
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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)

(1) CHANGE OF COMPANY TYPE
(2) PROPOSED APPOINTMENT OF A
NON-INDEPENDENT DIRECTOR
AND
(3) NOTICE OF EGM

Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those set out in the section headed "Definitions" of this circular.

A letter from the Board is set out on pages 3 to 7 of this circular.

The notice for convening the EGM of the Company to be held at 2:30 p.m. on Friday, 7 February 2025 at the Conference Room, No. 154 Jianshe Road, Luoyang, Henan Province, the PRC is set out on pages 8 to 9 of this circular.

The form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying forms of proxy in accordance with the instructions printed thereon. The proxy forms 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 (as far as H Shareholders are concerned), or at the registered address and principal place of business of the Company at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC (as far as A Shareholders are concerned), as soon as possible and in any event not less than 24 hours before the time scheduled for holding the EGM (or any adjourned meetings thereof). Completion and delivery of the forms of proxy will not preclude you from attending and voting in person at the EGM or any adjournment if you so desire.

15 January 2025

* 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:

“A Share(s)”	the domestic ordinary share(s) of RMB1.00 each in the share capital of the Company, which are listed on the Shanghai Stock Exchange and subscribed for and traded in RMB
“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
“EGM”	the 2025 first extraordinary general meeting of the Company to be convened and held at 2:30 p.m. on Friday, 7 February 2025, at the Conference Room, No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, to consider and, if thought fit, approve the resolutions as set out in the EGM notice
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) having a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in Hong Kong dollars, all of which are listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	14 January 2025, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“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

* For identification purpose only

The English names of the Chinese nationals, companies, entities, departments, facilities, certificates, titles and the like are translation of their Chinese names and are included in this circular for identification purposes only and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese names prevail.

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. Wei Tao
Mr. Fang Xianfa
Mr. Yang Jianhui
Mr. Miao Yu
Mr. Edmund Sit**
Mr. Wang Shumao**
Mr. Xu Liyou**
Ms. Wong Yee Man**

Registered and principal office:

No. 154 Jianshe Road
Luoyang
Henan Province
The PRC

** *Independent non-executive Director*

15 January 2025

To the Shareholders

Dear Sir or Madam,

**(1) CHANGE OF COMPANY TYPE
(2) PROPOSED APPOINTMENT OF A
NON-INDEPENDENT DIRECTOR
AND
(3) NOTICE OF EGM**

I. INTRODUCTION

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 resolutions at the EGM.

II. CHANGE OF COMPANY TYPE

The Company's current company type registered with the administrative authorities of market regulation is "Stock Limited Company (Taiwan, Hong Kong, Macao and Domestic Equity Joint Investment, Listed)". In accordance with the provisions of the Foreign Investment Law of the People's Republic of China and the Notice on Implementing the Foreign Investment Law and Doing a Good Job in the Registration of Foreign-Invested Enterprises (Guo Shi Jian Zhu [2019] No.247), the Company proposes to change its company type to "Stock Limited Company (Hong Kong, Macao and Taiwan Investment, Listed)". The change does not involve any amendment to the Articles of Association of the Company.

LETTER FROM THE BOARD

III. PROPOSED APPOINTMENT OF A NON-INDEPENDENT DIRECTOR

Reference is made to the Company's announcement dated 15 January 2025 relating to, among other things, the proposed appointment of a non-independent Director.

As disclosed in the announcement, in order to fill the vacancy arising from the resignation of Mr. Li Xiaoyu and following the review by the nomination committee of the Board, the Board proposes to appoint Mr. Zhao Weilin ("**Mr. Zhao**") as an executive Director of the Company, subject to the approval of the Shareholders at the EGM.

The nomination committee has considered the Board Diversity Policy and the composition of the Board, and evaluated the qualifications of the executive Director candidate using objective criteria, including (i) reputation for integrity; (ii) professional expertise and work experience; (iii) commitment to his role and functions; (iv) gender, age, educational background and length of service; and (v) skills necessary for the effective operations of the Group and Board composition.

The nomination committee is of the view that Mr. Zhao complies with the conditions for serving as a director stipulated in the Company Law and other relevant laws and regulations and the Articles of Association of the Company, and possesses the professional experience and capability required to perform his duties. There are no circumstances that would disqualify him from serving as a company director or subject him to any market entry restrictions imposed by the CSRC under the Company Law. He has also not been determined by the CSRC as being prohibited from entering the market where such prohibition remains in effect, or publicly declared by the Shanghai Stock Exchange to be unsuitable of serving as a director of a listed company.

