



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 2020 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 2020 annual general meeting of the Company (the “**AGM**” or “**Meeting**”) to be held at 2:15 p.m. on 8 June 2021 (Tuesday) 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 of directors (the “ Board ”) of the Company for the year 2020			
2.	To consider and approve the work report of the supervisory committee of the Company for the year 2020			
3.	To consider and approve the resolution on making provisions for impairment of assets by the Company for 2020			
4.	To consider and approve the audited financial report of the Company for the year 2020			
5.	To consider and approve the profit distribution plan of the Company for the year ended 31 December 2020 The 2020 profit distribution plan: Based on the total share capital of 1,123,645,275 shares following the designated placement of shares as the base, it is proposed that a cash dividend of RMB0.075 per share (tax included) will be distributed to all shareholders			
6.	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 2021, and to authorize the Board of the Company to decide its remuneration			

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 in person 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 in person, 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 by 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 in person 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 announcement of the Company dated 29 March 2021 and the circular of the Company dated 23 April 2021.

* *For identification purposes only*