



FIRST TRACTOR COMPANY LIMITED

第一拖拉机股份有限公司

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

CHANGE OF ARTICLES OF ASSOCIATION

The Board is pleased to announce that it has held a meeting on 25 September 2002 to approve the change of the articles of association of the Company (the "Articles of Association") regarding the change of the Company's authorized business scope.

The Company will convene an extraordinary general meeting (the "EGM") to approve the proposed change made to the Articles of Association by special resolution on 18 November 2002 at 9:00 a.m. at No. 154, Jianshe Road, Luoyang, Henan Province, the People's Republic of China (the "PRC").

The Board is pleased to announce that it has held a meeting on 25 September 2002 to approve the change of the Articles of Association regarding the change of the Company's authorized business scope.

The Company will convene an EGM to approve the proposed change made to the Articles of Association by special resolution on 18 November 2002 at 9:00 a.m. at No. 154, Jianshe Road, Luoyang, Henan Province, the PRC.

As Special Resolution :

To consider and approve the amendment of the Articles of Association. To amend Article 15 as follows :

Existing Article 15 : The scope of the Company's operations shall be those approved by the companies registration authorities.

The scope of the Company's operations is :

The manufacture, sale of and provision of after-sale service for tractor series products, forging and casting goods, spare parts and fittings, and tractor-related technological development, transfer, sub-contracting and consultancy services.

Proposed Article 15 : The scope of the Company's operations shall be those approved by the companies registration authorities.

The scope of the Company's operations is :

The manufacture, sale of and provision of after-sale service for tractor series products, forging and casting goods, spare parts and fittings, and tractor-related technological development, transfer, sub-contracting and consultancy services. The trading of import and export businesses of the Company's (including the member enterprises of the Company) self-manufacturing products and related technologies but commodities and technologies restricted by the State for trading or importing and exporting are excluded.

By order of the Board

Dong Yong An

Chairman

Luoyang, Henan Province, the PRC

27 September 2002

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of First Tractor Company Limited (the "Company") will be held at No. 154, Jianshe Road, Luoyang, Henan Province, the People's Republic of China (the "PRC") at 9:00 a.m. on Monday, 18 November 2002 to consider and, if thought fit, pass with or without amendments the following resolution : -

As Special Resolution :

To consider and approve the amendment of the Articles of Association of the Company. To amend Article 15 as follows :

Existing Article 15 : The scope of the Company's operations shall be those approved by the companies registration authorities.

The scope of the Company's operations is :

The manufacture, sale of and provision of after-sale service for tractor series products, forging and casting goods, spare parts and fittings, and tractor-related technological development, transfer, sub-contracting and consultancy services.

Proposed Article 15 : The scope of the Company's operations shall be those approved by the companies registration authorities.

The scope of the Company's operations is :

The manufacture, sale of and provision of after-sale service for tractor series products, forging and casting goods, spare parts and fittings, and tractor-related technological development, transfer, sub-contracting and consultancy services. The trading of import and export businesses of the Company's (including the member enterprises of the Company) self-manufacturing products and related technologies but commodities and technologies restricted by the State for trading or importing and exporting are excluded.

Notes:

1. The register of members of the Company's shares will be temporarily closed from 17 October 2002 to 18 November 2002 (both days inclusive) during which no transfer of Shares will be registered in order to determine the list of the Company's Shareholders for attending the EGM. Shareholders whose names appear on the register of members of the Company on Thursday, 17 October 2002 will be entitled to attend and vote at the EGM. In order to be entitled to attend and vote at the meeting, all transfer of H shares accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Hong Kong Registrars Limited, at 2/F, Vicwood Plaza, No. 199 Des Voeux Road Central, Hong Kong, not later than 4:00 p.m. on 16 October 2002.
2. Each shareholder having the rights to attend and vote at the EGM 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 authorized 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 authorization must be delivered to the Company's H Share registrar at the address indicated in paragraph 1 above not less than 24 hours before the time scheduled for the holding of the EGM.
4. Shareholders or proxies who intend to attend the EGM are requested to deliver the reply slip for attendance duly completed and signed to the Company in person, by post or by facsimile on or before Monday, 28 October 2002.
5. Shareholders or their proxies shall present proofs of their identities upon attending the EGM. Should a proxy be appointed, the proxy shall also present the Proxy Form.
6. The EGM is expected to last for less than one day. The shareholders and proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.
7. The Company's registered address is as follows:-

By order of the Board

Dong Yong An

Chairman

Luoyang, Henan Province, the PRC

27 September 2002

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