

## Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy):       | 30 April 2019 |
|---|---------------|
| To: Hong Kong Exchanges and Clearing Li | imited        |

| Name of Issuer | First Tractor Company Limited |
|----------------|-------------------------------|
| Date Submitted | 2 May 2019                    |

#### I. Movements in Authorised Share Capital

## 1. Ordinary Shares

| (1) Stock code:  | 38  | Description:              | H Shar                        | res   |  |  |
|--|---|---------------------------|-------------------------------|---|--|--|
|  |   | No. of ordinary<br>shares | Par value<br>(State currency) | Authorised share<br>capital<br>(State currency) |  |  |
| Balance at close of  | preceding mo  | ath <b>391,940,000</b>    | RMB1                          | RMB391,940,000                                  |  |  |
| Increase/(decrease)  |   | Nil                       | Nil                           |   |  |  |
| Balance at close of  | lance at close of the month <b>391,940,000 RMB1 RMB39</b> |                           |                               | RMB391,940,000                                  |  |  |
| (2) Stock code: 601038.SH<br>(Shanghai<br>Stock<br>Exchange) |   |                           | A Shar                        | A Shares  |  |  |
|  |   | No. of ordinary<br>shares | Par value<br>(State currency) | Authorised share<br>capital<br>(State currency) |  |  |
| Balance at close of preceding month                          |   | 593,910,000               | RMB1                          | RMB593,910,000                                  |  |  |
| Increase/(decrease)  |   | Nil                       |                               | Nil   |  |  |
| Balance at close of  | the month   | 593,910,000               | RMB1                          | RMB593,910,000                                  |  |  |

#### 2. Preference Shares

| Stock code:                         | Description:             |                                 |   |
|-------------------------------------|--------------------------|---------------------------------|---|
|                                     | No. of preference shares | e Par value<br>(State currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month |                          |                                 |   |
| Increase/(decrease)                 |                          | _                               |   |
| Balance at close of the month       |                          |                                 |   |

#### 3. Other Classes of Shares

| Stock code:                         | Description:                                   |                                   |
|-------------------------------------|--|-----------------------------------|
|                                     | No. of other<br>classes of shares Par value (A | Authorised shareRMB)capital (RMB) |
| Balance at close of preceding month |  |                                   |
| Increase/(decrease)                 |  |                                   |
| Balance at close of the month       |  |                                   |

Total authorised share capital at the end of the month (*RMB*):**985,850,000** 

## II. Movements in Issued Share Capital

|                                      | No. of ordinary shares (1) (2) |             | No of preference shares | No. of other classes of shares |
|--------------------------------------|--------------------------------|-------------|-------------------------|--------------------------------|
|                                      | (1)                            | (2)         | Shures                  |                                |
| Balance at close of preceding month  | 391,940,000                    | 593,910,000 | N/A                     | N/A                            |
| Increase/(decrease) during the month | Nil                            | Nil         | Nil                     | Nil                            |
| Balance at close of the month        | 391,940,000                    | 593,910,000 | <u>N/A</u>              | N/A                            |

# III. Details of Movements in Issued Share Capital (Not Applicable)

## Share Options (under Share Option Schemes of the Issuer) (Not Applicable)

| Particulars of share option   |               | Movement duri      | ng the month | No. of new shares of issuer issued during the | No. of new shares of issuer which may be |   |
|---|---------------|--------------------|--------------|---|--|---|
| scheme including EGM approval date (dd/mm/yyyy)<br>and class of shares issuable | Granted       | Exercised          | Cancelled    | Lapsed  | month pursuant thereto                   | issued pursuant thereto as<br>at close of the month |
| 1   |               |                    |              |   |  |   |
|   |               |                    |              |   |  |   |
| (Note 1) 2.   |               |                    |              |   |  |   |
|   |               |                    |              |   |  |   |
| ( / / )<br>shares<br>(Note 1)   |               |                    |              |   |  |   |
| 3   |               |                    |              |   |  |   |
| ( / / )   |               |                    |              |   |  |   |
| (Note 1)  |               |                    |              | rdinary shares)<br>ference shares)            |  |   |
| Total funds raised during the n<br>(State currency)                             | nonth from ex | xercise of options |              | (Other class)                                 |  |   |

