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If you have sold or transferred all your shares in **First Tractor Company Limited***, you should at once hand this circular with the accompanying form(s) of proxy to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

PROVISION OF GUARANTEES BY THE COMPANY FOR ITS SUBSIDIARIES

A letter from the Board is set out on pages 1 to 6 of this circular.

The notices for convening the 2019 annual general meeting (the “**AGM**”) of First Tractor Company Limited* (the “**Company**”) to be held at 2:15 p.m. on 15 June 2020 (Monday) at No. 154 Jianshe Road, Luoyang, Henan Province, the People’s Republic of China (the “**PRC**”), are set out on pages 7 to 13 of this circular. Please also refer to the announcement of the Company dated 14 May 2020, pursuant to which it was announced that certain proposed resolutions (the “**Withdrawn Resolutions**”) will be withdrawn, and will not be put forward for consideration and approval by the Shareholders at the AGM.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. The 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 and principal place of business 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 AGM (or any adjourned meetings thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment if you so desire. The Withdrawn Resolutions as set out in the form of proxy for the AGM are no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM. If you have lodged the proxy form for the AGM with the Company’s branch share registrar, such proxy form is still valid except that no poll will be taken or vote counted for the Withdrawn Resolutions.

29 May 2020

* For identification purposes only

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DEFINITIONS

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

“AGM”	the 2019 annual general meeting of the Company to be held at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC on 15 June 2020 (Monday) at 2:15 p.m.
“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 main board of the Stock Exchange (stock code: 0038) and the Shanghai Stock Exchange (stock code: 601038) respectively
“Director(s)”	the directors of the Company, including the independent non-executive directors
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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 circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) of RMB1.00 each of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

* *For identification purpose 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. Li Xiaoyu (*Chairman*)
Mr. Cai Jibo (*Vice Chairman*)
Mr. Liu Jiguo
Mr. Li Hepeng
Mr. Xie Donggang
Mr. Zhou Honghai
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*

29 May 2020

To the Shareholders

Dear Sir or Madam,

PROVISION OF GUARANTEES BY THE COMPANY FOR ITS SUBSIDIARIES

INTRODUCTION

Reference is made to the notice of the AGM of the Company dated 29 April 2020. The purpose of this circular is to provide you with details of the captioned matter to enable you to make an informed decision on whether to vote for or against or abstain from voting on the proposed resolution(s) at the AGM.

LETTER FROM THE BOARD

PROVISION OF GUARANTEES BY THE COMPANY FOR ITS SUBSIDIARIES

Reference is made to the announcement of the Company dated 27 March 2020.

(I) Name of the Guaranteed Parties

Luoyang Changxing Agricultural Machinery Company Limited (“Changxing Agricultural Machinery”) and YTO International Economy and Trade Company Limited (“YTO International Trade”) (the above subsidiaries of the Company are collectively referred to as the “Guaranteed Subsidiaries”).

Provision of counter-guarantees for the proposed guarantees: all external guarantees provided by the Company shall be counter-guaranteed by the guaranteed parties.

(II) Provision of Guarantees by the Company for its Subsidiaries

Provision of guarantees by the Company for the Guaranteed Subsidiaries: in light of the actual capital needs for the production and operations of the Guaranteed Subsidiaries, the Company proposes to provide guarantees for the Guaranteed Subsidiaries for the financing provided by financial institutions and the amount of guarantees actually provided by the Company shall not exceed RMB530 million at any time during the validity period of the guarantees. The proposed guarantee amount will be available for use on a revolving basis.

Details of the guarantee amounts are set out below:

Changxing Agricultural Machinery: RMB500 million

YTO International Trade: RMB30 million

The validity period of the above guarantees shall commence from the date of approval at the AGM and end on the date of convening the 2020 annual general meeting of the Company.

LETTER FROM THE BOARD

For basic information of the Guaranteed Subsidiaries, please refer to Table 1 below. For major audited financial data of the Guaranteed Subsidiaries for the last two years, please refer to Table 2 below.

