

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

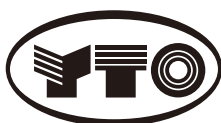
**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **First Tractor Company Limited\***, you should at once hand this circular with the accompanying form(s) of proxy to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

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

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of First Tractor Company Limited\*.

---



**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)

### GENERAL MANDATE TO REPURCHASE H SHARES

---

A letter from the Board is set out on pages 1 to 5 of this circular.

The notices for convening the 2017 annual general meeting (the “**AGM**”) and the class meeting for holders of H shares (“**H Shares**”) of First Tractor Company Limited\* (the “**Company**”) to be held at 2:15 p.m. and 3:30 p.m. (or immediately after the class meeting for holders of A shares of the Company) respectively on 29 May 2018 (Tuesday) at No. 154 Jianshe Road, Luoyang, Henan Province, the People's Republic of China (the “**PRC**”), are set out on pages 10 to 18 of this circular.

Forms of proxy for use at the AGM and the class meeting for holders of H Shares are enclosed. Whether or not you are able to attend the meetings in person, you are requested to complete and return the accompanying forms of proxy in accordance with the instructions printed thereon. The proxy form(s) shall be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or at the registered address and principal place of business of the Company at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, as soon as possible and in any event not less than 24 hours before the time scheduled for holding the meetings (or any adjourned meetings thereof). Completion and delivery of the forms of proxy will not preclude you from attending and voting in person at the meetings or any adjournment if you so desire.

12 April 2018

\* For identification purposes only

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	ii
<b>LETTER FROM THE BOARD</b> .....	1
INTRODUCTION.....	1
GENERAL MANDATE TO REPURCHASE H SHARES .....	2
THE AGM AND THE CLASS MEETINGS .....	4
RECOMMENDATION .....	4
RESPONSIBILITY STATEMENT .....	5
ADDITIONAL INFORMATION.....	5
<b>APPENDIX I – EXPLANATORY STATEMENT</b> .....	6
<b>NOTICE OF AGM</b> .....	10
<b>NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES</b> .....	15

---

## DEFINITIONS

---

*In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:*

“AGM”	the 2017 annual general meeting of the Company to be held at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC on 29 May 2018 (Tuesday) at 2:15 p.m. for the purposes of, among other things, considering and approving the Repurchase Mandate
“Articles of Association”	the articles of association of the Company, as amended from time to time
“A Share(s)”	the domestic ordinary share(s) having a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Shanghai Stock Exchange, and subscribed for and traded in RMB
“A Shareholder(s)”	holders of A Share(s)
“associate(s)”	has the same meaning as ascribed to this term under the Listing Rules
“Board”	the board of Directors of the Company
“Class Meetings”	the A Share class meeting and the H Share class meeting
“Company”	First Tractor Company Limited* (第一拖拉機股份有限公司), a joint stock company with limited liability incorporated in the PRC, the H Shares and A Shares of which are listed on the main board of the Stock Exchange (stock code: 0038) and the Shanghai Stock Exchange (stock code: 601038) respectively
“Company Law”	the Company Law of the PRC, as enacted by the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time
“core connected person(s)”	has the same meaning as ascribed to this term under the Listing Rules

---

## DEFINITIONS

---

“Director(s)”	the directors of the Company, including the independent non-executive directors
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	the overseas listed foreign share(s) having a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Stock Exchange, and subscribed for and traded in Hong Kong dollars
“H Shareholder(s)”	holders of H Share(s)
“Latest Practicable Date”	6 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mandatory Provisions”	the “Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas (到境外上市公司章程必備條款)” issued on 27 August 1994 by the State Council Securities Policy Committee and the State Commission for Restructuring the Economic System
“PRC”	The People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	subject to the conditions set out in the proposed resolution(s) approving the repurchase mandate at the AGM and the Class Meetings, the general mandate to be granted to the Board to exercise the power of the Company to repurchase H Shares not exceeding 10% of the total number of H Shares in issue and having not been repurchased as at the date of passing of the relevant resolution(s) as set out in the notices of AGM and Class Meetings

---

## DEFINITIONS

---

“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC or its successor authority
“Share(s)”	share(s) of RMB1.00 each of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“%”	per cent

\* *For identification purpose only*

---

## LETTER FROM THE BOARD

---



**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)

*Board of Directors:*

Mr. Zhao Yanshui (*Chairman*)

Mr. Wang Erlong (*Vice Chairman*)

