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.



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

(Stock Code: 0038)

# (1) DISCLOSEABLE AND CONNECTED TRANSACTION - PROPOSED ACQUISITION OF 51% EQUITY INTEREST IN LUOYANG TRACTORS RESEARCH COMPANY LIMITED; AND

## (2) PROPOSED ADOPTION OF THE DECISION MAKING PRINCIPLES

## THE ACQUISITION

The Board announces that on 3 August 2010, the Company and YTO entered into the Sale and Purchase Agreement, pursuant to which the Company has conditionally agreed to purchase, and YTO has conditionally agreed to sell, the Target Interest, i.e. 51% equity interest in the Target Company at an initial cash consideration of RMB150.17 million (equivalent to approximately HK\$171.19 million) (subject to adjustments). The Company intends to satisfy the cash consideration by using its internal resources.

YTO is the controlling Shareholder and thus, YTO and its associates are regarded as connected persons of the Company. Accordingly, the Acquisition contemplated under the Sale and Purchase Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the relevant percentage ratios of the Acquisition are more than 5% but less than 25%, however, the consideration of the Acquisition is more than HK\$10,000,000, the Acquisition is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Further, the Acquisition also constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

In view of the interests of YTO in the Sale and Purchase Agreement, YTO (which holds 443,910,000 Shares, representing approximately 52.48% of the equity interest in the Company) and its associates will abstain from voting on the resolution(s) in relation to the Sale and Purchase Agreement and the transactions contemplated thereunder.

## PROPOSED ADOPTION OF THE DECISION MAKING PRINCIPLES

Reference is made to the announcement of the Company dated 28 June 2010 and the circular of the Company dated 20 July 2010 in relation to, among other things, the proposed Issue of A Shares of the Company. For the purpose of the Issue of A Shares, the Company is prepared to adopt the Decision Making Principles on connected transactions and on investments and operation. For resolutions relating to the proposed adoption of the Decision Making Principles, no Shareholders are required to abstain from voting.

## **GENERAL**

The Company will convene the EGM for the purpose of, among other things, seeking Independent Shareholders' approval on the Acquisition and seeking Shareholders' approval on the proposed adoption of the Decision Making Principles.

A circular containing, among other things, details of the Acquisition and the proposed adoption of the Decision Making Principles, the letter of advice from the Independent Board Committee to the Independent Shareholders regarding the Acquisition and the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders regarding the Acquisition will be despatched to the Shareholders on or before 24 August 2010. A notice of EGM will be dispatched to the Shareholders as soon as possible.

## (1) THE ACQUISITION

Set out below is a summary of the principal terms of the Sale and Purchase Agreement:-

## The Sale and Purchase Agreement

### Date

3 August 2010

### **Parties**

Purchaser: The Company

Vendor: YTO, being the controlling Shareholder

## Asset to be acquired

The Target Interest, being 51% equity interest in the Target Company

## Consideration

RMB150.17 million (equivalent to approximately HK\$171.19 million), being the initial consideration, subject to any adjustments that may have to be made with reference to the Formal Appraised NAV as disclosed in the Appraisal Report to be issued by the Independent Valuer on or about 15 August 2010 and to be disclosed in the Circular, and the adjustments as described below. The Appraisal Report (including the Formal Appraised NAV) shall be subject to the final approval by the relevant government authorities or its authorized institutions.

If the difference between the Formal Appraised NAV (to be approved by the relevant government authorities or its authorized institutions) and the above initial consideration of RMB150.17 million (equivalent to approximately HK\$171.19 million) exceeds ±3%, the Sale and Purchase Agreement shall lapse.

The consideration of the Target Interest is to be settled by the Company by way of cash within 30 Business Days after fulfillment of all the conditions precedent of the Sale and Purchase Agreement as set out below. The Company intends to satisfy the cash consideration by its internal resources.

