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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 2023 SECOND EXTRAORDINARY GENERAL MEETING HELD ON 8 DECEMBER 2023**

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 Notice (the “**Notice**”) of 2023 second extraordinary general meeting of the Company (the “**EGM**”) dated 20 November 2023.

### **CONVENING AND ATTENDANCE OF THE EGM**

The EGM was held at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, on Friday, 8 December 2023. 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:

<b>(1) Number of Shareholders attending in person or by proxy</b>		<b>9</b>
Of which:	Number of A Shareholders	8
	Number of holders of foreign shares listed overseas (H Shares)	1
<b>(2) Total number of shares carrying voting rights held by Shareholders attending the EGM (Shares)</b>		<b>606,601,773</b>
Of which:	Total number of shares held by A Shareholders	557,773,636
	Total number of shares held by holders of foreign shares listed overseas (H Shares)	48,828,137
<b>(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 (%)</b>		<b>53.99</b>
Of which:	Percentage of shares held by A Shareholders to the total number of shares (%)	49.64
	Percentage of shares held by holders of foreign shares listed overseas to the total number of shares (%)	4.35

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. 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 to vote against the resolutions or to abstain from voting at the EGM.

The EGM was convened by the Board of the Company. Mr. Liu Jiguo, the Chairman of the Board, 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, all supervisors and secretary to the Board of the Company attended the EGM either in person or by electronic means, except Li Peng and Yang Kun (supervisors).

ShineWing 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.

## POLL RESULTS OF THE EGM

1. 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.

1.01 To increase the cap amounts of 2023 related transactions of the Sales Framework Agreement

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	557,716,536	91.941	4,800	0.001	52,300	0.009
H Share	48,828,137	8.049	0	0.000	0	0.000
Total:	606,544,673	99.990	4,800	0.001	52,300	0.009

1.02 To increase the cap amounts of 2023 related transactions of the Licence and Technology Agreement

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	557,716,536	91.941	4,800	0.001	52,300	0.009
H Share	48,828,137	8.049	0	0.000	0	0.000
Total:	606,544,673	99.990	4,800	0.001	52,300	0.009

2. Resolution on the election of director of the Company

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	557,716,536	91.941	4,800	0.001	52,300	0.009
H Share	47,937,536	7.902	890,601	0.147	0	0.000
Total:	605,654,072	99.843	895,401	0.148	52,300	0.009

3. To consider and approve the resolution on amendments to the Company's Working Rules for Independent Directors

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	552,218,389	91.035	5,502,947	0.907	52,300	0.009
H Share	7,602,697	1.253	41,225,440	6.796	0	0.000
Total:	559,821,086	92.288	46,728,387	7.703	52,300	0.009

4. To consider and approve the resolution on amendments to the Company's Related Transaction Management System

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	552,218,389	91.035	5,502,947	0.907	52,300	0.009
H Share	7,602,697	1.253	41,225,440	6.796	0	0.000
Total:	559,821,086	92.288	46,728,387	7.703	52,300	0.009

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

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	557,716,536	91.941	4,800	0.001	52,300	0.009
H Share	48,828,137	8.049	0	0.000	0	0.000
Total:	606,544,673	99.990	4,800	0.001	52,300	0.009

6. To consider and approve the resolution on the amendments of the Rules of Procedures for Board of Directors of the Company

Shareholder category	For		Against		Abstention	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A Share	557,716,536	91.941	4,800	0.001	52,300	0.009
H Share	48,828,137	8.049	0	0.000	0	0.000
Total:	606,544,673	99.990	4,800	0.001	52,300	0.009

## INFORMATION REGARDING VOTING ON THE RESOLUTIONS

Except resolution no.5, all other 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 authorized proxies) with voting rights who attended the EGM.

Resolution no.5 is special resolution and was approved by votes representing more than two thirds 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. 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  
8 December 2023

*As at the date of this announcement, 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.*

\* For identification purposes only