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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 2022 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2022 first extraordinary general meeting (the “**EGM**”) of First Tractor Company Limited (the “**Company**”) will be held at 2:30 p.m. on 13 April 2022 (Wednesday) 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:

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcements of the Company dated 3 March 2022.

SPECIAL RESOLUTION

1. Resolution regarding the amendments to the Articles of Association

ORDINARY RESOLUTIONS

2. Resolution regarding the amendments to the Rules of Procedure of the Board Meetings
3. Resolution regarding the increase in the cap amount of the Energy Procurement Agreement for 2022 to 2024 between the Company and YTO Group Corporation Limited
4. Resolution regarding the amendments to the Decision Making Principles on Investments and Operation of the Company
5. Remuneration plan for the Directors of the ninth session of the board of Directors and Supervisors of the board of Supervisors of the Company

ORDINARY RESOLUTIONS
(RESOLUTIONS WITH THE ADOPTION OF CUMULATIVE VOTING)

- 6.00 Resolutions regarding the Election of non-independent Directors of the ninth session of the board of Directors of the Company (4 Directors are elected)
- 6.01 To elect Liu Jiguo as a non-independent Director of the ninth session of the board of Directors of the Company for a term of office from 13 April 2022 to 12 April 2025
- 6.02 To elect Zhang Zhiyu as a non-independent Director of the ninth session of the board of Directors of the Company for a term of office from 13 April 2022 to 12 April 2025
- 6.03 To elect Fang Xianfa as a non-independent Director of the ninth session of the board of Directors of the Company for a term of office from 13 April 2022 to 12 April 2025
- 6.04 To elect Ma Zhihui as a non-independent Director of the ninth session of the board of Directors of the Company for a term of office from 13 April 2022 to 12 April 2025
- 7.00 Resolutions regarding the election of independent Directors of the ninth session of the board of Directors of the Company (3 independent Directors are elected)
- 7.01 To elect Edmund Sit as an independent non-executive Director of the ninth session of the board of Directors of the Company for a term of office from 13 April 2022 to 12 April 2025
- 7.02 To elect Wang Shumao as an independent non-executive Director of the ninth session of the board of Directors of the Company for a term of office from 13 April 2022 to 12 April 2025
- 7.03 To elect Xu Liyou as an independent non-executive Director of the ninth session of the board of Directors of the Company for a term of office from 13 April 2022 to 12 April 2025
- 8.00 Resolution regarding the election of non-staff representative Supervisors of the ninth session of the board of Supervisors of the Company (3 Supervisors are elected)
- 8.01 To elect Yang Yu as a non-staff representative Supervisor of the ninth session of the board of Supervisors of the Company for a term of office from 13 April 2022 to 12 April 2025

- 8.02 To elect Gu Ai Qin as a non-staff representative Supervisor of the ninth session of the board of Supervisors of the Company for a term of office from 13 April 2022 to 12 April 2025
- 8.03 To elect Xiao Bin as a non-staff representative Supervisor of the ninth session of the board of Supervisors of the Company for a term of office from 13 April 2022 to 12 April 2025

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

Luoyang, the PRC
18 March 2022

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. The register of members of the Company will be temporarily closed from 7 April 2022 to 13 April 2022 (both days inclusive) during which no transfer of shares of the Company will be registered in order to determine the list of shareholders of the Company for attending the EGM. The last lodgment for the transfer of the H Shares of the Company should be made on 6 April 2022 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 13 April 2022 are entitled to attend the EGM 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 EGM is entitled to appoint one or more proxies (whether a Shareholder or not) to attend and vote at the EGM on his/her 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 not less than 24 hours before the time scheduled for the holding of the EGM or any adjournment thereof.

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. Shareholders and proxies to be attended the EGM on site are requested to pay attention to and comply with the relevant requirements on health status declaration, quarantine and other regulations. The Company will strictly comply with the relevant requirements of the Luoyang Municipal Government for registration of relevant information and pre-meeting temperature recording, etc. Shareholders and proxies who have fever and other symptoms, do not wear face masks as required or fail to comply with the relevant requirements on pandemic prevention and control will not be allowed into the EGM.
6. The Company's registered address:

No. 154 Jianshe Road, Luoyang, Henan Province, the PRC

Postal code: 471004

Telephone: (86-379) 6496 7038, 6496 9424

Facsimile: (86-379) 6496 7438

Email: msc0038@ytogroup.com

* *For identification purposes only*