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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 29 October 2012 (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 20 December 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 15 November 2012.

According to Article 78 of the articles of association of the Company, Shareholders individually or jointly holding more than 3% of the Company's Shares may raise a provisional proposal and submit to the Board in writing 10 days prior to the date of the general meeting. The Board shall issue a supplemental notice of general meeting announcing the contents of the provisional proposals within 2 days upon receipt of the proposals.

On 3 December 2012, 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 YTO Flag Agreement, YTO Foundry Agreement and YTO Axle Agreement at the EGM. According to Article 78 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 32 to 35:

AS ORDINARY RESOLUTIONS:

32. To approve and confirm the YTO Flag Agreement (copy of which has been produced to the EGM marked “12” 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;
33. To approve and confirm the YTO Foundry Agreement (copy of which has been produced to the EGM marked “13” 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;
34. To approve and confirm the YTO Axle Agreement (copy of which has been produced to the EGM marked “14” 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; and
35. 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 YTO Flag Agreement, YTO Foundry Agreement and YTO Axle Agreement.

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

Luoyang, the PRC
4 December 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 EGM.
2. The register of members of the Company would 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**”) would 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 were 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.
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. 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.
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*