



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 2014 annual general meeting of the Company (the “**AGM**”) to be held at 2:30 p.m. on 29 May 2015 (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 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 2014.			
2.	To consider and approve the report of the supervisory committee of the Company for the year 2014.			
3.	To consider and approve the audited financial report of the Company for the year 2014.			
4.	To consider and approve the dividend distribution proposal of the Company for the year ended 31 December 2014.			
5.	To consider and approve the re-appointment of ShineWing Certified Public Accountants (“ ShineWing ”) as the auditor of the Company's financial report for the year 2015, and to authorize the management of the Company to decide its remuneration with reference to the 2014 remuneration standard.			
6.	To consider and approve the re-appointment of ShineWing as the internal control auditor of the Company for the year 2015, and to authorize the management of the Company to decide its remuneration with reference to the 2014 remuneration standard.			
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) Transporting Machinery Company Limited and YTO (Luoyang) Shentong Engineering Machinery Company Limited.			

	Ordinary Resolutions	For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstention <i>(Note 4)</i>
9.	To consider and approve the procurement framework agreement between the Company and ZF YTO (Luoyang) Axle Co., Ltd., and its transaction cap amounts for the years from 2015 to 2017.			
10.	To consider and approve the sales framework agreement between the Company, ZF YTO (Luoyang) Axle Co., Ltd. and ZF Driveteck (Hangzhou) Co. Ltd., and its transaction cap amounts for the years from 2015 to 2017.			

Date: _____ 2015

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 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.
4. For the above 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.
5. 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.
6. 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.
7. 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.
8. Completion and deposit of this proxy form will not preclude you from attending and voting at the AGM should you so wish.
9. 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 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