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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 2020 annual general meeting (the “**AGM**”) of First Tractor Company Limited (the “**Company**”) will be held at 2:15 p.m. on 8 June 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:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the “**Board**”) of the Company for the year 2020
2. To consider and approve the work report of the supervisory committee of the Company for the year 2020
3. To consider and approve the resolution on making provisions for impairment of assets by the Company for 2020
4. To consider and approve the audited financial report of the Company for the year 2020
5. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2020

The 2020 profit distribution plan: Based on the total share capital of 1,123,645,275 shares following the designated placement of shares as the base, it is proposed that a cash dividend of RMB0.075 per share (tax included) will be distributed to all shareholders.

6. 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 2021, and to authorize the Board of the Company to decide its remuneration

(For details of the above resolutions, please refer to the announcement of the Company dated 29 March 2021 and the circular of the Company dated 23 April 2021.)

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

Luoyang, the PRC
23 April 2021

As at the date of this notice, 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.

Notes:

1. The register of members of the Company will be temporarily closed from 9 May 2021 to 7 June 2021 (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 7 May 2021 at Hong Kong Registrars Limited by or before 4:30 p.m. The Shareholders or their proxies being registered on 7 May 2021 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 by 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., 19 May 2021.
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) 6497 0213 6497 0545

Facsimile: (86379) 6496 7438

Email: msc0038@ytogroup.com

* *For identification purposes only*