



第一拖拉机股份有限公司 FIRST TRACTOR COMPANY LIMITED *

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 0038)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of First Tractor Company Limited (the “**Company**”) will be held at No. 154 Jianshe Road, Luoyang, Henan Province, the People's Republic of China (the “**PRC**”) on Monday, 28 April 2008 at 9:00 a.m. for the purpose of considering and passing the following resolutions:

As ordinary resolutions:

1. To consider and approve the resolution regarding the resignation of Mr. Zhang Jing as an executive director of the board (the “**Board**”) of directors (the “**Director**”) of the Company.

On 7 March 2008, Mr. Zhang Jing tendered his resignation as an executive Director due to his other development. The effective date is on the date of approval of such resignation by the shareholders of the Company (the “**Shareholders**”) in the general meeting. According to the Articles of Association of the Company, his resignation is subject to the Shareholders' approval in the general meeting. Mr. Zhang confirms that he has no disagreement with the Board and there is no matter which needs to be brought to the attention of the Shareholders.

2. To consider and approve the resolution regarding the appointment of Ms. Dong Jianhong as an executive Director.

Ms. Dong Jianhong, aged 41, joined YTO Group Corporation Limited and its subsidiaries since 1989 and has been their deputy section chief and section chief. She joined the Company since 1997 and has been the deputy department head and the head of the financial department of the Company and the chief accountant of the Company. Ms. Dong is currently the chief financial officer of the Company. Ms. Dong is familiar with financial management of mega enterprises and is well experienced in accounting, financial management and capital operation. Ms. Dong has obtained a bachelor degree of science from Zhengzhou University and a master degree of engineering from Xi'an University of Technology. She holds the title of senior economist.

By Order of the Board

Liu Dagong

Chairman

Luoyang, the PRC

12 March 2008

As at the date of this notice, the board of directors of the Company comprises of ten Executive Directors, namely Messrs. LIU Dagong (Chairman), ZHAO Yanshui, LIU Wenying, YAN Linjiao, LI Tengjiao, SHAO Haichen, ZHANG Jing, LI Youji, LIU Shuangcheng and ZHAO Fei; and four Independent Non-executive Directors, namely Messrs. LU Zhongmin, CHEN Zhi, CHAN Sau Shan, Gary and Luo Xiwen.

Notes:

1. The register of members of the Company will be temporarily closed from 29 March 2008 to 28 April 2008 (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 EGM. Shareholders whose names appear on the register of members of the Company on 28 March 2008 will be entitled to attend and vote at the EGM. The last lodgment for Share transfer should be made on 28 March 2008 at Hong Kong Registrars Limited by or before 4:00 p.m. The Shareholders or their proxies being registered before the close of business on 28 March 2008 are entitled to attend the EGM by presenting their identity documents. The address of H Share registrar of the Company, Hong Kong Registrars Limited is 46/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

2. Each Shareholder having the rights to attend and vote at the EGM 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. A proxy needs not be a member of the Company.
3. 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 authorised 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 H Share registrar, Hong Kong Registrars Limited, at 46/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time scheduled for the holding of the EGM or any adjournment thereof.
4. Shareholders or proxies who intend to attend the EGM are requested to deliver the duly completed and signed reply slip for attendance to the Company's registered address in person, by post or by facsimile on or before 4:00 p.m. on 7 April 2008.
5. Shareholders or their proxies shall present proofs of their identities upon attending the EGM. Should a proxy be appointed, the proxy shall also present the Proxy Form.
6. The EGM is expected to last for less than one day. The Shareholders and proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.
7. The Company's registered address : No. 154, Jianshe Road, Luoyang, Henan Province, the PRC
Postal code : 471004
Telephone : 86-379-64967038
Facsimile : 86-379-64967438
Email : msc0038@ytogroup.com

* *For identification purposes only*