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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of First Tractor Company Limited* (the “**Company**”) will be held at 2:30 p.m. on 16 June 2022, Thursday, 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 of the Company:

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 31 May 2022.

ORDINARY RESOLUTIONS

“1.00 To consider and approve the Restructuring Transactions of the Company;

- 1.01 Subject to the passing of resolutions numbered 1.02 and 1.03 as set out in the notice of this meeting, resolution regarding the Disposal and the disposal agreement entered into between YTO Finance and Sinomach Finance dated 29 March 2022;
- 1.02 Subject to the passing of resolutions numbered 1.01 and 1.03 as set out in the notice of this meeting, resolution regarding the Capital Increase and the investment agreement entered into between the Company and Sinomach Finance dated 29 March 2022 (as revised and supplemented by the supplemental investment agreement entered into between the same parties on 27 May 2022);

- 1.03 Subject to the passing of resolutions numbered 1.01 and 1.02 as set out in the notice of this meeting, resolution regarding the voluntary liquidation of YTO Finance;
- 2.00 Subject to the passing of resolutions numbered 1.01, 1.02 and 1.03 as set out in the notice of this meeting, resolution regarding the financial services framework agreement entered into between the Company and Sinomach Finance dated 29 March 2022;
- 3.00 To consider and approve the resolution regarding the increase in the cap amount of the 2022 ordinary related transactions between the Company and ZF YTO (Luoyang) Drive Axle Company Limited;
- 3.01 The increase in cap amount of the 2022 related transaction under the Sales Framework Agreement;
- 3.02 The increase in cap amount of the 2022 related transaction under the Procurement Framework Agreement; and
- 3.03 The increase in cap amount of the 2022 related transaction under the Licence and Technology Agreement.”

By Order of the Board
First Tractor Company Limited*
Yu Lina
Company Secretary

Luoyang, the PRC

31 May 2022

As at the date of this notice, the Board comprises Mr. Liu Jiguo (Chairman) as executive Director; Mr. Zhang Zhiyu, Mr. Fang Xianfa, Mr. Ma Zhihui as non-executive Directors; and Mr. Edmund Sit, Mr. Wang Shumao and Mr. Xu Liyou as independent non-executive Directors.

Notes:

1. The register of members of the Company will be temporarily closed from 13 June 2022 to 16 June 2022 (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 10 June 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 10 June 2022 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, 17th Floor, 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 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 authorised by such person in writing. If the proxy form is signed by an attorney, the power of attorney or other documents of authorisation shall be notarially certified. To be valid, the proxy form and the notarially certified power of attorney or other documents of authorisation must be delivered to the Company's registered address at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, or the Company's H Share 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.
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: 471000
Telephone: (86-379) 6496 7038
Facsimile: (86-379) 6496 7438
Email: msc0038@ytogroup.com

* *For identification purposes only*