Upon Completion, if there is any difference between the Completion Date NAV and the Appraisal Date NAV, the consideration of the Target Interest shall be adjusted as follows:-

Adjusted consideration

=

51% of the Formal Appraised NAV (to be approved by the relevant government authorities or its authorized institutions) + (51% of the Completion Date NAV – 51% of the Appraisal Date NAV)

The Completion Date NAV shall be ready within 30 days upon Completion and both parties have to agree on the difference between the Completion Date NAV and the Appraisal Date NAV and settle such difference by way of cash within 15 days upon completion of the final audit results of the Completion Date NAV.

## Conditions precedent

The Sale and Purchase Agreement shall take effect upon fulfillment of the following conditions precedent:

- (i) the Sale and Purchase Agreement having been duly executed by the legal representative or authorized representative of each of the Company and YTO, and having been sealed with the seals of each of the Company and YTO;
- (ii) the Company obtaining the requisite approval by the Independent Shareholders of the Sale and Purchase Agreement at the EGM in accordance with the Listing Rules;
- (iii) YTO obtaining the approval by its shareholders of the Sale and Purchase Agreement at general meeting; and
- (iv) the Acquisition being approved by China Machinery.

## **Completion**

Upon fulfillment of the conditions precedent of the Sale and Purchase Agreement set out above, the following shall be conducted and required to be satisfied before Completion takes place:-

- (i) the Sale and Purchase Agreement having been duly signed and becoming effective upon fulfillment of all the conditions precedent of the Sale and Purchase Agreement as set out above;
- (ii) the Target Company obtaining its shareholders' approvals on the Sale and Purchase Agreement and the Acquisition;
- (iii) the articles of association of the Target Company having been amended legally and appropriately to reflect the Acquisition;
- (iv) the consideration of the Target Interest, being the amount representing 51% of the Formal Appraised NAV, having been settled in full by the Company; and
- (v) the registration procedures relating to the Acquisition with Administration for Industry and Commerce (工商行政管理局) of the PRC having been completed.

Completion shall take place upon fulfillment of all the above.

## **BASIS OF CONSIDERATION**

The initial consideration of the Target Interest of RMB150.17 million (equivalent to approximately HK\$171.19 million) as disclosed in this announcement was determined after arm's length negotiations between the Company and YTO with reference to 51% of the estimated net asset value of the Target Company as at 31 July 2010, which is RMB150.17 million (equivalent to approximately HK\$171.19 million).

The initial consideration is subject to, among others, any adjustments that may have to be made with reference to the Formal Appraised NAV as disclosed in the Appraisal Report to be issued by the Independent Valuer, which is expected to be on or about 15 August 2010, and to be disclosed in the Circular. The Appraisal Report (including the Formal Appraised NAV) shall be subject to the final approval by the relevant government authorities or its authorized institutions.

As the consideration of the Target Interest is determined with reference to the estimated net asset value of the Target Company and will be adjusted according to the Formal Appraised NAV provided by the Independent Valuer, the Directors (excluding the independent non-executive Directors who will express their opinions on the Acquisition to be included in the Circular after taking into account of the advice from the Independent Financial Adviser) consider that the consideration of the Target Interest is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## REASONS AND BENEFITS FOR THE ACQUISITION

The Group is principally engaged in the production and sale of agricultural machineries and construction machineries.

YTO Group wholly owns a national grade technology centre and the Target Company, both of which have strong capability on the research and development of tractor products. YTO Group has been providing the research and development of tractor products services to the Group since the listing of the H Shares on the Stock Exchange in June 1997 pursuant to a technology services agreement entered into between the Company and YTO dated 6 June 1997 (the "Technology Services Agreement"). Pursuant to the Technology Services Agreement, YTO has agreed to, among other things, (i) maintain adequate manpower, equipments, facilities and technological know-how to serve the Company for the purposes of maintaining its capability to provide research and development services; and (ii) give priority to the Company's research and development projects over other projects, except for those assigned by the PRC Government.

