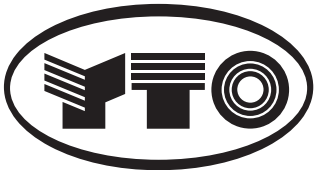


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第一拖拉机股份有限公司
FIRST TRACTOR COMPANY LIMITED*

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

(Stock Code: 0038)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of First Tractor Company Limited (the “**Company**”) announces that Mr. Chen Zhi resigned as an independent non-executive Director of the Company and the member of the audit committee and remuneration committee on 21 August 2009.

Mr. Chen is an employee of 中國農業機械化科學研究院 (China Agriculture Mechanisation Research Institute*) (the “**Institute**”). As a result of reorganization of the Institute, the Institute will be merged to 中國機械工業集團有限公司 (China Machinery Industrial Group Co., Ltd.*) (“**CMIGC**”) to become its wholly-owned subsidiary. CMIGC is a connected person of the Company and therefore, Mr. Chen, being an employee of the CMIGC Group, may not be able to satisfy the independence criteria in relation to independent non-executive directors as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Mr. Chen has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board takes this opportunity to thank Mr. Chen for his contribution to the Company during his tenure of office with the Company and offers its best wishes to him.

By Order of the Board
FIRST TRACTOR COMPANY LIMITED
Liu Dagong
Chairman

Luoyang, the PRC
21 August 2009

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Liu Dagong, Ms. Dong Jianhong, Mr. Qu Dawei and Mr. Li Xibin, and four non-executive Directors, namely Mr. Zhao Yanshui, Mr. Yan Linjiao, Mr. Shao Haichen and Mr. Liu Yongle, and three independent non-executive Directors, namely Mr. Chan Sau Shan, Gary, Mr. Luo Xiwen and Mr. Hong Xianguo.

** for identification purposes only*