Table 1:

Unit: 0'000 Currency: RMB

Guaranteed Parties	Registered Capital	Voting Rights held by the Company	Legal Representative	Principal Business
Changxing Agricultural Machinery	300	100%	Liu Cong	Sale of hi-powered and mid-powered tractors and other products
YTO International Trade	6,600	100%	Liu Pei	International sale of agricultural machineries

Table 2:

Unit: 0'000 Currency: RMB

Guaranteed Parties	At the end of 2018			For the year ended 31 December 2018	
	Total Assets	Total Liabilities	Net Assets	Operating Revenue	Net Profit
Changxing Agricultural Machinery	57,604	93,736	-36,132	291,095	-1,449
YTO International Trade	65,508	60,635	4,873	59,060	547

Guaranteed Parties	At the end of 2019			For the year ended 31 December 2019	
	Total Assets	Total Liabilities	Net Assets	Operating Revenue	Net Profit
Changxing Agricultural Machinery	26,199	57,619	-31,420	380,876	4,712
YTO International Trade	62,032	58,549	3,483	25,026	-1,389

LETTER FROM THE BOARD

(III) Main Contents of the Guarantee Agreements

The guarantees are provided by way of undertaking joint and several liability. The Company will enter into specific guarantee agreements according to the actual business situations within the limit of the guarantee amount.

(IV) Risk Control Measures of the Company in Respect of the Guarantees

The Guaranteed Subsidiaries are wholly-owned by the Company, and the Company has de facto control on them. Through more stringent real-time monitoring of the business operation, capital and financial information of the Guaranteed Subsidiaries, the Company can keep abreast of the capital use of the Guaranteed Subsidiaries and the guarantee risks. The Company will take a series of risk control measures to ensure the overall safety of the Company's capital and the overall controllability of the guarantee risks.

(V) Opinion of the Board

On 27 March 2020, the sixteenth meeting of the eighth session of Board of the Company considered and approved "the Resolution in Relation to Provision of Entrusted Loans and Guarantees for Subsidiaries".

Provision of guarantees by the Company to the Subsidiaries mainly aims to satisfy the actual capital needs for the production and operation of the Subsidiaries, which is in line with the operation and development requirements of the Company.

The Board considers that the terms of the proposed guarantees are on normal commercial terms, fair and reasonable and in the interest of the Company and the shareholders of the Company as a whole.

In light of the above, the Board recommends the shareholders of the Company to vote for the ordinary resolution in respect of the proposed guarantees to be proposed at the AGM.

LETTER FROM THE BOARD

THE AGM

The AGM will be held at 2:15 p.m. on 15 June 2020 (Monday) at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC.

The notice of the AGM is set out on pages 1 to 6 of this circular. Please also refer to the announcement of the Company dated 14 May 2020, pursuant to which it was announced that certain proposed resolutions (the “**Withdrawn Resolutions**”) will be withdrawn, and will not be put forward for consideration and approval by the Shareholders at the AGM.

The form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the meetings in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. The 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 and principal place of business 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 AGM (or any adjourned meetings thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment if you so desire. The Withdrawn Resolutions as set out in the form of proxy for the AGM are no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM. If you have lodged the proxy form for the AGM with the Company’s branch share registrar, such proxy form is still valid except that no poll will be taken or vote counted for the Withdrawn Resolutions.

No Shareholders are required to abstain from voting in respect of all the proposed resolutions at the AGM. At the AGM, votes will be taken by poll.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

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

* *For identification purposes only*

NOTICE OF AGM



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2019 annual general meeting (the “**AGM**”) of First Tractor Company Limited (the “**Company**”) will be held at 2:15 p.m. on 15 June 2020 (Monday) 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:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year 2019.
2. To consider and approve the report of the supervisory committee of the Company for the year 2019.
3. To consider and approve the audited financial report of the Company for the year 2019.
4. To consider and approve the re-appointment of Da Hua Certified Public Accountants (Special General Partnership) as the auditor of the Company’s financial report and the internal control auditor for the year 2020, and to authorize the Board of the Company to decide its remuneration with reference to the 2019 remuneration standard.
5. To consider and approve the resolution in relation to provision of guarantees by the Company for its subsidiaries, Luoyang Changxing Agricultural Machinery Company Limited* and YTO International Economy and Trade Company Limited*.

(Provided that the relevant requirements of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, relevant requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (including but not limited to Chapters 14 and 14A) and other relevant requirements are complied with, the Company be hereby approved to provide guarantees for its subsidiaries, Luoyang Changxing Agricultural Machinery Company Limited* and YTO International Economy and Trade Company Limited* and the amount of guarantees actually provided by the Company shall not exceed RMB530 million at any time during the validity period of the guarantees. The proposed guarantees will be available for use on a revolving basis. The validity period of the aforesaid guarantees is from 15 June 2020 to the date of convening the 2020 annual general meeting of the Company.)

