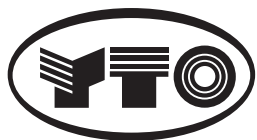


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**第一拖拉机股份有限公司**  
**FIRST TRACTOR COMPANY LIMITED\***

*(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 29 October 2018, Monday, 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 2018.

### **ORDINARY RESOLUTIONS**

#### **THAT:**

- “1. the Material Procurement Agreement (a copy of which has been produced to the EGM marked “1” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2021, be and are hereby approved, ratified and confirmed;
2. the Sale of Goods Agreement (a copy of which has been produced to the EGM marked “2” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2021, be and are hereby approved, ratified and confirmed;

3. the Loan Service Agreement (a copy of which has been produced to the EGM marked “3” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2021, be and are hereby approved, ratified and confirmed;
4. the Bills Discounting Service Agreement (a copy of which has been produced to the EGM marked “4” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2021, be and are hereby approved, ratified and confirmed;
5. the Bills Acceptance Service Agreement (a copy of which has been produced to the EGM marked “5” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2021, be and are hereby approved, ratified and confirmed;
6. the Interbank Business Services Agreement (a copy of which has been produced to the EGM marked “6” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2021, be and are hereby approved, ratified and confirmed;
7. the Technology Services Agreement (a copy of which has been produced to the EGM marked “7” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2021, be and are hereby approved, ratified and confirmed;
8. the Composite Services Agreement (a copy of which has been produced to the EGM marked “8” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2021, be and are hereby approved, ratified and confirmed;

9. the Energy Procurement Agreement (a copy of which has been produced to the EGM marked “9” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2021, be and are hereby approved, ratified and confirmed;
10. the Properties Lease Agreement (a copy of which has been produced to the EGM marked “10” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2021, be and are hereby approved, ratified and confirmed;
11. the Land Lease Agreement (a copy of which has been produced to the EGM marked “11” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2021, be and are hereby approved, ratified and confirmed;
12. any one of the Directors be hereby authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, to do or authorise doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Material Procurement Agreement, the Sale of Goods Agreement, the Loan Service Agreement, the Bills Discounting Service Agreement, the Bills Acceptance Service Agreement, the Interbank Business Services Agreement, Technology Services Agreement, the Composite Services Agreement, the Energy Procurement Agreement, the Properties Lease Agreement and the Land Lease Agreement (together the “**New Agreements**”) and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the New Agreements that may in their discretion consider to be desirable and in the interest of the Company and all the Directors’ acts as aforesaid be hereby approved, ratified and confirmed;
13. the appointment of Mr. Zhao Yanshui to be the Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021 be hereby approved;
14. the appointment of Mr. Wu Yong to be the Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021 be hereby approved;

15. the appointment of Mr. Zhu Weijiang to be the Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021 be hereby approved;
16. the appointment of Mr. Li Hepeng to be the Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021 be hereby approved;
17. the appointment of Mr. Xie Donggang to be the Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021 be hereby approved;
18. the appointment of Mr. Li Kai to be the Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021 be hereby approved;
19. the appointment of Mr. Zhou Honghai to be the Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021 be hereby approved;
20. the appointment of Mr. Yu Zengbiao to be the independent non-executive Director of the Eighth Board for a term of eighteen months from 29 October 2018 to 28 May 2020 be hereby approved;
21. the appointment of Ms. Yang Minli to be the independent non-executive Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021 be hereby approved;
22. the appointment of Ms. Wang Yuru to be the independent non-executive Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021 be hereby approved;
23. the appointment of Mr. Edmund Sit to be the independent non-executive Director of the Eighth Board for a term of three years from 29 October 2018 to 28 October 2021 be hereby approved;
24. the appointment of Mr. Zhang Jiabin to be the Supervisor (non-staff representative Supervisor) of the Eighth Supervisory Committee for a term of three years from 29 October 2018 to 28 October 2021 be hereby approved;
25. the appointment of Mr. Tian Peng to be the Supervisor (non-staff representative Supervisor) of the Eighth Supervisory Committee for a term of three years from 29 October 2018 to 28 October 2021 be hereby approved;
26. the appointment of Mr. Xu Weilin to be the Supervisor (non-staff representative Supervisor) of the Eighth Supervisory Committee for a term of three years from 29 October 2018 to 28 October 2021 be hereby approved;

27. the appointment of Mr. Zhang Bin to be the Supervisor (non-staff representative Supervisor) of the Eighth Supervisory Committee for a term of three years from 29 October 2018 to 28 October 2021 be hereby approved; and
28. the remuneration proposals for the Directors of the Eighth Board and Supervisors of the Eighth Supervisory Committee be hereby approved.”

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

Luoyang, the PRC  
12 September 2018

*As at the date of this notice, the Board comprises Mr. Zhao Yanshui (Chairman) and Mr. Wu Yong (vice Chairman) 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 29 September 2018 to 28 October 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 28 September 2018 at Hong Kong Registrars Limited by or before 4:00 p.m. The Shareholders or their proxies being registered before the close of business on 28 September 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 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 October 2018.
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*