



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 Domestic Shares Class Meeting

I/We ^(Note 1) _____ of _____

being the registered holder(s) of ^(Note 2) _____ domestic 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 domestic shares class meeting of the Company (“**Class Meeting**”) to be held at 9:40 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 Class Meeting.

| | Special Resolutions | For ^(Note 4) | Against ^(Note 4) |
|----|--|-------------------------|-----------------------------|
| 1. | 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 Class Meeting for Holders of Domestic Shares for the full text of the relevant resolution)</i> | | |
| 2. | 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 of domestic shares of the Company (“**Domestic 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 Domestic Shares. If not, this proxy form will be deemed to relate to all the Domestic 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 Class Meeting 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 Class Meeting other than those referred to in the notice(s) convening the Class Meeting.
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 Class Meeting, 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 registered address of the Company at No.154, Jianshe Road, Luoyang, Henan Province, the PRC by not less than 24 hours before the time scheduled for the holding of the Class Meeting or any adjournment thereof.
8. Completion and deposit of this proxy form will not preclude you from attending and voting at the Class Meeting should you so wish.
9. In the case of joint registered holders of any Domestic Shares, any one of such persons may vote at the Class Meeting, either personally or by proxy, in respect of Domestic Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Class Meeting, 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 Domestic Shares shall be accepted to the exclusion of the votes of the other joint registered holders.

* *For identification purposes only*