NOTICE OF AGM

6. To consider and approve the resolution in relation to the Company's compliance with the conditions of the proposed non-public issuance of a total of 137,795,275 new A Shares of the Company to YTO Group Corporation pursuant to a subscription agreement dated 23 April 2020 and entered into between the Company and YTO Group Corporation (the "**Proposed A Shares Issue**").
7. To consider and approve the resolution in relation to the dilution of current return as a result of the Proposed A Shares Issue and the adoption of remedial measures.
8. To consider and approve the resolution in relation to undertakings by the controlling shareholder, actual controller, directors and senior management of the Company to the implementation of the remedial measures.
9. To consider and approve the resolution in relation to the shareholders' return plan for the next three years of the Company.
10. To consider and approve the resolution that the Company is not required to prepare the report on the use of the previous proceeds.

(For details of the above resolutions, please refer to the announcements of the Company dated 27 March 2020 and 23 April 2020, respectively.)

SPECIAL RESOLUTIONS

1. To consider and approve the dividend distribution proposal (ie nil dividends) of the Company for the year ended 31 December 2019.

After taking into account the operation, financial condition and capital needs of the Company, the Board recommends not to declare or pay any dividends for the year ended 31 December 2019.

2. To consider and approve the resolution in relation to the plan for the Proposed A Shares Issue:

"THAT

each of the following items in relation to the plan for the Proposed A Shares Issue be and is hereby approved, confirmed and ratified, and be implemented conditional upon approvals and/or authorisations having been obtained from the relevant authorities:

- (i) Class and par value of A Shares to be issued;
- (ii) Method and time of issue;

NOTICE OF AGM

- (iii) Target subscriber and method of subscription;
 - (iv) Pricing Benchmark Date, issue price and pricing principles;
 - (v) Number of A Shares to be issued;
 - (vi) Amount and use of proceeds;
 - (vii) Lock-up period;
 - (viii) Place of listing;
 - (ix) Distribution of retained profit;
 - (x) Validity period of the resolution.”
3. To consider and approve the resolution in relation to the proposal for the Proposed A Shares Issue.
 4. To consider and approve the resolution in relation to the feasibility analysis report on the use of proceeds from the Proposed A Shares Issue.
 5. To consider and approve the resolution in relation to the subscription of A Shares under the Proposed A Shares Issue which constitutes connected transaction of the Company.
 6. To consider and approve the resolution in relation to the conditional A Share Subscription Agreement entered into between the Company and YTO Group Corporation on 23 April 2020:

“THAT

the A Shares Subscription Agreements entered into between the Company and YTO Group Corporation on 23 April 2020 (pursuant to which the Company has conditionally agreed to issue and YTO Group Corporation has agreed to subscribe for 137,795,275 A Shares under the Proposed A Shares Issue at a total subscription price of RMB700,000,000) and the transactions contemplated therein are hereby approved, confirmed and ratified.”

NOTICE OF AGM

7. To consider and approve the resolution in relation to the Specific Mandate to the Board to deal with matters related to Proposed A Shares Issue:

“THAT

the Board be and is hereby granted a specific mandate to exercise powers of the Company to allot and issue 137,795,275 A Shares pursuant to the Proposed A Shares Issue to YTO Group Corporation at an issue price of RMB5.08 per A Share, and the Board be and is hereby authorised to do all acts and matters and sign, execute or deliver such documents (including the affixation of the common seal of the Company thereon) and take all such steps as the Board in its opinion deem necessary, desirable or expedient to implement or give effect to the Specific Mandate, where the scope of authorisation includes but is not limited to:

1. formulating and implementing the specific plan for the Proposed A Shares Issue according to the specific circumstances, and determining the target subscriber, issue price, number of A Shares to be issued, time of issue, starting and ending date of the issue, termination of the issue, method of subscription, subscription ratio and all other matters related to the Proposed A Shares Issue in accordance with the resolutions passed at the AGM;
2. preparing and filing the application documents in relation to the Proposed A Shares Issue in accordance with the requirements of the China Securities Regulatory Commission (“CSRC”), and responding to the relevant questions, revising and supplementing the application documents based on the feedback from the CSRC’s audit department and the Issuance Examination Committee;
3. handling matters relating to the establishment of special deposit account for raised funds;
4. preparing, revising, supplementing, signing, submitting, reporting and executing all agreements and documents relating to the Proposed A Shares Issue in accordance with the relevant provisions of national laws, regulations and regulatory documents and resolutions of the AGM;
5. adjusting the specific arrangements for the use of proceeds within the scope of the resolutions of the AGM;

