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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

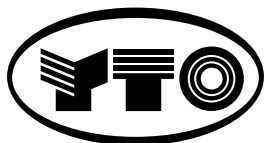
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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold or transferred all your shares in **FIRST TRACTOR COMPANY LIMITED**, you should at once hand this circular with the accompanying supplemental proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**第一拖拉机股份有限公司** \*  
**FIRST TRACTOR COMPANY LIMITED**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 0038)

**DISCLOSEABLE AND CONNECTED TRANSACTIONS**  
**(1) ACQUISITION OF 100% EQUITY INTEREST IN**  
**YTO (LUOYANG) FLAG AUTO-BODY COMPANY LIMITED;**  
**(2) ACQUISITION OF 100% EQUITY INTEREST IN**  
**YTO (LUOYANG) FOUNDRY COMPANY LIMITED; AND**  
**(3) ACQUISITION OF 100% EQUITY INTEREST IN**  
**YTO (LUOYANG) DRIVE AXLE COMPANY LIMITED**

**Independent Financial Adviser to the Independent Board Committee  
and the Independent Shareholders of First Tractor Company Limited**

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BRIDGE PARTNERS

**BRIDGE PARTNERS CAPITAL LIMITED**

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A letter from the Board is set out on pages 1 to 13 of this circular.

A letter from the Independent Board Committee is set out on pages 14 to 15 of this circular.

A letter from Bridge Partners Capital Limited, the Independent Financial Adviser, containing its recommendations to the Independent Board Committee and the Independent Shareholders is set out on pages 16 to 34 of this circular.

A supplemental notice of the extraordinary general meeting (the “EGM”) of First Tractor Company Limited (the “Company”) to be held at 9:00 a.m. on Thursday, 20 December 2012 at No. 154 Jianshe Road, Luoyang, Henan Province, the People's Republic of China (the “PRC”) is set out on pages 55 to 57 of this circular.

A supplemental proxy form for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete the supplemental proxy form in accordance with the instructions printed thereon. The supplemental proxy form shall be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or with the registered address and principal place of business of the Company at No.154 Jianshe Road, Luoyang, Henan Province, the PRC, as soon as possible and in any event not less than 24 hours before the time fixed for holding the EGM or any adjourned meeting (as the case may be). Completion and return of the supplemental proxy form shall not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) should you so wish.

4 December 2012

\* For identification purposes only











































































































































