FIRST TRACTOR COMPANY LIMITED*

第一拖拉機股份有限公司

(a joint stock limited 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 ("EGM") to be held at 9:00 a.m. on Friday, 22 December 2006 at No. 154, Jianshe Road, Luoyang, Henan Province, the People's Republic of China ("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)
(A)	The Yituo Supply Agreements, First Tractor Supply Agreement and Financial Services Agreement (as defined in the circular of the Company dated 6 November 2006, a copy of which has been produced to the EGM marked "A" and signed by the chairman of the EGM for the purpose of identification) and the terms and conditions thereof and the respective proposed Cap amounts and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed		
(B)	Any one of the directors of the Company be authorised 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 be hereby approved, ratified and confirmed, and be and are hereby authorised 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 Yituo Supply Agreements, First Tractor Supply Agreement and Financial Services Agreement and the respective proposed Cap amounts, and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of any of the Yituo Supply Agreements, First Tractor Supply Agreement and Financial Services Agreement as they may in their discretion consider to be desirable and in the interest of the Company		
(C)	to approve the resignation of Mr. Liu Ar Nan (劉阿南) as the supervisor of the supervising committee of the Company		
(D)	to approve the appointment of Mr. Zheng Lu Yu (鄭魯豫) as the supervisor of the supervising committee of the Company		

Date: ______________________ 2006 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 EGM on your behalf, such proxy shall produce his 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 no indication is given, the proxy will vote at his discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to EGM other than those referred to in the notice(s) convening the EGM.
5. 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 authorised 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 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 H Share registrar, Hong Kong Registrars Limited at 46/F., 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 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 member 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 purpose only*