LETTER FROM THE BOARD

The biographical details of Mr. Zhao, as required under Rule 13.51(2) of the Listing Rules, are set out below:

Mr. Zhao Weilin, aged 54, holds a Bachelor of Arts degree and is a senior international business specialist. He is currently serving as the secretary of party committee and the chairman of YTO Group Corporation.

Mr. Zhao served as the deputy general manager , chairman and party committee secretary of SUMEC International Technology Co., Ltd., chairman and party general branch secretary of SUMEC Complete Equipment & Engineering Co., Ltd., the deputy general manager, director, general manager and party committee deputy secretary of SUMEC Corp. Ltd. (a company listed on the Shanghai Stock Exchange with stock code: 600710.SH). He has extensive experience in international trade and large-scale corporate operations and management.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhao does not hold any position of the Company and its subsidiaries, nor has he held any directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Term of Service and Remuneration

Should Mr. Zhao be appointed as an executive Director of the Company, his term of office will commence on the date of approval at the EGM and will continue until the expiration of the term of the ninth session of the Board. His remuneration will be determined in accordance with the remuneration policy approved by the ninth session of the Board. Since Mr. Zhao also works for YTO Group Corporation, he receives his remuneration from YTO Group Corporation and will not receive remuneration from the Company.

LETTER FROM THE BOARD

Relationships

Save as disclosed above, Mr. Zhao does not have any relationships with any Director, supervisor, senior management, substantial shareholder, or controlling shareholder of the Company.

Interest in Shares

Mr. Zhao has no interest or deemed interest in any share or underlying share of the Company or its associated corporations within the meaning of Part XV of the SFO.

Matters to be Brought to the Attention of Shareholders

There is no information relating to the appointment of Mr. Zhao as an executive Director or any matter that needs to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no matter that needs to be brought to the attention of the Shareholders.

IV. THE EGM

The change of company type and the proposed appointment of Mr. Zhao as a non-independent Director are subject to the approval of the Shareholders of the Company by way of ordinary resolutions at the EGM.

The notice of the EGM is set out in pages 8 to 9 of this circular. The form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. The proxy forms should 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 (as far as H Shareholders are concerned), or at the registered address and principal place of business of the Company at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC (as far as A Shareholders are concerned), as soon as possible and in any event not less than 24 hours before the time scheduled for holding the EGM (or any adjourned meetings thereof). Completion and delivery of the forms of proxy will not preclude you from attending and voting in person at the EGM or any adjournment if you so desire.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions approving the change of company type and the proposed appointment of Mr. Zhao as a non-independent Director at the EGM. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the EGM shall be taken by poll. The Company will announce the results of the poll on the websites of the Company and the Stock Exchange in accordance with the Listing Rules following the EGM.

V. RECOMMENDATION

The Directors consider that the resolutions in connection with the change of company type and the proposed appointment of Mr. Zhao as a non-independent Director are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions set out in the notice of the EGM at the EGM.

VI. 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 EGM



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 2025 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 first extraordinary general meeting (the “EGM”) of First Tractor Company Limited (the “Company”) will be held at 2:30 p.m. on Friday, 7 February 2025 at the Conference Room, 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 defined, capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 15 January 2025.

ORDINARY RESOLUTIONS

1. Resolution in relation to the election of a non-independent director of the ninth session of the Board of Company. (Note 1)
2. Resolution in relation to the change of company type. (Note 1)

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

Luoyang, the PRC
15 January 2025

As at the date of this notice, the Board comprises Mr. Li Xiaoyu (Chairman) and Mr. Wei Tao as executive Directors; Mr. Fang Xianfa, Mr. Yang Jianhui and Mr. Miao Yu as non-executive Directors; and Mr. Edmund Sit, Mr. Wang Shumao, Mr. Xu Liyou and Ms. Wong Yee Man as independent non-executive Directors.

NOTICE OF EGM

Notes:

1. For details of the resolutions, please refer to the circular of the Company dated 15 January 2025 in relation to the change of company type and the proposed appointment of a non-independent Director.
2. The register of members of the Company will be temporarily closed from 4 February 2025 to 7 February 2025 (both dates inclusive) during which no transfer of Shares will be registered in order to determine the list of Shareholders entitled to attend the EGM. The final date for the lodgment of transfer of the H Shares of the Company should be will be 3 February 2025 at Hong Kong Registrars Limited by or before 4:00 p.m. The Shareholders who are registered on 7 February 2025 and their proxies will be entitled to attend the EGM, provided they present valid 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 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 (as far as A Shareholders are concerned), or the Company's H Shares registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (as far as H Shareholders are concerned) by 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 proof 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. The Company's contact address:

Office of the Board of Directors of First Tractor Company Limited
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*