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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)

(1) RE-ELECTION AND APPOINTMENT OF DIRECTORS; AND (2) DIRECTORS' REMUNERATIONS

RE-ELECTION AND APPOINTMENT OF DIRECTORS

The term of office of the Ninth Session of the Board has expired. The Company has been informed that, among the members of the Ninth Session of the Board, Mr. Miao Yu, being a non-executive Director, will retire and will not offer himself for re-election as Director of the Tenth Session of the Board. The other Directors of the Ninth Session of the Board have confirmed that they will offer themselves for re-election at the EGM.

In addition to the proposed re-election of Directors, the Board has proposed to appoint Mr. Sun Feng as a non-executive Director of the Tenth Session of the Board.

DIRECTORS' REMUNERATIONS

The re-election and appointment of Directors are subject to Shareholders' approval at the EGM. The remuneration committee of the Board has made recommendations on the remunerations for the Directors of the Tenth Session of the Board.

GENERAL

The EGM will be held for the purposes of, among other things, seeking Shareholders' approval on (1) the re-election and appointment of the Directors of the Tenth Session of the Board; and (2) the Directors' remunerations. A circular containing, among other things, details of (1) the re-election and appointment of Directors of the Tenth Session of the Board; and (2) the Directors' remunerations, together with the notice of the EGM and the proxy form will be despatched to the Shareholders as soon as practicable.

(1) RE-ELECTION AND APPOINTMENT OF DIRECTORS

The term of office of the ninth session of the Board (the "**Ninth Session of the Board**") has expired. The Company has been informed that, among the members of the Ninth Session of the Board, Mr. Miao Yu, being a non-executive Director, will retire and will not offer himself for re-election as Director of the tenth session of the Board (the "**Tenth Session of the Board**"). The other Directors of the Ninth Session of the Board have confirmed that they will offer themselves for re-election at the EGM.

In addition to the proposed re-election of Directors, the Board has proposed to appoint Mr. Sun Feng ("**Mr. Sun**") as a non-executive Director of the Tenth Session of the Board.

On 19 November 2025, the Company held the fortieth meeting of the Ninth Session of the Board, at which the "Resolutions on the Nomination of Candidates for Non-independent Directors of the Tenth Session of the Board" were considered and approved, and Mr. Sun was nominated as a non-executive Director of the Tenth Session of the Board for a term of three years commencing from the date of approval of the Shareholders at the EGM.

The appointment of Mr. Sun as a non-executive Director is subject to the approval of the Shareholders at the EGM.

BIOGRAPHIES OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND APPOINTED AT THE EGM

Directors

Executive Directors

Mr. Zhao Weilin(趙維林先生)("**Mr. Zhao**"), aged 55, holds a Bachelor of Arts degree and is a senior international business specialist. He is currently serving as the chairman of the Board, the chairman of the strategy, investment and sustainable development committee, a member of the nomination committee of the Board, and the secretary of party committee and the chairman of YTO Group Corporation. Mr. Zhao served as the deputy general manager, chairman and party committee secretary of SUMEC International Technology Co., Ltd., chairman and party general branch secretary of SUMEC Complete Equipment & Engineering Co., Ltd., the deputy general manager, director, general manager and party committee deputy secretary of SUMEC Corp. Ltd. (a company listed on the Shanghai Stock Exchange with stock code 600710.SH).

Mr. Wei Tao(魏濤先生)("**Mr. Wei**"), aged 45, holds a bachelor's degree in engineering and is a professor-grade senior engineer. He currently serves as the general manager of the Company, a member of the strategy, investment and sustainable development committee of the Board, a director and deputy secretary of the party committee and a director of YTO Group Corporation, an executive director of YTO International Economy and Trade Company Limited, the chairman of China-Africa Machinery Corp., and the chairman of YTO (Luoyang) Hydraulic Transmission Co., Ltd. Mr. Wei successively served as the deputy director of the Third Assembly Plant, the deputy head of Quality Engineering Center, the deputy head of the Technology Development Department of the Company, the head of the Quality Department, the head of the Human Resources Department and the General Manager Assistant and Deputy General Manager of the Company.

Non-executive Directors

Mr. Fang Xianfa(方憲法先生)("**Mr. Fang**"), aged 62, holds a doctorate degree in engineering and is the chief expert of Chinese Academy of Agricultural Mechanization Sciences* (中國農業機械化科學研究院). He received a special government allowance from the State Council. He is currently a director of the Company, a member of the strategy, investment and sustainable development committee of the Board, the director of Guoji Digital Technology Co., Ltd.* (國機數字科技有限公司), the chief engineer, researcher and doctoral tutor of Chinese Academy of Agricultural Mechanization Sciences and the director of YTO. Mr. Fang has also served as the vice president of Chinese Academy of Agricultural Mechanization Sciences.

