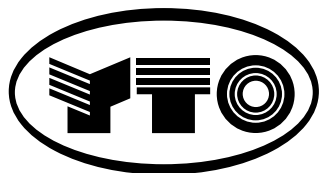


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第一拖拉机股份有限公司
FIRST TRACTOR COMPANY LIMITED*

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

(Stock Code: 0038)

RESIGNATION OF A DIRECTOR OF THE COMPANY

This announcement is made pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board (the “**Board**”) of directors (the “**Directors**”) of First Tractor Company Limited (the “**Company**”) hereby announces that the Company received a written resignation report submitted by Ms. Dong Jianhong, a non-executive Director, on 5 November 2013. Due to the reason for personal working development, Ms. Dong Jianhong resigned as a non-executive Director and a member of the Remuneration Committee under the Board of the Company, with effect from 5 November 2013. In accordance with the relevant provisions under the Company Law of the PRC and the Articles of Association of the Company, the resignation report of Ms. Dong Jianhong takes effect from the date of submission to the Board. Upon resignation of Ms. Dong Jianhong, the Board comprises 11 Directors, and the number of Directors is not less than the minimum quorum required under the Company Law of the PRC and the normal operation of the Board will not be affected. The Company will elect and appoint a new Director at appropriate time.

Ms. Dong Jianhong has confirmed that she has no disagreement with the Board and there is no matter with respect to her resignation that needs to be brought to the attention of the shareholders of the Company.

The Company would like to express its appreciation to Ms. Dong Jianhong for her contributions to the development of the Company during her tenure of office.

By Order of the Board
FIRST TRACTOR COMPANY LIMITED
YU Lina
Company Secretary

Luoyang, the PRC
5 November 2013

As at the date of this announcement, Mr. Zhao Yanshui is the Chairman of the Company and Mr. Su Weike is the vice Chairman of the Company. Other members of the Board are five Directors, namely, Mr. Yan Linjiao, Mr. Guo Zhiqiang, Mr. Qu Dawei, Mr. Liu Jiguo and Mr. Wu Yong; and four independent non-executive Directors, namely, Mr. Hong Xianguo, Mr. Zhang Qiusheng, Mr. Xing Min and Mr. Wu Tak Lung.

** For identification purposes only*