



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 29 October 2015, 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)	Abstention ^(Note 4)
1.	To approve, ratify 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, the transactions contemplated thereunder and its proposed annual cap amounts.			
2.	To approve, ratify and confirm the Sale of Goods 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, the transactions contemplated thereunder and its proposed annual cap amounts.			
3.	To approve, ratify and confirm the Loan Service 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, the transactions contemplated thereunder and its proposed annual cap amounts.			
4.	To approve, ratify and confirm the Bills Discounting 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, the transactions contemplated thereunder and its proposed annual cap amounts.			
5.	To approve, ratify and confirm the Bills Acceptance 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, the transactions contemplated thereunder and its proposed annual cap amounts.			
6.	To approve, ratify and confirm the Interbank Business Services 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, the transactions contemplated thereunder and its proposed annual cap amounts.			

	Ordinary Resolutions	For ^(Note 4)	Against ^(Note 4)	Abstention ^(Note 4)
7.	To approve, ratify and confirm the Composite Services 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, the transactions contemplated thereunder and its proposed annual cap amounts.			
8.	To approve, ratify and confirm the Energy Procurement 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, the transactions contemplated thereunder and its proposed annual cap amounts.			
9.	To approve, ratify and confirm the Properties 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, the transactions contemplated thereunder and its proposed annual cap amounts.			
10.	To approve, ratify and confirm the Land Lease 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, the transactions contemplated thereunder and its proposed annual cap amounts.			
11.	To approve, ratify and confirm the Technology Services 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 transactions contemplated thereunder and its proposed annual cap amounts.			
12.	To authorise any one of the Directors for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, to do or authorise 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, the Sale of Goods Agreement, the Loan Service Agreement, the Bills Discounting Service Agreement, the Bills Acceptance Service Agreement, the Interbank Business Services Agreement, the Composite Services Agreement, the Energy Procurement Agreement, the Properties Lease Agreement, the Land Lease Agreement and the Technology Services 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 to approve, ratify and confirm all the Directors’ acts as aforesaid.			
13.	To approve the appointment of Mr. Zhao Yanshui to be the director of the Company (the “ Director ”) of the Seventh board of Directors (the “ Board ”) for a term of three years from 29 October 2015 to 28 October 2018.			
14.	To approve the appointment of Mr. Wang Erlong to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.			

	Ordinary Resolutions	For ^(Note 4)	Against ^(Note 4)	Abstention ^(Note 4)
15.	To approve the appointment of Mr. Wu Yong to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.			
16.	To approve the appointment of Mr. Li Hepeng to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.			
17.	To approve the appointment of Mr. Xie Donggang to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.			
18.	To approve the appointment of Mr. Li Kai to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.			
19.	To approve the appointment of Mr. Yin Dongfang to be the Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.			
20.	To approve the appointment of Ms. Yang Minli to be the independent non-executive Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.			
21.	To approve the appointment of Mr. Xing Min to be the independent non-executive Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.			
22.	To approve the appointment of Mr. Wu Tak Lung to be the independent non-executive Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.			
23.	To approve the appointment of Mr. Yu Zengbiao to be the independent non-executive Director of the Seventh Board for a term of three years from 29 October 2015 to 28 October 2018.			
24.	To approve the appointment of Mr. Li Pingan to be the supervisor of the Company (the “ Supervisor ”) (non-staff representative Supervisor) of the Seventh supervisory committee of the Company (the “ Supervisory Committee ”) for a term of three years from 29 October 2015 to 28 October 2018.			
25.	To approve the appointment of Mr. Xu Weilin to be the Supervisor (non-staff representative Supervisor) of the Seventh Supervisory Committee for a term of three years from 29 October 2015 to 28 October 2018.			
26.	To approve the appointment of Mr. Wang Yong to be the Supervisor (non-staff representative Supervisor) of the Seventh Supervisory Committee for a term of three years from 29 October 2015 to 28 October 2018.			
27.	To approve the appointment of Mr. Huang Ping to be the Supervisor (non-staff representative Supervisor) of the Seventh Supervisory Committee for a term of three years from 29 October 2015 to 28 October 2018. ^(Note 4)			
28.	To approve the remuneration proposals for the Directors of the Seventh Board and Supervisors of the Seventh Supervisory Committee.			

	Ordinary Resolutions	For ^(Note 4)	Against ^(Note 4)	Abstention ^(Note 4)
29.	To authorise any one of the Directors for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, to do or authorise 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 renewal or purchase of the Directors' liabilities insurance for the Directors, Supervisors and senior management officers of the Company (the "Directors' Liabilities Insurance") with an insurance coverage of RMB30,000,000 or a Directors' Liabilities Insurance that may in their discretion consider to be desirable and in the interest of the Company and to approve, ratify and confirm all the Directors' acts as aforesaid.			
30.	To approve the amendments to Articles 2 and 35 of the Rules of Procedures of Board Meetings of the Company.			
31.	To approve the termination of the Company's product upgrading and capacity expanding project in fuel injection system; and use all of the balance of the proceeds from the initial public offering of A shares of the Company with the interests permanently supplementing the general working capital of the YTO (Luoyang) Fuel Injection Pump Co., Ltd.* (一拖(洛陽)燃油噴射有限公司) in its ordinary production operation.			
	Special Resolution	For ^(Note 4)	Against ^(Note 4)	Abstention ^(Note 4)
1.	To approve and confirm the proposed amendments to the Articles of Association of the Company, and to authorise the Board to revise the wordings of such amendments as appropriate (no approval from the Shareholders is required for such revision), and execute relevant documents and/or take all relevant actions as it considers necessary or expedient and in the interest of the Company to effect the proposed amendment, to comply with the PRC laws and regulations and meet the requirements of the relevant regulatory authorities of the PRC (if any); and deal with other matters arising from the amendments to the Articles of Association of the Company.			

Date: 2015

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 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.
- Cumulative voting will be adopted for resolution numbers 13 to 27. 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 and Supervisors (15 persons). The shareholder can use his/her votes to vote for one or more person(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 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.
- 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.
- 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.
- 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.
- Completion and deposit of this proxy form will not preclude you from attending and voting at the EGM should you so wish.
- 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