YTO Group intends to restructure its research and development resources to enhance its operational efficiency and management. On 30 July 2010, YTO Group completed a capital injection to the Target Company (the "Capital Injection") whereby YTO Group increased the capital of the Target Company by approximately RMB183.58 million through the injection of cash of RMB40 million and certain major assets of its national grade technology centre including land use rights and two buildings with an aggregate appraised value of approximately RMB143.58 million as at 31 May 2010. The asset appraisal is conducted by an independent professional valuer in the PRC, using an asset based valuation approach. Subsequent to the completion of the Capital Injection, it is expected that the research and development capabilities of the Target Company will be greatly enhanced.

Since the Target Company possesses the technologies and research and development resources required by the Group, with a view to perfecting the Group's production chain and enhancing the competitiveness of the Group, the Group proposes to purchase the Target Interest so as to strengthen the research and development capability of the Group.

Apart from the provision of research and development services to the Group, the Target Company has also undertaken various national grade research and development projects and obtained research subsidies from the PRC government. The holding of 49% equity interest in the Target Company by YTO will facilitate the Target Company to obtain continuous government funding support for its research and development projects. Based on the above and after arm's length negotiation between the Company and YTO, it is considered appropriate for YTO to retain 49% equity interest in the Target Company.

The Directors are of the view that the Acquisition can strengthen the research and development capability of the Company, fasten the development of new products and enhance the competitiveness of the Company. It represents a valuable opportunity for the Group to develop its research and development of tractor products which enables the Group to provide fully integrated services in the tractor related business.

The terms of the Sale and Purchase Agreement have been determined after arm's length negotiations between the Company and YTO. The Directors (excluding the independent non-executive Directors who will express their opinions on the Acquisition to be included in the Circular after taking into account of the advice from the Independent Financial Adviser) consider that the Sale and Purchase Agreement was entered into in the ordinary course of business of the Company and on normal commercial terms and that the terms of the Sale and Purchase Agreement are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Upon completion of the Acquisition, YTO no longer holds the entire equity interest in the Target Company, the Technology Services Agreement will be terminated or amended and the Company will make disclosure on the same, as and when appropriate, in accordance with the Listing Rules.

## INFORMATION OF THE TARGET COMPANY, ITS SUBSIDIARIES AND ASSOCIATED COMPANIES

As at the date hereof, YTO owns the entire issued equity interest in the Target Company. The Target Company has two wholly-owned subsidiaries, namely Xiyuan Motor Power Test and Xinyan Mechanical Engineering, and two associated companies, namely Tuoqi Engineering and I & C Technology Consulting.

## Target Company

The Target Company is a domestic company incorporated with limited liability in the PRC with a registered capital of RMB185 million. Its principal activities include the examination and testing of tractors, vehicles, construction machineries, internal combustion engines, agricultural machineries, agricultural transporters and their parts; research and development of equipments, technology development, transfer, consultancy services and sales; and computer technology development services.

The Target Company has been recognized as a high and new technology enterprise (高新技術企業) by the relevant PRC governmental authorities in December 2008, effective for three years.

## Xiyuan Motor Power Test

Xiyuan Motor Power Test is a company incorporated with limited liability in the PRC with a registered capital of RMB1 million and is a wholly-owned subsidiary of the Target Company. Its principal activities include the examination and testing of tractors, three-wheel vehicles, low-speed trucks, vehicles (including special purpose vehicles), construction machineries, internal combustion engines, agricultural equipments, motor bikes, agricultural machineries, deformated machineries and their parts; safety inspection of mechanical vehicles; development, manufacture and sales of agricultural machineries and equipments, testing equipments, instruments, new materials and its products; provision of sales agency services for imported instruments and equipments; technology development, transfer and consultancy services; and quality examination of machinery products.

Xiyuan Motor Power Test has been recognized as a high and new technology enterprise (高新技術企業) by the relevant PRC governmental authorities in December 2008, effective for three years.

## Xinyan Mechanical Engineering

Xinyan Mechanical Engineering is a domestic enterprise incorporated with limited liability in the PRC with a registered capital of RMB1 million and is a wholly-owned subsidiary of the Target Company. Its principal activities include research and development, manufacture, sales, technology transfer and consultancy services of agricultural machineries and transport machineries and their parts, medium frequency induction systems and non-standard systems, new and high technology materials and related technology; and sales of metal materials (excluding precious metals), non-metal materials and its products.

