

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 2000 Annual General Meeting ("AGM") of First Tractor Company Limited ("the Company") will be held at No.154, Jianshe Road, Luoyang, Henan Province, the People's Republic of China ("PRC") on Friday, 15th June, 2001 at 9:00 a.m. for the purpose of passing the resolutions as listed below:

1. AS ORDINARY RESOLUTIONS:

1. To consider and approve the Report of the Board of Directors of the Company for the year ended 31st December, 2000;
2. To consider and approve the Report of the Supervisory Committee 2000;
3. To consider and approve the audited financial report 2000;
4. To consider and approve the dividend distribution proposal for the year ended 31st December, 2000;
5. To consider and approve the re-appointment of Ernst & Young as auditors of the Company for the year ending 31st December, 2001 and to authorise the Board of Directors of the Company to determine the terms for such appointment;
6. To consider and approve the remuneration proposals for the directors and supervisors of the Company for the year ending 31st December, 2001; and
7. To consider any other business.

2. AS SPECIAL RESOLUTIONS:

1. Subject to the stipulations of Article 12 of the "Company Law of the People's Republic of China", to authorise the Board of Directors of the Company to determine any investment plan or proposal in respect of other limited companies, joint stock limited companies or other economic entities or projects, including but not limited to decisions on projects of investment, the companies or other economic entities to be invested, the amount, the method (including by way of issuance of the domestic invested shares or overseas listed foreign invested shares) and the time of investment and the execution of the relevant agreements and other documents;
2. Subject to the approval by The Stock Exchange of Hong Kong Limited and the Securities Regulatory Commission of the PRC, to approve the Company's allotment, issuance or otherwise dealing with either separately or concurrently, not more than 20% each of its domestic invested shares and overseas listed foreign invested shares in issue during the Relevant Period (as defined below) and to authorise the Board of Directors of the Company to deal with all necessary matters relating to such allotment and issue.

For the purpose of this resolution, "Relevant Period" means the period from the date

upon which this resolution is passed until whichever is the earliest of:

- (a) the last day of the twelve-month period from the date of this resolution is passed; or
 - (b) the revocation or variation of the authorisation given under this resolution by a special resolution of the shareholders of the Company at the general meeting;
- 3. TO AUTHORISE THE BOARD OF DIRECTORS OF THE COMPANY TO DECLARE AN INTERIM DIVIDEND TO THE SHAREHOLDERS OF THE COMPANY FOR THE HALF YEAR ENDED 30TH JUNE 2001.**

By order of the Board

Jiang Guo Liang

Company Secretary

Luoyang, the PRC, 25th April, 2001

Notes:

1. The register of members of the Company's shares will be temporarily closed from 16th May, 2001 to 14th June, 2001 (both days inclusive) during which no transfer of shares will be registered in order to determine the list of shareholders for attending the AGM. The last lodgement for share transfer should be made on 15th May, 2001 at Hong Kong Registrars Limited by or before 4:00 p.m. The address of H share registrar of the Company, Hong Kong Registrars Limited is 2/F., Vicwood Plaza, No. 199 Des Voeux Road Central, Central, 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 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 above legal address of the Company in not less than 24 hours before the time scheduled for the holding of the AGM.
4. Shareholders or proxies who intend to attend the AGM 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 Friday, 25th May, 2001.
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: 86-379-4967038

Facsimile: 86-379-4967438