



FIRST TRACTOR COMPANY LIMITED

第一拖拉机股份有限公司

(a joint stock limited company incorporated in the People's Republic of China)

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 Annual General Meeting of the Company ("AGM") to be held at 9:00 a.m. on Friday, 18 June 2004 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 AGM:—

AS ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)	ABANDONMENT ^(Note 4)
1.	To consider and approve the Report of the Board of Directors for the year 2003;			
2.	To consider and approve the Report of the Supervisory Committee for the year 2003;			
3.	To consider and approve the audited financial report for the year 2003;			
4.	To consider and approve the dividend distribution proposal for the year ended 31 December 2003;			
5.	To consider and approve the re-appointment of Ernst & Young as auditors of the Company for the year ending 31 December 2004 and to authorise the Board of Directors of the Company to determine the terms for such appointment;			
6.	To consider and approve the remuneration proposals for the directors and supervisors of the Company;			
7.	To elect Mr. Yan Lin Jiao as an additional executive director of the Company with a term of office same as that of the 3rd Board of Directors of the Company.			
8.	Other matters			
AS SPECIAL RESOLUTIONS				
1.	Subject to the stipulations of Article 12 of the "Company Law of the People's Republic of China", to authorise the Board of Directors of the Company to determine any investment plan or proposal in respect of other limited companies, joint stock limited companies or other economic entities or projects, including but not limited to decisions on projects of investment, the companies or other economic entities to be invested, the amount, the investment method (including by way of issuance of the domestic shares or overseas listed foreign shares) and the time of investment and the execution of the relevant agreements and other documents;			
2.	To approve the Company of placing, issuing or dealing with domestic shares and H shares solely or jointly within the relevant period (as defined hereunder) with an amount of no more than 20% of the issued shares of that class of shares provided that Hong Kong Exchange and Clearing Ltd. and the China Securities Regulatory Commission grant relevant approval, and to authorize the Board of Directors of the Company to handle the matters in relation to such placement or issue; For the purpose of this resolution, "relevant period" means the period from the date of passing this resolution to the earlier of: (a) the last day of the 12 months from the date of passing this resolution; and (b) the date on which the authorization under this resolution is revoked or amended by a special resolution passed at a general meeting of the Company.			
3.	To authorise the Board of Directors of the Company to declare an interim dividend to the shareholders of the Company for the half year ended 30 June 2004.			

Date: _____ 2004

Signature (Notes 5 and 6): _____

Note:

- Please insert your full name and address in block capitals in the space provided.
- Please insert the number of 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).
- 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 own identity paper.
- 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 or abstain at his discretion.
- Corporations must execute this proxy form under seal or by an attorney or by a duly authorised officer. If a legal representative is appointed to attend the AGM, such legal representative shall produce his own identity paper 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 registered address of the Company mentioned above not later than 24 hours before the time scheduled for the holding of the AGM.
- Completion and deposit of this proxy form will not preclude you from attending and voting at the AGM should you so wish.