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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 FOURTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2022 fourth extraordinary general meeting (the “**EGM**”) of First Tractor Company Limited (the “**Company**”) will be held at 2:15 p.m. on Monday, 28 November 2022 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:

ORDINARY RESOLUTIONS

- 1.00 The resolution regarding the increase in the cap amounts for 2022 under the Material Procurement Agreement and the Composite Services Agreement between the Company and YTO Group Corporation (Note 1);
 - 1.01 Increase the cap amount for 2022 under the Material Procurement Agreement
 - 1.02 Increase the cap amount for 2022 under the Composite Services Agreement
- 2 The resolution regarding the change of the Company’s financial auditor and internal control auditor for 2022 (Note 1); and
- 3 The resolution regarding the election of Director of the Company (Note 1).

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

Luoyang, the PRC

8 November 2022

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

* *For identification purposes only*

Notes:

1. For details of resolutions, please refer to the circular of the Company dated on 8 November 2022.
2. The register of members of the Company will be temporarily closed from 23 November 2022 to 28 November 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 22 November 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 28 November 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.
3. 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/her behalf. Should more than one proxy be appointed by one Shareholder, such proxy shall only exercise his voting rights on a poll.
4. 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.
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. The Shareholders and proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.
7. In order to carry out comprehensive prevention and control of the COVID-19 epidemic and ensure participant safety, shareholders and proxies who are intended to participate in the meeting should pay attention to and abide by relevant regulations on declaration of health status and isolation. The Company will strictly abide by relevant requirements of the Luoyang Municipal Government, conduct relevant information registration and pre-meeting temperature registration, etc. Shareholders and proxies who have symptoms such as fever, do not wear masks as required, or fail to comply with relevant requirements for epidemic prevention and control will not be able to enter the venue of the EGM.
8. 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

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