NOTICE OF AGM

6. adjusting the specific plan and matters relating to the Proposed A Shares Issue if laws, regulations, regulatory documents and CSRC's policy on non-public issuance of shares, or the market conditions have changed, except for matters that require new resolutions of the AGM under the relevant laws, regulations and Articles of the Company;
7. after completion of the Proposed A Shares Issue, handling matters relating to registration, lock-up and listing of the A Shares issued under the Proposed A Shares Issue in the Shanghai Stock Exchange and China Securities Depository and Clearing Co., Ltd. Shanghai Branch;
8. amending the relevant provisions in the Articles of the Company to reflect the Company's new total share capital and share capital structure after the completion of the Proposed A Shares Issue in accordance with the situation of the Proposed A Shares Issue, reporting to the relevant governmental departments and supervision institutions for approval, and completing the procedure relating to the change in industrial and commercial registration;
9. delegating to the chairman of the Board or other persons authorised by him to decide, handle and process all of the abovementioned matters relating to the Proposed A Shares Issue; and
10. handling other specific matters relating to the Proposed A Shares Issue except for those matters that require new resolutions of the AGM under the relevant laws, regulations and Articles of the Company, including but not limited to amending, supplementing and signing all agreements and documents related to the Proposed A Shares Issue.

The above authorisation shall be effective for 12 months from the date of the passing of the resolution at the AGM. If the Company obtains the CSRC's approval documents for the Proposed A Shares Issue within this period, the validity period of the above authorisation shall be automatically extended to the completion date of the Proposed A Shares Issue."

8. To consider and approve the resolution in relation to the application for the Whitewash Waiver:

"THAT

subject to the granting of a waiver by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any delegate of such Executive Director pursuant to Note 1 on dispensations from Rule 26 of the Code on Takeovers and Mergers of Hong Kong of the obligation of YTO Group Corporation to make a general offer for all Shares and other equity share capital of the Company (other than those already owned or agreed to be acquired by YTO Group Corporation and its concert parties) as a result of the allotment and issue of A Shares under the A Shares Subscription Agreement (the "**Whitewash Waiver**");

NOTICE OF AGM

- (i) the Whitewash Waiver be and is hereby approved, confirmed and ratified; and
 - (ii) any one Director be and is hereby authorised to do all acts and matters and sign such documents (including the affixation of the common seal of the Company thereon) and take all such steps as the Director may in his or her opinion deem necessary, desirable or expedient to implement or give effect to the Whitewash Waiver.”
9. To consider and approve the resolution in relation to the application of the waiver in respect of the general offer obligation over the A Shares by YTO Group Corporation to be triggered as a result of the Proposed A Shares Issue under the relevant laws and regulations in the PRC.

(For details of the above resolutions, please refer to the announcements of the Company dated 23 April 2020.)

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

Luoyang, the PRC
29 April 2020

As at the date of this notice, the Board comprises Mr. Li Xiaoyu (Chairman), Mr. Cai Jibo (vice Chairman) and Mr. Liu Jiguo as executive Directors; 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this notice and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this notice have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.

NOTICE OF AGM

Notes:

1. As set out in the announcement of the Company dated 23 April 2020: (a) it is one of the conditions precedent for the A Shares Subscription Agreement to take effect that Special Resolutions No. 2, No. 3, No. 6 and No. 7 above are passed by at least two-thirds of the votes cast on a poll by the Independent Shareholders (as defined in the said announcement) present either in person or by proxy at the AGM; (b) it is one of the conditions precedent for the A Shares Subscription Agreement to take effect that Special Resolution No. 8 above is passed by at least 75% of the votes cast on a poll by the Independent Shareholders present either in person or by proxy at the AGM; and (c) it is one of the conditions precedent for the A Shares Subscription Agreement to take effect that Special Resolution No. 9 above is passed by at least two-thirds of the votes cast on a poll by the Independent Shareholders present either in person or by proxy at the AGM.
2. The register of members of the Company will be temporarily closed from 16 May 2020 to 14 June 2020 (both days inclusive) during which no transfer of shares of the Company (the “**Shares**”) will be registered in order to determine the list of shareholders of the Company (the “**Shareholders**”) for attending the AGM. The last lodgment for the transfer of the H Shares of the Company should be made on 15 May 2020 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 15 May 2020 are entitled to attend the AGM 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 AGM 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.
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 in not less than 24 hours before the time scheduled for the holding of the AGM or any adjournment thereof.
5. Shareholders who intend to attend the AGM 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., 25 May 2020.
6. Shareholders or their proxies shall present proofs of their identities upon attending the AGM.
7. The AGM is expected to last for less than one day. The Shareholders and proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.
8. The Company’s registered address:

No. 154 Jianshe Road, Luoyang, Henan Province, the PRC
Postal code: 471004
Telephone: (86379) 6496 7038
Facsimile: (86379) 6496 7438
Email: msc0038@ytogroup.com

* *For identification purposes only*