



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 2:30 p.m. on 31 October 2014 (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 RESOLUTIONS	For ^(Note 4)	Against ^(Note 4)	Abstention ^(Note 4)
1.	To consider and approve the cessation of appointment of Baker Tilly China Certified Public Accountants (“ Baker Tilly China ”) and Baker Tilly Hong Kong Limited as the PRC financial report auditors and the Hong Kong financial report auditors of the Company respectively, and the appointment of ShineWing Certified Public Accountants (“ ShineWing China ”) as the auditors of the Company’s financial report for the year 2014, and authorize the Board to determine their remuneration, subject to the approval by the shareholders of the Company at the EGM in respect of the amendments to Articles 203, 204 and 213 of the Articles of Association of the Company.			
2.	To consider and approve the cessation of appointment of Baker Tilly China as the internal control auditors of the Company, and the appointment of ShineWing China as the internal control auditors of the Company, and authorize the Board to determine their remuneration.			
3.	To consider and approve the authorization to the Board to purchase the directors liability insurance for the directors, supervisors and senior management officers of the Company with insurance coverage of RMB30,000,000.			

SPECIAL RESOLUTION		For ^(Note 4)	Against ^(Note 4)	Abstention ^(Note 4)
1.	To consider and approve the amendments to Articles 203, 204 and 213 of the Articles of Association of the Company to reflect the change of accounting system of the Company.			

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.

* For identification purposes only