FIRST TRACTOR COMPANY LIMITED
WORKING RULES FOR THE STRATEGIC INVESTMENT AND SUSTAINABLE DEVELOPMENT COMMITTEE OF THE BOARD OF DIRECTORS

September 2025

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to adapt to the Company's strategic development needs, enhance the Company's core competitiveness, improve investment decision-making procedures, enhance the scientific nature of decision-making, and improve the effectiveness and quality of major investment decisions, the Company hereby establishes the Strategic Investment and Sustainable Development Committee of the Board of Directors and formulates these Working Rules in accordance with the Company Law of the People's Republic of China, the Corporate Governance Code 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 Articles of Association of First Tractor Company Limited (the "Articles of Association"), and other relevant provisions.

Article 2 The Strategic Investment and Sustainable Development Committee of the Board of Directors is a specialised working body established under the Board of Directors, primarily responsible for researching and making recommendations on the Company's medium and long-term development strategies and major investment decisions.

CHAPTER 2 COMPOSITION

Article 3 The Strategic Investment and Sustainable Development Committee shall comprise three or more directors, including at least one independent director. The Chairman of the Board and any director who concurrently serves as General Manager shall be members of the Strategic Investment and Sustainable Development Committee.

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

Article 5 The Strategic Investment and Sustainable Development Committee shall have a chairman, who shall be the Chairman of the Board of the Company.

Article 6 The term of office of the Strategic Investment and Sustainable Development Committee shall be consistent with the term of office of the Board of Directors. Committee members may be re-elected and re-appointed upon expiry of their terms of office. During the term, if any committee member ceases to serve as a director of the Company, such person shall automatically lose qualification as a committee member, and the committee shall supplement the number of committee members in accordance with Articles 3 to 5 above.

Article 7 Where the resignation of an independent director would result in the proportion of independent directors on the Strategic Investment and Sustainable Development Committee not complying with these Working Rules or the Articles of Association, the independent director who intends to resign shall continue to perform his duties until the date when a new independent director is appointed. The Company shall complete the by-election within sixty days from the date when the independent director submits his resignation.

CHAPTER 3 DUTIES AND POWERS

Article 8 The principal duties and powers of the Strategic Investment and Sustainable Development Committee:

(1) Researching and making recommendations on the Company's medium and long-term development strategic plans;

(2) Researching and making recommendations on major investment and financing schemes that require Board approval under the Articles of Association and relevant Company's systems;

(3) Researching and making recommendations on major capital operations that require Board approval under the Articles of Association and relevant Company's systems;

(4) Researching and making recommendations on other major matters affecting the Company's development;

(5) In accordance with the relevant provisions of the Shanghai Stock Exchange and Hong Kong Stock Exchange listing rules, being responsible for formulating the Company's values, codes of conduct and commitments to stakeholders regarding Environmental, Social and Governance (ESG) matters, reviewing the Company's actual actions and performance in fulfilling Environmental, Social and Governance (ESG) responsibilities, supervising the disclosure of the Company's periodic (financial year) reports on Environmental, Social and Governance (ESG) management, and reporting to the Board of Directors or providing decision-making recommendations on other matters relating to the Company's Environmental, Social and Governance (ESG) work;

(6) Examining the implementation of the above matters;

(7) Other matters authorised by the Board of Directors.

Article 9 The Strategic Investment and Sustainable Development Committee is accountable to the Board of Directors, and resolutions passed by the Committee shall be submitted to the Board of Directors for consideration and decision.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 10 The Company's management shall be responsible for the preliminary preparation work for the Strategic Investment and Sustainable Development Committee's decision-making and provide relevant Company information:

(1) Relevant departments of the Company or the responsible persons of controlled enterprises shall report intentions for major investment, financing, capital operations, and asset management projects, project proposals, and basic information about cooperation parties;

(2) The General Manager's Office shall conduct preliminary review, issue project approval opinions, and report to the Strategic Investment and Sustainable Development Committee for record;

(3) Relevant departments of the Company or controlled enterprises shall prepare feasibility study reports or conduct external negotiations based on the project approval opinions, draft agreements, contracts, and articles of association, and report to the General Manager's Office meeting;

(4) The General Manager's Office meeting shall conduct review, form written opinions and formal resolutions, and submit them to the Strategic Investment and Sustainable Development Committee for consideration.

Article 11 The Strategic Investment and Sustainable Development Committee shall convene meetings based on resolutions from the General Manager's Office meeting, conduct discussions, submit the discussion results to the Board of Directors, and provide feedback to the Company's management.

CHAPTER 5 RULES OF PROCEDURE

Article 12 Meetings of the Strategic Investment and Sustainable Development Committee shall in principle notify all committee members three days before the meeting and provide relevant materials and information. In urgent circumstances, temporary meetings may be convened after confirming that the notice has been served on all committee members, without being subject to the aforementioned meeting notice time limit. Meetings shall be presided over by the chairman, and when the chairman cannot attend, he may delegate another committee member to preside.

Article 13 Meetings of the Strategic Investment and Sustainable Development Committee may only be held with the attendance of more than two-thirds of the committee members; each committee member shall have one vote; resolutions made at meetings must be approved by more than half of all committee members.

Article 14 Meetings of the Strategic Investment and Sustainable Development Committee of the Board shall in principle be held by means of on-site meeting. Where necessary, and provided that all participating committee members can fully communicate and express their opinions, meetings may be convened by video, telephone or other means in accordance with procedures.

Voting at Strategic Investment and Sustainable Development Committee meetings shall be conducted by show of hands or ballot; temporary meetings may be convened by means of communication voting.

Article 15 When convening meetings of the Strategic Investment and Sustainable Development Committee, directors and other senior management personnel of the Company may be invited to attend meetings as observers when necessary.

Article 16 Where necessary, the Strategic Investment and Sustainable Development Committee may engage intermediary institutions to provide professional opinions for its decision-making, with fees paid by the Company.

Article 17 The convening procedures, voting methods and resolutions passed at Strategic Investment and Sustainable Development Committee meetings must comply with the provisions of relevant laws, regulations, rules, normative documents, the Articles of Association and these Working Rules.

Article 18 Strategic Investment and Sustainable Development Committee meetings shall be recorded, and committee members attending the meeting shall sign the meeting records; meeting records shall be kept by the Company Secretary.

Article 19 Resolutions and voting results passed at Strategic Investment and Sustainable Development Committee meetings shall be reported to the Company's Board of Directors in writing.

Article 20 All committee members attending meetings shall have a duty of confidentiality regarding matters discussed at meetings and shall not disclose relevant information without authorisation.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 21 For matters not covered in these Working Rules, the provisions of relevant national laws, regulations, rules, normative documents and the Articles of Association shall apply; where these Working Rules are inconsistent with national laws, regulations, rules, normative documents promulgated in the future or the Articles of Association amended through lawful procedures, the provisions of relevant national laws, regulations, rules, normative documents and the Articles of Association shall apply, and these Working Rules shall be amended immediately and submitted to the Board of Directors for consideration and approval.

Article 22 These Working Rules shall be interpreted by the Board of Directors.

Article 23 These Working Rules shall take effect from the date of approval by the Board of Directors. The same shall apply to amendments.