



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 20 December 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.	To approve and confirm the Material Procurement 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), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;		
2.	To approve and confirm the Composite Services 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), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;		
3.	To approve and confirm the Energy Procurement 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), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;		
4.	To approve and confirm the Loan Service 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), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;		
5.	To approve and confirm the Bills Discounting Service Agreement (a copy of which has been produced to the EGM marked "5" and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;		
6.	To approve and confirm the Bills Acceptance Service Agreement (a copy of which has been produced to the EGM marked "6" and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;		

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
7.	To approve and confirm the Sale of Goods Agreement (a copy of which has been produced to the EGM marked "7" and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;		
8.	To approve and confirm the Properties Lease Agreement (a copy of which has been produced to the EGM marked "8" and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;		
9.	To approve and confirm the Land Lease Agreement (a copy of which has been produced to the EGM marked "9" and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;		
10.	To approve and confirm the Technology Services Agreement (a copy of which has been produced to the EGM marked "10" and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, its proposed Annual Cap amounts, the transaction contemplated thereunder and the implementation thereof;		
11.	To approve and confirm the Deposit Service Agreement (a copy of which has been produced to the EGM marked "11" and signed by the chairman of the EGM for the purpose of identification), the terms and conditions thereof, the transaction contemplated thereunder and the implementation thereof;		
12.	To approve, ratify and confirm any one of the Directors for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorize signing, executing, perfecting and delivering all such documents and deeds, to do or authorize 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 Material Procurement Agreement, Composite Services Agreement, Energy Procurement Agreement, Loan Service Agreement, Bills Discounting Service Agreement, Bills Acceptance Service Agreement, Sale of Goods Agreement, Properties Lease Agreement, Land Lease Agreement, Technology Services Agreement and Deposit Service Agreement (together the "New Agreements") and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the New Agreements that may in their discretion consider to be desirable and in the interest of the Company and all the Directors' acts as aforesaid;		
13.	To consider and approve the appointment of Mr. Zhao Yanshui to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;		

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
14.	To consider and approve the appointment of Mr. Su Weike to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;		
15.	To consider and approve the appointment of Mr. Yan Linjiao to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;		
16.	To consider and approve the appointment of Mr. Guo Zhiqiang to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;		
17.	To consider and approve the appointment of Ms. Dong Jianhong to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;		
18.	To consider and approve the appointment of Mr. Qu Dawei to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;		
19.	To consider and approve the appointment of Mr. Liu Jiguo to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;		
20.	To consider and approve the appointment of Mr. Wu Yong to be the Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;		
21.	To consider and approve the appointment of Mr. Hong Xianguo to be the independent non-executive Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;		
22.	To consider and approve the appointment of Mr. Zhang Qiusheng to be the independent non-executive Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;		
23.	To consider and approve the appointment of Mr. Xing Min to be the independent non-executive Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;		
24.	To consider and approve the appointment of Mr. Wu Tak Lung to be the independent non-executive Director of the Sixth Board for a term of three years from 20 December 2012 to 19 December 2015;		
25.	To consider and approve the appointment of Mr. Li Pingan to be the Supervisor (non staff representative Supervisor) of the Sixth Supervisory Committee for a term of three years from 20 December 2012 to 19 December 2015;		
26.	To consider and approve the appointment of Mr. Xu Shidong to be the Supervisor (non staff representative Supervisor) of the Sixth Supervisory Committee for a term of three years from 20 December 2012 to 19 December 2015;		
27.	To consider and approve the appointment of Mr. Wang Yong to be the Supervisor (non staff representative Supervisor) of the Sixth Supervisory Committee for a term of three years from 20 December 2012 to 19 December 2015;		

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
28.	To consider and approve the appointment of Mr. Huang Ping to be the Supervisor (non staff representative Supervisor) of the Sixth Supervisory Committee for a term of three years from 20 December 2012 to 19 December 2015;		
29.	To consider and approve the remuneration proposals for the Directors of the Sixth Board and Supervisors of the Sixth Supervisory Committee;		
30.	To consider and approve the remuneration proposals for the extended service of the Directors of the Fifth Board and Supervisors of the Fifth Supervisory Committee; and		
31.	To consider and approve the purchase of directors' liabilities insurance for the Directors, Supervisors and senior management officers of the Company underwritten by Huatai Property Insurance Company Limited with insurance coverage of RMB30,000,000 and a premium of RMB72,000.		

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. Cumulative voting will be adopted for resolution numbers 13 to 28. As at the share registration date, the total votes of each shareholder holds will be equivalent to the number of shares that shareholder holds multiplied by the number of the proposed Directors (12 persons) or proposed Supervisors (4 persons). The shareholder can use his/her votes to vote for one or more proposed Director(s) or Supervisor(s). For other resolutions, 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 29 October 2012.

* For identification purposes only