FIRST TRACTOR COMPANY LIMITED
WORKING RULES FOR THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

September 2025

CHAPTER 1 GENERAL PROVISIONS

Article 1 To regulate the appointment of Directors and senior management of First Tractor Company Limited (the "Company"), optimise the composition of the Board of Directors, and improve the corporate governance structure, the Company has established a Nomination Committee of the Board of Directors and formulated these Working Rules in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Code of Corporate Governance for Listed Companies, the Shanghai Stock Exchange Listing Rules, the Administrative Measures for Independent Directors of Listed Companies, the Shanghai Stock Exchange Self-Regulatory Guidelines for Listed Companies No. 1 – Standardised Operation, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Hong Kong Listing Rules"), the Articles of Association of First Tractor Company Limited (the "Articles of Association") and other relevant provisions.

Article 2 The Nomination Committee of the Board of Directors is a specialised working body under the Board of Directors, responsible for formulating selection criteria and procedures for Directors and senior management, selecting and reviewing candidates for Directors and senior management and their qualifications, and making recommendations to the Board regarding the nomination or removal of Directors, appointment or dismissal of senior management, and other matters stipulated by laws and regulations, relevant provisions and the Articles of Association.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall be composed of three Directors, with at least one member of a different gender and independent Directors making up more than half of the members. The Chairman of the Company shall be an ex-officio member of the Nomination Committee.

Article 4 Members of the Nomination Committee shall be nominated by the Chairman, more than half of the independent Directors or one-third of all Directors, and elected by the Board of Directors.

Article 5 The Nomination Committee shall have one Chairman (convener), who shall be an independent Director member and shall be responsible for presiding over the work of the Committee. The Chairman shall be elected from among the members and approved by the Board of Directors.

Article 6 The term of office of the Nomination Committee shall be consistent with that of the Board of Directors. Members may be re-elected and re-appointed upon expiry of their terms of office. If any member ceases to serve as a Director of the Company during such period, such person shall automatically lose qualification as a member, and the Committee shall supplement the number of members in accordance with Articles 3 to 5 above.

Article 7 The Nomination Committee shall establish a Nomination Working Group specifically responsible for providing relevant information about personnel to be nominated by the Company, preparing Nomination Committee meetings and proposing nomination plans. The Working Group shall comprise the Chairman and heads of the Company's major departments such as human resources, with the Chairman serving as the Group Leader.

Article 8 If the resignation of an independent Director would result in the proportion of independent Directors on the Nomination Committee not complying with these Working Rules or the Articles of Association, the independent Director intending to resign shall continue to perform duties until the date when a new independent Director is appointed. The Company shall complete the by-election within sixty days from the date the independent Director submits his/her resignation.

CHAPTER 3 TERMS OF REFERENCE

Article 9 The main duties and powers of the Nomination Committee include but are not limited to:

(1) Reviewing annually the structure, size and composition of the Board (including the skills, knowledge and experience) in light of the Company's business activities, asset scale and shareholding structure, assisting the Board in preparing a board skills matrix, and making recommendations to the Board on any proposed changes, nominations or removal to the Board to complement the Company's corporate strategy;

(2) Studying the selection criteria and procedures for Directors and senior management, and making recommendations to the Board regarding the appointment or dismissal of the Company's senior management;

(3) Identifying individuals suitably qualified to become directors and selecting qualified candidates for Directors, senior management and other senior management personnel requiring appointment by the Board based on plans proposed by the Nomination Working Group, and making recommendations to the Board regarding Director candidates and senior management candidates;

(4) Assessing the independence of independent Directors;

(5) Making recommendations to the Board on matters relating to the appointment or re-appointment of Directors and succession planning for Directors (in particular the Chairman and Chief Executive Officer);

(6) Supporting the issuer in conducting regular evaluations of the performance of the Board.

(7) Other matters authorised by the Board.

Article 10 The Nomination Committee is accountable to the Board of Directors. Proposals of the Committee shall be submitted to the Board for consideration and determination. Controlling shareholders shall, unless with sufficient reason or reliable evidence, fully respect proposals made by the Nomination Committee; otherwise, they may not propose alternative candidates for Directors or senior management.

