
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in First Tractor Company Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

- (1) PROPOSED PROVISION OF CORPORATE COMMUNICATIONS
THROUGH THE COMPANY'S WEBSITE
AND THE STOCK EXCHANGE'S WEBSITE;**
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
**(3) PROPOSED GRANT OF GENERAL MANDATE
TO REPURCHASE H SHARES;**
**(4) RE-ELECTION OF DIRECTORS AND SUPERVISORS;
AND**
(5) NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS

The notices for convening the annual general meeting (the "AGM") and the respective class meetings for holders of H shares ("H Shares") and domestic shares ("Domestic Shares") of First Tractor Company Limited (the "Company") to 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"), are set out on pages 9 to 23 of this circular.

Whether or not you are able to attend the meetings in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. In case of H Shares, the proxy form shall be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and in case of Domestic Shares, the proxy form shall be lodged at the registered address and principal place of business of the Company at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, as soon as possible and in any event not later than 24 hours before the time scheduled for holding the meetings (or any adjourned meetings thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the meetings or any adjournment if you so desire.

28 April 2009

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“acting in concert”	has the meaning as defined under the Takeovers Code;
“AGM”	the annual general meeting of the Company proposed to be convened and held at 9:00 a.m., on Friday, 19 June 2009 at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, for the Shareholders to consider and, if thought fit, approve, among other things, the proposed amendments to the Articles of Association in relation to the provision of Corporate Communications through the Company’s website and the Stock Exchange’s website and for complying with changes in the PRC laws and regulations, the proposed grant to the Directors of the Repurchase Mandate, and to elect the Directors to the fifth Board and the Supervisors to be elected by the Shareholders to the fifth Supervisory Committee;
“AGM Notice”	the notice for convening the AGM set out on page 9 to 15 in this circular;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“associates”	has the meaning as defined under the Listing Rules;
“Board”	the board of directors of the Company;
“Class Meetings”	the class meeting for holders of H Shares to be held immediately after the conclusion of the AGM and the class meeting for holders of Domestic Shares to be held immediately after the conclusion of the said class meeting for holders of H Shares, the respective notices of which are set out on pages 16 to 23 to this circular, or any adjournment thereof respectively;
“Class Meetings Notices”	the notices for convening the Class Meetings set out on pages 16 to 23 in this circular;
“Company”	第一拖拉機股份有限公司 (First Tractor Company Limited*), a joint stock limited company incorporated in the PRC, the H Shares of which are listed on the Stock Exchange;

DEFINITIONS

“Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as enacted by the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time;
“connected person(s)”	has the meaning as defined under the Listing Rules;
“Corporate Communication”	any document issued or to be issued by the Company for the information or action of Shareholders as defined in Rule 1.01 of the Listing Rules, including but not limited to, (a) the directors’ report, its annual accounts together with a copy of the auditors’ report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form;
“Directors”	the directors of the Company;
“Domestic Share(s)”	the ordinary shares of the Company of RMB1.00 each which are subscribed for in Renminbi by PRC nationals and/or PRC incorporated entities, all of which have been allotted and issued and are fully paid up;
“Group”	The Company and its subsidiaries (as defined in the Listing Rules);
“H Share(s)”	the overseas listed foreign share(s) having a nominal value of RMB1.00 each in the capital of the Company, which are subscribed for and traded in Hong Kong dollars, all of which are listed on the Stock Exchange;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	23 April 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

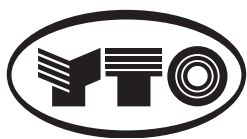
“Mandatory Provisions”	the Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas (《到境外上市公司章程必備條款》) issued on 27 August 1994 by the State Council Securities Policy Committee and the State Commission for Restructuring the Economic System;
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong and the Macau Special Administrative Region of the PRC and Taiwan;
“Repurchase Mandate”	subject to the conditions set out in the proposed resolution approving the repurchase mandate at the AGM and the Class Meetings, the general mandate to be granted to the Board to exercise the power of the Company to repurchase H Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of the relevant resolution as set out in the AGM Notice and the Class Meetings Notices;
“SAFE”	State Administration of Foreign Exchange of the PRC (《中華人民共和國國家外匯管理局》) or its successor authority;
“Shares”	Domestic Shares and H Shares;
“Shareholder(s)”	registered holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	has the meaning as defined under the Listing Rules;

DEFINITIONS

“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“RMB”	Renminbi, the lawful currency of the PRC;
“Supervisors”	the supervisors of the Company;
“Supervisory Committee”	the supervisory committee of the Company; and
“%”	per cent.

* *For identification purposes only*

LETTER FROM THE BOARD



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)

Executive Directors:

Liu Dagong (*Chairman*)
Zhao Yanshui
Liu Wenying
Yan Linjiao
Li Tengjiao
Shao Haichen
Li Youji
Dong Jianhong
Liu Shuangcheng
Zhao Fei

Registered and principal office:

No. 154 Jianshe Road,
Luoyang,
Henan Province,
the PRC

Independent non-executive Directors:

Lu Zhongmin
Chan Sau Shan, Gary
Chen Zhi
Luo Xiwen

28 April 2009

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED PROVISION OF CORPORATE COMMUNICATIONS
THROUGH THE COMPANY'S WEBSITE AND
THE STOCK EXCHANGE'S WEBSITE;
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(3) PROPOSED GRANT OF GENERAL MANDATE TO
REPURCHASE H SHARES;
AND
(4) RE-ELECTION OF DIRECTORS AND SUPERVISORS**

INTRODUCTION

Reference is made to the Company's announcement dated 28 April 2009 in relation to the proposed provision of Corporate Communications through the Company's own website and the Stock Exchange's website, the proposed amendments to the Articles of Association, and the re-election of Directors to the fifth Board and re-election of supervisors to the fifth Supervisory Committee. In addition, the Repurchase Mandate will be proposed at the AGM and the Class Meetings for the Shareholders' consideration and approval.

* For identification purposes only

LETTER FROM THE BOARD

The purposes of this circular are to provide you with information regarding (i) the above proposal in relation to the Corporate Communications; (ii) the proposed amendments to the Articles of Association; (iii) the grant of the Repurchase Mandate to the Directors; (iv) the details of the re-election of Directors to the fifth Board and Supervisors to the fifth Supervisory Committee; and (v) to give you the AGM Notice and the Class Meetings Notices.

At the AGM, special resolutions will be proposed to approve the proposed amendments to the Articles of Association in relation to, among other things, the provision of Corporate Communications through the Company's own website and the Stock Exchange's website, and the grant of the Repurchase Mandate to the Directors. Ordinary Resolutions will also be proposed at the AGM for the re-election of the Directors to the Company's fifth Board and the Supervisors to be elected by the Shareholders to the Company's fifth Supervisory Committee.

At the respective Class Meeting for holders of H Shares and holders of Domestic Shares, special resolution will be proposed to approve the grant of the Repurchase Mandate to the Directors.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED PROVISION OF CORPORATE COMMUNICATIONS THROUGH THE COMPANY'S WEBSITE AND THE STOCK EXCHANGE'S WEBSITE

The Stock Exchange published amendments to the Listing Rules in relation to, among other things, Rule 2.07A in respect of an issuer's provision of Corporate Communications to the relevant holders of its securities using electronic means. In accordance with Rule 2.07A(2A) of the Listing Rules, to the extent that:

- (1) the shareholders of the listed issuer have resolved in general meeting that the listed issuer may send or supply corporate communications to shareholders by making them available on the listed issuer's own website; or
- (2) the listed issuer's constitutional documents contain provision to that effect,

a holder of the listed issuer's securities in relation to whom the following conditions are met is taken to have agreed that the listed issuer may send or supply corporate communications to him in that manner, provided (i) the holder has been asked individually by the listed issuer to agree that the listed issuer may send or supply corporate communications generally, or the corporate communications in question, to him by means of the listed issuer's own website; and (ii) the listed issuer has not received a response indicating the holder's objection within the period of 28 days beginning with the date on which the listed issuer's request was sent.

LETTER FROM THE BOARD

The Board takes the view that, for the reasons of environmental protection and cost saving as well as to increase communication efficiency with Shareholders, it is in the best interests of the Company and the Shareholders as a whole for the Company to send or supply Corporate Communications to the Shareholders of H shares by simply making them available on the Company's own website (<http://www.first-tractor.com.cn>) and the Stock Exchange's website (www.hkex.com.hk).

For the purpose of complying with changes in the PRC laws and regulations, and for the above purpose of effecting the publication and provision of the Corporate Communications through the Company's website and the Stock Exchange's website, such that the Shareholders of H Shares may be given the choice to receive Corporate Communications in which (i) the Company may send or supply Corporate Communications to the Shareholders of H Shares in relation to whom the abovementioned conditions are met by making them available on the Company's website (<http://www.first-tractor.com.cn>) and the Stock Exchange's website (www.hkex.com.hk) or (ii) the Shareholders of H Shares may choose to receive Corporate Communications in printed forms, the Board has proposed to make amendments to the Articles of Association.

The Board has resolved to propose a special resolution in relation to the proposed amendments to the Article of Association to be approved by the Shareholders at the AGM. Such proposed amendments are subject to registrations with the relevant government authorities in the PRC. The unofficial English translations of each of the proposed amendments to the articles of the Articles of Association are set out in Appendix I to this circular.

In order to give effect to the proposed means of receipt of Corporate Communications immediately after the AGM, the above resolution for approving the proposed amendments to the Articles of Association have to be passed at the AGM. Upon approval of the said resolution at the AGM, the Company will make arrangements as soon as practicable to ask the Shareholders of H Shares individually whether he or she agrees that the Company may send or supply Corporate Communications generally to him or her by means of the Company's own website and the Stock Exchange's website.