Mr. Wu Yong

Mr. Li Hepeng

Mr. Xie Donggang

Mr. Li Kai

Mr. Yin Dongfang

Ms. Yang Minli\*\*

Mr. Xing Min\*\*

Mr. Wu Tak Lung\*\*

Mr. Yu Zengbiao\*\*

*Registered and principal office:*

No. 154 Jianshe Road

Luoyang, Henan Province

The PRC

\*\* *Independent non-executive Director*

12 April 2018

*To the Shareholders*

Dear Sir or Madam,

### **GENERAL MANDATE TO REPURCHASE H SHARES**

#### **INTRODUCTION**

The purpose of this circular is to provide you with (i) information relating to the Repurchase Mandate; (ii) a notice of AGM to be convened for the Shareholders to approve, among other things, the Repurchase Mandate; and (iii) a notice of class meeting for the H Shareholders to be convened for the H Shareholders to approve the Repurchase Mandate.

---

## LETTER FROM THE BOARD

---

### GENERAL MANDATE TO REPURCHASE H SHARES

The restrictions on share repurchase in the Company Law, the Mandatory Provisions and the Articles of Association are applicable to all classes of Shares of the Company. The Company Law stipulates that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected: (a) for the purpose of reducing its share capital; (b) in connection with its merger with another entity holding its shares; (c) for the purpose of granting shares as a reward to its staff; or (d) when the repurchase is made at the request of its shareholders who disagree with the shareholders' resolutions in connection with a merger or division. The Mandatory Provisions, which the Company has incorporated in the Articles of Association, stipulate that subject to approval of the relevant PRC regulatory authorities and compliance with the Articles of Association, the Company may repurchase its issued Shares for the purpose of reducing its share capital, in connection with its merger with another entity holding its Shares or in circumstances permitted by laws or administrative regulations.

The Listing Rules permit the shareholders of a PRC joint stock limited company to grant a general mandate to the board of directors to repurchase shares of such company that is listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by its shareholders at general meeting and special resolutions passed by holders of domestic shares and foreign shares (and, if applicable, H shares) at separate meetings.

H Shares of the Company are traded on the Stock Exchange in Hong Kong dollars. Therefore, the repurchase of H Shares by the Company is subject to approval of the SAFE, and the price payable by the Company upon any repurchase of H Shares will be paid in Hong Kong dollars.

In accordance with the share capital reduction requirements in the Articles of Association, the Company will have to notify its creditors of passing of the resolution(s) for reduction of the registered capital of the Company. In addition, the Company Law stipulates that the shares repurchased by a company for the purpose of reducing its share capital will have to be cancelled and the registered capital of that company will therefore be reduced by an amount equivalent to the aggregate nominal value of the shares so cancelled. In the event of a reduction of registered capital, the Company shall inform its creditors by way of written notice and announcement within a prescribed period after passing of the relevant resolution(s) approving such reduction. The creditors shall be entitled to request the Company for repayment of loan and/or provision of guarantee.

---

## LETTER FROM THE BOARD

---

### Conditions to repurchase of H Shares

In order to provide flexibility to the Directors to repurchase H Shares in the event that it is desirable, the Company will convene the AGM and the Class Meetings to seek approval from the Shareholders to grant to the Board the Repurchase Mandate, in accordance with the requirements under the Company Law, the Mandatory Provisions and the Articles of Association. At each of the meetings, special resolution(s) will be proposed for the relevant Shareholders to consider and approve the Repurchase Mandate.

The Repurchase Mandate will be conditional upon: (a) the special resolution(s) for approving the grant of the Repurchase Mandate being passed at each of the AGM and the Class Meetings; and (b) obtaining the approvals of and/or filing with the SAFE and/or any other regulatory authorities as required by the laws, rules and regulations of the PRC, if appropriate.

The Repurchase Mandate, if approved, will expire on the earlier of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiry of a period of twelve months following passing of the relevant resolution(s) at the AGM and the Class Meetings; or (c) the date on which the authority conferred by the special resolution(s) is revoked or varied by a special resolution of the Shareholders in a general meeting or by special resolutions of the H Shareholders or the A Shareholders at their respective class meetings.

The H Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the total number of H Shares in issue and having not been repurchased as at the date of passing of the special resolution(s) approving the Repurchase Mandate at the AGM and Class Meetings.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.



