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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)

**POLL VOTING RESULTS OF
THE EXTRAORDINARY GENERAL MEETING
HELD ON 16 JUNE 2022**

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, capitalised terms used herein shall have the same meanings as those defined in the announcements of the Company dated 29 March 2022 and 27 May 2022, the circular of the Company (the “**Circular**”) dated 31 May 2022 and the Notice of EGM of the Company (the “**Notice**”) dated 31 May 2022.

CONVENING AND ATTENDANCE OF THE EGM

The EGM was held at No.154 Jianshe Road, Luoyang, Henan Province, the PRC, on Thursday, 16 June 2022. All the proposed resolutions set out in the Notice were duly passed by way of poll at the EGM.

The total number of issued Shares, A Shares and H Shares entitling the holders to attend and vote on resolutions at the EGM are as follows:

(1)	The number of Shareholders attending in person or by proxy	44
	Including: the number of A shareholders	43
	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 EGM (Shares)	621,113,362
	Including: the total number of A Shares	558,685,446
	the total number of H Shares	62,427,916
(3)	The number of 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 (%)	55.28
	Including: the number of A Shares as a percentage of the total number of Shares (%)	49.72
	the number of H Shares as a percentage of the total number of Shares (%)	5.56

As at the date of the EGM, the Company had in issue 1,123,645,275 Shares, divided into 731,705,275 A Shares and 391,940,000 H Shares. As disclosed in the Circular, YTO and its associates (holding in aggregate 548,485,853 A Shares) were required to abstain and have abstained from voting on resolutions numbered 1.01, 1.02, 1.03 and 2.00 at the EGM.

Save as disclosed above, there were no Shares entitling the holders thereof to attend and abstain from voting in favour or abstain from voting at the EGM, and no Shareholders have stated their intention in the Circular to vote against the resolutions or to abstain from voting at the EGM.

The EGM was convened by the Board of the Company. 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 of the Company, the Hong Kong Listing Rules and the Shanghai Listing Rules. Mr. Liu Jiguo, the chairman of the Board chaired the EGM.

Save for Mr. Li Peng and Mr. Yang Kun, being the supervisors of the Company, all of the Directors, other supervisors of the Company and secretary of the Board attended the EGM in person or by electronic means.

Da Hua Certified Public Accountants, certified public accountants in the PRC, was the scrutineer for the vote-taking at the EGM. The shareholder representative of the Company, the Company's PRC lawyer from Zhong Lun Law Firm, 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

1.00 To consider and approve the Restructuring Transactions of the Company

1.01 Resolution regarding the Disposal and the disposal agreement entered into between YTO Finance and Sinomach Finance dated 29 March 2022

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	10,199,593	14.04	0	0.00	0	0.00
H Share	62,427,916	85.96	0	0.00	0	0.00
Total:	72,627,509	100.00	0	0.00	0	0.00

1.02 Resolution regarding the Capital Increase and the investment agreement entered into between the Company and Sinomach Finance dated 29 March 2022 (as revised and supplemented by the supplemental investment agreement entered into between the same parties on 27 May 2022)

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	10,199,593	14.04	0	0.00	0	0.00
H Share	62,427,916	85.96	0	0.00	0	0.00
Total:	72,627,509	100.00	0	0.00	0	0.00

1.03 Resolution regarding the voluntary liquidation of YTO Finance

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	10,199,593	14.04	0	0.00	0	0.00
H Share	59,887,916	82.46	0	0.00	2,540,000	3.50
Total:	70,087,509	96.50	0	0.00	2,540,000	3.50

2.00 Resolution regarding the financial services framework agreement (including the relevant annual caps) entered into between the Company and Sinomach Finance dated 29 March 2022

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	10,035,493	13.82	164,100	0.23	0	0.00
H Share	54,074,781	74.45	8,353,135	11.50	0	0.00
Total:	64,110,274	88.27	8,517,235	11.73	0	0.00

3.00 To consider and approve the resolution regarding the increase in the cap amount of the 2022 ordinary related transactions between the Company and ZF YTO (Luoyang) Drive Axle Company Limited

3.01 Resolution regarding the increase in cap amount of the 2022 related transaction under the Sales Framework Agreement

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	558,685,446	89.95	0	0.00	0	0.00
H Share	62,427,916	10.05	0	0.00	0	0.00
Total:	621,113,362	100.00	0	0.00	0	0.00

3.02 Resolution regarding the increase in cap amount of the 2022 related transaction under the Procurement Framework Agreement

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	558,685,446	89.95	0	0.00	0	0.00
H Share	62,427,916	10.05	0	0.00	0	0.00
Total:	621,113,362	100.00	0	0.00	0	0.00

3.03 Resolution regarding the increase in cap amount of the 2022 related transaction under the Licence and Technology Agreement

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	558,685,446	89.95	0	0.00	0	0.00
H Share	62,427,916	10.05	0	0.00	0	0.00
Total:	621,113,362	100.00	0	0.00	0	0.00

INFORMATION REGARDING VOTING ON THE RESOLUTIONS

All 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.

YTO and its associates, in aggregate holding in aggregate 548,485,853 A Shares were required to and have abstained from voting on resolutions numbered 1.01, 1.02, 1.03 and 2.00 at the EGM.

WITNESS BY LAWYERS

Mr. Shen Xu and Mr. Liu Chuanpeng 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.

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

Luoyang, the PRC
16 June 2022

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. Ma Zhihui as non-executive Directors; and Mr. Edmund Sit, Mr. Wang Shumao and Mr. Xu Liyou as independent non-executive Directors.

* *For identification purposes only*