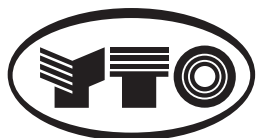


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 8 March 2019 (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 25 April 2019, Thursday, 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 2 April 2019.

According to Article 80 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 2 April 2019, the Board received a letter from the controlling shareholder of the Company, YTO Group Corporation, requesting for the inclusion of an ordinary resolution at the EGM. According to Article 80 of the articles of association, the Board agreed to put forward a new ordinary resolution at the EGM for the shareholders’ consideration and approval.

The following ordinary resolution is proposed to the EGM as ordinary resolution number 3:

AS ORDINARY RESOLUTION:

“3. the appointment of Mr. Cai Jibo to be an executive Director of the Eighth Board from 25 April 2019 to 28 October 2021 be hereby approved.”

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

Luoyang, the PRC
4 April 2019

As at the date of this notice, the Board comprises Mr. Wu Yong (vice Chairman) as executive Director; 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. 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 26 March 2019 to 24 April 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 25 March 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 25 March 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.

3. PROXY FORM

Since the proxy form despatched on 8 March 2019 (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 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.
- (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 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 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 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., 4 April 2019.

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*