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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)

## **ANNOUNCEMENT OF FIRST TRACTOR COMPANY LIMITED ON THE LISTING AND TRADING OF SHARES SUBJECT TO TRADING MORATORIUM FROM NON-PUBLIC ISSUANCE**

Upon the approval of the “Reply on Approval of Non-public Issuance of Shares by First Tractor Company Limited” (Zheng Jian Xu Ke [2020] No. 3379) (《關於核准第一拖拉機股份有限公司非公開發行股票的批復》(證監許可[2020]3379號)) issued by the China Securities Regulatory Commission on 10 December 2020, the Company issued 137,795,275 shares (A shares) to YTO by means of non-public issuance of shares, and completed the registration procedures with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited on 9 February 2021. The lock-up period of the shares issued is 36 months from the date of the completion of the issuance, and the lock-up period has already expired, and 137,795,275 shares (A shares) will be listed for trading on 23 February 2024.

### **I. THE TYPE OF SHARES SUBJECT TO TRADING MORATORIUM WHICH WILL BECOME ELIGIBLE FOR TRADING**

Upon the approval of the “Reply on Approval of Non-public Issuance of Shares by First Tractor Company Limited” (Zheng Jian Xu Ke [2020] No. 3379), First Tractor Company Limited (hereinafter referred to as “**First Tractor**” or the “**Company**”) issued 137,795,275 ordinary shares (A shares) in RMB to the controlling shareholder, YTO Group Corporation\* (中國一拖集團有限公司)(hereinafter referred to as “**YTO**”), by way of non-public issuance of shares, and completed the registration procedures with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited on 9 February 2021.

The lock-up period of the shares issued is 36 months from the date of the completion of the issuance, and the lock-up period has already expired, and 137,795,275 shares (A shares) will be listed for trading on 23 February 2024 in accordance with the provisions under the Rules Governing the Listing of Stocks on Shanghai Stock Exchange.

## **II. CHANGE IN THE NUMBER OF SHARES OF THE COMPANY SINCE THE ISSUANCE OF SHARES SUBJECT TO TRADING MORATORIUM**

Upon the completion of the 2020 non-public issuance of the Company, the total number of shares increased from 985,850,000 to 1,123,645,275. Since the issuance of the shares subject to trading moratorium, the Company has not carried out any share placement, conversion of capital reserve into share capital or other actions that will cause changes in the number of shares.

## **III. UNDERTAKINGS RELATED TO THE TRADING OF THE SHARES SUBJECT TO TRADING MORATORIUM**

YTO, the controlling shareholder of the Company, has made the following undertakings in respect of the trading moratorium of the shares held by it: the shares subscribed through the non-public issuance by the Company in 2020 shall not be transferred within 36 months from the date of the completion of the issuance, and it shall comply with the requirements on lock-up period in accordance with laws and regulations if stated otherwise. The shares acquired by YTO through the non-public issuance by the Company in 2020 derived from the distribution of share dividends by the listed company, conversion of capital reserve into share capital should also comply with the aforesaid share lock-up arrangement.

As of the date of this announcement, YTO had strictly complied with the relevant undertakings. There was no non-compliance with the relevant undertakings which affected the trading of the shares subject to trading moratorium.

## **IV. APPROPRIATION OF FUNDS BY THE CONTROLLING SHAREHOLDER AND ITS RELATED PARTIES**

There is no appropriation of funds by the controlling shareholder and its related parties of the Company.

## V. VERIFICATION OPINION OF INTERMEDIATE INSTITUTION

Upon verification, the sponsor, CITIC Securities Co., Ltd., is of the view that: the trading of the shares subject to trading moratorium under the non-public issuance of the Company is in compliance with the provisions of the Company Law, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and other relevant laws, regulations and normative documents; the number of the shares subject to trading moratorium of the Company to be listed for trading and the timing of which are in compliance with the relevant laws, administrative regulations, departmental regulations and the undertakings related to the trading moratorium; the shareholders who released the shares subject to trading moratorium have strictly fulfilled their share lock-up commitments in the non-public issued shares; as of the date of issuance of the verification opinion, the information disclosed by the Company on the trading of the shares subject to trading moratorium is true, accurate and complete. The Sponsor has no disagreement with regard to the matters concerning the trading of the shares subject to trading moratorium of the Company.

## VI. DETAILS OF THE TRADING OF THE SHARES SUBJECT TO TRADING MORATORIUM

- (1) The number of shares subject to trading moratorium to be listed for trading is 137,795,275 (A Share).
- (2) The trading date is 23 February 2024.
- (3) Details of the shares subject to trading moratorium to be listed for trading are as follows:

Name of shareholder	Number of shares held which are subject to trading moratorium (A shares)	Percentage of shares held which are subject to trading moratorium to the total issued share capital of the Company	Number of shares to be listed for trading (A shares)	Balance of shares held which are subject to trading moratorium (A shares)
YTO	137,795,275	12.26%	137,795,275	0

Details of the trading of the shares subject to trading moratorium:

<b>Type of shares subject to trading moratorium</b>	<b>Number of shares to be listed for trading (A shares)</b>	<b>Lock-up period (month)</b>
Issued to specified parties	137,795,275	36

## VII. CHANGE IN THE STRUCTURE OF SHARE CAPITAL

*Unit: Shares*

	<b>Before changes</b>	<b>Changes</b>	<b>After changes</b>
Shares subject to trading moratorium	137,795,275	-137,795,275	0
Shares not subject to trading moratorium	985,850,000	137,795,275	1,123,645,275
Total number of shares	1,123,645,275		1,123,645,275

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

Luoyang, the PRC  
19 February 2024

*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*