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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 2024 annual general meeting (the “**AGM**”) of First Tractor Company Limited (the “**Company**”) will be held at 2:30 p.m. on 10 June 2025 (Tuesday) 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 ended 31 December 2024.
2. To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2024.
3. To consider and approve the audited financial report of the Company for the year ended 31 December 2024.
4. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2024.
5. To consider and approve the annual report of the Company for the year ended 31 December 2024.

6. To consider and approve the appointment of the auditor of the Company's financial report and internal control for the year 2025. (note 1)
7. To consider and approve the authorisation for the Board to determine the 2025 interim profit distribution plan.

### **SPECIAL RESOLUTION**

8. To consider and approve the granting of a general mandate to the Board to repurchase the H Shares of the Company, during the Relevant Period (as defined in paragraph (c) below):

**“THAT:**

- (a) by reference to market conditions and in accordance with needs of the Company, the Board be authorised to repurchase the H Shares not exceeding 10% of the number of the H Shares in issue (excluding any treasury shares) at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders;
- (b) the Board be authorised to take all necessary actions (including but not limited to the following):
  - (i) determine detailed repurchase plan, including but not limited to repurchase price, number of shares to be repurchased, timing of repurchase and period of repurchase, etc.;
  - (ii) open overseas share accounts and carry out the foreign exchange approval, the foreign exchange change registration and all other relevant procedures in relation to transmission of repurchase fund overseas; and
  - (iii) carry out cancellation procedures for repurchased shares, reduce registered capital of the Company in order to reflect the amount of shares repurchased in accordance with the authorisation received by the Board under paragraph (a) of this special resolution and make corresponding amendments to the articles of association of the Company as it thought fit and necessary in order to reflect the reduction of the registered capital of the Company and carry out any other necessary actions and deal with any necessary matters in order to repurchase relevant shares in accordance with paragraph (a) of this special resolution.

(c) For the purposes of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until the earliest of:

- (i) the conclusion of the 2025 annual general meeting of the Company; or
- (ii) the date on which the authority conferred to the Board by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or a special resolution of shareholders at their respective class meeting,

except where the Board has resolved to repurchase H Shares during the Relevant Period and such share repurchase plan may have to be continued or implemented after the Relevant Period.”

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

Luoyang, the PRC  
9 May 2025

*As at the date of this notice, 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. Wang Shumao, Mr. Xu Liyou and Ms. Wong Yee Man as independent non-executive Directors.*

*Notes:*

1. The Board proposes to continue to appoint ShineWing Certified Public Accountants LLP as the auditor of the Company’s financial reports and the internal control auditor for the year 2025, for a term commencing from the date of approval by the Company at the 2024 annual general meeting of the Company to the date of the 2025 annual general meeting of the Company. Based on the completion of the financial report audit and internal control audit of the Company by ShineWing Certified Public Accountants in the previous years, it is proposed that the annual financial report audit fee of ShineWing Certified Public Accountants for the year 2025 shall be RMB2.2 million, the interim financial report audit fee shall be RMB0.3 million and the internal control audit fee shall be RMB0.35 million.

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

The register of members of the Company will be temporarily closed from 5 June 2025 to 10 June 2025 (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 4 June 2025 at Hong Kong Registrars Limited by or before 4:00 p.m. The Shareholders or their proxies being registered on 10 June 2025 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.

3. Closure of Register of Members for Payment of the Final Dividend for 2024

The register of members of the Company will be temporarily closed from 16 June 2025 to 19 June 2025 (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 2024 final dividend. The last lodgment for the transfer of the H Shares of the Company should be made on 13 June 2025 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 19 June 2025 are entitled to receive the 2024 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.

4. 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.

5. 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.

6. Shareholders or their proxies shall present proofs of their identities upon attending the AGM.
7. 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.
8. 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*