



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)

Supplemental 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 (the “**EGM**”) to be held at 9:00 a.m. on 19 January 2012 (Thursday) 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.	<p>Subject to compliance with the relevant requirements under the CSRC and the Listing Rules including but not limited to the requirements in relation to the shareholders' approval under Chapter 14 and Chapter 14A of the Listing Rules, as well as other relevant requirements, the following matters are hereby approved:</p> <p>— the provision of guarantees by the Company for dealers designated by the Company (or its authorized subsidiaries) for their applications to financial institutions for the issuance of bank's acceptance bills and loans under the trade financing for the purpose of purchasing machinery products manufactured by the Company (or its authorized subsidiaries), within the guarantee amount of not more than RMB1,128.2 million.</p> <p>The effective period of the above guarantee amount shall be from 19 January 2012 to the date of convening the 2012 annual general meeting of the Company. The chairman of the Company be authorized to confirm the contents of the guarantee agreement(s) and deal with relevant matters in relation to the signing and implementation of the relevant guarantee agreement(s) during the above effective period.</p>		

	Ordinary Resolutions	For <i>(Note 4)</i>	Against <i>(Note 4)</i>
2.	<p>Subject to compliance with the relevant requirements under the CSRC and the Listing Rules including but not limited to the requirements in relation to the shareholders' approval under Chapter 14 and Chapter 14A of the Listing Rules, as well as other relevant requirements, the following matters are hereby approved:</p> <p>— the provision of guarantees by the Company for customers of the subsidiaries of the Company in respect of their leasing or purchase of machinery products manufactured by the Company (or its authorized subsidiaries) through financial leasing or buyer credit via financial institutions, within the guarantee amount of not more than RMB260 million.</p> <p>The effective period of the above guarantee amount shall be from 19 January 2012 to the date of convening the 2012 annual general meeting of the Company. The chairman of the Company be authorized to confirm the contents of the guarantee agreement(s) and deal with relevant matters in relation to the signing and implementation of the relevant guarantee agreement(s) during the above effective period.</p>		

(For details of the above resolutions, please refer to the announcement of the Company dated 30 December 2011.)

Date: _____

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 supplemental proxy form relates in the space provided. If a number is inserted, this supplemental proxy form will be deemed to relate only to those Shares. If not, this supplemental 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 the 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/her 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/her 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 supplemental proxy form must be signed by you or your attorney duly authorized in writing. Corporations must execute this supplemental proxy form under seal or by an attorney or by a duly authorized 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/her 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 supplemental proxy form is signed by a person under a power of attorney or any other documents of authorization on your behalf, a notarially certified copy of that power of attorney or other documents of authorization must be deposited in the manner as mentioned in paragraph 7 below.
7. In order to be valid, this supplemental proxy form together with any power of attorney or other documents of authorization 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 Shares registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in 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 supplemental 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