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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)

## **SUPPLEMENTAL NOTICE OF 2021 SECOND EXTRAORDINARY GENERAL MEETING**

This notice is supplemental to the notice dated 16 September 2021 (the “**Notice**”) of the 2021 second extraordinary general meeting (the “**EGM**”) of First Tractor Company Limited\* (the “**Company**”) to 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**”).

According to Article 81 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.

Recently, the Board has received a letter from the controlling shareholder of the Company, YTO Group Corporation (individually or jointly holding 48.81% of shares), requesting for the inclusion of an ordinary resolution at the EGM. According to Article 81 of the articles of association, the Board agreed to put forward an additional ordinary resolution at the EGM for consideration and approval by shareholders.

The following ordinary resolution is proposed to the EGM as ordinary resolution No. 6 <sup>(Note 1)</sup>:

## ORDINARY RESOLUTION

“6 To consider and approve the resolution regarding the election of a supervisor of the Company” *(Note 2)*

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

Luoyang, the PRC  
18 October 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. Please refer to the Notice for details in respect of other resolutions to be proposed at the EGM.
2. Please refer to the biographical details of Mr. Yang Yu, the proposed candidate supervisor to be elected at the EGM, as set out in an announcement issued by the Company on 15 October 2021.
3. The register of members of the Company was closed from 2 October 2021 to 2 November 2021 (both days inclusive) during which no transfer of shares (the “**Shares**”) would be registered in order to determine the list of shareholders of the Company (the “**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 4:30 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.

#### 4. PROXY FORM

Since the proxy form despatched on 16 September 2021 (the “**First Proxy Form**”) does not contain the additional resolution set out in this supplemental notice, a revised proxy form (the “**Revised Proxy Form**”) has been prepared and is enclosed with this supplemental notice.

- (a) Each Shareholder having the right 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 Revised Proxy Form enclosed). The Revised Proxy Form shall be signed by the person appointing the proxy or an attorney authorized by such person in writing. If the Revised Proxy Form is signed by an attorney, the power of attorney or other documents of authorization shall be notarially certified. To be valid, the Revised 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 (for A shareholders), or the Company’s H Shares registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H shareholders) 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 Revised 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 the resolution(s) to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
  - (ii) If the Revised 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 Revised Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
  - (iii) If the Revised 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 Revised 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 Revised Proxy Form was lodged with the Company’s H Share registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised 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 Revised Proxy Form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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. 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) 6497 0213 ; 6497 0545

Facsimile: (86-379) 6496 7438

Email: msc0038@ytogroup.com

\* *For identification purposes only*