

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.*



**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)

**DESPATCH OF CIRCULAR IN RELATION TO**

- (1) PROPOSED NON-PUBLIC ISSUANCE OF NEW A SHARES;**
- (2) CONNECTED TRANSACTION – PROPOSED SUBSCRIPTION OF A SHARES BY YTO GROUP CORPORATION;**
- (3) APPLICATION FOR WHITEWASH WAIVER; AND**
- (4) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

References are made to (a) the announcement of First Tractor Company Limited\* (the “**Company**”) dated 23 April 2020 (the “**Announcement**”) in relation to, among other things, the proposed non-public issuance of A Shares by the Company, the A Shares subscription agreement entered into between the Company and YTO Group Corporation, the related proposed application for a Whitewash Waiver from the Executive of the SFC, and the proposed amendments to the Articles of Association, and (b) the announcement dated 14 May 2020 in relation to, among other things, the delay in dispatch of Circular (as defined below).

Unless otherwise defined in this announcement, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Company is pleased to announce that a circular containing, among other things, (i) details of the Proposed A Shares Issue, the Specific Mandate, and the Whitewash Waiver; (ii) a letter from the Independent Board Committee and a letter of advice from the Independent Financial Adviser; and (iii) other information as required under the Takeovers Code and Listing Rules (the “**Circular**”), will be despatched to the Shareholders on 8 July 2020.

The General Meeting, the A Shares Class Meeting and the H Shares Class Meeting will be held at No. 154 Jianshe Road, Luoyang, Henan Province, the People's Republic of China on 24 July 2020 (Friday). Details of the General Meeting and the H Shares Class Meeting are set out in the respective notices of the General Meeting and H Shares Class Meeting issued on 5 June 2020, the supplemental announcement dated 7 July 2020 and the supplemental notices of the General Meeting and H Shares Class Meeting to be despatched together with the Circular on 8 July 2020.

**The completion of the Proposed A Shares Issue is subject to the satisfaction of certain conditions, including but not limited to the grant of the Whitewash Waiver by the Executive, which may or may not be granted by the Executive. The granting of the Whitewash Waiver is a non-waivable condition precedent to the A Shares Subscription Agreement. Accordingly, the Proposed A Shares Issue may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and are recommended to consult their professional adviser if they are in any doubt about their position and as to actions they should take.**

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

Luoyang, the PRC  
7 July 2020

*As at the date of this announcement, 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

\* *For identification purposes only*