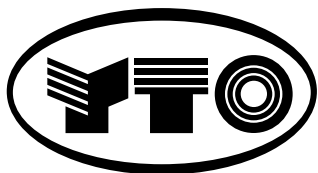


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第一拖拉机股份有限公司
FIRST TRACTOR COMPANY LIMITED*

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

(Stock Code: 0038)

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

This notice is supplemental to the notice dated 1 December 2011 (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of First Tractor Company Limited (the “**Company**”) to be held at 9:00 a.m. on 19 January 2012 (Thursday) 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 30 December 2011.

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 28 December 2011, the Board received a letter from the controlling shareholder of the Company, YTO Group Corporation, requesting for the inclusion of ordinary resolutions to consider and approve the guarantees of the Company by the shareholders of the Company at the EGM. According to Article 65 of the Articles of Association, the Board agreed to put forward the above new ordinary resolutions at the EGM for the shareholders' consideration and approval.

The following ordinary resolutions are proposed to the EGM as ordinary resolution numbers 1 and 2:

AS ORDINARY RESOLUTIONS:

1. Subject to compliance with the relevant requirements under the CSRC and the Listing Rules including but not limited to the requirements in relation to the shareholders' approval under Chapter 14 and Chapter 14A of the Listing Rules, as well as other relevant requirements, the following matters are hereby approved:

- the provision of guarantees by the Company for dealers designated by the Company (or its authorized subsidiaries) for their applications to financial institutions for the issuance of bank's acceptance bills and loans under the trade financing for the purpose of purchasing machinery products manufactured by the Company (or its authorized subsidiaries), within the guarantee amount of not more than RMB1,128.2 million.

The effective period of the above guarantee amount shall be from 19 January 2012 to the date of convening the 2012 annual general meeting of the Company. The chairman of the Company be authorized to confirm the contents of the guarantee agreement(s) and deal with relevant matters in relation to the signing and implementation of the relevant guarantee agreement(s) during the above effective period.

2. Subject to compliance with the relevant requirements under the CSRC and the Listing Rules including but not limited to the requirements in relation to the shareholders' approval under Chapter 14 and Chapter 14A of the Listing Rules, as well as other relevant requirements, the following matters are hereby approved:

- the provision of guarantees by the Company for customers of the subsidiaries of the Company in respect of their leasing or purchase of machinery products manufactured by the Company (or its authorized subsidiaries) through financial leasing or buyer credit via financial institutions, within the guarantee amount of not more than RMB260 million.

The effective period of the above guarantee amount shall be from 19 January 2012 to the date of convening the 2012 annual general meeting of the Company. The chairman of the Company be authorized to confirm the contents of the guarantee agreement(s) and deal with relevant matters in relation to the signing and implementation of the relevant guarantee agreement(s) during the above effective period.

(For details of the above resolutions, please refer to the announcement of the Company dated 30 December 2011.)

By Order of the Board
FIRST TRACTOR COMPANY LIMITED
Zhao Yanshui
Chairman

Luoyang, the PRC
30 December 2011

As at the date of this notice, Mr. Zhao Yanshui is the Chairman and executive Director of the Company and Mr. Su Weike is the vice Chairman and non-executive Director of the Company. Other members of the Board are, three executive Directors, namely, Ms. Dong Jianhong, Mr. Qu Dawei and Mr. Liu Jiguo; three non-executive Directors, namely, Mr. Yan Linjiao, Mr. Liu Yongle and Mr. Li Youji; and four independent non-executive Directors, namely, Mr. Luo Xiwen, Mr. Chan Sau Shan, Gary, Mr. Hong Xianguo and Mr. Zhang Qiusheng.

Notes:

1. Please refer to the Notice for details in respect of other resolution to be proposed at the EGM.
2. Shareholders entitled to attend the EGM according to the Notice and whose names appear on the register of members of the Company on 20 December 2011 will be entitled to attend the EGM. As stated in the Notice, shareholders are reminded that the register of members of the Company would be temporarily closed from 20 December 2011 to 18 January 2012 (both days inclusive) during which no transfer of shares will be effected in order to determine the list of shareholders for attending the EGM. The last lodgment for the transfer of the H shares of the Company should be made on 19 December 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 19 December 2011 are entitled to attend the EGM 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 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.
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 EGM or any adjournment thereof.
5. As stated in the Notice, shareholders are reminded that shareholders intend to attend the EGM are requested to deliver the duly completed and signed reply slip (which was dispatched to the shareholders together with the Notice on 1 December 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., 29 December 2011.
6. 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 supplemental proxy form.
7. The EGM is expected to last for less than one day. The shareholders and proxies attending the EGM 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*