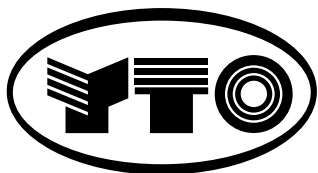


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第一拖拉机股份有限公司*
FIRST TRACTOR COMPANY LIMITED

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

(Stock Code: 0038)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2011 annual general meeting (the “**AGM**”) of First Tractor Company Limited (the “**Company**”) will be held at 9:00 a.m. on 15 June 2012 (Friday) at No.154 Jianshe Road, Luoyang, Henan Province, the People’s Republic of China (the “**PRC**”) for the purpose of passing the following resolutions:

(I) 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 2011.
2. To consider and approve the report of the board of supervisors of the Company for the year 2011.
3. To consider and approve the audited financial report of the Company for the year 2011.
4. To consider and approve the distribution proposal of the Company in respect of the dividend for the year ended 31 December 2011.

Pursuant to the resolution in relation to the refreshment of specific mandate for the issue of A shares passed at the extraordinary general meeting and the respective class meetings for holders of H shares and domestic shares of the Company convened on 15 August 2011 (details of which were set out in the announcement of results of the extraordinary general meeting, H shares class meeting and domestic shares class meeting of the Company dated 15 August 2011), the Board does not recommend distribution of dividend for the financial year ended 31 December 2011.

(II) AS SPECIAL RESOLUTIONS:

1. Subject to compliance with provisions under Chapters 14 and 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to, among other things, shareholders’ approval, and other relevant provisions of the Listing Rules, and the accumulated limit not exceeding 50% of the latest audited net assets value of the Company (consolidated financial statements), to authorize the Board to determine matters related to investments and execute relevant investment agreements and other relevant documents, such investment scope includes: (I) short-term investments, which refer to investments (ready to be realized at anytime) purchased by the Company and will be held for no more than one year (including one year), including shares, funds, bonds, etc; (II) long-term investments, which refer to all types of investments made by the Company which cannot be or are not ready to be realized within one year, including investments in bonds, equity interests and other investments, etc; (III) projects on mergers and acquisitions, assets disposals, etc; and to authorize the Board to determine (including but not limited to) (i) investment plans; (ii) targets to be invested in; (iii) actual investment amounts; (iv) actual investment methods (including by way of issuance of domestic shares or overseas listed foreign shares); (v) arrangement for actual time of investments, within the period from the date of convening 2011 annual general meeting to the date of convening 2012 annual general meeting or the effective date of the decision making principles on investments and operation approved at the extraordinary general meeting held on 20 September 2010, whichever is earlier.

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 special resolution, provided that China Securities Regulatory Commission and the relevant governmental authorities granting the relevant approvals; and to authorize the Board to handle the matters in relation to such placement or issue and to make any necessary amendments as it considers appropriate to 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 special resolution, “relevant period” means the period from the date of passing this special resolution to the earlier of:

- (a) the conclusion of the next annual general meeting following the passing of this resolution;
- (b) the last day of the 12 months from the date of passing this special resolution; and
- (c) the date on which the authorization under this special resolution is revoked or amended by a special resolution passed at a general meeting of the Company.

3. To authorize the Board to declare an interim dividend to the shareholders of the Company for the half year ending 30 June 2012.

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

Luoyang, the PRC
27 April 2012

As at the date of this notice, Mr. Zhao Yanshui is the Chairman and executive Director of the Company and Mr. Su Weike is the vice Chairman and non-executive Director of the Company. Other members of the Board are, three executive Directors, namely, Ms. Dong Jianhong, Mr. Qu Dawei and Mr. Liu Jiguo; two non-executive Directors, namely, Mr. Yan Linjiao and Mr. Liu Yongle; and four independent non-executive Directors, namely, Mr. Luo Xiwen, Mr. Chan Sau Shan, Gary, Mr. Hong Xianguo and Mr. Zhang Qiusheng.

Notes:

1. The register of members of the Company will be temporarily closed from 16 May 2012 to 14 June 2012 (both days inclusive) during which no transfer of shares of the Company (the “**Shares**”) will be registered in order to determine the list of shareholders of the Company (the “**Shareholders**”) for attending the AGM. The last lodgment for the transfer of the H Shares of the Company should be made on 15 May 2012 at Hong Kong Registrars Limited by or before 4:00 p.m. The Shareholders or their proxies being registered before the close of business on 15 May 2012 are entitled to attend the AGM by presenting their identity documents. The address of Hong Kong Registrars Limited, the H Shares registrar of the Company, is Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
2. Each Shareholder having the rights to attend and vote at the 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 Shares registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in not less than 24 hours before the time scheduled for the holding of the 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 by or before 4:00 p.m., 25 May 2012.
5. Shareholders or their proxies shall present proofs of their identities upon attending the AGM. Should a proxy be appointed, the proxy shall also present the proxy form.
6. The AGM is expected to last for less than one day. The Shareholders and proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.
7. The Company's registered address:
No. 154 Jianshe Road, Luoyang, Henan Province, the PRC
Postal code: 471004
Telephone: (86379) 6496 7038
Facsimile: (86379) 6496 7438
Email: msc0038@ytogroup.com

* *For identification purposes only*