



第一拖拉机股份有限公司

FIRST TRACTOR COMPANY LIMITED*

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

(Stock Code: 0038)

Proxy Form for Attendance at the Annual General Meeting

I/We (Note 1) _____ of _____
 _____ being the registered holder(s) of (Note 2) _____ shares of
 RMB1.00 each in the share capital of First Tractor Company Limited (the "Company"), hereby appoint the Chairman of the Meeting or (Note 3)
 _____ of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the 2008 annual general meeting of the Company ("AGM") to be held at 9:00 a.m. on Friday, 19 June 2009 at No. 154, Jianshe Road, Luoyang, Henan Province, the People's Republic of China (the "PRC") or any adjournment thereof to vote for me/us and in my/our name(s) as indicated below in respect of the following resolutions and other matters required to be dealt with at the AGM.

	Ordinary Resolutions	For (Note 4)	Against (Note 4)
1.	To consider and approve the report of the board (the "Board") of directors (the "Directors") of the Company for the year 2008;		
2.	To consider and approve the report of the supervisory committee (the "Supervisory Committee") of the Company for the year 2008;		
3.	To consider and approve the audited financial report for the year 2008;		
4.	To consider and approve the distribution proposal of the Company in respect of the dividend for the year ended 31 December 2008;		
5.	To consider and approve the re-appointment of Ernst & Young as auditors of the Company for the year 2009 and to authorise the Board to determine their remuneration;		
6.	To consider and approve the appointment of the following nominees to be Directors of the fifth Board for a term of three years from 1 July 2009 to 30 June 2012:		
	1. Mr. Liu Dagong;		
	2. Ms. Dong Jianhong;		
	3. Mr. Qu Da Wei;		
	4. Mr. Li Xibin;		
	5. Mr. Zhao Yanshui;		
	6. Mr. Yan Linjiao;		
	7. Mr. Liu Yongle;		
	8. Mr. Shao Haichen;		
	9. Mr. Chan Sau Shan, Gary;		
	10. Mr. Chen Zhi;		
	11. Mr. Luo Xiwen; and		
	12. Mr. Hang Xianguo		
7.	To consider and approve the appointment of the following nominees to be supervisors (to be elected by the shareholders of the Company) of the fifth Supervisory Committee for a term of three years from 1 July 2009 to 30 June 2012:		
	1. Mr. Zheng Luyu;		
	2. Ms. Yi Liwen;		
	3. Mr. Wang Yong; and		
	4. Mr. Huang Ping		
8.	To consider and approve the remuneration proposal for the Directors and supervisors of the Company.		

	Special Resolutions	For (Note 4)	Against (Note 4)
1.	Subject to the accumulated limit not exceeding 50% of the net assets of the Company and compliance with provisions under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “ Stock Exchange ”) in relation to, among other things, shareholders’ approval, to authorize 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 overseas listed foreign shares of the Company solely or jointly within the relevant period 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 share capital of the Company resulting from such placement or issue of shares;		
3.	To authorise the Board to declare an interim dividend to the shareholders of the Company for the half year ended 30 June 2009;		
4.	To consider and approve the amendments to the articles of association of the Company (details of which are set out in Appendix I of the circular dispatched to shareholders of the Company on 28 April 2009) and that any Director be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/ or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to effect the provision of Corporate Communications to the holders of the Company’s H Shares through the Company’s own website and the website of The Stock Exchange of Hong Kong Limited, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC authorities, and to deal with other related issues arising from the amendments to the articles of association of the Company;		
5.	To authorize the Board of the Company to repurchase H Shares of the Company up to a maximum of 10 per cent of the aggregate nominal value of H Shares in issue as at the date of the AGM.		

Date: _____ 2009

Signature (Notes 5 and 6): _____

Notes:

- Please insert your full name and address in block capitals in the space provided.
- Please insert the number and class of shares of the Company (“**Shares**”) to which this proxy form relates in the space provided. If a number is inserted, this proxy form will be deemed to relate only to those Shares. If not, this proxy form will be deemed to relate to all the Shares registered in your name (whether alone or jointly with others).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting or” and insert the name and address of proxy desired in block capitals in the space provided. The proxy need not be a shareholder of the Company. If a proxy is attending the AGM on your behalf, such proxy shall produce his own identity proof.
- If you wish to vote for a resolution, place a tick “✓” in the column marked “FOR”. If you wish to vote against a resolution, place a cross “X” in the column marked “AGAINST”. If no indication is given, the proxy will vote at his discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to AGM other than those referred to in the notice(s) convening the AGM.
- The proxy form must be signed by you or your attorney duly authorized in writing. Corporations must execute this proxy form under seal or by an attorney or by a duly authorised officer. In any event, the execution shall be made in accordance with the articles of association of such corporation or institution. If a legal representative is appointed to attend the AGM, such legal representative shall produce his own identity proof and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
- If this proxy form is signed by a person under a power of attorney or any other authority on your behalf, a notarially certified copy of that power of attorney or other authority must be deposited in the manner as mentioned in paragraph 7 below.
- In order to be valid, this proxy form together with any power of attorney or other authority under which it is signed must be lodged with the Company’s registered address at No. 154, Jianshe Road, Luoyang, Henan Province, the PRC, or the Company’s H Share registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by not less than 24 hours before the time scheduled for the holding of the AGM or any adjournment thereof.
- Completion and deposit of this proxy form will not preclude you from attending and voting at the AGM should you so wish.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the AGM, either personally or by proxy, that one of the said persons so present whose name stands first on the register of member of the Company in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.

* For identification purposes only