## Tuoqi Engineering

Tuoqi Engineering is a domestic company incorporated with limited liability in the PRC with a registered capital of RMB4 million. It is an associated company of the Target Company, in which the Target Company owns 30% of its registered capital. Its principal activities include technology development, transfer, consultancy services, manufacture and sales of tractors, construction machineries, vehicles, agricultural machineries and their parts.

## I & C Technology Consulting

I & C Technology Consulting is a sino-foreign equity joint venture incorporated with limited liability in the PRC with a registered capital of RMB1 million. It is an associated company of the Target Company, in which the Target Company owns 30% of its registered capital. Its principal activities include technology development, transfer and consultancy services for electrical machineries and related products; and consultancy services for business, quality and safety management systems according to relevant international/national standards.

## **Financial information of the Target Company**

Set out below is the basic financial information of the Target Company, which has been prepared based on the generally accepted accounting principles in the PRC:

Book value of the consolidated net asset approximately RMB277.57 million as at 31 July 2010 (unaudited)

Consolidated net profits before taxation and approximately RMB13.76 million extraordinary items for the year ended 31 December 2008 (audited)

Consolidated net profits after taxation and approximately RMB13.02 million extraordinary items for the year ended 31 December 2008 (audited)

Consolidated net profits before taxation and approximately RMB9.05 million extraordinary items for the year ended 31 December 2009 (audited)

Consolidated net profits after taxation and approximately RMB7.97 million extraordinary items for the year ended 31 December 2009 (audited)

Original investment cost injected by YTO approximately RMB238.58 million

Upon Completion, the Target Company will become a non wholly-owned subsidiary of the Company, in which the Company and YTO will own 51% and 49% of its equity interest respectively, and the accounts of the Target Company will be consolidated to that of the Group.

## INFORMATION OF YTO GROUP AND CHINA MACHINERY

YTO is the controlling Shareholder, holding approximately 52.48% of the equity interest in the Company. YTO Group is principally engaged in the production of transportation machineries, casting parts, vehicles products, spare parts and components, etc.

China Machinery is the ultimate controlling shareholder of the Company and the controlling shareholder of YTO. It is a state-owned group enterprise principally engaging in international trade, scientific research, construction and project contractor business focusing on machinery and electric products, etc.

## (2) PROPOSED ADOPTION OF THE DECISION MAKING PRINCIPLES

Reference is made to the announcement of the Company dated 28 June 2010 and the circular of the Company dated 20 July 2010 in relation to, among other things, the proposed Issue of A Shares of the Company.

For the purpose of the Issue of A Shares, the Company proposes to adopt the Decision Making Principles pursuant to the requirements of the applicable PRC laws and regulations and the relevant rules of the Shanghai Stock Exchange. Details of the Decision Making Principles will be set out in the Circular to be despatched to the Shareholders.

The proposed adoption of the Decision Making Principles is subject to Shareholders' approval at the EGM. The Decision Making Principles shall come into effect at the same time as the proposed amendments to the articles of association of the Company (which is subject to Shareholders' approval at the extraordinary general meeting of the Company to be held on 16 August 2010) coming into effect and upon completion of the Issue of A Shares.

## THE LISTING RULES IMPLICATIONS

The Acquisition

YTO is the controlling Shareholder and thus, YTO and its associates are regarded as connected persons of the Company. Accordingly, the Acquisition contemplated under the Sale and Purchase Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the relevant percentage ratios of the Acquisition are more than 5% but less than 25%, however, the consideration of the Acquisition is more than HK\$10,000,000, the Acquisition is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Further, the Acquisition also constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

In view of the interests of YTO in the Sale and Purchase Agreement, YTO (which holds 443,910,000 Shares, representing approximately 52.48% of the equity interest in the Company) and its associates will abstain from voting on the resolution(s) in relation to the Sale and Purchase Agreement and the transactions contemplated thereunder.

