

## Notice of Annual General Meeting 股東週年大會通告

NOTICE IS HEREBY GIVEN THAT the 2001 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, 14 June 2002 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 2001;
2. To consider and approve the Report of the Supervisory Committee for the year 2001;
3. To consider and approve the audited financial report for the year 2001;
4. To consider and approve the dividend distribution proposal for the year ended 31 December 2001;
5. To consider and approve the re-appointment of Ernst & Young as auditors of the Company for the year ending 31 December 2002 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 ;
7. To consider and approve the resignation of Mr. Hon Fong Ming as the independent non-executive director of the Company; and
8. To consider any other business.

茲通告第一拖拉機股份有限公司(「本公司」)謹訂於二零零二年六月十四日(星期五)上午九時正假座中華人民共和國(「中國」)河南省洛陽市建設路154號舉行二零零一年年度股東週年大會(「股東大會」)。藉以通過以下事項：

### 一. 以普通決議案通過的事項：

1. 審議並批准本公司二零零一年年度本公司董事會工作報告；
2. 審議並批准本公司二零零一年年度監事會工作報告；
3. 審議並批准本公司二零零一年年度經審計財務報告；
4. 審議並批准本公司截至二零零一年十二月三十一日止年度股息分配議案；
5. 審議並批准續聘安永會計師事務所出任本公司截至二零零二年十二月三十一日止年度境外核數師並授權本公司董事會決定其委任的條款；
6. 審議並批准本公司董事、監事酬金事項；
7. 審議並批准韓方明先生辭去本公司獨立非執行董事職務；及
8. 其他事項。

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### 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; and
2. 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 30 June 2002.

By order of the Board  
**Zhang Guo Long**  
Acting Company Secretary

Luoyang, the PRC  
26 April 2002

#### Notes:

1. The register of members of the Company’s shares will be temporarily closed from 15 May 2002 to 14 June 2002 (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 14 May 2002 at Hong Kong Registrars Limited by or before 4:00 p.m. The Company’s shareholders or their proxies being registered before the close of business on 14 May 2002 are entitled to attend the general meeting by presenting their identity documents. 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.

### 二. 以特別決議案通過的事項：

1. 授權本公司董事會有權決定在《中華人民共和國公司法》第十二條規定的限額內，對其他有限責任公司或股份有限公司或其他經濟組織或項目的任何投資計劃或方案，包括但不限於決定投資方案、所投資的公司或其他經濟組織、具體金額、投資方式（包括以發行內資股或境外上市外資股等方式）和時間及簽署有關合約及其它文件等；及
2. 授權本公司董事會向本公司股東分派截至二零零二年六月三十日止中期股息。

承董事會命  
**張國龍**  
代公司秘書

中國·洛陽  
二零零二年四月二十六日

#### 附註：

- 一. 本公司將於二零零二年五月十五日至二零零二年六月十四日（首尾兩天包括在內）暫停辦理股份過戶登記手續，以確定有權出席股東大會的股東名單，股份過戶表格最遲須於二零零二年五月十四日下午四時或之前交回香港證券登記有限公司。凡於二零零二年五月十四日營業日結束前登記在冊的本公司股東或其代理人，均有權憑身份證明文件出席股東大會。本公司H股股份過戶登記處地址為：香港證券登記有限公司，地址：香港中環德輔道中199號維德廣場二樓。
- 二. 凡有權出席股東大會並有權表決的股東均有權委任一位或數位人士（不論該人士是否股東）作為其股東代理人，代其出席股東大會並行使其表決權。如一名股東委任超過一名股東代理人，其股東代理人只能以投票方式行使其表決權。

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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, 24 May 2002.
  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  
E-mail address: msc0038@public2.lyptt.ha.cn
- 三. 股東委託他人出席股東大會及行使其表決權須以書面形式委任(委任表格附後)。此等委任表格可由委託人簽署,也可由委託人的授權人簽署。如果該委託表格由委託人的授權人簽署,則委託人授權其簽署的授權書或其他有效授權文件需要經過公證。經過公證的授權書或其他有效之授權文件及代表委任表格,須在股東大會舉行開始時間24小時前,交回本公司上述之法定地址,方為有效。
  - 四. 擬出席本屆股東大會的股東應於二零零二年五月二十四日(星期五)或以前將擬出席會議的書面確認回復送達本公司。回復可採用來人、來函或傳真等方式送達。
  - 五. 股東或其股東代理人須於出席股東大會時出示本人身份證件,如由股東代理人出席,則代理人還須攜帶其代理人委任表格。
  - 六. 本屆股東大會會期預計不超過一天,往返及住宿費用由出席股東大會之股東及其代理人自行負責。
  - 七. 本公司註冊地址為:  
  
中國河南省洛陽市建設路154號  
本公司郵政編號:471004  
聯繫電話:86-379-4967038  
傳真:86-379-4967438  
電子郵箱:msc0038@public2.lyptt.ha.cn