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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)

## **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This notice is supplemental to the notice dated 27 April 2011 (the “**Notice**”) of the 2010 annual general meeting (the “**AGM**”) of First Tractor Company Limited (the “**Company**”) to be held at 9:00 a.m. on 17 June 2011 (Friday) at No.154 Jianshe Road, Luoyang, Henan Province, the People's Republic of China (the “**PRC**”).

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcement of the Company dated 18 May 2011 in relation to acquisitions of the Lands and Buildings.

According to Article 65 of the articles of association of the Company, Shareholder(s) individually or jointly holding 3% or more of the total number of the Company's voting Shares shall have the right to propose an ex tempore motion 10 days prior to the general meeting by furnishing the same to the Board in writing. The Board shall issue a supplemental notice of general meeting within 2 days after receiving the proposed motion to other Shareholders and pass the ex tempore motion to the general meeting for consideration.

On 16 May 2011, the Company received a letter from its controlling shareholder, YTO, requesting for the inclusion of new ordinary resolutions to consider and approve the Assets Transfer Agreements by the Independent Shareholders at the AGM. On 18 May 2011, the Board resolved to put forward the said new ordinary resolutions at the AGM for the Independent Shareholders' consideration and approval.

The following ordinary resolutions are proposed to the AGM as ordinary resolutions numbers 9 to 12:

**(I) AS ORDINARY RESOLUTIONS:**

9. The Assets Transfer Agreement I (a copy of which has been produced to the AGM marked “1” and signed by the chairman of the AGM for the purpose of identification), and the terms and conditions thereof and the transactions contemplated thereunder and the implementation thereof be and are hereby approved and confirmed.
10. The Assets Transfer Agreement II (a copy of which has been produced to the AGM marked “2” and signed by the chairman of the AGM for the purpose of identification), and the terms and conditions thereof and the transactions contemplated thereunder and the implementation thereof be and are hereby approved and confirmed.
11. The Capital Increase Agreement (a copy of which has been produced to the AGM marked “3” and signed by the chairman of the AGM for the purpose of identification), and the terms and conditions thereof and the transactions contemplated thereunder and the implementation thereof be and are hereby approved and confirmed.
12. Any one of the Directors be authorized for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorize signing, executing, perfecting and delivering all such documents and deeds, to do or authorize doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Assets Transfer Agreement I, Assets Transfer Agreement II and Capital increase Agreement, and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Assets Transfer Agreement I, Assets Transfer Agreement II and Capital increase Agreement they may in their discretion consider to be desirable and in the interests of the Company and all the Directors’ acts as aforesaid be hereby approved, ratified and confirmed.

By Order of the Board  
**FIRST TRACTOR COMPANY LIMITED**  
**YU Lina / LIU Pui Yee**  
*Joint Company Secretaries*

Luoyang, the PRC  
18 May 2011

*As at the date of this notice, the Board comprises three executive Directors, namely Mr. Zhao Yanshui, Ms. Dong Jianhong and Mr. Qu Dawei, and two non-executive Directors, namely Mr. Yan Linjiao and Mr. Liu Yongle, and four independent non-executive Directors, namely Mr. Chan Sau Shan, Gary, Mr. Luo Xiwen, Mr. Hong Xianguo and Mr. Zhang Qiusheng.*

*Notes:*

1. Please refer to the Notice for details in respect of other resolutions to be proposed at the AGM.
2. Shareholders entitled to attend the AGM according to the Notice and whose names appear on the register of members of the Company on 18 May 2011 will be entitled to attend the AGM. As stated in the Notice, Shareholders are reminded that the register of members of the Company will be temporarily closed from 18 May 2011 to 16 June 2011 (both days inclusive) during which no transfer of Shares will be effected in order to determine the list of Shareholders for attending the AGM. The last lodgment for the transfer of the H Shares of the Company should be made on 17 May 2011 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 17 May 2011 are entitled to attend the AGM by presenting their identity documents. The address of the Company's H Shares registrar, Hong Kong Registrars Limited, is Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
3. Each Shareholder having the rights to attend and vote at the AGM 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.

4. Shareholders can appoint a proxy by an instrument in writing (i.e. by using the supplemental proxy form enclosed). The supplemental proxy form shall be signed by the person appointing the proxy or an attorney authorized by such person in writing. If the supplemental proxy form is signed by an attorney, the power of attorney or other documents of authorization shall be notarially certified. To be valid, the supplemental proxy form and the notarially certified power of attorney or other documents of authorization must be delivered to the Company's registered address at No.154 Jianshe Road, Luoyang, Henan Province, the PRC, or the Company's H Shares registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in not less than 24 hours before the time scheduled for the holding of the AGM or any adjournment thereof.
5. As stated in the Notice, Shareholders are reminded that Shareholders intend to attend the AGM are requested to deliver the duly completed and signed reply slip (which was dispatched to the Shareholders together with the Notice on 27 April 2011) for attendance to the Company's registered and principal office in person, by post or by facsimile by or before 4:00 p.m., 27 May 2011.
6. Shareholders or their proxies shall present proofs of their identities upon attending the AGM. Should a proxy be appointed, the proxy shall also present the supplemental proxy form.
7. The AGM is expected to last for less than one day. The Shareholders and proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.
8. The Company's registered address:  
No. 154 Jianshe Road, Luoyang, Henan Province, the PRC  
Postal code: 471004  
Telephone: (86379) 6496 7038  
Facsimile: (86379) 6496 7438  
Email: msc0038@ytogroup.com

\* *For identification purposes only*