

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2004 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 (the “PRC”) on Friday, 17 June 2005 at 9:00 a.m. for the purpose of passing the resolutions as listed below:

1. ORDINARY RESOLUTIONS:

1. To consider and approve the report of the board (the “Board”) of directors (the “Directors”) of the Company for the year 2004;
2. To consider and approve the report of the supervisory committee of the Company for the year 2004;
3. To consider and approve the audited financial report for the year 2004;
4. To consider and approve the dividend distribution proposal (if any) for the year ended 31 December 2004;
5. To consider and approve the re-appointment of Ernst & Young as auditors of the Company for the year ending 31 December 2005 and to authorise the Board to determine the terms for such appointment;
6. To consider and approve the remuneration proposals for the Directors and supervisors of the Company;
and
7. Other matters.

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2. SPECIAL RESOLUTIONS:

1. Subject to the stipulations of article 12 to the "Company Law of the People's Republic of China", to authorise the Board 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 investment method (including by way of issuance of domestic shares or overseas listed foreign shares) and the time of investment and the execution of the relevant agreements and other documents.
2. To approve the Company of placing, issuing or dealing with domestic shares and H shares of the Company solely or jointly within the relevant period (as defined hereunder) with an amount of no more than 20% of the issued shares of that class of shares of the Company as at the date of passing of this resolution, provided that the China Securities Regulatory Commission and the relevant governmental authorities granting the relevant approvals; and to authorise the Board to handle the matters in relation to such placement or issue and to make any necessary amendments as it considers appropriate in the articles of association of the Company, so as to reflect the changes in the structure of capital of the Company resulting from such placement or issue.

For the purpose of this resolution, "relevant period" means the period from the date of passing this resolution to the earlier of:

- (a) the last day of the 12 months from the date of passing this resolution; and
 - (b) the date on which the authorisation under this resolution is revoked or amended by a special resolution passed at a general meeting of the Company.
3. To authorise the Board to declare an interim dividend to the shareholders of the Company for the half year ended 30 June 2005.

By order of the Board
Zhang Guo Long
Company Secretary

Luoyang, the PRC
29 April 2005

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Notes:

1. The register of members of the Company will be temporarily closed from 18 May 2005 to 17 June 2005 (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 AGM. The last lodgement for Share transfer should be made on 17 May 2005 at Hong Kong Registrars Limited by or before 4:00 p.m. The Shareholders or their proxies being registered before the close of business on 17 May 2005 are entitled to attend the AGM 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 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 registered address of the Company in not less than 24 hours before the time scheduled for the holding of the AGM or any adjournment thereof.
4. Shareholders or proxies who intend to attend the AGM are requested to deliver the duly completed and signed reply slip for attendance to the Company in person, by post or by facsimile on or before Friday, 27 May 2005.
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: 86-379-64967038
Facsimile: 86-379-64967438
Email: msc0038@first-tractor.com.cn

As at the date of hereof, the Board comprises ten executive Directors, namely, Mr. Liu Da Gong (Chairman), Mr. Liu Wen Ying, Mr. Zhao Yan Shui, Mr. Yan Lin Jiao, Mr. Li Teng Jiao, Mr. Shao Hai Chen, Mr. Zhang Jing, Mr. Li You Ji, Mr. Liu Shuang Cheng and Mr. Zhao Fei, and four independent non-executive Directors, namely Mr. Lu Zhong Min, Mr. Tao Xiang, Mr. Chen Zhi and Mr. Chan Sau Shan, Gary.