| Description of warrants<br>(Date of expiry – dd/mm/yyyy)         | Currency of<br>nominal value | Nominal value at<br>close of preceding<br>month | Exercised during<br>the month | Nominal value at close of the month | No. of new shares<br>of issuer issued<br>during the month<br>pursuant thereto | No. of new shares<br>of issuer which<br>may be issued<br>pursuant thereto<br>as at close of the<br>month |
|--|------------------------------|---|-------------------------------|-------------------------------------|---|--|
| 1.   |                              |   |                               |                                     |   |  |
|  |                              |   |                               |                                     |   |  |
| ( / / )<br>Stock code (if listed)                                |                              |   |                               |                                     |   |  |
| Class of shares issuable (Note 1)                                |                              |   |                               |                                     |   |  |
| Subscription price   |                              |   |                               |                                     |   |  |
| EGM approval date (if applicable)                                |                              |   |                               |                                     |   |  |
| (dd/mm/yyyy)   | ( /                          | / )   |                               |                                     |   |  |
| 2  |                              |   |                               |                                     |   |  |
|  |                              |   |                               |                                     |   |  |
| ( / / )<br>Stock code (if listed)                                |                              |   |                               |                                     |   |  |
| Class of shares issuable ( <i>Note 1</i> )                       |                              |   |                               |                                     |   |  |
| Subscription price   |                              |   |                               |                                     |   |  |
| EGM approval date<br>(if applicable)                             |                              |   |                               |                                     |   |  |
| (dd/mm/yyyy)   | ( /                          | / )   |                               |                                     |   |  |
| 3.   |                              |   |                               |                                     |   |  |
|  |                              |   |                               |                                     |   |  |
|  |                              |   |                               |                                     |   |  |
| ( / / )<br>Stock code (if listed)                                |                              |   |                               |                                     |   |  |
| Class of shares issuable (Note 1)                                |                              |   |                               |                                     |   |  |
| Subscription price<br>EGM approval date                          |                              |   |                               |                                     |   |  |
| (if applicable)  |                              |   |                               |                                     |   |  |
| (dd/mm/yyyy)   | ( /                          | / )   |                               |                                     |   |  |
| 4.   |                              |   |                               |                                     |   |  |
|  |                              |   |                               |                                     |   |  |
| ( / / )  |                              |   |                               |                                     |   |  |
| Stock code (if listed)   |                              |   |                               |                                     |   |  |
| Class of shares issuable ( <i>Note 1</i> )<br>Subscription price |                              |   |                               |                                     |   |  |
| EGM approval date  |                              |   |                               |                                     |   |  |
| (if applicable)<br>(dd/mm/yyyy)                                  | ( /                          | / )   |                               |                                     |   |  |
|  |                              |   | Total                         | B. (Ordinary shares)                |   |  |
|  |                              |   |                               | (Preference shares)                 |   |  |
|  |                              |   |                               | (Other class)                       |   |  |

