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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 2012 (the “**Notice**”) of the 2011 annual general meeting (the “**AGM**”) of First Tractor Company Limited (the “**Company**”) to be held at 9:00 a.m. on 15 June 2012 (Friday) at No.154 Jianshe Road, Luoyang, Henan Province, the People's Republic of China (the “**PRC**”).

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 of directors in writing. The board of directors 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 14 May 2012, the Company received a letter from its controlling shareholder, YTO Group Corporation, requesting for the inclusion of a new ordinary resolution in relation to the re-appointment of Baker Tilly Hong Kong Limited and Baker Tilly China as the international and PRC auditors of the Company respectively for the year 2012 (details of which have been set out in the announcement of the Company dated 14 May 2012) for consideration and approval by the shareholders of the Company at the AGM. On 14 May 2012, the board (the “**Board**”) of directors (the “**Directors**”) of the Company resolved to put forward the said new ordinary resolution at the AGM for the shareholders' consideration and approval.

The following ordinary resolution is proposed to the AGM as ordinary resolution number 5:

(I) AS ORDINARY RESOLUTION:

5. To consider and approve the re-appointment of Baker Tilly Hong Kong Limited and Baker Tilly China as the international and PRC auditors of the Company respectively for the year 2012 and to authorize the Board to determine the remunerations of the international and PRC auditors of the Company.

By Order of the Board
FIRST TRACTOR COMPANY LIMITED
YU Lina
Company Secretary

Luoyang, the PRC
14 May 2012

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; two non-executive Directors, namely, Mr. Yan Linjiao and Mr. Liu Yongle; 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 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 16 May 2012 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 16 May 2012 to 14 June 2012 (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 15 May 2012 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 15 May 2012 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 2012) for attendance to the Company's registered and principal office in person, by post or by facsimile by or before 4:00 p.m., 25 May 2012.
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*