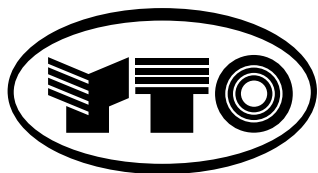


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**第一拖拉机股份有限公司\***  
**FIRST TRACTOR COMPANY LIMITED**

*(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 2014 annual general meeting (the “**AGM**”) of First Tractor Company Limited (the “**Company**”) will be held at 2:30 p.m. on 29 May 2015 (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:

### **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 2014.
2. To consider and approve the report of the supervisory committee of the Company for the year 2014.
3. To consider and approve the audited financial report of the Company for the year 2014.
4. To consider and approve the dividend distribution proposal of the Company for the year ended 31 December 2014.

The Board recommends the following dividend distribution proposal for 2014: a cash dividend of RMB0.51 (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 2014.

5. To consider and approve the re-appointment of ShineWing Certified Public Accountants (“**ShineWing**”) as the auditor of the Company’s financial report for the year 2015, and to authorize the management of the Company to decide its remuneration with reference to the 2014 remuneration standard.
6. To consider and approve the re-appointment of ShineWing as the internal control auditor of the Company for the year 2015, and to authorize the management of the Company to decide its remuneration with reference to the 2014 remuneration standard.
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” and the amount of guarantees actually provided by the Company shall not exceed RMB277 million at any time during the validity period of the guarantees. The proposed guarantees will be available for use on a revolving basis. The validity period of the aforesaid guarantees is from 29 May 2015 to the date of convening the 2015 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) 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) Transporting Machinery Company Limited and YTO (Luoyang) Shentong Engineering Machinery Company Limited and the amount of guarantees actually provided by the Company shall not exceed RMB59 million at any time during the validity period of the guarantees. The proposed guarantees will be available for use on a revolving basis. The validity period of the aforesaid guarantees is from 29 May 2015 to the date of convening the 2015 annual general meeting of the Company.)

9. To consider and approve the procurement framework agreement between the Company and ZF YTO (Luoyang) Axle Co., Ltd., and its transaction cap amounts for the years from 2015 to 2017.
10. To consider and approve the sales framework agreement between the Company, ZF YTO (Luoyang) Axle Co., Ltd. and ZF Drivotech (Hangzhou) Co. Ltd., and its transaction cap amounts for the years from 2015 to 2017.

(For details of the above resolutions, please refer to the Company's annual report 2014 and announcements dated 16 February 2015 and 30 March 2015 respectively.)

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

Luoyang, the PRC  
13 April 2015

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

*Notes:*

1. The register of members of the Company will be temporarily closed from 29 April 2015 to 28 May 2015 (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 2015 at Hong Kong Registrars Limited by or before 4:00 p.m. The Shareholders or their proxies being registered before the close of business on 28 April 2015 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 2015.
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*