



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 Annual 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 2013 annual general meeting of the Company (the “**AGM**”) to be held at 2:30 p.m. on 29 May 2014 (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 AGM.

	Ordinary Resolutions	For ^(Note 4)	Against ^(Note 4)	Abstention ^(Note 4)
1.	To consider and approve the report of the board (the “ Board ”) of directors (the “ Directors ”) of the Company for the year 2013.			
2.	To consider and approve the report of the supervisory committee of the Company for the year 2013.			
3.	To consider and approve the audited financial report of the Company for the year 2013.			
4.	To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2013.			
5.	To consider and approve the re-appointment of Baker Tilly China Certified Public Accountants and Baker Tilly Hong Kong Limited as the PRC and Hong Kong auditors of the Company respectively for the year 2014, and to authorize the Board to decide their remunerations in the total amount of no more than RMB2,500,000.			
6.	To consider and approve the re-appointment of Baker Tilly China Certified Public Accountants as the internal control auditor of the Company for the year 2014, with the audit fees of RMB480,000.			
7.	To consider and approve the resolution in relation to provision of guarantees by the Company for dealers of agricultural machinery products under the brand name of “Dong Fanghong”.			
8.	To consider and approve the resolution in relation to provision of guarantees by the Company for subsidiaries, YTO (Luoyang) Forklift Company Limited, YTO (Luoyang) Transporting Machinery Company Limited and YTO (Luoyang) Shentong Engineering Machinery Company Limited.			
9.	To consider and approve the amendments to the “Rules of Procedures for the Supervisory Committee” of the Company (details of which are set out in the announcement of the Company dated 27 March 2014).			

Ordinary Resolutions		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstention <i>(Note 4)</i>
10.	To consider and approve the appointment of Mr. Yu Zengbiao as the independent non-executive Director of the Company for a term from 29 May 2014 to 19 December 2015.			
11.	To consider and approve the appointment of Mr. Wang Kejun as the non-executive Director of the Company for a term from 29 May 2014 to 19 December 2015. <i>(Note 4)</i>			
12.	To consider and approve the appointment of Mr. Wu Zongyan as the non-executive Director of the Company for a term from 29 May 2014 to 19 December 2015. <i>(Note 4)</i>			
Special Resolution		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstention <i>(Note 4)</i>
1.	To consider and approve the amendments to the Articles of Association of the Company (details of which are set out in the announcement of the Company dated 27 March 2014), and that any Director be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the Articles of Association of the Company.			

Date: _____ 2014

Signature *(Notes 5 and 6)*: _____

Notes:

- Please insert your full name and address in block capitals in the space provided.
- 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).
- 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 AGM on your behalf, such proxy shall produce his/her own identity proof.
- Cumulative voting will be adopted for resolution numbers 11 and 12. As at the share registration date, the total votes of each shareholder held will be equivalent to the number of shares that shareholder holds multiplied by the number of the proposed Directors (2 persons). The shareholder can use his/her votes to vote for one or more proposed Director(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 you wish to abstain from voting on a resolution, place an “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 AGM other than those referred to in the notice(s) convening the AGM.
- 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 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 AGM, 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.
- If this 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.
- In order to be valid, this 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 AGM or any adjournment thereof.
- Completion and deposit of this proxy form will not preclude you from attending and voting at the AGM should you so wish.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the AGM, 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 AGM, 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