 7 May 2021 are entitled to attend the AGM by presenting their identity documents. The address of Hong Kong Registrars Limited, the H Shares 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 23 April 2021 (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 AGM is entitled to appoint one or more proxies (whether a Shareholder or not) to attend and vote at the AGM 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time scheduled for the holding of the AGM 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 will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM 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 AGM 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 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 AGM or any adjournment thereof should you so wish.

Shareholders who intend to attend the AGM 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., 19 May 2021.

4. Shareholders or their proxies shall present proofs of their identities upon attending the AGM.
5. The AGM is expected to last for less than one day. The Shareholders and proxies attending the AGM 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) 6497 0213; 6497 0545

Facsimile: (86-379) 6496 7438

Email: msc0038@ytogroup.com

* *For identification purposes only*