LETTER FROM THE BOARD

PROPOSED GRANT OF REPURCHASE MANDATE TO THE DIRECTORS

The Company Law, the Mandatory Provisions and the Articles of Association provide for certain restrictions on share repurchase which are applicable to all classes of shares of the Company.

The Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its registered capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as reward to the staff of the company; or (d) the repurchase is made at the request of its shareholders who disagrees with shareholders' resolutions in connection with a merger or division. The Mandatory Provisions, which the Company has incorporated in the Articles of Association, provide that subject to obtaining the approval of the relevant PRC regulatory authorities and in compliance with the Articles of Association, the Company may repurchase its issued Shares for the purpose of reducing its share capital or in connection with a merger between itself and another entity that holds its Shares or in circumstances permitted by laws or administrative regulations.

The Listing Rules permit the shareholders of a PRC joint stock limited company to grant a general mandate to the board of directors to repurchase shares of such company that is listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by its shareholders in general meeting and special resolutions passed by holders of domestic shares and holders of overseas listed foreign shares at separate meetings.

H Shares are traded on the Stock Exchange in Hong Kong dollars. Therefore, the repurchase of H Shares by the Company is subject to the approval of the SAFE (or its successor authority), and the price payable by the Company upon any repurchase of H Shares will be paid in Hong Kong dollars.

In accordance with the requirements of the Articles of Association applicable to capital reduction, the Company will have to notify its creditors of the passing of the resolution for the reduction of the registered capital of the Company. In addition, the Company Law provides that the shares repurchased by a company for the purpose of reducing its share capital will have to be cancelled and the registered capital of that company will therefore be reduced by an amount equivalent to the aggregate nominal value of the shares so cancelled. In the event of a reduction of registered capital, the Company shall inform its creditors by way of written notice and announcement within a prescribed period after the passing of the relevant resolutions approving such reduction. The creditors shall be entitled to request the Company for repayment of loan and/or provision of guarantee. The statutory notification requirement allows the creditors an opportunity for the recovery and/or security of the debt (in particular for those unsecured debts) where the Company's registered capital is to be reduced.

LETTER FROM THE BOARD

Conditions to repurchase of H Shares

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any H Shares (including where such repurchase may lead to an enhancement of the net asset value per Share and/or the earnings per Share), approval is proposed to be sought from the Shareholders for the grant of the Repurchase Mandate to the Directors. In accordance with the legal and regulatory requirements described above, the Directors give notices to convene the AGM and the Class Meetings. At each such meeting, a special resolution will be proposed to grant to the Directors the Repurchase Mandate, i.e. a conditional general mandate to repurchase H Shares in issue on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of such special resolution.

The Repurchase Mandate will be conditional upon (a) the special resolution for approving the grant of the Repurchase Mandate being passed at each of the AGM and the Class Meetings; and (b) the approvals of SAFE (or its successor authority) 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. If the above conditions are not fulfilled, the Repurchase Mandate will not be exercisable by the Directors.

The Repurchase Mandate would expire on the earlier of (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of a period of twelve months following the passing of the relevant resolution at the AGM and the Class Meetings; or (c) the date on which the authority conferred by the special resolution is revoked or varied by a special resolution of the Shareholders in a general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares at their respective class meetings.

The H Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of the resolution approving the Repurchase Mandate at the AGM and the Class Meetings.

An explanatory statement giving certain information regarding the Repurchase Mandate is set out in the Appendix II to this circular.

RE-ELECTION OF DIRECTORS AND SUPERVISORS

The terms of office of the fourth Board and the fourth Supervisory Committee will expire and the Company therefore proposes the re-election of the members to the Company's fifth Board and the Company's fifth Supervisory Committee, with a term of office from 1 July 2009 to 30 June 2012.

The Supervisory Committee of the Company will comprise 6 Supervisors, 4 of whom will be Supervisors representing the Shareholders; the remaining 2 will be Supervisors representing the employees, whom will be elected by the employees of the Company in a democratic way, and whose profiles will be announced by the Company separately.

LETTER FROM THE BOARD

Nominations of Directors and Supervisors

The following persons are nominated to be Directors of the Company's fifth Board and to be Supervisors of the Company's fifth Supervisory Committee:

Executive Directors Nominees

1. Mr. Liu Dagong;
2. Mr. Dong Jianhong;
3. Mr. Qu Dawei; and
4. Mr. Li Xibin

Non-executive Directors Nominees

1. Mr. Zhao Yanshui;
2. Mr. Yan Linjiao;
3. Mr. Liu Yongle; and
4. Mr. Shao Haichen

Independent Non-executive Directors Nominees

1. Mr. Chan Sau Shan, Gary;
2. Mr. Chen Zhi;
3. Mr. Luo Xiwen; and
4. Mr. Hong Xianguo

LETTER FROM THE BOARD

Nominees of the Supervisors to be elected by the Shareholders

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

Details of the above nominees are set out in Appendix III on pages 55 to 72 to this circular.

Ordinary resolutions in relation to the above proposed appointments of Mr. Liu Dagong, Ms. Dong Jianhong, Mr. Qu Dawei, Mr. Li Xibin as executive Directors; Mr. Zhao Yanshui, Mr. Yan Linjiao, Mr. Liu Yongle, Mr. Shao Haichen as non-executive Directors; Mr. Chan Sau Shan, Gary, Mr. Chen Zhi, Mr. Luo Xiwen and Mr. Hong Xianguo as independent non-executive Directors; and Mr. Zheng Luyu, Ms. Yi Liwen, Mr. Wang Yong and Mr. Huang Ping as Supervisors to be elected by the Shareholders will be proposed to be approved by the Shareholders at the AGM.

RECOMMENDATION

The Directors are of the opinion that the proposed provision of Corporate Communications through the Company's own website and the Stock Exchange's website, the proposed amendments to the Articles of Association, as well as the grant of the Repurchase Mandate are in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and the Class Meetings.

LETTER FROM THE BOARD

AGM AND CLASS MEETINGS

Set out on pages 9 to 23 in this circular are notices of the AGM and the Class Meetings to be held on Friday, 19 June 2009 at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC. Ordinary and special resolutions will be proposed to the Shareholders at the AGM to consider and, if thought fit, approve, among other things, the proposed amendments to the Articles of Association in order to comply with the changes in the PRC laws and regulations and to effect the publication and provision of the Corporate Communications through the Company's website and the Stock Exchange's website, the proposed grant of Repurchase Mandate to the Directors, and the re-election of the Directors nominated to the fifth Board and the nominated Supervisors to be elected by the Shareholders to the fifth Supervisory Committee of the Company.

A form of proxy for use at each of the AGM and the Class Meetings is enclosed. Whether or not you are able to attend the meetings in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. In case of H Shares, the proxy form shall be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and in case of Domestic Shares, the proxy form shall be lodged at the registered address and principal place of business of the Company in the PRC at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, as soon as possible and in any event not later than 24 hours before the time scheduled for holding such meetings (or any adjourned meetings thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the meetings or any adjournment thereof if you so desire.

Shareholders of the Company or their proxies who intend to attend the AGM and the Class Meetings should complete and return the completed and signed reply slip for attendance to the Company at No. 154 Jianshe Road, Luoyang, Henan Province, the PRC, on or before 29 May 2009, in person, by post, by teletex or by fax. The facsimile number is (86379)6496 7438 and the postal code is 471004. Please use the enclosed reply slip or its copy for the purpose of confirmation.

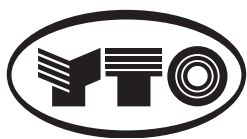
An announcement will be made by the Company following conclusion of the AGM and the Class Meetings to inform Shareholders of the results of these meetings.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
First Tractor Company Limited
Liu Dagong
Chairman

NOTICE OF ANNUAL GENERAL MEETING



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.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

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.

NOTICE OF ANNUAL GENERAL MEETING

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.

NOTICE OF ANNUAL GENERAL MEETING

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.

NOTICE OF ANNUAL GENERAL MEETING

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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.

NOTICE OF ANNUAL GENERAL MEETING

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

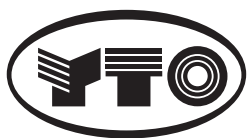
Postal code: 471004

Telephone: (86379)6496 7038

Facsimile: (86379)6496 7438

Email: msc0038@ytogroup.com

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES



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 CLASS MEETING FOR HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that a class meeting for holders of H Shares (the “**Class Meeting**”) of First Tractor Company Limited (the “**Company**”) will be held at 9:20 a.m. (or immediately after the annual general meeting of the Company to be convened and held on the same date and at the same place) on Friday, 19 June 2009 at No. 154 Jianshe Road, Luoyang, Henan Province, the People's Republic of China (the “**PRC**”) for the purposes of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

1. To authorize the board (the “**Board**”) of directors (the “**Directors**”) of the Company to repurchase H Shares of the Company (the “**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 of Hong Kong Limited (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 percent of the aggregate nominal value of H Shares in issue of the Company as at the date of the passing of this resolution;

* For identification purposes only

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

- (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. 1 (except for this sub-paragraph (c)(i)) at the annual general meeting for holders of 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

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

- (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 H Shares of the Company will be registered in order to determine the list of holders of H Shares of the Company (the “**Shareholders**”) for attending the Class Meeting. The last lodgment for H Share transfer 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 Class Meeting 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 Class Meeting 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.