---

## LETTER FROM THE BOARD

---

### THE AGM AND THE CLASS MEETINGS

The AGM will be held at 2:15 p.m. on 29 May 2018 (Tuesday) at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC at which resolution(s) will be proposed to seek the approval of the Shareholders for, among other things, the Repurchase Mandate.

The respective Class Meetings for the A Shareholders and the H Shareholders will be held at 3:00 p.m. (or immediately after the AGM) and 3:30 p.m. (or immediately after the class meeting for the A Shareholders) respectively on 29 May 2018 (Tuesday) at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC at which resolution(s) will be proposed to seek the approval of the A Shareholders and the H Shareholders for the Repurchase Mandate respectively.

The notices of the AGM and the class meeting for the H Shareholders are set out on pages 10 to 18 of this circular. The forms of proxy for use at the AGM and the class meeting for the H Shareholders are enclosed. Whether or not you are able to attend the meetings in person, you are requested to complete and return the accompanying forms of proxy in accordance with the instructions printed thereon. The proxy form(s) shall be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or at the registered address and principal place of business of the Company at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, as soon as possible and in any event not less than 24 hours before the time scheduled for holding the meetings (or any adjourned meetings thereof). Completion and delivery of the forms of proxy will not preclude you from attending and voting in person at the meetings or any adjournment if you so desire.

No Shareholders are required to abstain from voting in respect of all the proposed resolutions in relation to the Repurchase Mandate. At the AGM and the Class Meetings, votes will be taken by poll.

### RECOMMENDATION

The Directors consider that the Repurchase Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions with respect to the Repurchase Mandate.

---

## LETTER FROM THE BOARD

---

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omissions of which would make any statement herein or this circular misleading.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I to this circular and the notices of the AGM and the class meeting for the H Shareholders.

Yours faithfully,  
On behalf of the Board  
**First Tractor Company Limited\***  
**Zhao Yanshui**  
*Chairman*

\* *For identification purposes only*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution(s) to approve the grant of the Repurchase Mandate to the Directors.

#### **LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below. The Articles of Association also empowers the Company to repurchase its own securities.

#### **SHARE CAPITAL**

As at the Latest Practicable Date, the registered share capital of the Company was RMB985,850,000 comprising 593,910,000 A Shares and 391,940,000 H Shares. Subject to the approval of the proposed resolution(s) for the grant of the Repurchase Mandate and on the basis that no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM and the Class Meetings, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 39,194,000 H Shares, being the maximum of 10% of the total number of H Shares in issue and having not been repurchased as at the date of passing the relevant resolution(s).

#### **REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. Exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements, enhance net asset value per Share and/or earnings per Share and will only occur if the Directors believe that the repurchase will benefit the Company and its Shareholders as a whole.

#### **SOURCE OF FUNDS FOR THE REPURCHASE**

When repurchasing H Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might not have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at 31 December 2017, being disclosed in the Company's latest published audited accounts contained in the annual results announcement for the year ended 31 December 2017. The Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing, in the interests of the Company and its Shareholders as a whole.

#### **STATUS OF REPURCHASED SHARES**

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

#### **H SHARES PRICES**

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2017</b>		
April	4.67	4.15
May	4.20	3.91
June	4.18	3.92
July	4.17	3.65
August	3.78	3.60
September	3.79	3.62
October	4.02	3.72
November	3.86	3.23
December	3.60	3.05

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2018</b>		
January	3.60	3.27
February	3.35	2.85
March	3.20	2.88
April (up to the Latest Practicable Date)	3.06	2.85

**H SHARE REPURCHASED BY THE COMPANY**

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

**DISCLOSURE OF INTERESTS**

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell to the Company any of the H Shares in the Company if the Repurchase Mandate is approved at the AGM and the Class Meetings.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its power to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, YTO Group Corporation\* (“YTO”) was the substantial shareholder of the Company, which held 410,690,578 A Shares, representing approximately 41.66% of the registered capital of the Company. On the basis of 985,850,000 Shares in issue and having not been repurchased as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased by the Company on or prior to the date of the AGM and the Class Meetings, if the Repurchase Mandate were exercised in full, the equity interest in the Company owned by YTO and its associates would increase to approximately 43.38% of the then registered share capital of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. Moreover, the Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any H Shares nor has such core connected person undertaken not to sell any of the H Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

---

## NOTICE OF AGM

---



**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 2017 annual general meeting (the “**AGM**”) of First Tractor Company Limited (the “**Company**”) will be held at 2:15 p.m. on 29 May 2018 (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 2017.
2. To consider and approve the report of the supervisory committee of the Company for the year 2017.
3. To consider and approve the audited financial report of the Company for the year 2017.
4. 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 2018, and to authorize the Board of the Company to decide its remuneration with reference to the 2017 remuneration standard.
5. To consider and approve the resolution in relation to provision of guarantees for the financial business for the Company's products.