Mr. Yang Jianhui(楊建輝先生)("**Mr. Yang**"), aged 63, holds a doctor's degree in engineering and is a professor-grade senior engineer. He currently serves as a director of the Company, a member of the remuneration committee of the Board, the director of China Foma (Group) Co., Ltd. and the director of YTO Group Corporation. Mr. Yang was the director, secretary of the party committee and deputy general manager of China National Machinery Industry Construction Group Inc.* (中國機械工業建設集團有限公司) and the party committee inspection specialist of China National Machinery Industry Corporation.

Mr. Sun Feng(孫峰先生), aged 62, holds a master of business administration (MBA) degree and is a senior engineer. Mr. Sun currently serves as a director of the YTO Group Corporation and a director of China Geological Equipment Group Co., Ltd.*(中國地質裝備集團有限公司). Mr. Sun previously served as the chairman of Linhai Co., Ltd.*(林海股份有限公司)(a company listed on the Shanghai Stock Exchange with stock code 600710.SH) and the general manager, chairman and the secretary of party committee of China Foma (Group) Co., Ltd.* (中國福馬機械集團有限公司).

Independent Non-executive Directors

Mr. Wang Shumao（王書茂先生）("**Mr. Wang**"), aged 66, holds a master's degree in engineering and is a professor and doctoral tutor of China Agricultural University. Mr. Wang is currently the independent Director of the Company, the chairman of the nomination committee and a member of the remuneration committee of the Board. Mr. Wang served as the deputy dean of the school of vehicle and traffic engineering of China Agricultural University, a director of Chinese Society for Agricultural Machinery, an expert of the Advisory Expert Group on Agricultural Mechanization Technology Innovation Strategy of the Ministry of Agriculture, an honorary director of Chinese Society for Agricultural Machinery Basic Technology Branch, a director of the Beijing Agricultural Engineering Association. Mr. Wang is also a member of the Agricultural Machinery Appraisal and Testing Branch of Chinese Society for Agricultural Machinery and an expert of the "Science and Technology Innovation China" National Agricultural Machinery Equipment Technology Service Team.

Mr. Xu Liyou(徐立友先生)("**Mr. Xu**"), aged 50, holds a doctorate degree in engineering and is a professor and a doctoral tutor of Henan University of Science and Technology. He is currently the independent Director of the Company, the chairman of the remuneration committee, a member of the strategy, investment and sustainable development committee, a member of the audit committee of the Board, the dean of the School of Vehicle and Traffic Engineering of Henan University of Science and Technology, the deputy director of the National Key Laboratory of Intelligent Agricultural Power Equipment and the director of the Research Center of Engineering Technology for Low-speed Electric Vehicles in Henan Province. Mr. Xu is also a director of Chinese Society for Agricultural Machinery, a director of Chinese Society for Automotive Engineering, deputy chairman of Chinese Society for Agricultural Machinery Tractor Branch, and deputy chairman of Chinese Society for Agricultural Machinery Ground Machine System Branch.

Ms. Wong Yee Man(黃绮汶女士)("**Ms. Wong**"), aged 37, is a certified ESG analyst (CESGA), a certified public accountant and a practicing accountant with the Accounting and Financial Reporting Council (AFRC). Ms. Wong holds a Bachelor of Business Administration in Accounting and a Bachelor of Laws.

Ms. Wong is currently the independent Director of the Company, the chairlady of the audit committee and a member of the nomination committee of the Board. She is currently employed at PAL Advisory Limited. She has served in KPMG, FTI Consulting, Inc., Invesco Investment Management Co., Ltd,, and Securities & Futures Commission of Hong Kong.

Save as disclosed above, each of the above proposed Directors does not hold any position in the Company or any other members of the Company, nor did he or she hold any directorship in any other listed companies.

Length of service and emolument

If each of the above proposed Directors is appointed as a Director, he or she will enter into a service agreement with the Company for a term of office of three years commencing from the date of the Shareholders' approval at the EGM and he or she will receive a remuneration in accordance with a remuneration proposal (please see below for details), which will be determined based on his or her duties and responsibilities with the Company and will be subject to the Shareholders' approval at the EGM.

Relationships

Save as disclosed above, each of the above proposed Directors has no relationship with any Directors or senior management of the Company or with any substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

Each of the above proposed Directors does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of each of the above proposed Directors, there is no information which is disclosable nor is/was he or she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders.

The appointment of the above proposed Directors is subject to the approval by the Shareholders by adopting cumulative voting at the EGM. Ordinary resolutions in relation to the above proposed re-election of Mr. Zhao and Mr. Wei as executive Directors; the re-election of Mr. Fang and Mr. Yang as non-executive Directors; the election and appointment of Mr. Sun as non-executive Director; the re-election of Mr. Wang, Mr. Xu and Ms. Wong as independent non-executive Directors will be proposed to be approved by the Shareholders at the EGM.