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

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 H Share registrar of the Company, 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 Class Meeting or any adjournment thereof.
4. Shareholders who intend to attend the Class Meeting 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 Class Meeting. Should a proxy be appointed, the proxy shall also present the Proxy Form.
6. The Class Meeting is expected to last for less than one day. The Shareholders and proxies attending the Class Meeting 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

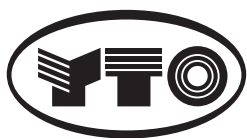
Postal code: 471004

Telephone: (86379)6496 7038

Facsimile: (86379)6496 7438

Email: msc0038@ytogroup.com

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES



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 CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

NOTICE IS HEREBY GIVEN that a class meeting for holders of Domestic Shares (the “**Class Meeting**”) of First Tractor Company Limited (the “**Company**”) will be held at 9:40 a.m. (or immediately after the class meeting for holders of H Shares in the Company to be convened and held on the same date and at the same place) 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 considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

1. To authorize the board (the “**Board**”) of directors (the “**Directors**”) of the Company to repurchase H Shares of the Company (“**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 of Hong Kong Limited (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 percent of the aggregate nominal value of H Shares in issue of the Company as at the date of the passing of this resolution;

* For identification purposes only

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

- (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. 1 (except for this sub-paragraph (c)(i)) at the annual general meeting for holders of 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 H 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

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

- (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 domestic shares of the Company (“**Domestic Shares**”) will be registered in order to determine the list of holders of Domestic Shares of the Company (the “**Shareholders**”) for attending the Class Meeting. The last lodgment for Domestic Share transfer should be made on 19 May 2009 at the Company’s registered and principal office 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 Class Meeting by presenting their identity documents.
2. Each Shareholder having the rights to attend and vote at the Class Meeting 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.

NOTICE OF CLASS MEETING FOR HOLDERS OF DOMESTIC SHARES

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 registered address of the Company at No. 154, Jianshe Road, Luoyang, Henan Province, the PRC in not less than 24 hours before the time scheduled for the holding of the Class Meeting or any adjournment thereof.
4. Shareholders who intend to attend the Class Meeting 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 Class Meeting. Should a proxy be appointed, the proxy shall also present the Proxy Form.
6. The Class Meeting is expected to last for less than one day. The Shareholders and proxies attending the Class Meeting 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

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The English version of this Appendix is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

Proposed amendments to the articles of the Articles of Association are set out as follows:

- (1) the first and second paragraphs of the existing Article 1 be deleted in its entirety and be replaced by the following:

“The Company is a joint stock limited company incorporated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the “Special Rules of the State Council Regarding Overseas Collection of Shares and Listing of a Joint Stock Limited Company” (“Special Rules”) and other related laws and administrative rules of the People’s Republic of China (“PRC”). In order to comply with the Company Law and the Special Rules, the Company convened an extraordinary general meeting on 8 May 1997, an extraordinary general meeting on 18 November 2002, a general meeting on 28 October 2004, a meeting of the Board of Directors on 31 October 2007 (authorized by the annual general meeting of the Company on 15 June 2007), an extraordinary general meeting on 9 September 2008 and the 2008 annual general meeting to amend its articles of association.

Upon the approval of the State Commission for Restructuring Economic System Ti Gei Sheng 1992 Document No. 60, the Company was established on 8 May 1997 through promotion, the Company was registered with the Industry and Commerce Administration Bureau of Henan and obtained “Business License For Enterprise’s Legal Person” on 8 May 1997.”

- (2) the existing Article 6 be deleted in its entirety and be replaced by the following:

“These Articles of Association shall come into effect upon the approval by a general meeting of the Company through special resolution and the approval by the relevant governing authorities, and replace the original one registered with the Industrial and Commercial Administration.”

- (3) the existing Article 7 be deleted in its entirety and be replaced by the following:

“These Articles of Association are prepared mainly pursuant to the Company Law, the “Mandatory Provisions for Articles of Association of the Companies to be Listed Overseas” (Zheng Wei Fa 1994 No. 21) (hereinafter referred to as the “Mandatory Provisions”) issued by the State Council Securities Policy Committee and the State Commission for Restructuring the Economic System on 27 August 1994, “Letter Regarding Opinion on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong” (Zheng Jian Hai Han 1995 No. 1) issued by China Securities Regulatory Commission on 3 April 1995. Amendments to these Articles of Association involving the Mandatory Provisions shall be in accordance with Article 202 in these Articles of Association.”

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (4) the existing Article 12 be deleted in its entirety and be replaced by the following:

“The Company may invest in other enterprise(s) and shall be liable to such enterprise(s) to the extent of its investment amount.”

- (5) the existing Article 20 be deleted in its entirety and be replaced by the following:

“Shares issued by the Company to the domestic investors and which are subscribed for in Renminbi, are called Domestic Shares. Shares issued by the Company to foreign investors and which are subscribed for in foreign currencies, are called Foreign Shares, among which, Foreign Shares which are listed overseas are called Overseas Listed Foreign Shares.”

- (6) the existing Article 22 be deleted in its entirety and be replaced by the following:

“Upon approval by the State Administration Bureau of State-owned Assets in Guo Zi Qi Fa 1997 Document No.56, the shareholding structure of the Company when established is as follows:

Founder	Nature of Shares	Way of Contribution	Number of Shares <i>(’0000 shares)</i>	Percentage of Shareholding <i>(%)</i>
YTO Group	State-owned legal entity shares	Real assets and cash	45,000	100
Total Share Capital			45,000	100
”				

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (7) the existing Article 23 be deleted in its entirety and be replaced by the following:

“On 20 May 1997, the Zheng Wei Fa 1997 Document No. 34 of the Securities Committee of the State Council issued the “Approval Regarding Acceptance of Issuance of Overseas Listed Foreign Shares by First Tractor Company Limited”. In 1997, the Company successfully issued and listed 335,000,000 H shares on the Main Board of the Stock Exchange of Hong Kong Limited. Upon completion of the issuance, the shareholding structure of the Company is as follows:

Name of Shareholders	Nature of Shares	Number of Shares (’0000 shares)	Percentage of Shareholding (%)
YTO Group	State-owned		
	legal entity shares	45,000	57.32
Holders of H shares	Listed circulating shares	33,500	42.68
Total Share Capital		78,500	100
”			

- (8) the existing Article 24 be deleted in its entirety and be replaced by the following:

“On 22 October 2007, upon obtaining the “Approval Regarding Acceptance of Further Issuance of Overseas Listed Foreign Shares by First Tractor Company Limited” (Zheng Jian Guo He Zi 2007 Document No. 27) issued by China Securities Regulatory Commission, the Company issued further Overseas Listed Foreign Shares. Upon completion of the further issuance, the shareholding structure of the Company is as follows:

Name of Shareholders	Nature of Shares	Number of Shares (’0000 shares)	Percentage of Shareholding (%)
YTO Group	State-owned		
	legal entity shares	44,391	52.48
Holders of H shares	Listed circulating shares	40,199	47.52
Total Share Capital		84,590	100
”			

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (9) the existing Article 32 be deleted in its entirety and be replaced by the following:

“In the following circumstances, the Company may repurchase its issued shares in accordance with the procedures provided in these Articles of Association and with the approval of relevant governing authorities of the PRC:

- (1) to cancel shares for reducing capital of the Company;
- (2) to amalgamate with other company which owns shares in the Company;
- (3) to transfer shares to employees of the Company as incentives;
- (4) to request the Company to repurchase its shares by the Shareholders as they cast votes against the proposal for merger or demerger in general meetings of the Company;
- (5) other circumstances which are permitted by laws and administrative regulations.

The shares purchased by the Company in accordance with item (3) shall not exceed 5% of the total issued shares of the Company. The fund to finance the share purchase shall be expensed out of the Company’s profit after taxation. The shares purchased by the Company shall be transferred to its employees within 1 year.

The Company shall not accept shares as the subject of pledge.”

- (10) the second paragraph of the existing Article 34 be deleted in its entirety and be replaced by the following:

“A contract to repurchase Shares referred to in the preceding paragraph includes (but is not limited to) an agreement to become obliged to repurchase shares and acquire the right to repurchase shares.”

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (11) the second paragraph of the existing Article 50 be deleted in its entirety and be replaced by the following:

“If a holder of Domestic Shares loses his or her shares and applies for re-issue, the case should be handled in accordance with Article 144 of the Company Law.”

- (12) the second paragraph of the existing Article 53 be deleted in its entirety and be replaced by the following:

“A Shareholder shall enjoy rights and assume obligations according to the class and proportion of the shares held by him or her; each share of the same class shall carry the same rights.”

- (13) clause 5 of the existing Article 55 be deleted in its entirety and be replaced by the following:

“(5) the right to obtain relevant information in accordance with the provisions of these Articles of Association, including:

(i) copy of these Articles of Association upon payment of the costs thereof;

(ii) the right to inspect and copy, subject to payment of reasonable charges;

(A) all parts of the register of Shareholders;

- (B) personal particulars of the Directors, Supervisors, General Manager and other Senior Management Members of the Company, including:
 - (a) present and former forenames and surnames and any aliases;
 - (b) principal addresses (residential);
 - (c) nationalities;
 - (d) professions and other part-time occupations and positions;
 - (e) identification documents and their numbers.
- (C) status of the share capital of the Company;
- (D) reports showing the total nominal value and number of shares repurchased by the Company since the end of the last financial year, the highest and the lowest price paid and the aggregate amount paid by the Company in respect of each class of its shares repurchased;
- (E) minutes of the general meetings;
- (F) resolutions passed at meetings of the Board and the Supervisory Committee;
- (G) the Company's bond counterfoils and financial statements."