(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 and users which purchase agricultural machinery products from the Company under finance lease, buyer's credit and “Dong Fanghong” commercial loan business and the amount of guarantees actually provided by the Company shall not exceed RMB1,100 million at any time during the validity period of the guarantees among which the amount of the guarantees actually provided to the dealers under the “Dong Fanghong” commercial loan business shall not 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 29 May 2018 to the date of convening the 2018 annual general meeting of the Company.)

---

## NOTICE OF AGM

---

6. 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 29 May 2018 to the date of convening the 2018 annual general meeting of the Company.)

7. To consider and approve the resolution of the Company in relation to purchase of wealth management products 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 (including but not limited to Chapters 14 and 14A) and other relevant requirements are complied with, the Company be hereby approved that the total amount of wealth management products purchased by using internal idle funds and held by the Company at any time shall be no more than RMB1.8 billion and the total amount of wealth management products purchased from a financial institution and held by the Company at any time shall be no more than RMB800 million. Such caps will be revolving in nature, and the general manager of the Company be hereby authorised to determine the wealth management proposal(s) and to sign relevant documents subsequent to the countersignature of the management. The validity period of the aforesaid caps of purchase of wealth management products is from 29 May 2018 to the date of convening the 2018 annual general meeting of the Company.)

### SPECIAL RESOLUTIONS

1. To consider and approve the dividend distribution proposal (ie nil dividends) of the Company for the year ended 31 December 2017.

After taking into account the operating condition and capital requirements of the Company, the Board recommends not to declare or pay any dividends for the year ended 31 December 2017.



---

## NOTICE OF AGM

---

2. To authorize the Board of the Company to repurchase H shares of the Company (the “**H Shares**”) subject to the following conditions:
- (a) subject to paragraphs (b), (c) and (d) below, during the Relevant Period (as defined in paragraph (e) below), the Board may exercise all the powers of the Company to repurchase H Shares in issue on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body be and is approved;
  - (b) the authorization to the Board in respect of the repurchase of H Shares includes but not limited to:
    - (i) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
    - (ii) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;
    - (iii) open offshore securities account and attend relevant registration procedures for foreign exchange;
    - (iv) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities and the listing places, and report to the China Securities Regulatory Commission;
    - (v) attend the cancellation matters in respect of the repurchased shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures; and
    - (vi) execute and handle all other relevant documents and matters in relation to the share repurchase;
  - (c) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the aggregate nominal value of H Shares in issue and having not been repurchased as at the date of the passing of this resolution;

---

## NOTICE OF AGM

---

- (d) the approval in paragraph (a) above shall be conditional upon:
- (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (d)(i)) at the class meeting for holders of H Shares of the Company to be held on 29 May 2018 (or on such adjourned date as may be applicable) and at the class meeting for holders of A shares of the Company to be held on 29 May 2018 (or on such adjourned date as may be applicable); and
  - (ii) the approval of the State Administration of Foreign Exchange of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company, if appropriate;
- (e) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting following the passing of this special resolution;
  - (ii) the expiry of a period of twelve months following the passing of this special resolution; or
  - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the shareholders of the Company in any general meeting or by a special resolution of holders of H Shares or holders of A shares of the Company at their respective class meetings.

(For details of the above resolutions, please refer to the announcements of the Company dated 29 March 2018 and 2 April 2018 and the circular of the Company dated 12 April 2018.)

