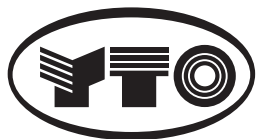


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第一拖拉机股份有限公司
FIRST TRACTOR COMPANY LIMITED*

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

(Stock Code: 0038)

- (1) APPOINTMENT OF CHAIRMAN, VICE CHAIRMAN AND GENERAL MANAGER;**
- (2) CHANGE OF MEMBERS OF STRATEGIC AND INVESTMENT COMMITTEE;**
- (3) CHANGE OF MEMBERS OF NOMINATION COMMITTEE;**
- (4) CHANGE OF MEMBERS OF REMUNERATION COMMITTEE;**
- (5) CHANGE OF MEMBERS OF AUDIT COMMITTEE; AND**
- (6) APPOINTMENT OF CHAIRMAN OF SUPERVISORY COMMITTEE**

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.

The Board convened a meeting on 30 October 2015 and resolved to appoint Mr. Zhao Yanshui as the chairman of the Company, Mr. Wang Erlong as the vice chairman of the Company and Mr. Wu Yong as the general manager of the Company, all with effect from 30 October 2015. For the relevant information required to be disclosed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in respect of Mr. Zhao Yanshui, Mr. Wang Erlong and Mr. Wu Yong, please refer to the announcement of the Company dated 25 August 2015, and there were no changes to such information as at the date of this announcement.

Due to re-election of Directors to the seventh Board, the Board announced that, with effect from 30 October 2015:

- (1) Mr. Yan Linjiao, Mr. Wu Zongyan and Mr. Xing Min ceased to be members of the Strategic and Investment Committee of the Company (the “**Strategic and Investment Committee**”), and Mr. Wu Yong, Mr. Li Kai and Ms. Yang Minli have been appointed as members of the Strategic and Investment Committee;

- (2) Mr. Hong Xianguo ceased to be member of the Nomination Committee of the Company (the “**Nomination Committee**”), and Ms. Yang Minli has been appointed as member of the Nomination Committee, with Mr. Xing Min being the chairman;
- (3) Mr. Wu Zongyan, Mr. Wu Yong and Mr. Hong Xianguo ceased to be members of the Remuneration Committee of the Company (the “**Remuneration Committee**”), and Mr. Li Hepeng, Mr. Xie Donggang and Mr. Yu Zengbiao have been appointed as members of the Remuneration Committee, with Mr. Yu Zengbiao being the chairman; and
- (4) Mr. Yan Linjiao ceased to be member of the Audit Committee of the Company (the “**Audit Committee**”), and Mr. Yin Dongfang has been appointed as member of the Audit Committee.

In addition, the supervisory committee of the Company (the “**Supervisory Committee**”) also held a meeting on 30 October 2015, and Mr. Li Pingan was appointed as the chairman of the Supervisory Committee, with effect from 30 October 2015.

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

Luoyang, the PRC
30 October 2015

As at the date of this announcement, the Board comprises Mr. Zhao Yanshui (Chairman), Mr. Wang Erlong (vice Chairman) and Mr. Wu Yong as executive Directors; Mr. Li Hepeng, Mr. Xie Donggang, Mr. Li Kai and Mr. Yin Dongfang as non-executive Directors; and Ms. Yang Minli, Mr. Xing Min, Mr. Wu Tak Lung and Mr. Yu Zengbiao as independent non-executive Directors.

* *For identification purposes only*