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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 annual general meeting (the “**AGM**”) of First Tractor Company Limited (the “**Company**”) will be held at 2:30 p.m. on 29 May 2024 (Wednesday) 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 of directors (the “**Board**”) of the Company for the year 2023
2. To consider and approve the work report of the Independent Directors of the Company for the year 2023
3. To consider and approve the work report of the supervisory committee of the Company for the year 2023
4. To consider and approve the audited financial report of the Company for the year 2023
5. To consider and approve the annual report of the Company for the year 2023
6. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2023
7. To consider and approve the re-appointment of ShineWing Certified Public Accountants LLP as the auditor of the Company’s financial report and the internal control auditor for the year 2024, and to authorize the Board of the Company to decide its remuneration

SPECIAL RESOLUTION

8. To consider and approve the resolution on the amendments of the Articles of Association of the Company

ORDINARY RESOLUTION

9. To consider and approve the resolution on the amendments of the Rules of Procedures for General Meetings of the Company

(For details of the above resolutions Nos.8 and 9, please refer to the announcement of the Company dated 27 March 2024 and the circular of the Company dated 24 April 2024.)

By Order of the Board

FIRST TRACTOR COMPANY LIMITED

YU Lina

Company Secretary

Luoyang, the PRC

24 April 2024

As at the date of this notice, the Board comprises Mr. Liu Jiguo (Chairman) and Mr. Wei Tao as executive Directors; 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.

Notes:

1. Closure of Register of Members of H Shares for attending the AGM

The register of members of the Company will be temporarily closed from 24 May 2024 to 29 May 2024 (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 23 May 2024 at Hong Kong Registrars Limited by or before 4:00 p.m. The Shareholders or their proxies being registered on 29 May 2024 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.

2. Closure of Register of Members for Payment of the Final Dividend for 2023

The register of members of the Company will be temporarily closed from 4 June 2024 to 7 June 2024 (both days inclusive) during which no transfer of shares of the Company will be registered in order to determine the list of shareholders of H Shares entitled to receive the 2023 final dividend. The last lodgment for the transfer of the H Shares of the Company should be made on 3 June 2024 at Hong Kong Registrars Limited on or before 4:00 p.m. The Shareholders or their proxies being registered before the close of business on 7 June 2024 are entitled to receive the 2023 final dividend. 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 (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 AGM or any adjournment thereof.
5. Shareholders or their proxies shall present proofs of their identities upon attending the AGM.
6. 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.
7. 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*