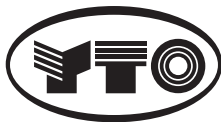

THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular with the accompanying revised form of proxy to the purchaser or the transferee, or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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



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)

ELECTION OF DIRECTORS

This supplemental circular should be read together with the circular of the Company dated 15 March 2019.

Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those set out in the section headed “Definitions” of this supplemental circular.

A letter from the Board is set out on pages 1 to 3 of this supplemental circular.

A notice for convening the extraordinary general meeting (the “**EGM**”) of First Tractor Company Limited (the “**Company**”) to be held at 3:00 p.m. on 25 April 2019 (Thursday) at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC was despatched on 8 March 2019, and a supplemental notice of EGM shall be despatched on 4 April 2019 together with this supplemental circular and is set out on pages 4 to 6 of this supplemental circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying revised proxy form in accordance with the instructions printed thereon. The accompanying revised proxy form shall be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or at the registered address 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 EGM or any adjourned meeting thereof (as the case may be). Completion and delivery of the accompanying revised form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment (as the case may be) should you so wish.

4 April 2019

* For identification purposes only

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DEFINITIONS

In this supplemental circular, unless the context requires otherwise, the following terms shall have the following meanings:

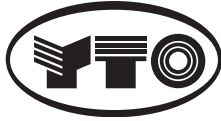
“Board”	the board of Directors of the Company
“Company”	First Tractor Company Limited* (第一拖拉機股份有限公司), a joint stock company with limited liability incorporated in the PRC, the H shares and A shares of which are listed on the Stock Exchange (Stock Code: 0038) and the Shanghai Stock Exchange (Stock Code: 601038) respectively
“Directors”	the directors of the Company, including the independent non-executive directors
“EGM”	the extraordinary general meeting of the Company to be convened for the purposes of considering and if thought fit, approving, among other things, the appointment of the proposed Directors
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	2 April 2019, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China which, for the purpose of this supplemental circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Province

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company
“YTO”	YTO Group Corporation* (中國一拖集團有限公司), a limited liability company incorporated in the PRC and the controlling shareholder of the Company, holding approximately 41.66% equity interest in the Company

* *For identification purposes 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. Wu Yong (*Vice Chairman*)

Mr. Li Hepeng

Mr. Xie Donggang

Mr. Zhou Honghai

Mr. Yu Zengbiao**

Ms. Yang Minli**

Ms. Wang Yuru**

Mr. Edmund Sit**

Registered and principal office:

No. 154 Jianshe Road Luoyang,

Henan Province

The PRC

** *Independent non-executive Director*

4 April 2019

To the Shareholders

Dear Sir or Madam,

ELECTION OF DIRECTORS

INTRODUCTION

Reference is made to the announcements of the Company dated 5 March 2019 and 2 April 2019, and the circular of the Company dated 15 March 2019 in relation to the election of Directors of the Eighth Board. This supplemental circular is to provide you with details on the proposed election of Mr. Cai Jibo as Director, as referred to in the announcement of the Company dated 2 April 2019.

LETTER FROM THE BOARD

ELECTION OF DIRECTORS

The Company would like to propose the election of the following executive Director to the Eighth Board, with a term of office from the date of the Shareholders' approval at the EGM (i.e. 25 April 2019) to the expiry of the term of office of the Eighth Board (i.e. 28 October 2021).

Nomination of Director

The Eighth Board of the Company, has nominated the following person to be an executive Director of the Eighth Board:

Director:

1. Mr. Cai Jibo

The biographical details of Mr. Cai Jibo are set out below:

Mr. Cai Jibo, aged 49, senior engineer and senior international business operator entitled to a special allowance provided by the State Council, currently serves as the vice chairman and deputy Party secretary of YTO Group Corporation. He served as the general manager of SUMEC Hardware & Tools Co., Ltd., vice general manager of China Jiangsu Machinery Equipment Import & Export Corporation; a director, the general manager and the deputy Party secretary of SUMEC Group Corporation; and a director, the general manager and the deputy Party secretary of SUMEC Corporation Limited (SH600710). Mr. Cai successively studied at Jiangsu Institute of Technology and Jiangsu University and obtained a bachelor degree in engineering and a doctorate in management therefrom respectively. He has rich experience in business administration and foreign trade.

As at the Latest Practicable Date, save as disclosed above, Mr. Cai Jibo (i) does not hold any positions in any other members of the Group; (ii) does not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) has not held any directorships in any other listed companies for the past three years; and (iv) does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save as disclosed above, there is no other matter relating to the appointment of Mr. Cai Jibo that needs to be brought to the attention of the Shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

The respective remuneration for Mr. Cai Jibo as an executive Director will be paid according to the remuneration plan for the Directors of the Eighth Board of the Company. Mr. Cai Jibo's social insurances such as pension insurance, unemployment insurance and medical insurance as well as housing accumulation fund will be managed according to the relevant national regulations.

