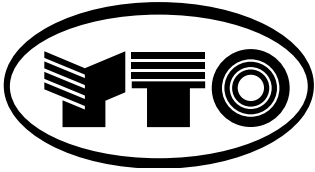


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**第一拖拉机股份有限公司\***  
**FIRST TRACTOR COMPANY LIMITED**

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

(Stock Code: 0038)

## **RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE 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 Mr. Zhang Qiusheng, an independent non-executive Director, on 24 March 2014. Due to the change of personal job, Mr. Zhang Qiusheng applied to resign as the independent non-executive Director, the chairman of the Audit Committee and the member of the Strategy and Investment Committee under the Board. Upon resignation of Mr. Zhang Qiusheng, there are three independent non-executive Directors in the Board, which are less than one third of the Board members. In accordance with the relevant provisions under the “Guidance on Establishment of Independent Directors System in Listed Companies” and the Articles of Association of the Company, the resignation report of Mr. Zhang Qiusheng shall take effect from the date of appointment of new independent non-executive Director by the shareholders of the Company at the general meeting of the Company, prior to which Mr. Zhang Qiusheng shall continue to perform his duty as an independent non-executive Director.

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

The Company would like to express its appreciation to Mr. Zhang Qiusheng for his contributions to the development of the Company during his tenure of office.

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

Luoyang, the PRC  
24 March 2014

*As at the date of this announcement, Mr. Zhao Yanshui is the Chairman of the Company and Mr. Wang Erlong is the vice Chairman of the Company. Other members of the Board are four Directors, namely, Mr. Yan Linjiao, Mr. Guo Zhiqiang, 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*