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

Luoyang, the PRC  
12 April 2018

*As at the date of this notice, the Board comprises Mr. Zhao Yanshui (Chairman), Mr. Wang Erlong (vice Chairman) and Mr. Wu Yong as executive Directors; Mr. Li Hepeng, Mr. Xie Donggang, Mr. Li Kai and Mr. Yin Dongfang as non-executive Directors; and Ms. Yang Minli, Mr. Xing Min, Mr. Wu Tak Lung and Mr. Yu Zengbiao as independent non-executive Directors.*

---

## NOTICE OF AGM

---

*Notes:*

1. The register of members of the Company will be temporarily closed from 29 April 2018 to 28 May 2018 (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 28 April 2018 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 28 April 2018 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 Shops 1712-1716, 17/F., 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., 8 May 2018.
5. Shareholders or their proxies shall present proofs of their identities upon attending the AGM. Should a proxy be appointed, the proxy shall also present the proxy form.
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:

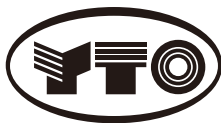
No. 154 Jianshe Road, Luoyang, Henan Province, the PRC  
Postal code: 471004  
Telephone: (86379) 6496 7038  
Facsimile: (86379) 6496 7438  
Email: msc0038@ytogroup.com

\* *For identification purposes only*

---

## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

---



**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 CLASS MEETING FOR HOLDERS OF H SHARES

**NOTICE IS HEREBY GIVEN THAT** a class meeting (the “**Class Meeting**”) for holders of H shares of First Tractor Company Limited (the “**Company**”) will be held at 3:30 p.m. (or immediately after the class meeting for holders of A shares of the Company to be convened and held on the same date and at the same place) on 29 May 2018 (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 resolution:

#### **SPECIAL RESOLUTION**

1. To authorize the board (the “**Board**”) of directors (the “**Directors**”) of the Company to repurchase H shares of the Company (the “**H Shares**”) subject to the following conditions:
  - (a) subject to paragraphs (b), (c) and (d) below, during the Relevant Period (as defined in paragraph (e) below), the Board may exercise all the powers of the Company to repurchase H Shares in issue on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body be and is approved;
  - (b) the authorization to the Board in respect of the repurchase of H Shares includes but not limited to:
    - (i) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
    - (ii) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;
    - (iii) open offshore securities account and attend relevant registration procedures for foreign exchange;

---

## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

---

- (iv) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities and the listing places, and report to the China Securities Regulatory Commission;
  - (v) attend the cancellation matters in respect of the repurchased shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures; and
  - (vi) execute and handle all other relevant documents and matters in relation to the share repurchase;
- (c) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the aggregate nominal value of H Shares in issue and having not been repurchased as at the date of the passing of this resolution;
- (d) the approval in paragraph (a) above shall be conditional upon:
- (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (d)(i)) at the 2017 annual general meeting of the Company to be held on 29 May 2018 (or on such adjourned date as may be applicable) and at the class meeting for holders of A shares of the Company to be held on 29 May 2018 (or on such adjourned date as may be applicable); and
  - (ii) the approval of the State Administration of Foreign Exchange of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company, if appropriate;
- (e) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting following the passing of this special resolution;
  - (ii) the expiry of a period of twelve months following the passing of this special resolution; or

---

## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

---

- (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the shareholders of the Company in any general meeting or by a special resolution of holders of H Shares or holders of A shares of the Company at their respective class meetings.

(For details of the above resolution, please refer to the circular of the Company dated 12 April 2018.)

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

Luoyang, the PRC  
12 April 2018

*As at the date of this notice, the Board comprises Mr. Zhao Yanshui (Chairman), Mr. Wang Erlong (vice Chairman) and Mr. Wu Yong as executive Directors; Mr. Li Hepeng, Mr. Xie Donggang, Mr. Li Kai and Mr. Yin Dongfang as non-executive Directors; and Ms. Yang Minli, Mr. Xing Min, Mr. Wu Tak Lung and Mr. Yu Zengbiao as independent non-executive Directors.*

*Notes:*

1. The register of members of the Company will be temporarily closed from 29 April 2018 to 28 May 2018 (both days inclusive) during which no transfer of H Shares of the Company will be registered in order to determine the list of holders of H Shares of the Company (the “**Shareholders**”) for attending the Class Meeting. The last lodgment for H Shares transfer should be made on 28 April 2018 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 28 April 2018 are entitled to attend the Class Meeting 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 Class Meeting 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 H Shares registrar of the Company, Hong Kong Registrars Limited at Shops 1712-1716, 17/F., 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 Class Meeting or any adjournment thereof.
4. Shareholders who intend to attend the Class Meeting 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., 8 May 2018.

---

## NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

---

5. Shareholders or their proxies shall present proofs of their identities upon attending the Class Meeting. Should a proxy be appointed, the proxy shall also present the proxy form.
6. The Class Meeting is expected to last for less than one day. The Shareholders and proxies attending the Class Meeting 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*