LETTER FROM THE BOARD

EGM

A notice convening the EGM to be held at 3:00 p.m. on 25 April 2019, Thursday, at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC was despatched on 8 March 2019, and a supplemental notice of EGM shall be despatched on 4 April 2019 together with this supplemental circular. The EGM will be held to seek the Shareholders' approval for, among other things, the appointment of the proposed Directors. Voting on the aforesaid resolutions will be taken by poll in accordance with the requirements of the Listing Rules. Please refer to the notice of EGM dated 8 March 2019 for details of the other resolutions to be proposed at the EGM.

The supplemental notice of the EGM is set out on pages 4 to 6 of this supplemental circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying revised proxy form in accordance with the instructions printed thereon. The accompanying revised proxy form shall be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or at the registered address 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 EGM or any adjourned meeting thereof (as the case may be). Completion and delivery of the accompanying revised form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment (as the case may be) should you so wish.

RECOMMENDATIONS

The Directors (including the independent non-executive Directors) consider that the appointment of Mr. Cai Jibo as a proposed Director meets the qualifications for appointment as provided in the Company Law and other laws and regulations as well as the articles of association of the Company and is in the interests of the Company and the Shareholders as a whole and therefore recommend all Shareholders to vote in favour of the relevant resolution for approving the appointment of Mr. Cai Jibo as a proposed Director.

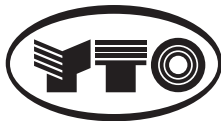
RESPONSIBILITY STATEMENT

This supplemental 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 supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

Yours faithfully,
On behalf of the Board
First Tractor Company Limited
Yu Lina
Company Secretary

* *For identification purposes only*

SUPPLEMENTAL NOTICE OF EGM



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)

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

This notice is supplemental to the notice dated 8 March 2019 (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of First Tractor Company Limited (the “**Company**”) to be held at 3:00 p.m. on 25 April 2019, Thursday, at No. 154 Jianshe Road, Luoyang, Henan Province, the People's Republic of China (the “**PRC**”).

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcement of the Company dated 2 April 2019.

According to Article 80 of the articles of association of the Company, shareholders individually or jointly holding more than 3% of the Company's shares may raise a provisional proposal and submit to the Board in writing 10 days prior to the date of the general meeting. The Board shall issue a supplemental notice of general meeting announcing the contents of the provisional proposals within 2 days upon receipt of the proposals.

On 2 April 2019, the Board received a letter from the controlling shareholder of the Company, YTO Group Corporation, requesting for the inclusion of an ordinary resolution at the EGM. According to Article 80 of the articles of association, the Board agreed to put forward a new ordinary resolution at the EGM for the shareholders' consideration and approval.

The following ordinary resolution is proposed to the EGM as ordinary resolution number 3:

AS ORDINARY RESOLUTION:

- “3. the appointment of Mr. Cai Jibo to be an executive Director of the Eighth Board from 25 April 2019 to 28 October 2021 be hereby approved.”

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

Luoyang, the PRC
4 April 2019

SUPPLEMENTAL NOTICE OF EGM

As at the date of this notice, the Board comprises Mr. Wu Yong (vice Chairman) as executive Director; 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. Please refer to the Notice for details in respect of other resolutions to be proposed at the EGM.
2. The register of members of the Company will be temporarily closed from 26 March 2019 to 24 April 2019 (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 25 March 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 25 March 2019 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.

3. PROXY FORM

Since the proxy form despatched on 8 March 2019 (the “**First Proxy Form**”) does not contain the additional resolution set out in this supplemental notice, a revised proxy form (the “**Second Proxy Form**”) has been prepared and is enclosed with this supplemental notice.

- (a). 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 behalf. Should more than one proxy be appointed by one Shareholder, such proxy shall only exercise his voting rights on a poll.
- (b). Shareholders can appoint a proxy by an instrument in writing (i.e. by using the Second Proxy Form enclosed). The Second Proxy Form shall be signed by the person appointing the proxy or an attorney authorized by such person in writing. If the Second Proxy Form is signed by an attorney, the power of attorney or other documents of authorization shall be notarially certified. To be valid, the Second 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 EGM or any adjournment thereof.
- (c). Shareholders who have lodged the First Proxy Form with the Company should note that:
 - (i). If no Second Proxy Form is lodged with the Company's H Share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
 - (ii). If the Second Proxy Form is lodged with the Company's H Share registrar not less than 24 hours before the time scheduled for the holding of the EGM or any adjournment thereof (the “**Closing Time**”), the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.

SUPPLEMENTAL NOTICE OF EGM

- (iii) If the Second Proxy Form is lodged with Company's H Share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's H Share registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's H Share registrar before the Closing Time.
- (d) Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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., 4 April 2019.

4. Shareholders or their proxies shall present proofs of their identities upon attending the EGM.
5. 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.
6. 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@ytogroup.com

* *For identification purposes only*