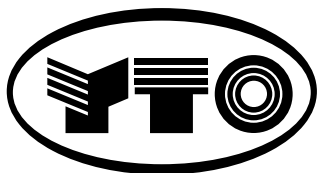


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**第一拖拉机股份有限公司\***  
**FIRST TRACTOR COMPANY LIMITED**

*(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 2013 annual general meeting (the “**AGM**”) of First Tractor Company Limited (the “**Company**”) will be held at 2:30 p.m. on 29 May 2014 (Thursday) 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 2013.
2. To consider and approve the report of the supervisory committee of the Company for the year 2013.
3. To consider and approve the audited financial report of the Company for the year 2013.
4. To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2013.

The Board recommends the following profit distribution proposal for 2013: a cash dividend of RMB0.6 (tax inclusive) for every ten shares on the basis of the total share capital of the Company of 995,900,000 shares as at 31 December 2013.

5. To consider and approve the re-appointment of Baker Tilly China Certified Public Accountants and Baker Tilly Hong Kong Limited as the PRC and Hong Kong auditors of the Company respectively for the year 2014, and to authorize the Board to decide their remunerations in the total amount of no more than RMB2,500,000.
6. To consider and approve the re-appointment of Baker Tilly China Certified Public Accountants as the internal control auditor of the Company for the year 2014, with the audit fees of RMB480,000.
7. To consider and approve the resolution in relation to provision of guarantees by the Company for dealers of agricultural machinery products under the brand name of “Dong Fanghong”.

(Provided that the relevant requirements of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, relevant requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (including but not limited to Chapters 14 and 14A) and other relevant requirements are complied with, the Company be hereby approved to provide guarantees for dealers of agricultural machinery products under the brand name of “Dong Fanghong” with a total amount of not more than RMB820 million. The validity period of the aforesaid guarantees is from 29 May 2014 to the date of convening the 2014 annual general meeting of the Company.)

8. To consider and approve the resolution in relation to provision of guarantees by the Company for subsidiaries, YTO (Luoyang) Forklift Company Limited, YTO (Luoyang) Transporting Machinery Company Limited and YTO (Luoyang) Shentong Engineering Machinery Company Limited.

(Provided that the relevant requirements of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, relevant requirements of the Listing Rules (including but not limited to Chapters 14 and 14A) and other relevant requirements are complied with, the Company be hereby approved to provide guarantees for subsidiaries, YTO (Luoyang) Forklift Company Limited, YTO (Luoyang) Transporting Machinery Company Limited and YTO (Luoyang) Shentong Engineering Machinery Company Limited with a total amount of not more than RMB64 million. The validity period of the aforesaid guarantees is from 29 May 2014 to the date of convening the 2014 annual general meeting of the Company.)

9. To consider and approve the amendments to the “Rules of Procedures for the Supervisory Committee” of the Company (details of which are set out in the announcement of the Company dated 27 March 2014).
10. To consider and approve the appointment of Mr. Yu Zengbiao as the independent non-executive Director of the Company for a term from 29 May 2014 to 19 December 2015.
11. To consider and approve the appointment of Mr. Wang Kejun as the non-executive Director of the Company for a term from 29 May 2014 to 19 December 2015.
12. To consider and approve the appointment of Mr. Wu Zongyan as the non-executive Director of the Company for a term from 29 May 2014 to 19 December 2015.

**(II) AS SPECIAL RESOLUTION:**

1. To consider and approve the amendments to the Articles of Association of the Company (details of which are set out in the announcement of the Company dated 27 March 2014), 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 deal with other related issues arising from the amendments to the Articles of Association of the Company.

(For details of the above resolutions, please refer to the Company's annual report 2013 and announcements dated 27 March 2014.)

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

Luoyang, the PRC  
11 April 2014

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

*Notes:*

1. The register of members of the Company will be temporarily closed from 29 April 2014 to 28 May 2014 (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 28 April 2014 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 28 April 2014 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., 8 May 2014.
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*