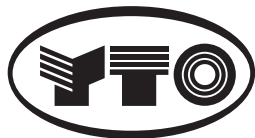


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

CHANGE OF GENERAL MANAGER

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 “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of First Tractor Company Limited (the “**Company**”) announces that due to work reallocation, with effect from 14 August 2015, Mr. Zhao Yanshui, the Chairman of the Company, resigned as the general manager of the Company while Mr. Wu Yong, the Director of the Company, was appointed as the general manager. Mr. Zhao has confirmed that he had no disagreement with the Board, and there is no matter with respect to his resignation as general manager that needs to be brought to the attention of the shareholders of the Company.

Mr. Zhao Yanshui will remain as the Chairman and Director of the Company, and Mr. Wu Yong will remain as the Director of the Company.

The biographic details of Mr. Wu Yong are as follows:

Mr. Wu Yong, aged 50, a senior economist. He is currently the Director of the Company and a member of the remuneration committee under the Board. Mr. Wu also serves as the secretary to the party committee and secretary to the disciplinary committee of the Company. Mr. Wu joined YTO Group Corporation* (中國一拖集團有限公司) (“**YTO**”), the controlling shareholder of the Company, in 1987 and had served as the general manager of YTO (Luoyang) Flag Auto-Body Company Limited, and head of the party work department, vice chairman of the labour union and deputy general manager of YTO. Mr. Wu has extensive experience in the fields of corporate management.

Saved as disclosed above, Mr. Wu did not hold any position in the Company or any other members of the Company, nor did he hold any directorship in any other listed companies on any securities market in the Hong Kong Special Administrative Region (“**Hong Kong**”) of the People’s Republic of China (the “**PRC**”) or overseas during the past three years.

Length of service and emolument

The term of office of Mr. Wu’s appointment as the general manager is same as his term as a Director of the Sixth Board. His emolument will be determined in accordance with the relevant requirements of the PRC and the internal remuneration policy of the Company.

Relationships

Saved as disclosed above, Mr. Wu has no relationship with any Directors, supervisors or senior management of the Company or with any substantial or controlling shareholders of the Company.

Interest in the shares of the company

So far as the Directors are aware, as at the date of this announcement, Mr. Wu has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong.

Matters that need to be brought to the attention of the shareholders of the Company

In relation to the appointment of Mr. Wu as the general manager, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

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

Luoyang, the PRC
14 August 2015

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 six Directors, namely, Mr. Yan Linjiao, Mr. Wu Zongyan, Mr. Wang Kejun, Mr. Guo Zhiqiang, Mr. Liu Jiguo and Mr. Wu Yong; and four independent non-executive Directors, namely, Mr. Hong Xianguo, Mr. Xing Min, Mr. Wu Tak Lung and Mr. Yu Zengbiao.

* *for identification purpose only*