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(14) the existing Article 61 be deleted in its entirety and be replaced by the following:

“General meetings may exercise the following functions and powers:

- (i) to decide the Company’s operational guidelines and investment schemes;
- (ii) to elect and re-elect Directors and to determine their remunerations;
- (iii) to elect and re-elect the Supervisors from Shareholders’ representatives and to determine their remunerations;
- (iv) to consider and approve the report of the Board of Directors;
- (v) to consider and approve the report of the Supervisory Committee;
- (vi) to consider and approve the Company’s annual budget schemes and budget implementation proposals;
- (vii) to consider and approve the Company’s profit distribution plans and loss recovery plans;
- (viii) to resolve the increase or decrease in registered capital of the Company;
- (ix) to resolve the merger, demerger, dissolution, liquidation or change of the Company’s form;
- (x) to resolve the issue of bonds by the Company;
- (xi) to resolve the appointment, removal or ceasing of the retainment of the accounting firms;
- (xii) to amend these Articles of Association;
- (xiii) any other matters as required to be resolved in general meetings in accordance with the laws, administrative regulations and these Articles of Association.”

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (15) the existing Article 63 be deleted in its entirety and be replaced by the following:

“General meetings are divided into annual general meeting and extraordinary general meeting. General meetings shall be convened by the Board of Directors. Annual general meetings are held once every year and within six (6) months from the close of the preceding financial year.

The Board shall convene an extraordinary general meeting within two months of the occurrence of any one of the following circumstances:

- (i) the number of Directors is less than the quorum required by the Company Law or two-thirds of the number of Directors specified in these Articles of Association;
 - (ii) where the accrued losses of the Company amount to one-third of its total share capital;
 - (iii) where any Shareholders holding severally or jointly 10% or more of the Company’s shares carrying voting rights request in writing for the convening of an extraordinary general meeting;
 - (iv) when deemed necessary by the Board of Directors or when requested by the Supervisory Committee;
 - (v) other circumstances provided by these Articles of Association.”
- (16) the existing Article 64 be deleted in its entirety and be replaced by the following:

“Notice of a general meeting shall be given by way of announcement or by any other manner as provided in these Articles of Association (if necessary), not less than 45 days and not more than 60 days before the date of the meeting to notify all of the Shareholders in the share register of the matters to be considered, the date and the place of the meeting. Any Shareholder proposed to attend the general meeting shall serve a written reply of attendance to the Company not less than 20 days before the date of the meeting.

The issue date of the notice and the date of the meeting shall be excluded in the calculation of the notification period for issuing notice.”

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (17) the existing Article 65 be deleted in its entirety and be replaced by the following:

“When the Company convenes a general meeting, Shareholders either individually or collectively holding 3% or more of the Company’s shares may submit their proposals in writing to the Board 10 days before the meeting is convened. The Board shall notify other Shareholders within 2 days after the provisional proposals have been received and submitted them to the general meeting for consideration. The provisional proposals shall be matters falling within the functions and powers of general meetings with definite topics to discuss and specific matters to resolve.”

- (18) clause 1 of the existing Article 67 be deleted in its entirety and be replaced by the following:

“(1) shall be given by way of announcement or by any other manners as provided in these Articles of Association (if necessary)”

- (19) the existing Article 68 be deleted in its entirety and be replaced by the following:

“Notice of a general meeting shall be served on the Shareholders (whether or not entitled to vote at the meeting), by announcement, delivery or prepaid mail to the registered address of such Shareholders.

Notice of a general meeting served on the holders of Domestic Shares shall be published in one or more newspapers designated by the securities authority of the State Council within the interval between forty-five (45) days and fifty (50) days before the date of the meeting. Once the announcement is made, the holders of Domestic Shares shall be deemed to have received the notice of the relevant general meeting.

Notice of a general meeting served on the holders of Foreign Shares may be published on the website of the Company and/or the website of stock exchange where Overseas Listed Foreign Shares are listed within the interval between forty-five (45) days and sixty (60) days before the date of the meeting. Once the announcement is published, subject to compliance with all applicable laws and regulations and the listing rules of the stock exchange in the place where the Company’s shares are listed, the holders of Foreign Shares shall be deemed to have received the notice of the relevant general meeting.”

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (20) the existing Article 82 be deleted in its entirety and be replaced by the following:

“The following matters shall be resolved by a special resolution at a general meeting:

- (i) the increase or reduction of share capital and the issue of shares of any class, warrants and other similar securities;
- (ii) issuance of corporate bonds;
- (iii) demerger, merger, dissolution or change in company form;
- (iv) amendments to the Articles of Association; and
- (v) any other matters considered by the Shareholders at general meetings, and resolved by way of ordinary resolutions, to be of a nature which may have a material impact on the Company and shall be adopted by special resolutions.”

- (21) the existing Article 84 be deleted in its entirety and be replaced by the following:

“General meeting shall be presided over by the Chairman of the Board of Directors. If the Chairman is unable or fails to perform his/her duties, a Vice-chairman shall preside over the meeting and assume as the Chairman. If both the Chairman and the Vice-chairman are unable or fail to perform their duties, the meeting shall be presided by a Director elected by more than half members of the Board; if for any reason, no chairman of the meeting has been so designated, the Shareholders present shall choose one person to be the chairman of the meeting; should the Shareholders fail to elect a chairman, then the Shareholder (including proxy) present and holding the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.”

- (22) the first paragraph of the existing Article 94 be deleted in its entirety and be replaced with the following:

“Notice of a class meeting shall be given by way of announcement or by any other manners as provided in these Articles of Association (if necessary) not less than 45 days before the date of the class meeting to notify all of the Shareholders in the share register of the class of the matters to be considered, the date and the place of the class meeting. Any Shareholder proposed to attend the class meeting shall serve a written reply of attendance to the Company not less than 20 days before the date of the meeting.”

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(23) the existing Article 98 be deleted in its entirety and be replaced by the following:

“The Company has a Board of Directors, which comprises 12 Directors, with 1 Chairman, 1 Vice-chairman and 10 Directors.”

(24) the first paragraph of the existing Article 101 be deleted in its entirety and be replaced with the following:

“The Board reports to general meetings and exercises the following powers:

- (i) to convene the general meetings and report its work to general meetings;
- (ii) to implement the resolutions passed at general meetings;
- (iii) to decide the Company’s business plans and investment schemes;
- (iv) to formulate the Company’s annual budget schemes and budget implementation proposals;
- (v) to formulate the Company’s profit distribution plans and loss recovery plans;
- (vi) to formulate proposals for increases or reductions of the Company’s registered capital and the issue of bonds;
- (vii) to draw up plans for the merger, demerger, dissolution or change in company form of the Company;
- (viii) to determine the establishment of the Company’s internal management structure;
- (ix) to determine the appointment or dismissal of the Company’s General Manager and his/her remuneration, and pursuant to the General Manager’s nominations to appoint or dismiss the Deputy General Manager and the Financial Controller of the Company and decide on their remunerations;
- (x) to formulate the Company’s basic management system;
- (xi) to formulate proposals for any amendments to these Articles of Association;
- (xii) to draw up plans for material acquisition or disposal of the Company;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (xiii) subject to compliance with relevant requirements of laws, regulations, these Articles of Association and relevant rules, to exercise the Company's fund-raising and borrowings powers as well as to determine mortgage, leasing, subcontracting or transfer of the major assets of the Company and to authorise the General Manager to exercise such powers to certain extent;
- (xiv) to exercise any other powers conferred by the Shareholders at general meetings and these Articles of Association."

- (25) the second paragraph of the existing Article 103 be deleted in its entirety and be replaced with the following:

"In event that the Chairman is unable to exercise his powers, the Chairman may designate a Vice-chairman to exercise such powers on the Chairman's behalf; in event that the Chairman fails to exercise his power, a Vice-chairman elected by more than half members of the Board shall exercise such powers on the Chairman's behalf. If a Vice-chairman is unable or fails to perform his/her duties, a Director jointly elected by more than half members of the Board shall perform such duties on the Vice-chairman's behalf."

- (26) the existing Article 104 be deleted in its entirety and be replaced by the following:

"Meetings of the Board of Directors shall be held at least four times every year and convened by the Chairman of the Board of Directors. Notice of the meeting shall be served on all of the Directors and Supervisor ten (10) days before the date of the meeting.

In case of emergencies, Shareholders representing more than one tenth of the voting rights, more than one-third of Directors or the Supervisory Committee, or the General Manager, may propose an extraordinary Board meeting to be held."

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(27) clauses (1) and (2) of the existing Article 105 be deleted in its entirety and be replaced by the following:

“(i) Notice of the Board meeting need not be given, when the time and venue have been set by the Board in advance. Otherwise, Chairman shall authorise the secretary of the Company to dispatch a notice of the time and venue of the Board meeting to all Directors and Supervisors by telex, telegraph, facsimile, express mail, registered mail or in person ten to thirty days prior to the commencement of the meeting.

(ii) Should an extraordinary Board meeting is required to be convened in case of emergencies, Chairman shall authorise the secretary of the Company to dispatch a notice of the time, venue and form of the extraordinary Board meeting to all Directors and Supervisors by telex, telegraph or in person two to ten days prior to the commencement of the meeting.”

