

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)

NOTICE OF 2021 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2021 second extraordinary general meeting (the “**EGM**”) of First Tractor Company Limited* (the “**Company**”) will be held at 2:00 p.m. on 2 November 2021, Tuesday, 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 25 August 2021 and 15 September 2021.

ORDINARY RESOLUTIONS

- 1.00 To consider and approve the continuing connected transactions for 2022 to 2024 of the Company
- 1.01 The Material Procurement Agreement for 2022 to 2024 entered into between the Company and YTO Group Corporation and annual transaction cap amounts for each year
- 1.02 The Sale of Goods Agreement for 2022 to 2024 entered into between the Company and YTO Group Corporation and annual transaction cap amounts for each year
- 1.03 The Loan Service Agreement for 2022 to 2024 entered into between China First Tractor Group Finance Company Limited and YTO Group Corporation and annual transaction cap amounts for each year

- 1.04 The Bills Discounting Service Agreement for 2022 to 2024 entered into between China First Tractor Group Finance Company Limited and YTO Group Corporation and annual transaction cap amounts for each year
- 1.05 The Bills Acceptance Service Agreement for 2022 to 2024 entered into between China First Tractor Group Finance Company Limited and YTO Group Corporation and annual transaction cap amounts for each year
- 1.06 The Interbank Business Services Agreement for 2022 to 2024 entered into between China First Tractor Group Finance Company Limited and Sinomach Finance Co., Ltd. and annual transaction cap amounts for each year
- 1.07 The Composite Services Agreement for 2022 to 2024 entered into between the Company and YTO Group Corporation and annual transaction cap amounts for each year
- 1.08 The Energy Procurement Agreement for 2022 to 2024 entered into between the Company and YTO Group Corporation and annual transaction cap amounts for each year
- 1.09 The Properties Lease Agreement for 2022 to 2024 entered into between the Company and YTO Group Corporation and annual transaction cap amounts for each year
- 1.10 The Land Lease Agreement for 2022 to 2024 entered into between the Company and YTO Group Corporation and annual transaction cap amounts for each year
- 1.11 The Deposit Service Agreement for 2022 to 2024 entered into between China First Tractor Group Finance Company Limited and YTO Group Corporation and annual transaction cap amounts for each year
- 1.12 Any one of the Directors or other person be hereby authorised for and on behalf of the Company, to sign, confirm, execute, perfect the above connected transaction agreements, and agree non-material amendments to the above connected transaction agreements if it is in the interest of the Company

- 2.00 To consider and approve the resolution regarding the increase in the cap amount of the 2021 ordinary connected transactions between the Company and ZF YTO (Luoyang) Drive Axle Company Limited
- 2.01 The increase in cap amount of the 2021 connected transaction under the Sales Framework Agreement
- 2.02 The increase in cap amount of the 2021 connected transaction under the Procurement Framework Agreement
- 2.03 The increase in cap amount of the 2021 connected transaction under the Technologies License Agreement

SPECIAL RESOLUTION

- 3 To consider and approve the resolution regarding the amendments to the Articles of Association

ORDINARY RESOLUTIONS

- 4 To consider and approve the resolution regarding the amendments to the Rules of Procedures for the Shareholders' Meetings
- 5 To consider and approve the resolution regarding the amendments to the Rules of Procedures of the Board Meetings

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

Luoyang, the PRC
16 September 2021

As at the date of this notice, the Board comprises Mr. Li Xiaoyu (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.

Notes:

1. The register of members of the Company will be temporarily closed from 2 October 2021 to 2 November 2021 (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 30 September 2021 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 26 October 2021 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/her behalf. Should more than one proxy be appointed by one Shareholder, such proxy shall only exercise his/her 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., 13 October 2021.
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@yogroup.com

* *For identification purposes only*