



# 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 2022 First Extraordinary General Meeting

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

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ 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 2022 first extraordinary general meeting of the Company (the “**EGM**”) to be held at 2:30 p.m. on 13 April 2022 (Wednesday) 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.

No.	SPECIAL RESOLUTION	VOTING INSTRUCTION		
		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstention <sup>(Note 4)</sup>
1.	Resolution regarding the amendments to the Articles of Association of the Company			
<b>ORDINARY RESOLUTIONS</b>		<b>For<sup>(Note 4)</sup></b>	<b>Against<sup>(Note 4)</sup></b>	<b>Abstention<sup>(Note 4)</sup></b>
2.	Resolution regarding the amendments to the Rules of Procedure of the Board Meetings of the Company			
3.	Resolution regarding the increase in the cap amount of the Energy Procurement Agreement for 2022 to 2024 between the Company and YTO Group Corporation Limited			
4.	Resolution regarding the amendments to the Decision Making Principles on Investments and Operation of the Company			
5.	Remuneration plan for the Directors of the ninth session of the board of Directors and Supervisors of the board of Supervisors of the Company			
<b>No.</b>	<b>ORDINARY RESOLUTIONS (ACCUMULATIVE VOTING RESOLUTIONS)</b>	<b>Voting<sup>(note 10)</sup></b>		
6.00	Resolutions regarding the Election of non-independent Directors of the ninth session of the board of Directors of the Company (4 Directors are elected)	/		
6.01	To elect Liu Jiguo as a non-independent Director of the ninth session of the board of Directors of the Company for a term of office from 13 April 2022 to 12 April 2025			
6.02	To elect Zhang Zhiyu as a non-independent Director of the ninth session of the board of Directors of the Company for a term of office from 13 April 2022 to 12 April 2025			
6.03	To elect Fang Xianfa as a non-independent Director of the ninth session of the board of Directors of the Company for a term of office from 13 April 2022 to 12 April 2025			
6.04	To elect Ma Zhihui as a non-independent Director of the ninth session of the board of Directors of the Company for a term of office from 13 April 2022 to 12 April 2025			

No.	ORDINARY RESOLUTIONS (ACCUMULATIVE VOTING RESOLUTIONS)	Voting <sup>(note 10)</sup>
7.00	Resolutions regarding the election of independent Directors of the ninth session of the board of Directors of the Company (3 independent Directors are elected)	
7.01	To elect Edmund Sit as an independent non-executive Director of the ninth session of the board of Directors of the Company for a term of office from 13 April 2022 to 12 April 2025	
7.02	To elect Wang Shumao as an independent non-executive Director of the ninth session of the board of Directors of the Company for a term of office from 13 April 2022 to 12 April 2025	
7.03	To elect Xu Liyou as an independent non-executive Director of the ninth session of the board of Directors of the Company for a term of office from 13 April 2022 to 12 April 2025	
No.	ORDINARY RESOLUTIONS (ACCUMULATIVE VOTING RESOLUTIONS)	Voting <sup>(note 10)</sup>
8.00	Resolution regarding the election of non-staff representative Supervisors of the ninth session of the board of Supervisors of the Company (3 Supervisors are elected)	
8.01	To elect Yang Yu as a non-staff representative Supervisor of the ninth session of the board of Supervisors of the Company for a term of office from 13 April 2022 to 12 April 2025	
8.02	To elect Gu Aiqin as a non-staff representative Supervisor of the ninth session of the board of Supervisors of the Company for a term of office from 13 April 2022 to 12 April 2025	
8.03	To elect Xiao Bin as a non-staff representative Supervisor of the ninth session of the board of Supervisors of the Company for a term of office from 13 April 2022 to 12 April 2025	

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

Signature <sup>(Notes 5 and 6)</sup>: \_\_\_\_\_

**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 EGM 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 EGM other than those referred to in the notice(s) convening the EGM.
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 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.
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 (as far as A Shareholders are concerned), or the Company’s H Shares registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (as far as H Shareholders are concerned) in not less than 24 hours before the time scheduled for the holding of the EGM or any adjournment thereof.

8. Completion and deposit of this proxy form will not preclude you from attending and voting at the EGM should you so wish.
9. 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.
10. Explanation of the voting method for electing directors, independent non-executive directors and supervisors using the cumulative voting
- The election of director candidates, the election of independent non-executive director candidates, and the election of supervisor candidates at the general meeting shall be numbered as resolution groups, respectively. Investors should vote for each candidate under each resolution group.
  - The number of declared shares represents the number of votes in the election. For each resolution group, for each share held by shareholders, the total number of votes equal to the number of directors or supervisors to be elected under the resolution group. If a shareholder holds 100 shares of a listed company, 10 directors should be elected at the general meeting, and there are 12 director candidates, then the shareholder has 1,000 votes for the election resolution group of the Board.
  - Shareholders shall vote within the limit of the number of votes of each resolution group. Shareholders can vote according to their own wishes. They can vote for one candidate in a centralized manner, or they can vote for different candidates in any combination. After the voting is over, number of votes received will be calculated for each resolution, respectively.
  - Example:

A listed company held a general meeting and adopted the cumulative voting system to re-elect the board of directors and the Supervisory Committee. 5 directors should be elected from 6 director candidates, 2 independent non-executive directors should be elected from 3 independent non-executive director candidates and 2 supervisors should be elected from 3 supervisor candidates, the matters requiring voting are as follows:

<b>Cumulative voting resolution</b>		
4.00	<b>Resolution in relation to the election of directors</b>	<b>Number of vote(s)</b>
4.01	E.g. Chen ...	
4.02	E.g. Zhao ...	
4.03	E.g. Jiang ...	
.....	.....	
4.06	E.g. Song ...	
5.00	<b>Resolution in relation to the election of independent non-executive directors</b>	<b>Number of vote(s)</b>
5.01	E.g. Zhang ...	
5.02	E.g. Wang ...	
5.03	E.g. Yang ...	
6.00	<b>Resolution in relation to the election of supervisors</b>	<b>Number of vote(s)</b>
6.01	E.g. Li ...	
6.02	E.g. Chen ...	
6.03	E.g. Wang ...	

An investor holds 100 shares of the company at the close of the equity registration day and adopts the cumulative voting system. He (she) has 500 voting rights in the resolution 4.00 “Resolution in relation to the election of directors”, 200 voting rights in resolution 5.00 “Resolution in relation to the election of independent non-executive directors” and 200 voting rights in resolution 600 “Resolution in relation to the election of supervisors”.

The investor can vote on the resolution 4.00 according to his/her wishes with a limit of 500 votes. He (she) can vote for one candidate with 500 votes in a centralized manner, or can vote for any candidate according to any combination.

As shown in the table:

No.	Name of resolution	Number of vote(s)			
4.00	Resolution in relation to the election of directors	–	–	–	–
4.01	E.g. Chen	500	100	100	
4.02	E.g. Zhao	0	100	50	
4.03	E.g. Jiang	0	100	200	
.....	.....	...	...	...	
4.06	E.g. Song	0	100	50	

11. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcements of the Company dated 3 March 2022 and 4 March 2022, respectively.

\* *For identification purposes only*