



# 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 Class Meeting for Holders of H Shares

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ H shares of RMB1.00 each in the share capital of First Tractor Company Limited (the “**Company**”), hereby appoint the Chairman of the Meeting or <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the class meeting for holders of H shares of the Company (the “**Class Meeting**”) to be held at 3:30 p.m. (or immediately after the class meeting for holders of A shares of the Company to be convened and held on the same date and at the same place) 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 Class Meeting.

	SPECIAL RESOLUTIONS	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstention <sup>(Note 4)</sup>
1.	To consider and approve the resolution in relation to the plan for the proposed non-public issuance of a total of 137,795,275 A Shares of the Company to YTO Group Corporation (the “ <b>Proposed A Share Issue</b> ”):			
	(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.			

	<b>SPECIAL RESOLUTIONS</b>	<b>For</b> <i>(Note 4)</i>	<b>Against</b> <i>(Note 4)</i>	<b>Abstention</b> <i>(Note 4)</i>
2.	To consider and approve the resolution in relation to the proposal for the Proposed A Shares Issue.			
3.	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.			
4.	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.			
5.	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.			

Date: \_\_\_\_\_

Signature *(Notes 5 and 6)*: \_\_\_\_\_

**Notes:**

- Please insert your full name and address in block capitals in the space provided.
- Please insert the number of H Shares of the Company 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 H Shares. If not, this proxy form will be deemed to relate to all the H 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 Class Meeting on your behalf, such proxy shall produce his/her own identity proof.
- 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 Class Meeting other than those referred to in the notice(s) convening the Class Meeting.
- 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 Class Meeting, 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 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 Class Meeting or any adjournment thereof.
- Completion and deposit of this proxy form will not preclude you from attending and voting at the Class Meeting should you so wish.
- In the case of joint registered holders of any H Shares, any one of such persons may vote at the Class Meeting, either personally or by proxy, in respect of H Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Class Meeting, 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 H Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcement of the Company dated 23 April 2020.

\* *For identification purposes only*