# Warrants to Issue Shares of the Issuer which are to be Listed (Not Applicable)

| Class and description  | Currency<br>of amount<br>outstanding | Amount at close of preceding month | Converted during<br>the month | Amount at close of<br>the month | No. of new shares<br>of issuer issued<br>during the month<br>pursuant thereto | No. of new shares<br>of issuer which<br>may be issued<br>pursuant thereto<br>as at close of the<br>month |
|--|--------------------------------------|------------------------------------|-------------------------------|---------------------------------|---|--|
| 1.   |                                      |                                    |                               |                                 |   |  |
|  |                                      |                                    |                               |                                 |   |  |
|  |                                      |                                    |                               |                                 |   |  |
| Stock code (if listed)   |                                      |                                    |                               |                                 |   |  |
| Class of shares issuable ( <i>Note 1</i> )                           |                                      |                                    |                               |                                 |   |  |
| Subscription price   |                                      |                                    |                               |                                 |   |  |
| EGM approval date<br>(if applicable)                                 | ( )                                  |                                    |                               |                                 |   |  |
| (dd/mm/yyyy))<br>2.  | ( /                                  | / )                                |                               |                                 |   |  |
|  |                                      |                                    |                               |                                 |   |  |
|  |                                      |                                    |                               |                                 |   |  |
|  |                                      |                                    |                               |                                 |   |  |
| Stock code (if listed)   |                                      |                                    |                               |                                 |   |  |
| Class of shares issuable ( <i>Note 1</i> )<br>Subscription price     |                                      |                                    |                               |                                 |   |  |
| EGM approval date  |                                      |                                    |                               |                                 |   |  |
| (if applicable)<br>(dd/mm/yyyy)                                      | ( ]                                  | / )                                |                               |                                 |   |  |
| 3.   | ( /                                  | 1 )                                |                               |                                 |   |  |
|  |                                      |                                    |                               |                                 |   |  |
|  |                                      |                                    |                               |                                 |   |  |
|  |                                      |                                    |                               |                                 |   |  |
| Stock code (if listed)<br>Class of shares issuable ( <i>Note 1</i> ) |                                      |                                    |                               |                                 |   |  |
| Subscription price   |                                      |                                    |                               |                                 |   |  |
| EGM approval date  |                                      |                                    |                               |                                 |   |  |
| (if applicable)<br>(dd/mm/yyyy)                                      | ( /                                  | / )                                |                               |                                 |   |  |
| 4.   |                                      |                                    |                               |                                 |   |  |
|  |                                      |                                    |                               |                                 |   |  |
|  |                                      |                                    |                               |                                 |   |  |
| Stock code (if listed)   |                                      |                                    |                               |                                 |   |  |
| Class of shares issuable ( <i>Note 1</i> )                           |                                      |                                    |                               |                                 |   |  |
| Subscription price   |                                      |                                    |                               |                                 |   |  |
| EGM approval date<br>(if applicable)                                 |                                      |                                    |                               |                                 |   |  |
| (dd/mm/yyyy)   | ( /                                  | / )                                |                               |                                 |   |  |
|  |                                      |                                    | Total                         | C. (Ordinary shares)            |   |  |
|  |                                      |                                    | Total                         | (Preference shares)             |   |  |
|  |                                      |                                    |                               | (Other class)                   |   |  |

# Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) (Not Applicable)

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes) (Not Applicable)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares<br>of issuer issued<br>during the month<br>pursuant thereto | No. of new shares<br>of issuer which<br>may be issued<br>pursuant thereto<br>as at close of the<br>month |
|---|---|--|
| 1.  |   |  |
|   | -   |  |
|   | -   |  |
|   | -   |  |
| shares (Note 1)   |   |  |
|   |   |  |
| 2.  |   |  |
|   | -   |  |
|   |   |  |
|   | -   |  |
|   | -   |  |
| shares (Note 1)   | -   |  |
|   |   |  |
| 3.  |   |  |
|   |   |  |
|   |   |  |
|   | -   |  |
| shares (Note 1)   | -   |  |
|   |   |  |
| Total D. (Ordinary shares)  |   |  |
| (Preference shares)   |   |  |
| (Other class)   |   |  |
|   |   |  |

| Other Move      |           |                  |  |       | No. of new shares of | No. of new shares of     |
|-----------------|-----------|------------------|--|-------|----------------------|--------------------------|
|                 |           |                  |  |       | issuer issued during | issuer which may be      |
|                 |           |                  |  |       | the month            | issued pursuant thereto  |
| Type of Issue   |           |                  |  |       | pursuant thereto     | as at close of the month |
| 1. Rights issue | At price: | State currency _ | Class of shares issuable (Note 1)          |       | _                    |                          |
|                 |           |                  | Issue and allotment date: (dd/mm/yyyy)     | ( / / | )                    |                          |
|                 |           |                  | EGM approval date: (dd/mm/yyyy)            | ( / / | ) <u>Nil</u>         | Nil                      |
| 2. Open offer   | At price: | State currency _ | Class of shares issuable (Note 1)          |       | _                    |                          |
|                 |           |                  | Issue and allotment date: (dd/mm/yyyy)     | ( / / | )                    |                          |
|                 |           |                  | EGM approval date: (dd/mm/yyyy)            | ( / / | ) <u>Nil</u>         | Nil                      |
| 3. Placing      | At price: | State currency _ | Class of shares issuable ( <i>Note 1</i> ) |       | _                    |                          |
|                 |           |                  | Issue and allotment date: (dd/mm/yyyy)     | ( / / | )                    |                          |
|                 |           |                  | EGM approval date: (dd/mm/yyyy)            | ( / / | ) <u>Nil</u>         | Nil                      |
| 4. Bonus issue  |           |                  | Class of shares issuable (Note 1)          |       | _                    |                          |
|                 |           |                  | Issue and allotment date: (dd/mm/yyyy)     | ( / / | )                    |                          |
|                 |           |                  | EGM approval date: (dd/mm/yyyy)            | ( / / | )Nil                 | Nil                      |

