

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**POLL RESULTS OF
2025 FIRST EXTRAORDINARY GENERAL MEETING
HELD ON 7 FEBRUARY 2025;
CHANGES OF MEMBERS OF THE BOARD AND
THE BOARD SPECIAL COMMITTEES; AND
CHANGE OF AUTHORISED REPRESENTATIVE**

The board (the “**Board**”) of directors (the “**Director(s)**”) of First Tractor Company Limited* (the “**Company**”) confirms that there are no false representations, misleading statements or material omissions in this announcement, and, individually and collectively, accepts responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

References are made to the Company’s (i) notice of the 2025 first extraordinary general meeting (the “**EGM**”), dated 15 January 2025 (the “**Notice**”) ; and (ii) circular dated 15 January 2025 in relation to the appointment of a non-independent Director (the “**Circular**”). Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

CONVENING AND ATTENDANCE OF THE EGM

The EGM was held at the Conference Room, No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, on Friday, 7 February 2025. The proposed resolutions set out in the Notice were duly passed by poll at the EGM.

The total number of issued A Shares and H Shares represented by the Shareholders or their proxies who attended and voted on resolutions at the EGM is as follows:

(1) Number of Shareholders attending in person or by proxy		393
Of which:	Number of A Shareholders	392
	Number of holders of foreign shares listed overseas (H Shares)	1
(2) Total number of shares carrying voting rights held by Shareholders attending the EGM (Shares)		605,793,738
Of which:	Total number of shares held by A Shareholders	553,400,293
	Total number of shares held by holders of foreign shares listed overseas (H Shares)	52,393,445
(3) Shares carrying voting rights held by Shareholders attending the EGM as a percentage of the total number of shares of the Company carrying voting rights (%)		53.91
Of which:	Percentage of shares held by A Shareholders to the total number of shares (%)	49.25
	Percentage of shares held by holders of foreign shares listed overseas to the total number of shares (%)	4.66

As at the record date of the EGM (i.e. 7 February 2025), the Company had 1,123,645,275 Shares in issue, divided into 731,705,275 A Shares and 391,940,000 H Shares.

As disclosed in the Circular, no Shareholder was required to abstain from voting on the resolutions set out in the notice of the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the EGM was 1,123,645,275 Shares.

The Company (i) did not hold any treasury shares, including those held or deposited in the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited, and therefore no voting rights were exercised in respect of any treasury shares at the EGM; and (ii) did not have any repurchased Shares which are pending cancellation and accordingly should be excluded from the total number of issued Shares for the purposes of the EGM.

To the best of the Directors' knowledge, information and belief, there were no Shares entitling the holders thereof to attend and abstain from voting in favor of the resolutions or to abstain from voting at the EGM and no Shareholders have indicated their intention to vote against the resolutions or to abstain from voting at the EGM.

The EGM was convened by the Board of the Company. Mr. Wei Tao, a Director of the Company, acted as the chairman of and presided over the EGM. A combination of live voting and online voting procedures was adopted for the EGM, which is in compliance with the requirements of the Company Law of the PRC, the Articles of Association and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

All Directors, Supervisors and the secretary to the Board of the Company attended the EGM either in person or by electronic means, except for Mr. Li Xiaoyu, a Director and Mr. Li Peng and Mr. Yang Kun, Supervisors.

ShineWing Certified Public Accountants LLP, certified public accountants in the PRC, was the scrutineer for the vote-taking at the EGM. A shareholder representative of the Company, Zhong Lun Law Firm, the Company's PRC legal counsel, and a supervisor of the Company were appointed as the counters and scrutineers for the vote-taking at the EGM.

POLL RESULTS OF THE EGM

The poll results of the EGM are as follows:

1. Resolution in relation to the election of a non-independent director of the ninth session of the Board of the Company

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	552,957,293	91.28	386,300	0.06	56,700	0.01
H Share	51,557,331	8.51	836,114	0.14	0	0.00
Total Ordinary Shares:	604,514,624	99.79	1,222,414	0.20	56,700	0.01

2. Resolution in relation to the change of company type

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	552,932,193	91.27	360,300	0.06	107,800	0.02
H Share	52,393,445	8.65	0	0.00	0	0.00
Total Ordinary Shares:	605,325,638	99.92	360,300	0.06	107,800	0.02

INFORMATION REGARDING VOTING ON THE RESOLUTIONS

The resolutions of the EGM are ordinary resolutions and were approved by votes representing more than half of the voting rights held by Shareholders (and their authorised proxies) with voting rights who attended the EGM.

WITNESS BY LAWYERS

Mr. Shen Xu and Mr. Yan Ajun from Zhong Lun Law Firm issued a legal opinion (the “**Legal Opinion**”) confirming the eligibility of the convenor of the EGM and the eligibility of the Shareholders (or their proxies) attending the EGM. It is also confirmed that the convening of and the procedures for holding the EGM, the voting procedures at the EGM were in compliance with the requirements of relevant laws and the Articles of Association of the Company.

CHANGES OF MEMBERS OF THE BOARD AND BOARD SPECIAL COMMITTEES

At the EGM, Mr. Zhao Weilin (“**Mr. Zhao**”) was elected as a non-independent Director of the ninth session of the Board of the Company. His term of office will commence on the date of approval by the EGM and end on the date of expiry of the term of office of the ninth session of the Board.

Reference is made to the announcement of the Company dated 8 January 2025 in relation to the resignation of Mr. Li Xiaoyu (“**Mr. Li**”) from his positions as a Director and the chairman of the ninth session of the Board of the Company, the chairman of the Strategy, Investment and Sustainable Development Committee, and a member of the Nomination Committee. As disclosed in the Announcement, the resignation of Mr. Li was to take effect upon the election of a new director at a general meeting of the Company. In light of Mr. Zhao’s election as a Director at the EGM, the resignation of Mr. Li became effective from the date of the EGM.

The Board further announces that Mr. Zhao was elected as the chairman of the ninth session of the Board and the legal representative at the 32nd meeting of the ninth session of the Board of the Company held on the same day, and he will also serve as a member and the chairman of the Strategy, Investment and Sustainable Development Committee of the Board and a member of the Nomination Committee of the Board. These positions will take effect from the date of approval by the Board and will end upon the expiry of the term of office of the ninth session of the Board.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board further announces that in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Company is required to appoint and retain at all times two authorised representatives who shall act as the Company's principal channel of communication with the Stock Exchange. Accordingly, the Company has appointed Mr. Zhao as an authorised representative of the Company, replacing Mr. Li.

The Board would like to take this opportunity to express its warm welcome to Mr. Zhao on his appointment.

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

Luoyang, the PRC
7 February 2025

As at the date of this announcement, the Board comprises Mr. Zhao Weilin (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.

* *For identification purposes only*