(28) the existing Article 110 be deleted in its entirety and be replaced by the following:

“The Board of Directors shall keep minutes of resolutions on matters discussed at meetings. The minutes shall be signed by the Directors present at the meeting and the person who recorded the minutes. The Directors shall be liable for the resolutions of the Board of Directors. Should a resolution of the Board constitute violation of the laws, administrative regulations, these Articles of Associations or resolutions of general meetings, which results in severe loss of the Company, the Directors who have participated in voting therefore shall accept liabilities of compensation. But if it is proved that a Director has stated his objection at the time the vote was taken and a record thereof has been made in the minutes of the meeting, that Director shall be relieved of liability.”

(29) the existing Article 118 be deleted in its entirety and be replaced by the following:

“The General Manager shall report to the Board and exercise the following powers:

(i) to preside over the production, operation and management of the Company, and to implement resolutions of the Board;

(ii) to implement the Company’s annual business plans and investment schemes;

(iii) to formulate the establishment of the Company’s internal management structure;

(iv) to formulate the Company’s basic management system;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (v) to formulate the Company's detailed regulations;
- (vi) to propose to appoint, dismiss or transfer the Company's Deputy General Managers and Financial Controller;
- (vii) to appoint or dismiss the Company's chief officers other than those being appointed or dismissed by the Board;
- (viii) to chair in person (or authorise a Deputy General Manager as proxy) the regular meetings of the General Manager, which should be attended by General Manager, Deputy General Managers and other Senior Management Members;
- (ix) to determine rewards and punishments, promotion and demotion, increase and decrease of salaries, recruitment, appointment, termination of employment and dismissal of the staff and workers of the Company;
- (x) to exercise the right of mortgage, leasing, subcontracting or transfer of the assets of the Company within the authorisation of the Board;
- (xi) to exercise other powers within the authorisation of these Articles of Association and the Board.

The Deputy General Managers shall assist the General Manager's work."

- (30) the second paragraph of the existing Article 121 be deleted in its entirety and be replaced by the following:

"The Supervisory Committee is responsible for supervision of the Board, Directors, the General Manager and other Senior Management Members, so as to prevent them from misusing authority and damaging the interests of Shareholders, the Company and its staff members."

- (31) the existing Article 122 be deleted in its entirety and be replaced by the following:

"The Supervisory Committee shall comprise 6 Supervisors, one of whom shall be the chairman of the Supervisory Committee. The term of office a Supervisor shall be three years, and a Supervisor may be re-elected and re-appointed. The appointment and dismissal of the chairman of the Supervisory Committee shall be approved by a resolution passed by more than two thirds (including two-thirds) of the Supervisors."

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(32) the existing Article 123 be deleted in its entirety and be replaced by the following:

“Members of the Supervisory shall comprise 4 Shareholders’ representatives and 2 employees’ representatives. The Shareholders’ representatives shall be elected and dismissed by general meetings, whereas the employees’ representatives shall be elected and dismissed by the employees of the Company in a democratic way.”

(33) the existing Article 125 be deleted in its entirety and be replaced by the following:

“The Supervisory Committee shall convene at least one meeting every six months, which shall be convened by the chairman of Supervisory Committee.”

(34) the existing Article 126 be deleted in its entirety and be replaced by the following:

“The Supervisory Committee shall report to general meetings and exercise legally the following powers:

- (i) to examine the Company’s financial situation;
- (ii) to examine acts of Directors, the General Manager and other Senior Management Members in the course of performing their duties and to propose dismissal of Directors, the General Manager and other Senior Management Members violating laws, regulations, these Articles of Association or resolutions of general meetings;
- (iii) to demand rectification from a Director, the General Manager and any other Senior Management Members when the acts of such persons are harmful to the Company’s interest;
- (iv) to verify the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the Board of Directors to the Shareholders’ general meetings and, should any queries arise, to authorize, in the name of the Company, a re-examination by the certified public accountants and practising auditors;
- (v) to propose the convening of a Shareholders’ extraordinary general meetings and to convene and preside general meetings when the Board fails to perform such duties as specified under these Articles of Association;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- (vi) to put forward proposals to general meetings;
- (vii) to bring legal actions against Directors, the General Manager and other Senior Management Members pursuant to provisions of Article 152 of the Company Law;
- (viii) to exercise other powers specified in these Articles of Association.

The Supervisors may attend Board meetings as non-voting participants, and deliver enquiries or suggestions regarding resolutions at Board meetings.”

- (35) the existing Article 131 be deleted in its entirety and be replaced by the following:

“A person in any of the following circumstances may not serve as the Company’s Directors, Supervisors, General Manager and other Senior Management Members:

- (i) a person who does not have or who has limited capacity for civil conduct;
- (ii) a person who has been found guilty of corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the social economic order, and has been the subject of the sentence of which not more than five years have lapsed since the sentence was served, or a person who has been deprived of his political rights because of committing crimes and not more than five years have lapsed since the sentence was served;
- (iii) a person who is a former director, factory manager or the general manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where no more than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;
- (iv) a person who is a former legal representative of a company or enterprise the business licence of which was revoked due to violation of laws and who is personally liable for such revocation, where no more than three years have elapsed since the date of the revocation of the business licence;
- (v) a person who holds a relatively large amount of debts which have fallen due and outstanding;
- (vi) a person who is currently under investigation by the judicial authorities for violation of criminal laws, and the legal procedures are pending;
- (vii) a person who, according to laws and administrative regulations, cannot act as a leader of an enterprise;

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(viii) a person other than a natural person;

(ix) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where not more than five years have lapsed from the date of such conviction.

Should the election or appointment of Directors, Supervisors, the General Manager and other Senior Management Members contravene the stipulations set out in foregoing provisions of this Article, such election or appointment shall be invalid.

Where Directors, Supervisors, the General Manager and other Senior Management Members fall into the circumstances set out in the first paragraph of this Article in their performance of duties, the Company shall remove them from office.”

(36) the existing Article 134 be deleted in its entirety and be replaced by the following:

“Each of the Company’s Directors, Supervisors, General Manager and other Senior Management Member owes the duty that in the exercise of his/her powers and discharge of his/her obligations, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Where the attendance (without voting right) of a Director, Supervisor, General Manager and Senior Management Member is requested by a general meeting, such Director, Supervisor, General Manager and Senior Management Member shall attend the meeting (without voting right) and answer enquiries of Shareholders.

Directors, the General Manager and other Senior Management Members shall provide truthful information and data of the relevant situations to the Supervisory Committee, and not to interfere with the Supervisory Committee in its exercise of powers.”

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(37) the existing Article 135 be deleted in its entirety and be replaced by the following:

“Each of the Company’s Directors, Supervisors, General Manager and other Senior Management Members shall exercise his/her powers or perform his/her duties in accordance with fiduciary principles, and shall not put himself/herself in a position where his/her duties may conflict with his/her interests. This principle includes (without limitation to) discharging the following obligations:

- (1) to act bona fide in the best interests of the Company;
- (2) to act within his/her terms of reference and not being ultra vires;
- (3) to exercise the discretion vested in him/her by himself/herself and not to allow himself/herself to act under the control of any other parties; unless and to the extent permitted by laws, administrative regulations or with the informed consent of the Shareholders given at a general meeting, not to delegate the exercise of his/her discretion;
- (4) to treat Shareholders of the same class equally and to treat Shareholders of different classes fairly;
- (5) unless otherwise provided for in these Articles of Association or except with the informed consent of the Shareholders given in a general meeting, not to enter into any contracts, transactions or arrangements with the Company;
- (6) not to use the Company’s property in any ways for his/her own benefit, without the informed consent of the Shareholders given in a general meeting;
- (7) not to abuse his/her position to accept bribes or other illegal incomes or expropriate the Company’s property or misappropriate the Company’s funds in any ways, including (without limitation to) any opportunity which may benefit the Company;
- (8) not to accept commissions in connection with the Company’s transactions, without the informed consent of the Shareholders given in a general meeting;
- (9) to comply with these Articles of Association, to perform his/her official duties faithfully, to protect the Company’s interests and not to exploit his position and power in the Company to advance his own interests;

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- (10) not to compete with the Company in any ways, without the informed consent of the Shareholders given in a general meeting;
- (11) without being approved at a general meeting or by the Board of Directors, not to lend the Company's funds to any other persons, not to use the Company's assets to guarantee any other persons' liabilities; not to use the Company's assets to set up deposit accounts in his/her own name or in the any other names;
- (12) not to release any confidential information which he/she has obtained during his/her term of office, without the informed consent of the Shareholders in a general meeting; nor shall he/she use such information other than for the Company's benefit, save that disclosure of such information to the court or other governmental authorities is permitted if:
 - (i) disclosure is required by laws;
 - (ii) public interests so warrants;
 - (iii) the interests of the relevant Director, Supervisor, General Manager and other Senior Management member so require."
- (38) the existing Article 153 be deleted in its entirety and be replaced by the following:

"The Board of Directors of the Company shall present financial reports which are compiled according to relevant laws, administrative regulations and other regulatory documents to Shareholders at every annual general meeting."

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- (39) the second paragraph of the existing Article 154 be deleted in its entirety and be replaced with the following:

“The Company shall provide the holders of Foreign Shares with a copy of the abovementioned financial report not less than 21 days before the date of the Shareholders’ annual general meeting by way of announcement or by any other manners as provided in these Articles of Association (if necessary).”

- (40) the existing Article 160 be deleted in its entirety and be replaced by the following:

“The Company’s after-tax profit shall be distributed in accordance with the following order:

- (i) making up for losses;
- (ii) allocation to the statutory common reserve fund;
- (iii) allocation to the discretionary common reserve fund;
- (iv) payment of dividends in respect of ordinary shares.

The specific distribution proportions in respect of items (iii) to (iv) of this Article for any year shall be formulated by the Board of Directors in accordance with the operational conditions and development requirements of the Company and shall be submitted to the general meeting for approval.

