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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)

INDICATIVE ANNOUNCEMENT REGARDING THE RESULT OF OPEN TENDER AND CONNECTED TRANSACTION

The board (the “**Board**”) of directors (the “**Directors**”) of First Tractor Company Limited* (the “**Company**”) confirms that there are no false representations, misleading statements or material omissions in this announcement, and individually and collectively accept the responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

In order to implement the project on enhancement of the core capability of new wheeled tractors, the Company proposes to construct production lines for processing of machines of the new-type hi-powered wheeled tractors. Therefore, the Company entrusted Henan Weixin Tender Management and Consultation Co., Ltd.* (河南省偉信招標管理諮詢有限公司) (“**Weixin Tender Company**”) to conduct an open tender. After performing the relevant review procedures, Weixin Tender Company issued the letter of acceptance to SCIVIC Engineering Corporation* (機械工業第四設計研究院) (“**SCIVIC**”) on 21 November 2013, confirming that SCIVIC would become the general contractor of design and construction for the project on enhancement of the core capability of new wheeled tractors.

The ultimate controller of SCIVIC is China National Machinery Industry Corporation* (“**Sinomach**”), which is the ultimate controller of the Company. Therefore, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), SCIVIC is the associate of Sinomach and is regarded as a connected person of the Company. According to the Listing Rules, the transaction contemplated under the general contract to be signed will constitute a connected transaction of the Company.

When the general contract is officially signed with SCIVIC, the Company will make timely disclosure pursuant to the Listing Rules.

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

Luoyang, the PRC
21 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*