



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 2019 annual general meeting of the Company (the "**AGM**") to be held at 2:15 p.m. on 15 June 2020 (Monday) 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 2019.			
2.	To consider and approve the report of the supervisory committee of the Company for the year 2019.			
3.	To consider and approve the audited financial report of the Company for the year 2019.			
4.	To consider and approve the re-appointment of Da Hua Certified Public Accountants (Special General Partnership) as the auditor of the Company's financial report and the internal control auditor for the year 2020, and to authorize the Board of the Company to decide its remuneration with reference to the 2019 remuneration standard.			

ORDINARY RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstention <i>(Note 4)</i>
5.	<p>To consider and approve the resolution in relation to provision of guarantees by the Company for its subsidiaries, Luoyang Changxing Agricultural Machinery Company Limited* and YTO Inter-national Economy and Trade Company Limited*.</p> <p>(Provided that the relevant requirements of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, relevant requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited Rules (including but not limited to Chapters 14 and 14A) and other relevant requirements are complied with, the Company be hereby approved to provide guarantees for its subsidiaries, Luoyang Changxing Agricultural Machinery Company Limited* and YTO International Economy and Trade Company Limited* and the amount of guarantees actually provided by the Company shall not exceed RMB530 million at any time during the validity period of the guarantees. The proposed guarantees will be available for use on a revolving basis. The validity period of the aforesaid guarantees is from 15 June 2020 to the date of convening the 2020 annual general meeting of the Company.)</p>			
6.	To consider and approve the resolution in relation to the Company's compliance with the conditions of the proposed non-public issuance of a total of 137,795,275 new A Shares of the Company to YTO Group Corporation pursuant to a subscription agreement dated 23 April 2020 and entered into between the Company and YTO Group Corporation (the " Proposed A Shares Issue ").			
7.	To consider and approve the resolution in relation to the dilution of current return as a result of the Proposed A Shares Issue and the adoption of remedial measures.			
8.	To consider and approve the resolution in relation to undertakings by the controlling shareholder, actual controller, directors and senior management of the Company to the implementation of the remedial measures.			
9.	To consider and approve the resolution in relation to in relation to the shareholders' return plan for the next three years of the Company.			
10.	To consider and approve the resolution that the Company is not required to prepare the report on the use of the previous proceeds.			

SPECIAL RESOLUTIONS		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstention <i>(Note 4)</i>
1.	To consider and approve the dividend distribution proposal (ie nil dividends) of the Company for the year ended 31 December 2019. After taking into account the operation, financial condition and capital needs of the Company, the Board recommends not to declare or pay any dividends for the year ended 31 December 2019.			
2.	To consider and approve the resolution in relation to the plan for the Proposed A Share Issue:			
	(i) Class and par value of A Shares to be issued;			
	(ii) Method and time of issue;			
	(iii) Target subscriber and method of subscription;			
	(iv) Pricing Benchmark Date, issue price and pricing principles;			
	(v) Number of A Shares to be issued;			
	(vi) Amount and use of proceeds;			
	(vii) Lock-up period;			
	(viii) Place of listing;			
	(ix) Distribution of retained profit; and			
	(x) Validity period of the resolution.			
3.	To consider and approve the resolution in relation to the proposal for the Proposed A Shares Issue.			
4.	To consider and approve the resolution in relation to the feasibility analysis report on the use of proceeds from the Proposed A Shares Issue.			
5.	To consider and approve the resolution in relation to the subscription of A Shares under the Proposed A Shares Issue which constitutes connected transaction of the Company.			
6.	To consider and approve the resolution in relation to the conditional A Share Subscription Agreement entered into between the Company and YTO Group Corporation on 23 April 2020.			
7.	To consider and approve the resolution in relation to the Specific Mandate to the Board to deal with matters related to Proposed A Shares Issue.			
8.	To consider and approve the resolution in relation to the application for the Whitewash Waiver.			
9.	To consider and approve the resolution in relation to the application of the waiver in respect of the general offer obligation over the A Shares by YTO Group Corporation to be triggered as a result of the Proposed A Shares Issue under the relevant laws and regulations in the PRC.			

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 AGM 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 AGM other than those referred to in the notice(s) convening the AGM.
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 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 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 17M Floor, 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.
10. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcements of the Company dated 27 March 2020 and 24 April 2020, respectively.

* *For identification purposes only*