Despite the regulations above, pursuant to authorizations given by Shareholders at every annual general meeting of the Company, the Board may, prior to next general meeting, distribute the interim dividend, as they may think fit according to the Company’s earnings, to Shareholders of the Company from time to time without prior consent of the general meeting.”

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(41) the existing Article 161 be deleted in its entirety and be replaced by the following:

“No dividends shall be paid before the Company has made up its losses and has made allocation to the statutory common reserve fund. No dividends, unless the same are not paid by the Company when they have become due and payable, shall bear interest.”

(42) the following existing Article 163 be deleted in its entirety:

“Article 163 5% to 10% of profit after taxation of the Company shall be allocated as statutory welfare fund.”

(43) the existing Article 166 (to be re-numbered accordingly as Article 165) be deleted in its entirety and be replaced by the following:

“Article 165 Common reserve funds (including statutory common reserve fund, discretionary common reserve fund and capital reserve fund) of the Company shall be used only to:

- (i) cover the loss (capital reserve shall not be used for recovery of the Company’s losses);
- (ii) expand the Company’s production operations; and
- (iii) convert into share capital. The Company may, upon approval by a resolution of a general meeting, convert its common reserve fund into share capital and issue bonus shares to existing Shareholders in proportion to their original shareholdings or increase the nominal value of each share. When converting the Company’s statutory common reserve fund into capital, the amount of such reserve remaining unconverted must not be less than 25% of the registered capital before the conversion.”

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(44) the following existing Article 167 be deleted in its entirety:

“Article 167 The allocation of statutory welfare fund is mandatory and shall be used for the collective welfare of its employees.”

(45) the existing Article 168 (to be re-numbered accordingly as Article 166) be deleted in its entirety and be replaced by the following:

“Article 166 Subject to the restrictions imposed by Articles 160 and 161, annual dividends shall be paid in proportion to the shareholding of each Shareholder, within 6 months after the end of each financial year. However, interim dividends declared by the Board are not subject to such time limitation. Annual dividends are subject to approval of general meetings.”

(46) the sub-paragraph (2) of the existing Article 182 (to be re-numbered accordingly as Article 180) be deleted in its entirety and be replaced with the following:

“(2) The Company shall within 14 days of receipt of the written notice mentioned in sub-paragraph (1) send a copy of such notice to the relevant supervisory institutions. In the event that the notice contains the statement as referred to in sub-paragraph (ii) of the above paragraph, the Company shall also place a copy of the said statement in the Company for Shareholders’ perusal, and send to the holders of Foreign Listed shares a copy of such statement by way of announcement or by any other manners as provided in these Articles of Association (if necessary).”

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- (47) the second paragraph of the existing Article 188 (to be re-numbered accordingly as Article 186) be deleted in its entirety and be replaced with the following:

“The documents mentioned above shall also be provided to the holders of Overseas Listed Foreign Shares of the Company listed in Hong Kong by way of announcement or by any other manners as provided in these Articles of Association (if necessary).”

- (48) the second paragraph of the existing Article 189 (to be re-numbered accordingly as Article 187) be deleted in its entirety and be replaced with the following:

“In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and a list of properties. The Company shall notify its creditors within 10 days from the date of the resolution approving the merger and make newspaper announcements of the merger within 30 days from the date of that resolution. The creditors may request the Company to settle liabilities or provide guarantees in respect thereof within 30 days of the receipt of the above notice or within 45 days after the announcements are made if no such notice is received.”

- (49) the existing Article 190 (to be re-numbered accordingly as Article 188) be deleted in its entirety and be replaced with the following:

“Article 188 Properties of a company under a demerger shall be divided accordingly.

Where there is a demerger, the parties to the demerger shall enter into a demerger agreement, and prepare a balance sheet and a list of properties. The Company shall notify its creditors within a period of 10 days from the date of the resolution approving the demerger and make newspaper announcements of the merger within 30 days from the date of that resolution.

Debts of the Company prior to the demerger are jointly assumed by the post-demerger companies, unless otherwise agreed by the Company and creditors on settling liabilities in writing prior to such demerger.”

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- (50) the existing Article 192 (to be re-numbered accordingly as Article 190) be deleted in its entirety and be replaced with the following:

“Article 190 The Company shall be dissolved and liquidated according to laws upon the occurrence of any of the following events:

- (i) the Shareholders’ meeting resolves to dissolve the Company;
- (ii) dissolution is necessary due to a merger or demerger of the Company;
- (iii) the Company is announced bankrupt according to laws due to its failure to settle liabilities in due;
- (iv) business licence is revoked, the Company is lawfully ordered to close down or the Company is dismissed due to violation against laws or administrative regulations;
- (v) the Company is faced with difficulties in business operation and management, and the continuous operation of the Company would cause substantial losses to the interests of its Shareholders. In the event that this cannot be solved by other methods, Shareholders representing more than 10% of the voting rights of the Company may request the People’s Court to dissolve the Company.”

- (51) the existing Article 193 (to be re-numbered accordingly as Article 191) be deleted in its entirety and be replaced with the following:

“Article 191 Where the Company is dissolved under clauses (i) or (iv) of the preceding Article, a liquidation committee must be established within 15 days from the date when the cause of the dissolution arose. Members of the liquidation committee shall be appointed by ordinary resolution(s) of the general meeting.

If the Company is dissolved pursuant to clauses (iii) or (v) of the preceding Article, the People’s Court shall form a liquidation committee according to laws from amongst the Shareholders, relevant authorities and relevant professionals to carry out the liquidation of the Company.”

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- (52) the existing Article 195 (to be re-numbered accordingly as Article 193) be deleted in its entirety and be replaced with the following:

“Article 193 The liquidation committee shall notify creditors and make newspaper announcements of the liquidation within 10 days and 60 days from the date of its establishment respectively. The creditors must declare their claims to the liquidation committee within 30 days of the receipt of the above notice or within 45 days after the announcements are made if no such notice is received.

The creditors shall specify the items to which their rights relate and produce evidence to this effect. Claims shall be registered by the liquidation committee. During the period of registration of creditors’ rights, the liquidation committee shall not repay the creditors’ debts.”

- (53) the existing Article 197 (to be re-numbered accordingly as Article 195) be deleted in its entirety and be replaced with the following:

“Article 195 After liquidating the Company’s assets and preparing the balance sheet and the list of properties, the liquidation committee shall formulate a liquidation plan and represent it to the general meeting or the People’s Court for confirmation.”

- (54) paragraph 2 clause (1) of the existing Article 199 (to be re-numbered accordingly as Article 197) be deleted in its entirety and be replaced with the following:

“unpaid employees wages, social insurance expenses and statutory compensation;”

- (55) the first paragraph of the existing Article 201 (to be re-numbered accordingly as Article 199) be deleted in its entirety and be replaced with the following:

“Article 199 If the liquidation committee discovers that, after liquidating the Company’s assets and preparing a balance sheet and a list of properties in connection with the liquidation of the Company resulting from dissolution, the Company’s assets are insufficient to repay the Company’s debts in full, the liquidation committee shall apply to the People’s Court for a declaration of insolvency.”

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- (56) the existing Article 202 (to be re-numbered accordingly as Article 200) be deleted in its entirety and be replaced with the following:

“Article 200 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses received and made during the liquidation period and a financial report, which shall be verified by a Chinese registered accountant and submitted to the general meeting or the People’s Court for confirmation.

The liquidation committee shall within 30 days after such confirmation, submit the documents referred to in the preceding paragraph to the companies registration authority and apply for cancellation of the Company’s registration and declare the termination of the Company.”

- (57) the following new provision is added as Article 203:

“Article 203 Subject to the compliance with all applicable laws and regulations and the listing rules of the stock exchange in the place where the Company’s shares are listed and these Articles of Association, the Company may send, mail, dispatch, issue, publish or otherwise make available any Corporate Communication by sending or otherwise making available the Corporate Communication using electronic means, including but not limited to electronic mails, compact disks, or the website of the Company and the website of the stock exchange in the place where the Company’s shares are listed.”

- (58) the following definition of “Senior Management Member” be added to the existing Article 211 (to be re-numbered accordingly as Article 209):

“Senior Management Member” the General Manager, a Deputy General Manager, the Financial Controller, or the Secretary to the Board”

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- (59) the following definition of “Corporate Communication” be added to the existing Article 211 (to be re-numbered accordingly as Article 209):

“Corporate Communication”	refers to 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, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form, within the meaning ascribed thereto under the listing rules of the stock exchange where the Company’s shares are listed
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- (60) the articles of the Articles of Association be and are hereby re-numbered accordingly, if necessary;

- (61) the following wordings in the Chinese version of the Articles of Association be changed accordingly:

among which “其它”	be changed to “其他”
among which “檔”	be changed to “文件”
among which “經理”	be changed to “總經理”
among which “部份”	be changed to “部分”
among which “擬定”	be changed to “擬訂”
among which “重迭”	be changed to “重疊”
among which “覆”	be changed to “复”

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the special resolution to approve the grant of the Repurchase Mandate to the Directors.

LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below. The Company is empowered by the Articles of Association to repurchase its own securities.

SHARE CAPITAL

As at the Latest Practicable Date, the registered share capital of the Company was RMB845,900,000 comprising 443,910,000 Domestic Shares and 401,990,000 H Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM and the Class Meetings, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 40,199,000 H Shares, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution.

REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

FUNDING OF REPURCHASES

In repurchasing its H Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC, including but not limited to surplus funds and undistributed profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the repurchase.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at 31 December 2008, being disclosed in the Company's latest published audited accounts contained in the annual report for the year ended 31 December 2008. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing, in the best interests of the Company.

STATUS OF REPURCHASED H SHARES

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

H SHARE PRICES

The highest and lowest prices at which the H Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest (HK\$)	Lowest (HK\$)
2008		
April	4.35	3.79
May	4.07	3.40
June	3.55	1.67
July	1.98	1.52
August	1.95	1.30
September	1.47	0.92
October	1.50	0.61
November	1.64	0.89
December	2.07	1.37
2009		
January	2.02	1.52
February	1.89	1.61
March	1.93	1.47
April (up the Latest Practicable Date)	2.23	1.67

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

DISCLOSURE OF INTERESTS

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates, have any present intention to sell to the Company any of the H Shares in the Company if the Repurchase Mandate is approved at the AGM and the Class Meetings.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, YTO Group Corporation Limited ("YTO") was the substantial Shareholder, which held 443,910,000 Domestic Shares, representing approximately 52.48% of the registered capital of the Company. On the basis that 845,900,000 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased by the Company on or prior to the date of the AGM and the Class Meetings, if the Repurchase Mandate were exercised in full, the percentage interests in the Company of YTO and its associates would increase to approximately 55.10% of the then registered share capital of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. Moreover, the Directors will not make share repurchase on the Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

As at the Latest Practicable Date, no connected person of the Company has notified the Company that he/she/it has a present intention to sell any H Shares nor has such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

SECURITIES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any H Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

NOMINATED EXECUTIVE DIRECTORS

Mr. Liu Dagong, aged 55

Experience

Mr. Liu Dagong, aged 55, joined China First Tractor Group (Note: YTO Group Corporation Limited (formerly known as First Tractor Construction Machinery Company) (“**YTO Group**”) and its subsidiaries) in 1975 where he served as a researcher, supervisor and deputy general manager and general manager. He joined the Company in 1997 and is currently chairman of YTO Group, chairman of the Company and the deputy governor of China Machinery Enterprise Management Association. Mr. Liu has substantial experience in corporate management, strategic planning, production and operation. He graduated from Zheng Zhou University in 1985 and then graduated from the postgraduate course on economic management in Henan Province Party College.

Save as disclosed above, Mr. Liu does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Mr. Liu is appointed as an executive Director of the Company, he will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and he will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Mr. Liu’s duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Liu has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Liu does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Mr. Liu as an executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

Ms. Dong Jianhong, aged 43**Experience**

Ms. Dong Jianhong, aged 43, joined China First Tractor Group in 1989 and has been the deputy section chief, section chief as well as the deputy department head, the head of the financial department and the chief accountant of the Company. She joined the Company since 1997 and is currently a director and the chief financial officer of the Company. Ms. Dong is familiar with financial management of mega enterprises and is well experienced in accounting, financial management and capital operation. Ms. Dong has obtained a bachelor degree of science from Zhengzhou University and a master degree of engineering from Xi'an University of Technology. She holds the title of senior economist.

Save as disclosed above, Ms. Dong does not hold any positions in the Company or any other members of the Company, nor did she hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Ms. Dong is appointed as an executive Director of the Company, she will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and she will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Ms. Dong's duties and responsibilities with the Company and the market rate for the position.

Relationships

Ms. Dong has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Ms. Dong does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Ms. Dong as an executive Director, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

Mr. Qu Dawei, aged 43**Experience**

Mr. Qu Dawei, aged 43, joined China First Tractor Group in 1988. He had been head of Technological Equipment Research Institute, general manager of equipment and technology branch and deputy general manager and general manager of Spares Division of YTO Group. Having joined the Company in 2007, he is currently the executive deputy general manager of the Company. Mr. Qu is familiar with the research and development of the technological equipment, and has extensive experience in business management and other fields. Mr. Qu graduated from Huazhong University of Science and Technology with a master's degree. He holds the title of Senior Engineer.

Save as disclosed above, Mr. Qu does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Mr. Qu is appointed as an executive Director of the Company, he will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and he will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Mr. Qu's duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Qu has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Qu does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Mr. Qu as an executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

Mr. Li Xibin, aged 52**Experience**

Mr. Li Xibin, aged 52, once worked in the Luoyang Tractor Research Institute under the Ministry of Machinery Industry of China. He joined China First Tractor Group in 1995 and had been the head assistant and deputy head of YTO Group's technology center, factory manager of No. 2 Iron Foundry, general manager of YTO (Luoyang) Diesel Engine Company Limited ("Diesel Engine Company"), general manager of YTO (Luoyang) Engine Machinery Company Limited ("Engine Machinery Company"), and chairman of the board of directors of Diesel Engine Company, Engine Machinery Company, and YTO (Luoyang) Fuel Pump Co., Ltd.. Having joined the Company in 2006, he is currently the deputy general manager of the Company and the general manager of Engine Machinery Division. Mr. Li is familiar with the internal combustion engine industry, and has extensive experience in management and operation of enterprise. Mr. Li graduated from Jiangsu Polytechnic University and Wuhan University of Technology with a bachelor's degree in engineering and a master's degree in engineering respectively. He holds the title of Senior Engineer with professorships.

Save as disclosed above, Mr. Li does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Mr. Li is appointed as an executive Director of the Company, he will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and he will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Mr. Li's duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Li has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Li does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Mr. Li as an executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

NOMINATED NON-EXECUTIVE DIRECTORS***Mr. Zhao Yanshui, aged 46*****Experience**

Mr. Zhao Yanshui, aged 46, joined China First Tractor Group in 1983. Mr. Zhao was previously the section head, deputy factory manager, deputy chief engineer, deputy general manager of China First Tractor Group and executive deputy general manager of the Company. He joined the Company in 1997 and is currently general manager of YTO Group, director of the Company, deputy governor of Association of Construction Engineering Industry of China and deputy governor of Association of Agricultural Machinery. Mr. Zhao has extensive experience in product development, product design and technical management. He studied at the Agricultural Machinery Department of Technical Institute of Jiangsu and was a postgraduate of the Technical Institute of Jiangsu. He was awarded the bachelor's and master's degrees in engineering. He holds the title of Senior Engineer with professorships.

Save as disclosed above, Mr. Zhao does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Mr. Zhao is appointed as a non-executive Director of the Company, he will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and he will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Mr. Zhao's duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Zhao has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Zhao does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Mr. Zhao as a non-executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

Mr. Yan Linjiao, aged 54**Experience**

Mr. Yan Linjiao, aged 54, joined China First Tractor Group in 1982. He had been the deputy workshop director, technical section chief, assistant chief engineer and deputy general manager of YTO (Luoyang) Diesel Engine Company Limited and assistant chief engineer and deputy general manager of China First Tractor Group. Mr. Yan joined the Company in 2004 and is currently a director and the general manager of the Company. Mr. Yan is familiar with design and manufacture of machinery with substantial experience in corporate management, production and operation. He studied at Luoyang Industry College and Xi'an Jiaotong University where he was awarded a bachelor's degree and a master's degree in engineering respectively. He holds the title of Senior Engineer.

Save as disclosed above, Mr. Yan does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Mr. Yan is appointed as a non-executive Director of the Company, he will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and he will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Mr. Yan's duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Yan has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Yan does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Mr. Yan as a non-executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

Mr. Liu Yongle, aged 53**Experience**

Mr. Liu Yongle, aged 53, joined China First Tractor Group in 1979 where he served as deputy director of Labour and Salary Division, manager of Personnel Department, manager of Human Resources Department, Assistant to the General Manager, Deputy General Manager, Chairman of Labour Union and Deputy Party Secretary. He is currently the Deputy Party Secretary and Chairman of Labour Union of YTO Group. Mr. Liu is familiar with affairs related to personnel, labour and salary, and has extensive experience in business management and personnel system reform. Mr. Liu studied in Party School of the CPC Central Committee majoring in economic management. He is an economist.

Save as disclosed above, Mr. Liu does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Mr. Liu is appointed as a non-executive Director of the Company, he will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and he will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Mr. Liu's duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Liu has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Liu does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Mr. Liu as a non-executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

Mr. Shao Haichen, aged 54**Experience**

Mr. Shao Haichen, aged 54, joined China First Tractor Group in 1977. He had been the section chief, deputy factory manager, factory manager and deputy general manager of China First Tractor Group as well as assistant to general manager, deputy general manager and general manager of the Company. He joined the Company in 1998 and is currently a director of YTO Group and a director of the Company. Mr. Shao is experienced in technology, production and corporate management. Mr. Shao graduated from Luoyang Institute of Technology & Science in 1982 with a bachelor's degree and later was awarded a master's degree from Jiangsu University in 2003. He holds the title of Senior Engineer.

Save as disclosed above, Mr. Shao does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Mr. Shao is appointed as a non-executive Director of the Company, he will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and he will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Mr. Shao's duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Shao has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Shao does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Mr. Shao as a non-executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

NOMINATED INDEPENDENT NON-EXECUTIVE DIRECTORS***Mr. Chan Sau Shan, Gary, aged 56*****Experience**

Mr. Chan Sau Shan, Gary, aged 56, is an independent non-executive director and a member of the Audit Committee of the Company. Mr. Chan joined China Development Finance Company (Hong Kong) Limited in 1992, a wholly-owned subsidiary of Bank of China and acted as the head of Investment Banking Department and the managing director of BOCI Asia Ltd. In 2003, he served as a director of CCB International Holdings Ltd., a wholly-owned investment bank of Construction Bank of China and the managing director of CCB International Capital Limited and CCB International Securities Ltd.. He is currently vice chief executive of Industrial and Commercial East Asia Finance Holdings Ltd., a subsidiary of China Construction Bank, being in charge of listing, acquisitions and mergers. Mr. Chan has 29 years of working experience in investment banking. Mr. Chan was a member of the Listing Committee for the GEM Board of the Stock Exchange of Hong Kong Limited from 1999 to 2003. Mr. Chan graduated from the University of Windsor, Canada with a master's degree in Business Administration and the bachelor's degree in arts from the University of Western Ontario and attended the Financial Management Program of Stanford University, USA.

