



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)

ANNOUNCEMENT ON THE CHANGE OF CHAIRMAN AND GENERAL MANAGER, RESIGNATION OF VICE-CHAIRMAN, AND APPOINTMENT OF VICE-GENERAL MANAGER AND APPOINTMENT OF EXECUTIVE DIRECTORS

The board of directors (the "Board") of First Tractor Company Limited (the "Company") wishes to announce that on 18th February 2002, Mr. Dong Yong An has been appointed as chairman of the Company in place of Mr. Fang Gang who has resigned as chairman of the Company; Mr. Chen Li Wei has also resigned from his position as vice-chairman of the Company; Mr. Shao Hai Chen has been appointed as the general manager of the Company in place of Mr. Cui Qi Hong who has resigned as the general manager of the Company; and Mr. Yang You Liang and Mr. Guo Zhi Qiang have been appointed as the vice-general managers of the Company.

An extraordinary general meeting of the Company ("EGM") will be held at 9:00 a.m. on Monday, 8th April 2002 at No. 154, Jianshe Road, Luoyang, Henan Province, the People's Republic of China for the purpose of considering and approving the resignation and appointment of the Company's executive directors.

CHANGE OF CHAIRMAN AND RESIGNATION OF VICE-CHAIRMAN

On 18th February 2002, Mr. Dong Yong An has been appointed as chairman of the Company in place of Mr. Fang Gang who has resigned as chairman and executive director of the Company; Mr. Chen Li Wei has also resigned from his position as vice-chairman and executive director of the Company.

Mr. Dong Yong An, age 46, joined the China First Tractor Group Company Limited ("China First Tractor") since 1982 and has been appointed as the workshop director, section chief, factory manager of China First Tractor and the general manager, vice-chairman of the Company. Mr. Dong is currently the chairman of China First Tractor. Mr. Dong has rich experience in dynamic engineering and machinery design, corporate management and production operation. Mr. Dong graduated from the Xian Jiao Tong University in 1982 with a bachelor degree and holds the title of senior engineer.

CHANGE OF GENERAL MANAGER AND APPOINTMENT OF VICE-GENERAL MANAGERS

Mr. Shao Hai Chen has been appointed as the general manager of the Company in place of Mr. Cui Qi Hong who has resigned as the general manager of the Company; and Mr. Yang You Liang and Mr. Guo Zhi Qiang have been appointed as the vice-general managers of the Company.

For the reason of Mr. Yang You Liang's appointment as the vice-general manager of the Company, Mr. Yang resigned from his position of supervisor for the staff representative. The vacancy of this supervisor position will be elected by the staff in accordance with the Company's articles of association.

Mr. Shao Hai Chen, age 47, joined the China First Tractor in 1977 and has been appointed as the technician, section chief. Mr. Shao has also been appointed as the assistant to the general manager and vice-general manager of the Company. Mr. Shao is experienced in corporate management. Mr. Shao graduated from Luoyang Institute of Technology & Science in 1982 with a bachelor of degree and holds the title of senior engineer.

Mr. Yang You Liang, age 44, joined the China First Tractor in 1982 and had been the technician, section chief and factory manager. Mr. Yang has also been the assistant to the general manager of the Company. Mr. Yang is experienced in corporate management. Mr. Yang graduated from Luoyang Institute of Technology & Science with a bachelor degree. In 1988, Mr. Yang obtained from Hua Zhong Technology & Science University with a master degree in machinery manufacturing and holds the title of senior engineer.

Mr. Guo Zhi Qiang, age 46, joined the China First Tractor in 1982 and had been the workshop director, factory manager. Mr. Guo has also been the assistant to the general manager of the Company and he has rich experience in corporate management. Mr. Guo graduated from Luoyang Institute of Technology & Science in 1982 with a bachelor of degree and holds the title of senior engineer.

APPOINTMENT OF EXECUTIVE DIRECTORS

The Board proposed to appoint Mr. Liu Da Gong, Mr. Shao Hai Chen and Mr. Liu Shuang Cheng as the executive directors of the Company.

Mr. Liu Da Gong, age 47, joined the China First Tractor in 1975. Mr. Liu had been the researcher, supervisor and the vice-general manager of China First Tractor. Mr. Liu is the general manager of China First Tractor at present. Mr. Liu has rich experience in personnel, human resources labour management and staff training. Mr. Liu graduated from Zheng Zhou University and studied in Henan Province Party College majoring in economic management.

Mr. Liu Shuang Cheng, age 46, joined China First Tractor in 1975 and had been the workshop director of China First Tractor. He is currently the factory manager of the Company's No. 1 iron casting factory. Mr. Liu graduated from Henan Province Party College majoring in economic management.

By order of the board of
First Tractor Company Limited
Zhang Guo Long
Acting Company secretary

Luoyang, Henan Province, the PRC, 20th February, 2002

If you are in doubt as to any aspect of this announcement together with this notice of extraordinary general meeting or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold or transferred all your shares in First Tractor Company Limited, you should at once hand this announcement together with this notice of extraordinary general meeting with the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of First Tractor Company Limited (the "Company") shall be held at No. 154, Jianshe Road, Luoyang, Henan Province, the People's Republic of China, at 9:00 a.m. on Monday, 8th April 2002 to consider and, if thought fit, pass with or without amendments the following resolutions :-

As Ordinary Resolutions :

"THAT:

1. To consider and approve the resignation of Mr. Fang Gang and Mr. Chen Li Wei as the executive directors of the Company; and
2. To consider and approve the appointment of Mr. Liu Da Gong, Mr. Shao Hai Chen and Mr. Liu Shuang Cheng as the executive directors of the Company."

By order of the board of
First Tractor Company Limited
Zhang Guo Long
Acting Company secretary

Luoyang, Henan Province, the PRC, 20th February, 2002

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Notes:

1. Holders of the Company's shares ("Shares") who, immediately after the close of trading in the afternoon on 8th March 2002 are registered on the Register of Members of the Company as shareholders of the Company ("Shareholders") shall have the right to attend the EGM. The Company's Register of Members will be temporarily closed from 8th March 2002 to 8th April 2002, both dates inclusive.
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 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 notorially certified. To be valid, the Proxy Form and the notorially certified power of attorney or other documents of authorisation must be delivered to the Company's H Share registrar of the Company, Hong Kong Registrars Limited at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong, in 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 send the reply slip for attendance duly completed and signed to the secretarial office of the Company at the above legal address of the Company, or to Hong Kong Registrars Limited at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong, on or before Monday, 18th March 2002 in person, by post or by fax. Please use the reply slip or its duplicate in writing.
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 about half a day. The shareholders and proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.