

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)

ANNOUNCEMENT ON THE RESOLUTIONS OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING AND ELECTION OF CHAIRMAN OF BOARD OF SUPERVISORS

The board (the “**Board**”) of directors (the “**Directors**”) 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 accept the responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company (the “**Circular**”) dated 7 January 2021.

Ordinary Shareholders and preference Shareholders with recovered voting rights who attended the meeting and their shareholdings:

- | | | |
|----|--|-------------|
| 1. | The number of Shareholders attending in person or by proxy | |
| | Including: the number of A Shareholders | 4 |
| | the number of holders of foreign shares listed overseas
(H shares) | 1 |
| 2. | The total number of shares carrying voting rights held by
Shareholders attending the meeting (shares) | |
| | Including: the total number of shares held by A Shareholders | 413,129,365 |
| | the total number of shares held by holders of foreign
shares listed overseas (H shares) | 39,240,543 |

3. The number of shares carrying voting rights held by Shareholders attending the meeting as a percentage of the total number of shares of the Company carrying voting rights (%)
- Including: the number of shares held by A Shareholders as a percentage of the total number of shares (%) 41.91
- the number of shares held by holders of foreign shares listed overseas as a percentage of the total number of shares (%) 3.98

RESULTS OF THE EGM

The Company held its EGM at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC on 23 February 2021. Poll voting was demanded by the chairman of the EGM in relation to the proposed resolutions as set out in the notice of the EGM dated 7 January 2021 (the “**Notice**”).

As at the date of the EGM, (i) the issued share capital of the Company was RMB1,123,645,275 comprising 731,705,275 A shares and 391,940,000 H shares and (ii) Shareholders holding a total of 985,850,000 shares of the Company (the “**Shares**”) were entitled to attend and vote for or against the resolutions at the EGM.

There were no Shares of the Company (i) entitling the holder to attend and abstain from voting in favour of; or (ii) of which the holder is required under the Listing Rules to abstain from voting on the resolutions at the EGM. No Shareholders have stated their intention in the Circular to vote against the resolutions or to abstain from voting at the EGM.

Da Hua Certified Public Accountants (Special General Partnership), certified public accountants in the PRC, was the scrutineer for the vote-taking at the EGM. The shareholder representative of the Company, Zhong Lun Law Firm, the Company’s PRC lawyer, and a supervisor of the Company were appointed as the counters and scrutineers for the vote-taking at the EGM.

The proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the EGM and the poll results of the EGM were as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstention
1.	To approve the appointment of Mr. Wang Dongxing to be a Supervisor (non-staff representative Supervisor) of the eighth session of the Board of Supervisors with a term of office from 23 February 2021 to 28 October 2021	449,480,108 Shares (99.3612%)	2,889,800 Shares (0.6388%)	0 Share (0%)
2.	To approve and confirm the proposed amendments to the Decision Making Principles on Investments and Operation	452,369,008 Shares (99.9998%)	900 Shares (0.0002%)	0 Share (0%)

*** *The percentage of voting Shares is based on the total number of Shares held by the Shareholders who voted at the EGM in person or by proxy.*

ELECTION OF CHAIRMAN OF BOARD OF SUPERVISORS

On 23 February 2021, the Company held the 13th meeting of the eighth session of the Board of Supervisors, at which the Resolution on Election of Chairman of the Eighth Session of the Board of Supervisors of the Company was considered and approved, and Mr. Wang Dongxing was elected as the Chairman of the eighth session of the Board of Supervisors of the Company for a term of office from 23 February 2021 to 28 October 2021.

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

Luoyang, the PRC
23 February 2021

As at the date of this announcement, 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 Ms. Yang Minli, Ms. Wang Yuru and Mr. Edmund Sit as independent non-executive Directors.

* *For identification purposes only*