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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)

CONNECTED TRANSACTION PROVISION OF ENTRUSTED LOAN

On 29 March 2019, the Company convened a Board meeting where the Board resolved to provide the Entrusted Loan with a total amount of up to RMB33,000,000 (equivalent to approximately HK\$40,920,000) to Changtuo Company through YTO Finance.

Changtuo Company is owned as to one-third by the Company and one-third by Sinomach, the ultimate controlling shareholder of the Company, and is therefore a connected person of the Company. Accordingly, the provision of the Entrusted Loan constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios are more than 0.1% but less than 5%, the provision of the Entrusted Loan is subject to the reporting and announcement requirements but is exempt from the independent shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules.

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THE ENTRUSTED LOAN ARRANGEMENT

Under the Entrusted Loan arrangement, upon the request of Changtuo Company for specific capital requirement, the Company will enter into entrusted loan contract(s) with Changtuo Company and YTO Finance to provide the Entrusted Loan with a total amount of up to RMB33,000,000 (equivalent to approximately HK\$40,920,000) to Changtuo Company. The entrusted loan contract(s) will contain the following principal terms:

Parties

- (a) The Company, as the entrusting lender;
- (b) YTO Finance, as the entrusted agent; and
- (c) Changtuo Company, as the borrower.

Entrusted Loan amount

The Company shall provide the Entrusted Loan of a total amount of up to RMB33,000,000 (equivalent to approximately HK\$40,920,000) to Changtuo Company through YTO Finance.

Entrusted Loan interest

30% mark-up on the benchmark interest rate for one-year loans issued by the People's Bank of China.

Term for the Entrusted Loan amount

From 1 April 2019 to 31 March 2020.

Use of proceeds of the Entrusted Loan

For daily operation of Changtuo Company.

REASONS FOR AND BENEFITS OF THE PROVISION OF THE ENTRUSTED LOAN

As Sinomach has entrusted the management of its one-third holding in Changtuo Company to the Company, the Company actually controls Changtuo Company and has incorporated Changtuo Company into its consolidated statements. The Entrusted Loan is mainly used for the daily operation of Changtuo Company, and will not affect the normal capital uses and production operation of the Company.

The terms of the entrusted loan contract(s) were determined after arm's length negotiations between the parties thereto. The Directors (including the independent non-executive Directors) consider that the terms of the entrusted loan contract(s) and the provision of the Entrusted Loan are on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interests of the Group and the Shareholders as a whole.

INFORMATION OF THE GROUP, YTO FINANCE AND CHANGTUO COMPANY

The Group is principally engaged in the production and sales of agricultural machineries and power machineries. The principal products include tractors of hi-powered, mid-powered and low-powered, diesel engines and tractor components.

YTO Finance is a non-banking financial institution approved and regulated by the relevant PRC regulatory authorities. Its principal activities include the provision of financial services which have been approved by the China Banking and Insurance Regulatory Commission to the YTO Extended Group and members of the Group.

Changtuo Company is the controlled subsidiary of the Company, owned as to one-third by the Company and one-third by Sinomach, the ultimate controlling shareholder of the Company. Changtuo Company is principally engaged in research and development, manufacturing and sales of tractors, low speed trucks, engineering machineries, agricultural machineries and spare parts.

LISTING RULES IMPLICATIONS

As mentioned above, Changtuo Company is owned as to one-third by the Company and one-third by Sinomach, the ultimate controlling shareholder of the Company, and is therefore a connected person of the Company. Accordingly, the provision of the Entrusted Loan constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios are more than 0.1% but less than 5%, the provision of the Entrusted Loan is subject to the reporting and announcement requirements but is exempt from the independent shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules.

The terms of the entrustment Loan contract(s) and the provision of the Entrusted Loan have been approved by the Board. The related Directors, namely Li Hepeng, Xie Donggang, Li Kai and Zhou Honghai, have abstained from voting to approve the terms of the entrusted loan contracts(s) and provision of the Entrusted Loan.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“associate(s)”	has the same meaning as ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Changtuo Company”	Changtuo Agricultural Machinery Equipment Group Company Limited (長拖農業機械裝備集團有限公司), a limited liability company incorporated in the PRC and a controlled subsidiary of the Company owned as to one third by the Company
“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 main board of the Stock Exchange (Stock Code: 0038) and the Shanghai Stock Exchange (Stock Code: 601038) respectively
“connected person(s)”	has the same meaning as ascribed to this term under the Listing Rules
“controlling shareholder”	has the same meaning as ascribed to this term under the Listing Rules
“Directors”	the directors of the Company, including the independent non-executive directors

“Entrusted Loan”	the entrusted loan of a total amount of up to RMB33,000,000 (equivalent to approximately HK\$40,920,000) provided by the Company to Changtuo Company through YTO Finance
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“percentage ratio(s)”	has the same meaning as ascribed to this term under the Listing Rules, as applicable to a transaction
“PRC”	The People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	registered holder(s) of the Shares
“Shares”	share(s) of RMB1.00 each of the Company
“Sinomach”	China National Machinery Industry Corporation* (中國機械工業集團有限公司), a limited liability company incorporated in the PRC and the ultimate controlling shareholder 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, the controlling shareholder of the Company and the subsidiary of Sinomach, holding approximately 41.66% equity interest in the Company

“YTO Extended Group”	(i) YTO; (ii) its controlling companies or entities; (iii) non wholly-owned subsidiaries of the Company that companies or entities in (i) and (ii) above hold 10% or more voting rights respectively or collectively; and (iv) associates of YTO
“YTO Finance”	China First Tractor Group Finance Company Limited* (中國一拖集團財務有限責任公司), a company incorporated in the PRC with limited liability and a subsidiary of the Company owned as to 99.4% (directly or indirectly) by the Company
“%”	per cent.

*For the purpose of this announcement, the following exchange rate is used:
RMB1.00 = HK\$1.24*

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

Luoyang, the PRC
29 March 2019

As at the date of this announcement, the Board comprises Mr. Wu Yong (vice Chairman) as executive Director; Mr. Li Hepeng, Mr. Xie Donggang, Mr. Li Kai 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.

* *For identification purposes only*