Retirement of Director

Upon approval of the above proposed re-election and appointment of Directors at the EGM, Mr. Miao Yu (non-executive Director) will retire from the position of Director, effective from the date of the EGM.

Mr. Miao Yu has confirmed to the Company that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders.

(2) DIRECTORS' REMUNERATIONS

The re-election and appointment of Directors are subject to Shareholders' approval at the EGM. The remuneration committee of the Board has made recommendations on the remunerations for the Directors of the Tenth Session of the Board.

Remunerations for the Directors of the Tenth Session of the Board

Directors' Remunerations

Upon consideration by the Board, the proposed remunerations for the Directors of the Tenth Session of the Board are as follows:

a. The remuneration for the executive Directors will be paid according to the relevant performance and remuneration management system for senior management of the Company. Their social insurances such as pension insurance, unemployment insurance and medical insurance as well as housing provident fund will be managed according to the relevant national regulations. In accordance with the rules of state-owned enterprises regarding the appointment and collection of remuneration of managements, Directors who hold positions in other units and receive remuneration will no longer receive remuneration from the Company.

b. The employee representative Directors will be paid according to the Company's relevant remuneration policies, based on the specific positions and roles they hold within the Company.

c. Non-executive Directors will not receive remuneration from the Company.

d. The standard of remuneration for independent non-executive Directors is RMB80,000 per person each year (after tax), which shall be paid on a monthly basis.

e. Meeting allowances

i. non-executive Directors (including independent non-executive Directors) will be entitled to a meeting allowance of RMB2,000 each time when they attend Board meetings in person;

ii. non-executive Directors (including independent non-executive Directors) will be entitled to a meeting allowance of RMB1,000 each time when they attend Board special committee meetings, independent Directors special meetings (for independent non-executive Directors) and general meetings of the Company in person;

iii. meeting allowances for non-executive Directors are non-tax-deducted, among which, the involved personal income tax will be paid by the Company on its behalf in accordance with the law. The non-executive Directors shall receive meeting allowances in accordance with the relevant regulations governing the tenure and remuneration of leaders in state-owned enterprises; and

iv. meeting allowances for independent non-executive Directors are tax-deducted, among which, the involved personal income tax will be borne and paid by the Company. The company's independent directors will receive remuneration in accordance with the Measures for the Administration of Independent Directors of Listed Companies and the relevant regulations of state ministries and commissions.

f. Others

i. for any Director who serves for less than one year, remuneration shall be paid pro-rata based on the actual number of months served. Service of less than one month shall be counted as one full month;

ii. the Company shall reimburse the actual and reasonable expenses incurred by Directors for attending Board meetings, Board special committee meetings (including independent Directors special meetings), general meetings, as well as those necessary for performing their duties in accordance with the Company's articles of association;

iii. the Company's remuneration plan shall be implemented after obtaining Shareholders' approval at the EGM and will remain in effect until the conclusion of the term of office of the Tenth Session of the Board; and

iv. the Board reserves the right of final interpretation of the remuneration plan.

(3) GENERAL

The EGM will be held for the purposes of, among other things, seeking Shareholders' approval on (1) the re-election and appointment of the Directors of the Tenth Session of the Board; and (2) the Directors' remunerations. A circular containing, among other things, details of (1) the re-election and appointment of Directors of the Tenth Session of the Board; and (2) the Directors' remunerations, together with the notice of the EGM and the proxy form will also be despatched to the Shareholders as soon as practicable.

(4) DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

"Board"	the board of Directors;
"Company"	First Tractor Company Limited*（第一拖拉機股份有限公司）, a joint stock company with limited liability incorporated in the PRC, the H shares and A shares of which are listed on the Stock Exchange (Stock Code: 0038) and the Shanghai Stock Exchange (Stock Code: 601038) respectively;
"Director(s)"	the director(s) of the Company, including the independent non-executive director(s);
"EGM"	the extraordinary general meeting of the Company to be convened for the purposes of considering and if thought fit, approving, among other things, (1) re-election and appointment of the Directors of the Tenth Session of the Board; and (2) the Directors' remunerations;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;

"PRC"	The People's Republic of China;
"RMB"	Renminbi, the lawful currency of the PRC;
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Shareholder(s)"	the shareholder(s) of the Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited; and
"YTO"	YTO Group Corporation* (中國一拖集團有限公司), a limited liability company incorporated in the PRC, the controlling Shareholder of the Company, holding approximately 48.81% equity interest in the Company.

By order of the Board
FIRST TRACTOR COMPANY LIMITED*
LIU Bin
Joint Company Secretary

Luoyang, the PRC
19 November 2025

As at the date of this announcement, 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.

* *For identification purposes only*