



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 Extraordinary 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 extraordinary general meeting of the Company (“**EGM**”) to be held at 9:00 a.m. on Monday, 16 August 2010 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 EGM.

	Ordinary Resolutions	For ^(Note 4)	Against ^(Note 4)
1.	the Sale and Purchase Agreement (a copy of which has been produced to the EGM marked “1” and signed by the chairman of the EGM for the purpose of identification), and the terms and conditions thereof and the transactions contemplated thereunder and the implementation thereof be and are hereby approved and confirmed;		
2.	the Loan Agreement (a copy of which has been produced to the EGM marked “2” and signed by the chairman of the EGM for the purpose of identification), and the terms and conditions thereof and its proposed cap amounts and the transaction contemplated thereunder and the implementation thereof be and are hereby approved and confirmed;		
3.	the Bills Discounting Agreement (a copy of which has been produced to the EGM marked “3” and signed by the chairman of the EGM for the purpose of identification), and the terms and conditions thereof and its proposed cap amounts and the transaction contemplated thereunder and the implementation thereof be and are hereby approved and confirmed;		
4.	the Bills Acceptance Agreement (a copy of which has been produced to the EGM marked “4” and signed by the chairman of the EGM for the purpose of identification), and the terms and conditions thereof and its proposed cap amounts and the transaction contemplated thereunder and the implementation thereof be and are hereby approved and confirmed;		

	Ordinary Resolutions	For <small>(Note 4)</small>	Against <small>(Note 4)</small>
5.	any one of the Directors be authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, to do or authorise doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Sale and Purchase Agreement, Loan Agreement, Bills Discounting Agreement and Bills Acceptance Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Sale and Purchase Agreement, Loan Agreement, Bills Discounting Agreement and Bills Acceptance Agreement they may in their discretion consider to be desirable and in the interests of the Company and all the Directors' acts as aforesaid be hereby approved, ratified and confirmed;		
6.	the appointment of Mr. Zhang Qiusheng as the independent non-executive Director be and is hereby approved and confirmed;		
	Special Resolutions	For <small>(Note 4)</small>	Against <small>(Note 4)</small>
7.	upon obtaining the approvals from the CSRC and the other relevant regulatory authorities in the PRC, the allotment and issue of A Shares by the Company and each of the terms and conditions of the Issue of A Shares be approved and confirmed; <i>(please refer to the notice of the EGM for the full text of the relevant resolution)</i>		
8.	subject to the approval of the special resolution (7) above and conditional upon obtaining the approval from the CSRC and the completion of the Issue of A Shares, the proposed amendments to the Articles of Association (details of which are set out in the appendix of the circular to be despatched to the Shareholders of the Company on or before 20 July 2010) be approved and confirmed, 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 Issue of A Shares, 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;		
9.	subject to the approval of the special resolutions (7) and (8) above and conditional upon the completion of the Issue of A Shares, the adoption of the rules of procedures for general meetings of the Company (details of which are set out in the appendix of the circular to be despatched to the Shareholders of the Company on or before 20 July 2010) be approved and confirmed, and that any Director be and is hereby authorised to modify the wordings of such rules as appropriate (such modifications 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 Issue of A Shares, 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 adoption of the rules of procedures for general meetings of the Company;		

	Special Resolutions	For <i>(Note 4)</i>	Against <i>(Note 4)</i>
10.	subject to the approval of the special resolutions (7) and (8) above and conditional upon the completion of the Issue of A Shares, the adoption of the rules of procedures for the Board meetings of the Company (details of which are set out in the appendix of the circular to be despatched to the Shareholders of the Company on or before 20 July 2010) be approved and confirmed, and that any Director be and is hereby authorised to modify the wordings of such rules as appropriate (such modifications 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 Issue of A Shares, 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 adoption of the rules of procedures for the Board meetings of the Company;		
11.	subject to the approval of the special resolutions (7) and (8) above and conditional upon the completion of the Issue of A Shares, the adoption of the rules of procedures for the supervisory committee of the Company (details of which are set out in the appendix of the circular to be despatched to the Shareholders of the Company on or before 20 July 2010) be approved and confirmed, and that any Director be and is hereby authorised to modify the wordings of such rules as appropriate (such modifications 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 Issue of A Shares, 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 adoption of the rules of procedures for the supervisory committee of the Company;		
12.	subject to the approval of the special resolutions (7) and (8) above and conditional upon the completion of the Issue of A Shares, the adoption of the management principles on external guarantee of the Company (details of which are set out in the appendix of the circular to be despatched to the Shareholders of the Company on or before 20 July 2010) be approved and confirmed, and that any Director be and is hereby authorised to modify the wordings of such principles as appropriate (such modifications 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 Issue of A Shares, 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 adoption of the management principles on external guarantee of the Company;		

	Special Resolutions	For ^(Note 4)	Against ^(Note 4)
13.	subject to the approval of the special resolutions (7) and (8) above and conditional upon the completion of the Issue of A Shares, the adoption of the management principles on use of proceeds of the Company (details of which are set out in the appendix of the circular to be despatched to the Shareholders of the Company on or before 20 July 2010) be approved and confirmed, and that any Director be and is hereby authorised to modify the wordings of such principles as appropriate (such modifications 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 Issue of A Shares, 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 adoption of the management principles on use of proceeds of the Company;		
14.	subject to the approval of the CSRC on the Issue of A Shares and the relevant requirements of the CSRC, Stock Exchange, Shanghai Stock Exchange and other laws and regulations in the PRC, the listing of 443,910,000 Domestic Shares currently held by YTO on the Shanghai Stock Exchange (“ Listing of these Shares ”) be and is hereby approved; and the Board be and is hereby authorized with full power (including power to sub-authorize) to take all necessary actions and/or sign any documents in connection with the Listing of these Shares and to do all related matters in accordance with the relevant requirements of the CSRC, Stock Exchange and Shanghai Stock Exchange and other laws and regulations in the PRC.		

Date: _____ 2010

Signature ^(Notes 5 and 6): _____

Notes:

1. Please insert your full name and address in block capitals in the space provided.
2. 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).
3. 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 EGM on your behalf, such proxy shall produce his own identity proof.
4. 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 EGM other than those referred to in the notice(s) convening the EGM.
5. 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 EGM, 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.
6. 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.
7. 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 EGM or any adjournment thereof.
8. Completion and deposit of this proxy form will not preclude you from attending and voting at the EGM should you so wish.
9. In the case of joint registered holders of any Shares, any one of such persons may vote at the EGM, 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 EGM, 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