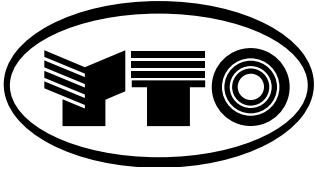


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第一拖拉机股份有限公司*
FIRST TRACTOR COMPANY LIMITED

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

(Stock Code: 0038)

CLARIFICATION ANNOUNCEMENT IN RELATION TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

References are made to the notice of extraordinary general meeting (the “**EGM**”) of First Tractor Company Limited (the “**Company**”) dated 9 May 2014 (the “**Notice of EGM**”), the related proxy form for attendance at the EGM (the “**Proxy Form**”) and the EGM reply slip (the “**Reply Slip**”). Reference is also made to the Company’s announcement in respect of dividend distribution dated 11 April 2014 (the “**Announcement**”).

In the Announcement, the board (the “**Board**”) of directors (the “**Directors**”) of the Company announced that in respect of the distribution of dividends for the financial year ended 31 December 2013 for holders of H shares, the record date was fixed on 10 June 2014 and the H share register of members of the Company would be closed from 5 June 2014 to 10 June 2014, both days inclusive, during which period no transfer of the Company’s H shares would be effected. The holders of H shares whose names appear on the H share register of members of the Company on 5 June 2014 will be entitled to receive the above dividends. The ex-entitlement date was also fixed on 3 June 2014. The above arrangement was in compliance with Rule 13.66(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the articles of association of the Company.

Due to the above arrangement in respect of dividend distribution and book closure, the date of the EGM and its related book closure period should be rearranged. In this connection, the Board announces that the date of the EGM shall be postponed from “24 June 2014” to “7 July 2014”, and its related book closure period shall be changed from “24 May 2014 to 23 June 2014 (both days inclusive)” to “5 June 2014 to 6 July 2014 (both days inclusive)”.

The revised Notice of EGM, revised Proxy Form and revised Reply Slip will be dispatched to the shareholders of the Company as soon as possible.

By order of the Board
First Tractor Company Limited
YU Lina
Company Secretary

Luoyang, the PRC
13 May 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*