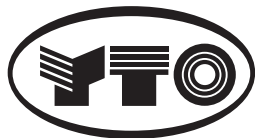


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第一拖拉机股份有限公司
FIRST TRACTOR COMPANY LIMITED*

(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 2:30 p.m. on 29 October 2015, 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 25 August 2015 and the circular of the Company dated 11 September 2015.

ORDINARY RESOLUTIONS

THAT:

- “1. 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, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2018, be and are hereby approved, ratified and confirmed;
2. the Sale of Goods 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, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2018, be and are hereby approved, ratified and confirmed;

3. the Loan Service 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, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2018, be and are hereby approved, ratified and confirmed;
4. the Bills Discounting 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, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2018, be and are hereby approved, ratified and confirmed;
5. the Bills Acceptance 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, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2018, be and are hereby approved, ratified and confirmed;
6. the Interbank Business Services 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, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2018, be and are hereby approved, ratified and confirmed;
7. the Composite Services 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, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2018, be and are hereby approved, ratified and confirmed;
8. the Energy Procurement 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, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2018, be and are hereby approved, ratified and confirmed;

9. the Properties 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, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2018, be and are hereby approved, ratified and confirmed;
10. the Land Lease 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, the transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2018, be and are hereby approved, ratified and confirmed;
11. the Technology Services 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 transactions contemplated thereunder and the proposed Annual Cap amounts for each of the three financial years ending 31 December 2018, be and are hereby approved, ratified and confirmed;
12. any one of the Directors be hereby authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, to do or authorise 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, the Sale of Goods Agreement, the Loan Service Agreement, the Bills Discounting Service Agreement, the Bills Acceptance Service Agreement, the Interbank Business Services Agreement, the Composite Services Agreement, the Energy Procurement Agreement, the Properties Lease Agreement, the Land Lease Agreement and the Technology Services 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 be hereby approved, ratified and confirmed;
13. the appointment of Mr. Zhao Yanshui to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018 be hereby approved;
14. the appointment of Mr. Wang Erlong to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018 be hereby approved;

15. the appointment of Mr. Wu Yong to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018 be hereby approved;
16. the appointment of Mr. Li Hepeng to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018 be hereby approved;
17. the appointment of Mr. Xie Donggang to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018 be hereby approved;
18. the appointment of Mr. Li Kai to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018 be hereby approved;
19. the appointment of Mr. Yin Dongfang to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018 be hereby approved;
20. the appointment of Ms. Yang Minli to be the independent non-executive Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018 be hereby approved;
21. the appointment of Mr. Xing Min to be the independent non-executive Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018 be hereby approved;
22. the appointment of Mr. Wu Tak Lung to be the independent non-executive Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018 be hereby approved;
23. the appointment of Mr. Yu Zengbiao to be the independent non-executive Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018 be hereby approved;
24. the appointment of Mr. Li Pingan to be the Supervisor (non-staff representative Supervisor) of the Seventh Supervisory Committee for a term of three years from 29 October 2015 to 28 October 2018 be hereby approved;
25. the appointment of Mr. Xu Weilin to be the Supervisor (non-staff representative Supervisor) of the Seventh Supervisory Committee for a term of three years from 29 October 2015 to 28 October 2018 be hereby approved;
26. the appointment of Mr. Wang Yong to be the Supervisor (non-staff representative Supervisor) of the Seventh Supervisory Committee for a term of three years from 29 October 2015 to 28 October 2018 be hereby approved;

27. the appointment of Mr. Huang Ping to be the Supervisor (non-staff representative Supervisor) of the Seventh Supervisory Committee for a term of three years from 29 October 2015 to 28 October 2018 be hereby approved;
28. the remuneration proposals for the Directors of the Seventh Board and Supervisors of the Seventh Supervisory Committee be hereby approved;
29. any one of the Directors be hereby authorised 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 renewal or purchase of the Directors' liabilities insurance for the Directors, Supervisors and senior management officers of the Company (the "**Directors' Liabilities Insurance**") with an insurance coverage of RMB30,000,000 or a Directors' Liabilities Insurance that may in their discretion consider to be desirable and in the interest of the Company and all the Directors' acts as aforesaid be hereby approved, ratified and confirmed;
30. the amendments to Articles 2 and 35 of the Rules of Procedures of Board Meetings be hereby approved; and
31. the termination of the Company's product upgrading and capacity expanding project in fuel injection system; and the use of all of the balance of the proceeds from the initial public offering of A shares of the Company with the interests permanently supplementing the general working capital of the YTO (Luoyang) Fuel Injection Pump Co., Ltd.* (一拖(洛陽)燃油噴射有限公司) in its ordinary production operation be hereby approved."

SPECIAL RESOLUTION

THAT:

- "1. the proposed amendments to the Articles of Association be hereby approved and confirmed, and the Board be hereby authorised to revise the wordings of such amendments as appropriate (no approval from the Shareholders is required for such revision), and execute relevant documents and/or take all relevant actions as it considers necessary or expedient and in the interest of the Company to effect the proposed amendments, to comply with the PRC laws and regulations and meet the requirements of the relevant regulatory authorities of the PRC (if any); and deal with other matters arising from the amendments to the Articles of Association."

(For details of the above resolutions, please refer to the announcements of the Company dated 25 August 2015 and the circular of the Company date 11 September 2015.)

By Order of the Board
First Tractor Company Limited*
YU Lina
Company Secretary

Luoyang, the PRC
11 September 2015

As at the date of this notice, Mr. Zhao Yanshui is the Chairman of the Company and Mr. Wang Erlong is the vice Chairman of the Company. Other members of the Board are six Directors, namely, Mr. Yan Linjiao, Mr. Wu Zongyan, Mr. Wang Kejun, Mr. Guo Zhiqiang, Mr. Liu Jiguo and Mr. Wu Yong; and four independent non-executive Directors, namely, Mr. Hong Xianguo, Mr. Xing Min, Mr. Wu Tak Lung and Mr. Yu Zengbiao.

Notes:

1. The register of members of the Company will be temporarily closed from 29 September 2015 to 28 October 2015 (both days inclusive) during which no transfer of Shares will be registered 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 25 September 2015 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 25 September 2015 are entitled to attend the EGM by presenting their identity documents. The address of Hong Kong Registrars Limited, the H Share 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 authorised 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 authorisation must be delivered to the Company’s registered address at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, or the Company’s H Share 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., 8 October 2015.

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: (86-379) 6496 7038
Facsimile: (86-379) 6496 7438
Email: msc0038@ytogroup.com

* *For identification purposes only*