If the opinions of the Nomination Working Group are inconsistent with those of the majority of Nomination Committee members, the inconsistent opinions shall be submitted to the Board for consideration simultaneously.

Article 11 The Nomination Committee shall review the qualifications of nominees and form clear review opinions.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 12 The Nomination Committee shall, in accordance with relevant laws and regulations and the Articles of Association, and in combination with the Company's actual circumstances, study the conditions for election and selection procedures for the Company's Directors and senior management, and implement them accordingly.

Article 13 The selection procedures for Directors and senior management:

(1) The Nomination Committee shall actively communicate with relevant departments of the Company, study the Company's needs for new Directors and senior management, and form written materials;

(2) The Nomination Working Group shall extensively search for Director and senior management candidates within the Company, controlling enterprises and the talent market, and form written materials regarding the preliminary candidates' profession, education, professional titles, detailed work experience, all part-time positions and other circumstances, and submit them to the Nomination Committee;

(3) The Nomination Committee shall be responsible for obtaining the consent of nominees for the nomination, otherwise they cannot be considered as Director or senior management candidates;

(4) The Nomination Committee shall, based on the conditions for Directors and senior management positions, conduct qualification reviews of candidates proposed by the Nomination Working Group; make recommendations to the Board regarding Director candidates and newly appointed senior management candidates along with relevant materials;

(5) Conduct other follow-up work based on Board decisions and feedback.

CHAPTER 5 RULES OF PROCEDURE

Article 14 Nomination Committee meetings should in principle notify all members three days before the meeting and provide relevant materials and information. In urgent circumstances, after confirming that notice has been served on all members, extraordinary meetings may be convened without being subject to the aforementioned meeting notice time limitations. Meetings shall be chaired by the Chairman. When the Chairman cannot attend, another independent Director member may be authorised to perform the duties.

Article 15 Nomination Committee meetings shall only be held with attendance by more than two-thirds of the members. Each member shall have one vote. Resolutions proposed at the meetings must be passed by a majority of all members.

Article 16 Nomination Committee meetings shall in principle be held by means of on-site meeting. When necessary and ensuring that all participating members can fully communicate and express opinions, meetings may be held via video, telephone or other means in accordance with procedures.

Nomination Committee meeting voting shall be conducted by show of hands or ballot; extraordinary meetings may be held by correspondence voting.

When necessary, Nomination Committee meetings may invite Directors and other senior management of the Company to attend meetings.

Article 17 If necessary, the Nomination Committee may engage intermediary institutions or external professionals to provide professional opinions for its decision-making, with costs borne by the Company.

Article 18 The convening procedures of the Nomination Committee meetings, voting methods and resolutions passed at the meetings must comply with relevant laws, regulations, the Articles of Association and these Working Rules.

Article 19 When the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for non-adoption in the Board resolution and make disclosure.

Article 20 Nomination Committee meetings shall be recorded, and meeting records shall be truthful, accurate and complete, fully reflecting opinions raised by attendees on reviewed matters. Members attending meetings shall sign the meeting records; meeting records shall be kept by the Company's Board Secretary.

Article 21 Resolutions and poll results passed by Nomination Committee meetings shall be reported to the Company's Board of Directors in writing.

Article 22 All members attending meetings have confidentiality obligations regarding matters discussed at meetings and shall not disclose relevant information without authorisation.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 23 These Working Rules do not exclude nominations of Directors and senior management by the Chairman, shareholders representing more than one-tenth of voting rights, or more than one-third of Directors in accordance with the Company Law and the Articles of Association.

Article 24 For matters not covered in these Working Rules, relevant laws, regulations, rules, normative documents of China and the Articles of Association shall apply. When these Working Rules are inconsistent with laws, regulations, rules, normative documents subsequently promulgated by China or the Articles of Association as amended through legal procedures, the relevant laws, regulations and Articles of Association of China shall apply, and immediate amendments shall be made and submitted to the Board for consideration and approval.

Article 25 These Working Rules shall be interpreted by the Board of Directors.

Article 26 These Working Rules shall take effect from the date of approval by the Board of Directors. The same applies when amended.