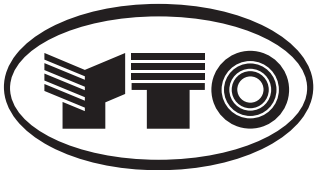


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第一拖拉机股份有限公司 FIRST TRACTOR COMPANY LIMITED*

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

(Stock Code: 0038)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2008 annual general meeting (the “**AGM**”) of First Tractor Company Limited (the “**Company**”) will be held at 9:00 a.m. on Friday, 19 June 2009 at No. 154 Jianshe Road, Luoyang, Henan Province, the People’s Republic of China (the “**PRC**”) for the purpose of passing the following resolutions:

(1) AS ORDINARY RESOLUTIONS:

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year 2008.
2. To consider and approve the report of the supervisory committee (the “**Supervisory Committee**”) of the Company for the year 2008.
3. To consider and approve the audited financial report for the year 2008.
4. To consider and approve the distribution proposal of the Company in respect of the dividend for the year ended 31 December 2008.
5. To consider and approve the re-appointment of Ernst & Young as auditors of the Company for the year 2009 and to authorise the Board to determine their remuneration.

6. To consider and approve the appointment of the following nominees to be Directors of the fifth Board for a term of three years from 1 July 2009 to 30 June 2012:

1. Mr. Liu Dagong;
2. Ms. Dong Jianhong;
3. Mr. Qu Da Wei;
4. Mr. Li Xibin;
5. Mr. Zhao Yanshui;
6. Mr. Yan Linjiao;
7. Mr. Liu Yongle;
8. Mr. Shao Haichen;
9. Mr. Chan Sau Shan, Gary;
10. Mr. Chen Zhi;
11. Mr. Luo Xiwen; and
12. Mr. Hang Xianguo

Details of the above nominated Directors are set out in the announcement and circular of the Company both dated 28 April 2009.

7. To consider and approve the appointment of the following nominees to be supervisors (to be elected by the shareholders of the Company) of the fifth Supervisory Committee for a term of three years from 1 July 2009 to 30 June 2012:

1. Mr. Zheng Luyu;
2. Ms. Yi Liwen;
3. Mr. Wang Yong; and
4. Mr. Huang Ping

Details of the above nominated supervisors to be elected by the shareholders of the Company are set out in the announcement and circular of the Company both dated 28 April 2009.

8. To consider and approve the remuneration proposal for the Directors and the supervisors of the Company.

(2) AS SPECIAL RESOLUTIONS:

1. Subject to the accumulated limit not exceeding 50% of the net assets of the Company and compliance with provisions under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to, among other things, shareholders’ approval, to authorize the Board to determine any investment plan or proposal in respect of other limited companies, joint stock limited companies or other economic entities or projects, including but not limited to decisions on projects of investment, the companies or other economic entities to be invested, the amount, the investment method (including by way of issuance of domestic shares or overseas listed foreign shares) and the time of investment and the execution of the relevant agreements and other documents.

2. To approve the Company of placing, issuing or dealing with domestic shares and overseas listed foreign shares of the Company solely or jointly within the relevant period (as defined hereunder) with an amount of no more than 20% of the issued shares of that class of shares of the Company as at the date of passing of this resolution, provided that the China Securities Regulatory Commission and the relevant governmental authorities granting the relevant approvals; and to authorise the Board to handle the matters in relation to such placement or issue and to make any necessary amendments as it considers appropriate in the Articles of Association of the Company, so as to reflect the changes in the structure of share capital of the Company resulting from such placement or issue of shares.

For the purpose of this resolution, “relevant period” means the period from the date of passing this resolution to the earlier of:

- (a) the conclusion of the next annual general meeting following the passing of this special resolution;
 - (b) the last day of the 12 months from the date of passing this resolution; and
 - (c) the date on which the authorisation under this resolution is revoked or amended by a special resolution passed at a general meeting of the Company.
3. To authorise the Board to declare an interim dividend to the shareholders of the Company for the half year ended 30 June 2009.
 4. To consider and approve the proposed amendments to the Articles of Association of the Company (details of which are set out in Appendix I of the circular dispatched to shareholders of the Company on 28 April 2009) and that any Director be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to effect the provision of Corporate Communications to the holders of the Company’s H Shares through the Company’s own website and the website of the Stock Exchange, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC authorities, and to deal with other related issues arising from the amendments to the Articles of Association of the Company.

For purpose of this resolution, “Corporate Communication(s)” means any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) the directors’ report, its annual accounts together with a copy of the auditor’s report and its summary financial report; (b) the interim report and its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form.

5. To authorize the Board of the Company to repurchase H Shares subject to the following conditions:
 - (a) subject to paragraphs (b) and (c) below, during the Relevant Period (as defined in paragraph (d) below), the Board may exercise all the powers of the Company to repurchase H Shares in issue of the Company on the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body be and is approved;
 - (b) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the aggregate nominal value of H Shares in issue of the Company as at the date of the passing of this resolution;
 - (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution in the same terms as this Special Resolution No. 5 (except for this sub-paragraph (c)(i)) at the class meeting for holders of H Shares of the Company to be held on 19 June 2009 (or on such adjourned date as may be applicable); and the class meeting for holders of domestic shares of the Company to be held on 19 June 2009 (or on such adjourned date as may be applicable); and
 - (ii) the approval of the State Administration of Foreign Exchange of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate;

- (d) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting following the passing of this special resolution;
 - (ii) the expiration of a period of twelve months following the passing of this special resolution; or
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting or by a special resolution of holders of H Shares or holders of domestic shares of the Company at their respective class meetings; and
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be hereby authorized to:
- (i) make such amendments to the Articles of Association of the Company as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles of Association of the Company with the relevant governmental authorities of the PRC.

Yours faithfully,
By order of the Board
First Tractor Company Limited
Liu Dagong
Chairman

Luoyang, the PRC
28 April 2009

As at the date of this notice, the Board comprises ten executive Directors, namely Mr. Liu Dagong, Mr. Zhao Yanshui, Mr. Liu Wenying, Mr. Yan Linjiao, Mr. Li Tengjiao, Mr. Shao Haichen, Mr. Li Youji, Ms. Dong Jianhong, Mr. Liu Shuangcheng and Mr. Zhao Fei and four independent non-executive Directors, namely Mr. Lu Zhongmin, Mr. Chan Sau Shan, Gary, Mr. Chen Zhi and Mr. Luo Xiwen.

Notes:

1. The register of members of the Company will be temporarily closed from 20 May 2009 to 18 June 2009 (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 AGM. The last lodgment for the transfer of the H Shares of the Company should be made on 19 May 2009 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 May 2009 are entitled to attend the AGM 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 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.
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 AGM or any adjournment thereof.

4. Shareholders who intend to attend the AGM 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 May 2009.
5. 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 proxy form.
6. 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.
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*