



# 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 EGM

**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 Friday, 28 July 2006 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 Diesel Repayment Agreement (as defined in the circular of the Company dated 9 June 2006 (the "Circular"), a copy of which has been produced to the EGM marked "A" and signed by the chairman of the EGM for the purpose of identification) and the terms of and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed; and
- (B) the Fuel Jet Repayment Agreement (as defined in the Circular, a copy of which has been produced to the EGM marked "B" and signed by the chairman of the EGM for the purpose of identification) and the terms of and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed; and
- (C) the Assets Swap Agreement (as defined in the Circular, a copy of which has been produced to the EGM marked "C" and signed by the chairman of the EGM for the purpose of identification) and the terms of and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed; and
- (D) any one of the directors of the Company be 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 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 Assets Swap Agreement, Diesel Repayment Agreement and Fuel Jet Repayment 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 Diesel Repayment Agreement, the Fuel Jet Repayment Agreement and the Assets Swap Agreement as they may in their discretion consider to be desirable and in the interest of the Company."

By Order of the Board  
**Liu Dagong**  
Chairman

Luoyang, the PRC, 9 June 2006

Notes:

1. The register of members of the Company will be temporarily closed from 28 June 2006 to 28 July 2006 (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 EGM. The last lodgment for Share transfer should be made on 27 June 2006 at Hong Kong Registrars Limited by or before 4:00p.m.. The Shareholders or their proxies being registered before the close of business on 27 June 2006 are entitled to attend the EGM by presenting their identity documents. The address of H Share registrar of the Company, Hong Kong Registrars Limited is 46/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
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 authorization shall be notorially certified. To be valid, the Proxy Form and the notorially certified power of attorney or other documents of authorization must be delivered to the Company's H Share registrar, Hong Kong Registrars Limited, at 46/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time scheduled for the holding of the EGM or any adjournment thereof.
4. Shareholders or proxies who intend to attend the EGM are requested to deliver the duly completed and signed reply slip for attendance to the Company's registered address in person, by post or by facsimile on or before 4:00p.m. 7 July 2006.
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:

No. 154, Jianshe Road, Luoyang, Henan Province, the PRC  
Postal code : 471004  
Telephone : 86-379-64967038  
Facsimile : 86-379-64967438  
Email : msc0038@first-tractor.com.cn

As at the date hereof, the Board comprises ten executive Directors: Mr. Liu Dagong (Chairman), Mr. Liu Wenyong, Mr. Zhao Yanshui, Mr. Yan Linjiao, Mr. Li Tengjiao, Mr. Shao Haichen, Mr. Zhang Jing, Mr. Li Youji, Mr. Liu Shuangcheng and Mr. Zhao Fei, and three independent non-executive Directors: Mr. Lu Zhongmin, Mr. Chen Zhi and Mr. Chan Sau Shan, Gary.

\* For identification purpose only