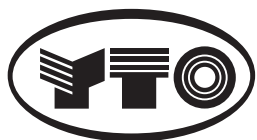


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**第一拖拉机股份有限公司**  
**FIRST TRACTOR COMPANY LIMITED**\*

*(a joint stock company incorporated in The People's Republic of China with limited liability)*

(Stock Code: 0038)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2018 annual general meeting (the “**AGM**”) of First Tractor Company Limited (the “**Company**”) will be held at 2:15 p.m. on 11 June 2019 (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:

### ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year 2018.
2. To consider and approve the report of the supervisory committee of the Company for the year 2018.
3. To consider and approve the resolution for making of provisions for termination benefits by the Company in an amount of RMB248.5153 million.
4. To consider and approve the resolution for making of provisions for impairment of assets by the Company in an amount of RMB231.85 million.
5. To consider and approve the audited financial report of the Company for the year 2018.
6. To consider and approve the dividend distribution proposal (ie nil dividends) of the Company for the year ended 31 December 2018.

As the Company recorded loss in audited net profit for the year ended 31 December 2018, pursuant to the Articles of Association of the Company, the Board recommends not to declare or pay any dividends for the year ended 31 December 2018.

7. To consider and approve the resolution in relation to purchase of wealth management products by the Company with internal idle funds.

(Provided that the relevant requirements of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, relevant requirements of the Listing Rules on The Stock Exchange of Hong Kong Limited (including but not limited to Chapters 14 and 14A) and other relevant requirements are complied with, the Company be hereby approved that the balance of the wealth management products purchased by using internal idle funds and held by the Company at any time shall be no more than RMB800 million and the balance of wealth management products purchased from a financial institution and held by the Company at any time shall be no more than RMB300 million. Such caps will be revolving in nature; the management of the Company be hereby authorised to determine the approval of specific proposal in respect of the purchase of wealth management products within the approved cap; and the general manager be hereby authorised to sign relevant contracts and documents. The validity period of the aforesaid caps of purchase of wealth management products is from 11 June 2019 to the date of convening the 2019 annual general meeting of the Company.)

8. To consider and approve the resolution in relation to provision of guarantees by the Company for dealers that purchase agricultural machinery products from the Company under “Dong Fanghong” commercial loan business.

(Provided that the relevant requirements of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, relevant requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (including but not limited to Chapters 14 and 14A) and other relevant requirements are complied with, the Company be hereby approved to provide guarantees for dealers which purchase agricultural machinery products from the Company under the “Dong Fanghong” commercial loan business and the amount of guarantees actually provided by the Company to the dealers under the “Dong Fanghong” commercial loan business shall not at any time exceed RMB800 million. The proposed guarantees will be available for use on a revolving basis, and the general manager of the Company be hereby authorised to determine the guarantee proposal(s) and to sign relevant documents. The validity period of the aforesaid guarantees is from 11 June 2019 to the date of convening the 2019 annual general meeting of the Company.)

9. To consider and approve the resolution in relation to provision of guarantees by the Company for its subsidiaries, Luoyang Changxing Agricultural Machinery Company Limited\* and YTO International Trade and Economy Company Limited\*.

(Provided that the relevant requirements of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, relevant requirements of the Listing Rules (including but not limited to Chapters 14 and 14A) and other relevant requirements are complied with, the Company be hereby approved to provide guarantees for its subsidiaries, Luoyang Changxing Agricultural Machinery Company Limited\* and YTO International Economy and Trade Company Limited\* and the amount of guarantees actually provided by the Company shall not exceed RMB700 million at any time during the validity period of the guarantees. The proposed guarantees will be available for use on a revolving basis. The validity period of the aforesaid guarantees is from 11 June 2019 to the date of convening the 2019 annual general meeting of the Company.)

10. To consider and approve the re-appointment of Da Hua Certified Public Accountants (Special General Partnership) as the auditor of the Company's financial report and the internal control auditor for the year 2019, and to authorize the Board of the Company to decide its remuneration with reference to the 2018 remuneration standard.

(For details of the above resolutions, please refer to the announcements of the Company dated 29 March 2019 and the circular of the Company dated 25 April 2019.

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

Luoyang, the PRC  
25 April 2019

*As at the date of this notice, the Board comprises Mr. Li Xiaoyu (Chairman), Mr. Cai Jibo (vice Chairman), Mr. Wu Yong and Mr. Liu Jiguo as executive Directors; 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. The register of members of the Company will be temporarily closed from 12 May 2019 to 10 June 2019 (both days inclusive) during which no transfer of shares of the Company (the “Shares”) will be registered in order to determine the list of shareholders of the Company (the “Shareholders”) for attending the AGM. The last lodgment for the transfer of the H Shares of the Company should be made on 10 May 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 10 May 2019 are entitled to attend the AGM by presenting their identity documents. The address of Hong Kong Registrars Limited, the H Shares 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 AGM 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.
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 authorized 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 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 AGM or any adjournment thereof.
4. Shareholders who intend to attend the AGM 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., 21 May 2019.
5. Shareholders or their proxies shall present proofs of their identities upon attending the AGM.
6. The AGM is expected to last for less than one day. The Shareholders and proxies attending the AGM 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: (86379) 6496 7038  
Facsimile: (86379) 6496 7438  
Email: msc0038@ytogroup.com

\* *For identification purposes only*