Proposed adoption of the Decision Making Principles

For resolutions relating to the proposed adoption of the Decision Making Principles, no Shareholders are required to abstain from voting.

## **GENERAL**

The Company will convene the EGM for the purpose of, among other things, seeking Independent Shareholders' approval on the Acquisition and seeking Shareholders' approval on the proposed adoption of the Decision Making Principles. The votes to be taken at the EGM in relation to the proposed ordinary resolutions will be taken by poll.

The Independent Board Committee comprising all the independent non-executive Directors (namely Mr. Chan Sau Shan, Gary, Mr. Luo Xiwen and Mr. Hong Xianguo) will be established to give advice to the Independent Shareholders in respect of the Acquisition. The Company has appointed China Merchant Securities (HK) Co., Ltd. as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, details of the Acquisition and the proposed adoption of the Decision Making Principles, the letter of advice from the Independent Board Committee to the Independent Shareholders regarding the Acquisition and the letter of advice from the Independent Financial Adviser to the Independent Board Committed and the Independent Shareholders regarding the Acquisition will be despatched to the Shareholders on or before 24 August 2010. A notice of EGM will be dispatched to the Shareholders as soon as possible.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

"Acquisition" the acquisition of the Target Interest by the Company from YTO pursuant to the Sale and Purchase Agreement

"Appraisal Date NAV" the audited consolidated net asset value of the Target Company as at 31 July 2010

"Appraisal Report" the appraisal report to be issued by the Independent
Valuer on or about 15 August 2010 in relation to the
appraisal of the consolidated net asset value of the

Target Company as at 31 July 2010

"A Shares" the ordinary shares of the Company of RMB1.00 each proposed to be allotted, issued and listed on the

Shanghai Stock Exchange

"associates" has the meaning as defined under the Listing Rules

"Board" the board of Directors

"Business Day(s)" Monday to Friday, excluding public holidays in the

PRC

"China Machinery" China National Machinery Industry Corporation\*

(中國機械工業集團有限公司), a limited liability company incorporated in the PRC, the ultimate controlling shareholder of the Company and the

controlling shareholder of YTO

a circular containing, among other things, details of the "Circular" Acquisition and the proposed adoption of the Decision Making Principles, and the letter of advice from the Independent Financial Adviser to the Independent Board Committed and the Independent Shareholders regarding the Acquisition, which is expected to be despatched to the Shareholders on or before 24 August 2010 First Tractor Company Limited\*(第一拖拉機股份有 "Company" 限公司), a joint stock company with limited liability incorporated in the PRC, the H Shares of which are listed on the Stock Exchange (Stock Code: 0038) "Completion" completion of the Sale and Purchase Agreement "Completion Date NAV" the audited consolidated net asset value of the Target Company as at the nearest month end date to Completion "connected person(s)" has the meaning as defined under the Listing Rules "controlling shareholder" has the meaning as defined under the Listing Rules

"Decision Making Principles" the decision making principles on connected transactions and the decision making principles on

investments and operation

"Directors" the directors of the Company, including the independent non-executive directors

"EGM"

the extraordinary general meeting of the Company to be convened and held at 9:00 a.m., on Monday, 20 September 2010 at No.154 Jianshe Road, Luoyang, Henan Province, the PRC, for the Independent Shareholders or the Shareholders (as the case may be) to consider and, if thought fit, approve, among other things, the Acquisition and the proposed adoption of the Decision Making Principles

"Formal Appraised NAV"

the appraised consolidated net asset value of the Target Company as at 31 July 2010 as disclosed in the Appraisal Report

"Group"

the Company and its subsidiaries

"HK\$"

Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong"

the Hong Kong Special Administrative Region of the PRC

"H Share(s)"

the overseas listed foreign share(s) having a nominal value of RMB1.00 each in the capital of the Company, which are subscribed for and traded in Hong Kong dollars, all of which are listed on the Stock Exchange

"I & C Technology Consulting"

Luoyang I & C Technology Consulting Company Limited (洛陽意中技術諮詢有限公司), a sinoforeign equity joint venture incorporated with limited liability in the PRC and an associated company of the Target Company, in which the Target Company owns 30% of its equity interest