Mr. Chan does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Mr. Chan is appointed as an independent non-executive Director of the Company, he will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and he will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Mr. Chan's duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Chan has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Chan does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Mr. Chan as an independent non-executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

Mr. Chen Zhi, aged 54

Experience

Mr. Chen Zhi, aged 54, an independent non-executive director and a member of the Audit Committee of the Company, joined China Agriculture Mechanisation Research Institute in 1982. He had been the deputy head of intelligence department, head of finance management department and deputy head of China Agriculture Mechanisation Research Institute as well as general manager of Beijing Hualian Electromechanical Co., Ltd. He is currently head of China Agriculture Mechanisation Research Institute and secretary to the Party Committee thereof. Mr. Chen has substantial experience in design and manufacture of agricultural machinery, agriculture mechanisation economics and finance, technology and scientific management in agricultural machinery. He graduated from Jilin Industrial University with a Bachelor's degree in 1982 and later in 1991 he enrolled in Milan University, Italy to study agricultural machinery. He obtained a Master's degree of science management and engineering in June 2000 and doctorate in agricultural machinery engineering in June 2004. Mr. Chen holds the title of Researcher and enjoys the "government's special subsidy" granted by the State Council.

Mr. Chen does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Mr. Chen is appointed as an independent non-executive Director of the Company, he will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and he will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Mr. Chen's duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Chen has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Chen does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Mr. Chen as an independent non-executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

Mr. Luo Xiwen, aged 65**Experience**

Mr. Luo Xiwen, aged 65, is an independent non-executive director of the Company. He joined South China Agricultural University in 1982 where he served the positions of Associate Professor, Professor and the head of Faculty of Agricultural Engineering, the head and mentor of doctorate students of Faculty of Engineering Technique, the vice president of South China Agricultural University. Currently Mr. Luo is a professor with South China Agricultural College and is the convener of Agricultural Engineering Division of Bachelor Committee under the State Council, Deputy governor of Chinese Society of Agricultural Engineers, Deputy governor of Chinese Society for Agricultural Machinery, Deputy governor of the National Advanced Agricultural Education Research Institute, Deputy governor of Guangdong Society for Agricultural Machinery, deputy editor-in-chief of Transactions of the Chinese Society of Agricultural Engineering, editor of Transactions of the Chinese Society for Agricultural Machinery, member of International Society for Terrain-Vehicle System (ISTVS), member of International Soil Tillage Research Organization (ISTRO), member of Asian Association for Agricultural Engineering (AAAE), member of American Society of Agricultural Engineers (ASAE). Mr. Luo graduated from South China Agricultural University in 1982 with a master's degree and holds the title of Professor.

Mr. Luo does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Mr. Luo is appointed as an independent non-executive Director of the Company, he will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and he will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Mr. Luo's duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Luo has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Luo does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Mr. Luo as an independent non-executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

Mr. Hong Xianguo, aged 46**Experience**

Mr. Hong Xianguo, aged 46, had served as the Party Secretary, assistant to department manager and deputy manager of China Agriculture and Farming Machinery Corporation (中國農業機械總公司). Since 1998, he had served as the Secretary-General of Agricultural and Sideline Products Processing Machinery Branch, Harvesting and Field Operation Machinery Branch and Animal Husbandry and Feed Processing Machinery Branch of China Association of Agricultural Machinery Manufacturers. From November 2001 to May 2006, he acted as Deputy Secretary-General of the China Association of Agricultural Machinery Manufacturers. Since November 2005, he has been a council member of the China - ASEAN Business Council. Since May 2006, he has been Vice Chairman and Secretary General of the China Association of Agricultural Machinery Manufacturers. Mr. Hong is familiar with the development of domestic and overseas agricultural machinery industry. He had participated in international exchanges of the agricultural machinery industry for several times and chaired or participated in a number of research objects and reports on China's agricultural industry policy. Mr. Hong graduated from the Luoyang Polytechnic Institute, majoring in design and manufacture of agricultural machinery. He holds the bachelor degree and has the title of senior engineer.

Mr. Hong does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Mr. Hong is appointed as an independent non-executive Director of the Company, he will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and he will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Mr. Hong's duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Hong has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Hong does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Mr. Hong as an independent non-executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

NOMINATED SUPERVISORS TO BE ELECTED BY THE SHAREHOLDERS***Mr. Zheng Luyu, aged 56*****Experience**

Mr. Zheng Luyu, aged 56, joined China First Tractor Group in October 1989 where he held the posts of officer, assistant to the head and deputy head of Department of Public Security, head of Armed Equipment Division, officer to the Party Committee Office, officer to the General Office and assistant to General Manager of China First Tractor Group. Mr. Zheng joined the Company in December 2006 and is currently deputy- secretary to the Party Committee, secretary to the Disciplinary Committee and chairman of the supervisory committee of YTO Group and chairman of the supervisory committee of the Company. Mr. Zheng has extensive experience in administration, supervision, legal matters and internal audit. He holds a title of Senior Political Engineer with professorship.

Save as disclosed above, Mr. Zheng does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Mr. Zheng is appointed as a Supervisor of the Company, he will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and he will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Mr. Zheng's duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Zheng has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Zheng does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Mr. Zheng as the Supervisor, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

Ms. Yi Liwen, aged 47**Experience**

Ms. Yi Liwen, aged 47, joined China First Tractor Group in 1986 where she had served positions such as deputy section head, section head and office head of the Audit Division. She is currently the assistant to Director of Audit Department of YTO Group. Ms. Yi has experience in the enterprise accounting, financial management and enterprise internal audit. Ms. Yi graduated from Henan Radio & Television University, and Party School of the CPC Central Committee majoring in economic management. She is an accountant and certified senior consultant.

Save as disclosed above, Ms. Yi does not hold any positions in the Company or any other members of the Company, nor did she hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Ms. Yi is appointed as a Supervisor of the Company, she will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and she will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Ms. Yi's duties and responsibilities with the Company and the market rate for the position.

Relationships

Ms. Yi has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Ms. Yi does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Ms. Yi as the Supervisor, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

Mr. Wang Yong, aged 41**Experience**

Mr. Wang Yong, aged 41, graduated from China Youth University for Political Sciences in 1990 and obtained bachelor's degree. He worked for the People's Government of Yancheng from 1990 to 1993. He studied at the Law School of Nanjing University from 1993 to 1996 and received a master degree in economic law; studied at China University of Political Science and Law from 1996 to 1999 and received a doctor degree in civil and commercial law. Mr. Wang has been teaching at China University of Political Science and Law after graduation since 1999. From 2003 to 2005, he visited as a visiting scholar at Law Center of Georgetown University, School of Law of Columbia University, and University of Oxford. He is currently the Director and professor of the Institute of Commercial Law of School of Civil Commercial and Economic Law of China University of Political Science and Law, and a member of the International Exchange Committee of China University of Political Science and Law. He is also a council member of the China Commercial Law Institute and China Securities Law Institute, and a part-time lawyer of Beijing Long An Law Firm. Mr. Wang has long been engaged in research and legal practice of Civil Law, Company Law and Securities Law, and has extensive experience in Civil Law, Company Law, Securities Law and corporate governance.

Save as disclosed above, Mr. Wang does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Mr. Wang is appointed as a Supervisor of the Company, he will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and he will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Mr. Wang's duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Wang has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Wang does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Mr. Wang as the Supervisor, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.

Mr. Huang Ping, aged 41**Experience**

Mr. Huang Ping, aged 41, had served as head of Finance Department of Luoyang Yutong Automobile Co., Ltd. He has been working in the Luoyang Zhonghua Certified Public Accountants Co Ltd. since 1997 and is currently the Deputy Director of Luoyang Zhonghua Certified Public Accountants Co Ltd.. He is a security specialized accountant. He is also a standing council member of the Institute of Certified Public Accountants of Luoyang, vice president of Luoyang Judicial Authentication Association and the standing council member of Luoyang Entrepreneurs Association. Upon approval by the annual general meeting of Luoyang Glass Company Limited to be held on 18 May 2009, Mr. Huang will be an independent non-executive director of that company. Mr. Huang possesses 12 years of experience in auditing as a certified accountant and rich experience in financial audit, corporate reforms, debt-to-equity swap, investment and financing, mergers and acquisitions as well as bankruptcy liquidation. Mr. Huang graduated from Luoyang Institute of Science and Technology majoring in financial accounting.

Save as disclosed above, Mr. Huang does not hold any positions in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If Mr. Huang is appointed as a Supervisor of the Company, he will enter into a service agreement with the Company for a term of office from 1 July 2009 to 30 June 2012 and he will receive a remuneration to be approved by the Shareholders at the AGM. The remuneration will be determined with reference to Mr. Huang's duties and responsibilities with the Company and the market rate for the position.

Relationships

Mr. Huang has no relationship with any Directors, Supervisors or the senior management of the Company or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors of the Company are aware as at the date hereof, Mr. Huang does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of Mr. Huang as the Supervisor, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders of the Company.