



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 15 October 2013 (Tuesday) 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)	Abstention ^(Note 4)
1.	To consider and approve the authorization to the board of directors of the Company to, after the expiry of the directors liability insurance purchased by the Company in 2012, purchase the directors liability insurance for the directors, supervisors and senior management officers of the Company with insurance coverage of RMB30,000,000 and a term of twelve months counting from the commencement date of the insurance, renewable upon maturity.			
2.	To consider and approve the appointment of Baker Tilly China Certified Public Accountants as the internal control auditor of the Company for the financial year 2013, with a term from the date of approval at the EGM to the date of the 2013 annual general meeting of the Company.			
3.	To consider and approve the resolution of provision of guarantee by the Company and its subsidiaries. (Provided that the relevant requirements of China Securities Regulatory Commission, relevant requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (including but not limited to Chapters 14 and 14A) and other relevant requirements are complied with, the Company and its subsidiaries be hereby approved to provide guarantee for the purchasers of agricultural machine products with an amount of not more than RMB150 million; the validity period of the aforesaid guarantee is from 1 January 2014 to 30 June 2015. The chairman of the board of directors 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.)			

SPECIAL RESOLUTION		For ^(Note 4)	Against ^(Note 4)	Abstention ^(Note 4)
1.	<p>To authorize the board (the “Board”) of directors (the “Directors”) of the Company to repurchase H shares of the Company (the “H Shares”) subject to the following conditions:</p> <p>(a) subject to paragraphs (b), (c) and (d) below, during the Relevant Period (as defined in paragraph (e) below), the Board may exercise all the powers of the Company to repurchase H Shares in issue on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body be and is approved;</p> <p>(b) The authorization in respect of the repurchase of H Shares to the Board includes but not limited to:</p> <p>(i) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;</p> <p>(ii) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;</p> <p>(iii) open offshore securities account and attend relevant registration procedures for foreign exchange;</p> <p>(iv) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities and the listing places, and report to the China Securities Regulatory Commission;</p> <p>(v) attend the cancellation matters in respect of the repurchased shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures; and</p> <p>(vi) execute and handle all other relevant documents and matters in relation to the share repurchase;</p>			

SPECIAL RESOLUTION		For ^(Note 4)	Against ^(Note 4)	Abstention ^(Note 4)
	<p>(c) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the aggregate nominal value of H Shares in issue as at the date of the passing of this resolution;</p> <p>(d) the approval in paragraph (a) above shall be conditional upon:</p> <p>(i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (d)(i)) at the class meeting for holders of H Shares of the Company to be held on 15 October 2013 (or on such adjourned date as may be applicable) and at the class meeting for holders of A shares of the Company to be held on 15 October 2013 (or on such adjourned date as may be applicable); and</p> <p>(ii) the approval of the State Administration of Foreign Exchange of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate;</p> <p>(e) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:</p> <p>(i) the conclusion of the next annual general meeting following the passing of this special resolution;</p> <p>(ii) the expiry of a period of twelve months following the passing of this special resolution; or</p> <p>(iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting or by a special resolution of holders of H Shares or holders of A shares of the Company at their respective class meetings.</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 you wish to abstain from voting on a resolution, place a “A” in the column marked “ABSTENTION”. 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 herein shall have the same meanings as those defined in the circular of the Company dated 27 August 2013.

* *For identification purposes only*