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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 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 second extraordinary general meeting (the “EGM”) of First Tractor Company Limited (the “Company”) will be held at 2:15 p.m. on 8 December 2023, Friday, 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

- 1.00 To consider and approve the resolution to increase the cap amount of ordinary related transactions between the Company and ZF YTO (Luoyang) Axle Co., Ltd. (Note 1)
- 1.01 To increase the cap amounts of 2023 related transactions of the Sales Framework Agreement
- 1.02 To increase the cap amounts of 2023 related transactions of the Licence and Technology Agreement
- 2 Resolution on the election of director of the Company (Note 1)
- 3 To consider and approve the resolution on amendments to the Company’s Working Rules for Independent Directors (Note 2)
- 4 To consider and approve the resolution on amendments to the Company’s Related Transaction Management System (Note 2)

SPECIAL RESOLUTION

- 5 To consider and approve the resolution on the amendments of the Articles of Association of the Company (Note 1)

ORDINARY RESOLUTION

- 6 To consider and approve the resolution on the amendments of the Rules of Procedures for Board of Directors of the Company (Note 1)

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

Luoyang, the PRC

20 November 2023

As at the date of this notice, the Board comprises Mr. Liu Jiguo (Chairman) as executive Director; Mr. Zhang Zhiyu, Mr. Fang Xianfa and Mr. Zhang Bin 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. Please refer to the Company's circular dated 20 November 2023 for details.
2. Please refer to the Company's announcement dated 20 November 2023 for details.
3. Date of closure of register of members for H shares attending the EGM

The register of members of the Company will be temporarily closed from 5 December 2023 to 8 December 2023 (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 4 December 2023 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 8 December 2023 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.

4. 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.
5. 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.
6. Shareholders or their proxies shall present proofs of their identities upon attending the EGM.
7. 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.
8. The Company's registered address:
No. 154 Jianshe Road, Luoyang, Henan Province, the PRC
Postal code: 471000
Telephone: (86-379) 6496 7038
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Email: msc0038@ytogroup.com