



# FIRST TRACTOR COMPANY LIMITED

## 第一拖拉機股份有限公司

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

(Stock Code: 0038)

### Notice of Extraordinary General Meeting

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the "EGM") of the shareholders of First Tractor Company Limited (the "Company") will be held at No. 154 Jianshe Road, Luoyang, Henan Province, the People's Republic of China on Monday, 16 August 2004 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

**"THAT:**

- (A) the terms and conditions of the New Agreement (as defined in the circular of the Company dated 28 June 2004 (the "Circular"), a copy of which has been produced to the EGM marked "A" and signed by the chairman of the meeting for the purpose of identification) and the New Caps (as defined in the Circular) in relation to the Ongoing Connected Transactions (as defined in the Circular), be and are hereby approved, ratified and confirmed; and
- (B) the Directors authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds be hereby approved, ratified and confirmed, and the Directors be and are hereby authorised to do or authorise doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Ongoing Connected Transactions pursuant to the New Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of any of the New Agreement as they may in their discretion consider to be desirable and in the interest of the Company."

By Order of the Board

**Liu Da Gong**

Chairman

Luoyang, the PRC, 28 June 2004

Notes:

- The register of members of the Company will be temporarily closed from 16 July 2004 to 16 August 2004 (both days inclusive) during which no transfer of shares will be registered in order to determine the list of Shareholders for attending the EGM. Shareholders whose names appear on the register of members of the Company on Monday, 16 August 2004 will be entitled to attend and vote at the EGM. In order to be entitled to attend and vote at the EGM, all transfer of H Shares accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on 15 July 2004.
- 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. A proxy need not be a member of the Company.
- 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 authorisation 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 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 in not less than 24 hours before the time scheduled for the holding of the EGM or any adjournment.
- 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, 26 July 2004.
- 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.
- The EGM is expected to last for less than one day. The Shareholders and proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.
- The Company's registered address is as follows:-  
No. 154 Jianshe Road  
Luoyang, Henan Province  
the People's Republic of China  
Postal Code: 471004  
Telephone: 86-379-4967038  
Facsimile: 86-379-4967438
- Completion and return of the form of proxy will not preclude members of the Company from attending and voting in person at the EGM or any adjournment should he so desire.

As at the date of this notice, the board of directors of the Company comprises ten executive directors, namely Mr. Liu Dagong, Mr. Dong Yong An, Mr. Liu Wenying, Mr. Shao Haichen, Mr. Li Tengjiao, Mr. Zhao Yanshui, Mr. Zhang Jing, Mr. Liu Shuangcheng, Mr. Yan Lin Jiao and Mr. Huang Yanzhao and four independent non-executive directors, namely Mr. Lu Zhongmin, Mr. Tao Xiang, Mr. Chen Zhi and Mr. Chan Sau Shan, Gary.