"Independent Board Committee"

an independent committee of the Board comprising all the independent non-executive Directors, namely Mr. Chan Sau Shan, Gary, Mr. Luo Xiwen, and Mr. Hong Xianguo "Independent Financial Adviser"

China Merchants Securities (HK) Co., Ltd., the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Acquisition, being a corporation licensed by the Securities and Futures Commission to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

"Independent Shareholders"

Shareholders other than YTO and its associates

"Independent Valuer"

China Enterprise Appraisals Company, Inc. (中企華資產評估有限公司), a professional valuer in the PRC. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, China Enterprise Appraisals Company, Inc. (中企華資產評估有限公司) and its ultimate beneficial owners are third parties independent of the Company and the connected persons of the Company

"Issue of A Shares"

the proposed issue of not more than 150,000,000 A Shares to qualified public investors (except those prohibited by the PRC laws and regulations and other regulatory requirements to which the Company is subject), details of which were disclosed in the announcement of the Company dated 28 June 2010 and the circular of the Company dated 20 July 2010

"Listing Rules"

the Rules Governing the Listing of Securities on the Stock Exchange

"percentage ratio(s)"

has the meaning as defined under the Listing Rules

"PRC"

the People's Republic of China which, for the purpose of this announcement, excludes Hong Kong and the Macau Special Administrative Region of the PRC and Taiwan

"RMB"

Renminbi, the lawful currency of the PRC

"Sale and Purchase Agreement"

a sale and purchase agreement entered into between the Company and YTO on 3 August 2010 pursuant to which the Company has conditionally agreed to purchase, and the YTO has conditionally agreed to sell, the Target Interest

"Shareholder(s)"

registered holder(s) of the Shares

"Shares"

share(s) of RMB1.00 each of the Company

"Stock Exchange"

The Stock Exchange of Hong Kong Limited

"Target Company"

Luoyang Tractors Research Company Limited\*(洛陽 拖拉機研究所有限公司), a limited liability company incorporated in the PRC and a wholly-owned

subsidiary of YTO

"Target Interest"

51% equity interest in the Target Company

"Tuoqi Engineering"

Luoyang Tuoqi Engineering Company Limited\* (洛 陽拖汽工程有限公司), a limited liability company incorporated in the PRC and an associated company of the Target Company, in which the Target Company

owns 30% of its equity interest

"Xinyan Mechanical Engineering"

Luoyang Xinyan Material Mechanical Engineering Company Limited\* (洛陽鑫研機械材料工程有限 公司), a limited liability company incorporated in the PRC and a wholly-owned subsidiary of the Target Company

"Xiyuan Motor Power Test"

Luoyang Xiyuan Motor Power Test Company Limited\* (洛陽西苑車輛動力檢驗所有限公司), a limited liability company incorporated in the PRC and a wholly-owned subsidiary of the Target Company

"YTO"

YTO Group Corporation\* (中國一拖集團有限公司), a limited liability company incorporated in the PRC and the controlling shareholder of the Company, holding approximately 52.48% equity interest in the Company as at the date of this announcement

"YTO Group"

YTO and its subsidiaries

"%"

per cent.

For the purpose of this announcement, the exchange rate of RMB1.00 = HK\$1.14 has been used, where applicable, for purposes of illustration only and does not constitute a representation that any amounts have been, could have been or may be exchanged, as this or any other rates.

## By Order of the Board FIRST TRACTOR COMPANY LIMITED Liu Dagong

Chairman

Luoyang, the PRC 3 August 2010

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Liu Dagong, Ms. Dong Jianhong, Mr. Qu Dawei and Mr. Li Xibin, and four non-executive Directors, namely Mr. Zhao Yanshui, Mr. Yan Linjiao, Mr. Shao Haichen and Mr. Liu Yongle, and three independent non-executive Directors, namely Mr. Chan Sau Shan, Gary, Mr. Luo Xiwen and Mr. Hong Xianguo.

<sup>\*</sup> For identification purposes only