



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)

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 9 November 2012 (Friday) 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 Resolution		For ^(Note 4)	Against ^(Note 4)
1.	<p>To consider and approve the resolution of provision of external guarantee by First Tractor Company Limited.</p> <p>(Provided that the relevant requirements of the CSRC, relevant requirements of the Hong Kong Listing Rules (including but not limited to Chapters 14 and 14A) and other relevant requirements are complied with, the Company be hereby approved to provide guarantee for the lessees and purchasers under the financial lease and buyer credit businesses of the Company for agricultural machines such as large or medium sized tractors with an amount of not more than RMB120 million; the validity period of the aforesaid guarantee is from 9 November 2012 to 31 December 2013. The chairman of the Board of the Company be hereby authorized to approve the contents of the guarantee agreements and any other relevant matters such as their signing and execution during the validity period of the guarantee.)</p>		

Special Resolutions		For ^(Note 4)	Against ^(Note 4)
2	To consider and approve the following resolutions in relation to the issue of Corporate Bonds:	/	/
2.1	<p>Issue size of the Corporate Bonds: The Company proposes to issue the Corporate Bonds with an aggregate principal amount of not more than RMB1,500,000,000 (inclusive of RMB1,500,000,000) in the PRC. The Board or such persons as authorized by the Board shall be granted the authority to determine the specific issue size in respect of the Issue of Corporate Bonds in accordance with the capital needs of the Company and market conditions at the time of issue within the aforesaid scope.</p>		

Special Resolutions		For ^(Note 4)	Against ^(Note 4)
2.2	Coupon rate and way of determination: The Board or such persons as authorized by the Board shall be granted the authority to determine the coupon rate of the Corporate Bonds, and such determination shall be made together with the sponsor (the lead underwriter) after taking into account the relevant national regulations of the PRC and the market conditions at the time of issue and after reporting to the regulatory authorities.		
2.3	Arrangement for placement to the Shareholders: The Corporate Bonds will not be preferentially placed to the Shareholders of the Company, nor will they be offered to the public in Hong Kong.		
2.4	Maturity of the Corporate Bonds: The maturity of the Corporate Bonds shall not exceed 5 years (inclusive of 5 years). The Corporate Bonds can be with single maturity period or with various maturity periods. The Board or such persons as authorized by the Board shall be granted the authority to determine the specific maturity structure of the Corporate Bonds and the offer size for Corporate Bonds with different maturity structure in accordance with the relevant regulations, the Company's capital needs and the market conditions at the time of issue.		
2.5	Use of proceeds: The proceeds from the Issue of Corporate Bonds are intended to be used to replenish the Company's working capital and repay bank loans.		
2.6	Validity period of the resolution in respect of the Issue of Corporate Bonds: The resolution in respect of the Issue of Corporate Bonds shall be valid for 24 months from the date of approval at the EGM.		
2.7	<p>Safeguard measures for debt repayment: The Company shall at least adopt the following safeguard measures if it is expected that the principal and interest of the Corporate Bonds cannot be repaid on schedule or the principal and interest of the Corporate Bonds cannot be repaid when due-</p> <ul style="list-style-type: none"> (i) No profit shall be distributed to the Shareholders; (ii) The implementation of capital expenditure projects such as major external investments, acquisitions and mergers shall be temporarily suspended; (iii) Wages and bonus payable to the Directors and senior management shall be adjusted and reduced or suspended; (iv) The main responsible person(s) shall not be relocated. 		

Special Resolutions		For ^(Note 4)	Against ^(Note 4)
2.8	<p>Matters to be authorized to the Board:</p> <p>In order to effectively and orderly complete the relevant works in connection with the Issue of Corporate Bonds, the Company shall, in accordance with the Company Laws, Securities Law and Pilot Rules on the Issuance of Corporate Bonds of the PRC as well as the Articles of Association, propose to the EGM to authorize the Board or such persons as authorized by the Board to handle all matters in relation to the Issue of Corporate Bonds at their full discretion, in accordance with the Company's specific needs and other market conditions, including but not limited to-</p> <ul style="list-style-type: none"> (i) Formulate the specific issue plan, and amend and adjust the issue terms of the Issue of Corporate Bonds in accordance with the actual circumstances of the Company and the market, including but not limited to all matters in relation to the terms of the issue such as the issue size, maturity of the Corporate Bonds, coupon rate of the Corporate bonds and its way of determination, timing of the issue, whether the bonds will be issued in tranches and number of tranches, whether the repurchase terms or redemption terms will be set, guarantee, maturity and ways of repayment of principal and interest, place of listing, and the determination of the specific use of proceeds; (ii) Appoint intermediaries to handle the reporting matters in respect of the Issue of Corporate Bonds; (iii) Select the custodian of the Corporate Bonds, execute the Corporate Bonds custody management agreement and formulate the rules of procedures for the meetings of holders of Corporate Bonds; (iv) Sign, execute and amend the contracts, agreements and documents in relation to the Issue of Corporate Bonds, and make relevant information disclosure in accordance with the laws, regulations and other regulatory documents; (v) Handle matters in relation to the listing of the Corporate Bonds issued upon completion of the Issue of Corporate Bonds; 		

Special Resolutions		For ^(Note 4)	Against ^(Note 4)
	<p>(vi) In the event of change in the policies of the relevant regulatory authorities concerning issue of corporate bonds or change in the market conditions, other than matters which are required to be put to vote again by the Shareholders at the general meeting pursuant to the relevant laws, regulations and the Articles of Association, authorize the Board or such persons as authorized by the Board to make corresponding adjustments to the matters in relation to the plan of the Issue of Corporate Bonds based on the opinions of the regulatory authorities;</p> <p>(vii) Handle other matters in relation to the Issue of Corporate Bonds and its listing; and</p> <p>(viii) Such authorization shall be effective from the date of approval at the EGM to the date of completion of the above authorized matters.</p>		

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 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/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 the EGM other than those referred to in the notice(s) convening the EGM.
5. This 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 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 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 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 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 members of the Company in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
10. Unless otherwise indicated, capitalized terms used here in shall have the same meanings as those defined in the announcements of the Company dated 21 September 2012.

* For identification purposes only