#### Other Movements in Issued Share Capital

| Type of Issue     |           |                |  |          | No. of new shares of<br>issuer issued during<br>the month<br>pursuant thereto | No. of new shares of<br>issuer which may be<br>issued pursuant thereto<br>as at close of the month |
|-------------------|-----------|----------------|--|----------|---|--|
| 5. Scrip dividend | At price: | State currency | Class of shares issuable (Note 1)      |          |   |  |
|                   |           |                | Issue and allotment date: (dd/mm/yyyy) | ( / / )  |   |  |
|                   |           |                | EGM approval date: (dd/mm/yyyy)        | ( / / )  | Nil   | Nil  |
| 6. Repurchase of  |           |                | Class of shares repurchased (Note 1)   | Ordinary |   |  |
| shares            |           |                | Cancellation date: (dd/mm/yyyy)        | ( / / )  |   |  |
|                   |           |                | EGM approval date: (dd/mm/yyyy)        | ( / / )  | Nil   | Nil  |
| 7. Redemption of  |           |                | Class of shares redeemed (Note 1)      |          |   |  |
| shares            |           |                | Redemption date: (dd/mm/yyyy)          | ( / / )  |   |  |
|                   |           |                | EGM approval date: (dd/mm/yyyy)        | ( / / )  | Nil   | Nil  |
| 8. Consideration  | At price: | State currency | Class of shares issuable (Note 1)      |          |   |  |
| issue             |           |                | Issue and allotment date: (dd/mm/yyyy) | ( / / )  |   |  |
|                   |           |                | EGM approval date: (dd/mm/yyyy)        | ( / / )  | Nil   | Nil  |
| 9. Capital        |           |                | Class of shares issuable (Note 1)      |          |   |  |
| reorganisation    |           |                | Issue and allotment date: (dd/mm/yyyy) | ( / / )  |   |  |
|                   |           |                | EGM approval date: (dd/mm/yyyy)        | ( / / )  | Nil   | Nil  |

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|   | No. of new shares of | No. of new shares of     |
|---|----------------------|--------------------------|
|   | issuer issued during | issuer which may be      |
|   | the month            | issued pursuant thereto  |
| Type of Issue   | pursuant thereto     | as at close of the month |
| 10. Other (Please    At price:    State currency    Class of shares issuable (Note 1)   |                      |                          |
| specify) Issue and allotment date: (dd/mm/yyyy) ( / / )                                 |                      |                          |
| EGM approval date: (dd/mm/yyyy) ( / / )   | Nil                  | Nil                      |
| Total E. (Ordinary shares)  | N/A                  | _                        |
| (Preference shares)   | N/A                  |                          |
| (Other class)   | N/A                  |                          |
|   |                      |                          |
| Total increase/(decrease) in ordinary shares during the month                           | 1)                   | N/A                      |
| (i.e. Total of A to E): (   | 1)                   |                          |
| (   | 2)                   | N/A                      |
| Total increase/(decrease) in preference shares during the month (i.e. Total of A to E): |                      | N/A                      |
| Total increase/(decrease) in other classes of shares during the                         |                      |                          |

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

month (i.e. Total of A to E):

N/A

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(*Note* 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

| Submitted by: Yu | u Lina                                      |
|------------------|---|
|                  |   |
| Title: Secretary |   |
| (Director,       | Secretary or other duly authorised officer) |

#### Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.