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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)

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 9:00 a.m. on 20 December 2012 (Thursday) at No.154 Jianshe Road, Luoyang, Henan Province, the People's Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions:

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcements of the Company dated 29 October 2012.

ORDINARY RESOLUTIONS

1. To approve and confirm the Material Procurement Agreement (a copy of which has been produced to the EGM marked “1” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;
2. To approve and confirm the Composite Services Agreement (a copy of which has been produced to the EGM marked “2” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;

3. To approve and confirm the Energy Procurement Agreement (a copy of which has been produced to the EGM marked “3” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;
4. To approve and confirm the Loan Service Agreement (a copy of which has been produced to the EGM marked “4” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;
5. To approve and confirm the Bills Discounting Service Agreement (a copy of which has been produced to the EGM marked “5” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;
6. To approve and confirm the Bills Acceptance Service Agreement (a copy of which has been produced to the EGM marked “6” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;
7. To approve and confirm the Sale of Goods Agreement (a copy of which has been produced to the EGM marked “7” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;
8. To approve and confirm the Properties Lease Agreement (a copy of which has been produced to the EGM marked “8” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;
9. To approve and confirm the Land Lease Agreement (a copy of which has been produced to the EGM marked “9” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;

10. To approve and confirm the Technology Services Agreement (a copy of which has been produced to the EGM marked “10” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;
11. To approve and confirm the Deposit Service Agreement (a copy of which has been produced to the EGM marked “11” and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, the transaction contemplated thereunder and the implementation thereof;
12. To approve, ratify and confirm any one of the Directors 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 Material Procurement Agreement, Composite Services Agreement, Energy Procurement Agreement, Loan Service Agreement, Bills Discounting Service Agreement, Bills Acceptance Service Agreement, Sale of Goods Agreement, Properties Lease Agreement, Land Lease Agreement, Technology Services Agreement and Deposit Service Agreement (together the “New Agreements”) and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the New Agreements that may in their discretion consider to be desirable and in the interest of the Company and all the Directors’ acts as aforesaid;
13. To consider and approve the appointment of Mr. Zhao Yanshui to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;

14. To consider and approve the appointment of Mr. Su Weike to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;
15. To consider and approve the appointment of Mr. Yan Linjiao to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;
16. To consider and approve the appointment of Mr. Guo Zhiqiang to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;
17. To consider and approve the appointment of Ms. Dong Jianhong to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;
18. To consider and approve the appointment of Mr. Qu Dawei to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;
19. To consider and approve the appointment of Mr. Liu Jiguo to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;
20. To consider and approve the appointment of Mr. Wu Yong to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;
21. To consider and approve the appointment of Mr. Hong Xianguo to be the independent non-executive Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;
22. To consider and approve the appointment of Mr. Zhang Qiusheng to be the independent non-executive Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;

23. To consider and approve the appointment of Mr. Xing Min to be the independent non-executive Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;
24. To consider and approve the appointment of Mr. Wu Tak Lung to be the independent non-executive Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;
25. To consider and approve the appointment of Mr. Li Pingan to be the Supervisor (non staff representative Supervisor) of the Sixth Supervisory Committee for a term of three years from 20 December 2012 to 19 December 2015;
26. To consider and approve the appointment of Mr. Xu Shidong to be the Supervisor (non staff representative Supervisor) of the Sixth Supervisory Committee for a term of three years from 20 December 2012 to 19 December 2015;
27. To consider and approve the appointment of Mr. Wang Yong to be the Supervisor (non staff representative Supervisor) of the Sixth Supervisory Committee for a term of three years from 20 December 2012 to 19 December 2015;
28. To consider and approve the appointment of Mr. Huang Ping to be the Supervisor (non staff representative Supervisor) of the Sixth Supervisory Committee for a term of three years from 20 December 2012 to 19 December 2015;
29. To consider and approve the remuneration proposals for the Directors of the Sixth Board and Supervisors of the Sixth Supervisory Committee;
30. To consider and approve the remuneration proposals for the extended service of the Directors of the Fifth Board and Supervisors of the Fifth Supervisory Committee; and

31. To consider and approve the purchase of directors' liabilities insurance for the Directors, Supervisors and senior management officers of the Company underwritten by Huatai Property Insurance Company Limited with insurance coverage of RMB30,000,000 and a premium of RMB72,000.

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

Luoyang, the PRC
29 October 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. The register of members of the Company will be temporarily closed from 20 November 2012 to 19 December 2012 (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. The last lodgment for the transfer of the H Shares of the Company should be made on 19 November 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 19 November 2012 are entitled to attend the EGM by presenting their identity documents. The address of Hong Kong Registrars Limited, the H Shares registrar of the Company, is Shops 1712-1716, 17/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.

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 authorized 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 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.
4. Shareholders who intend to attend the EGM are requested to deliver the duly completed and signed reply slip for attendance to the Company's registered and principal office in person, by post or by facsimile on or before 4:00 p.m., 29 November 2012.
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 travelling and accommodation expenses.
7. 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*