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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) RE-ELECTION OF DIRECTORS AND SUPERVISORS;
(2) DIRECTORS' AND SUPERVISORS' REMUNERATIONS; AND
(3) DIRECTORS LIABILITY INSURANCE**

RE-ELECTION OF DIRECTORS AND SUPERVISORS

The terms of office of the current Fifth Board and Fifth Supervisory Committee should have expired on 30 June 2012. However, in order to facilitate the issue of A shares of the Company, the Company has decided to defer the re-election of Directors and Supervisors until the completion of issue of A shares. In light of the successful completion of the A shares issue in August 2012, the Company proposes to re-elect its Directors and Supervisors to the Sixth Board and Sixth Supervisory Committee respectively.

DIRECTORS' AND SUPERVISORS' REMUNERATIONS

The re-election of Directors and Supervisors is expected to be completed upon obtaining the related approval at the EGM. The remuneration committee under the Board has made recommendations in respect of the remuneration for the extended services of Directors of the Fifth Board and Supervisors of the Fifth Supervisory Committee, and the remuneration for the Directors of the Sixth Board and Supervisors of the Sixth Supervisory Committee.

DIRECTORS LIABILITY INSURANCE

In order to fulfill the new requirements of the Listing Rules, provide incentive for the Directors, Supervisors and senior management officers to work hard and fulfill their respective duties, avoid the litigation risk arising from the performance of the duties of Directors, Supervisors and senior management officers, and protect the Company against liability risk, the Company proposes to purchase Directors liability insurance for its Directors, Supervisors and senior management officers.

GENERAL

The EGM will be held on 20 December 2012 for the purposes of, among other things, seeking Shareholders' approval on the appointment of the proposed Directors and Supervisors, the Directors' and Supervisors' remunerations, and the Directors liability insurance. At the EGM, voting on the proposed ordinary resolutions will be conducted by way of poll.

A circular containing, among other things, details of (i) the re-election of Directors to the Sixth Board and Supervisors to the Sixth Supervisory Committee; (ii) the Directors' and Supervisors' remunerations; and (iii) the Directors liability insurance will be dispatched to the Shareholders as soon as practicable. The notice of the EGM will also be dispatched to the Shareholders as soon as practicable.

(1) RE-ELECTION OF DIRECTORS AND SUPERVISORS

The terms of office of the current Fifth Board and Fifth Supervisory Committee should have expired on 30 June 2012. However, in order to facilitate the issue of A shares of the Company, the Company has decided to defer the re-election of Directors and Supervisors until the completion of issue of A shares. In light of the successful completion of the A shares issue in August 2012, the Company proposes to re-elect its Directors and Supervisors to the Sixth Board and Sixth Supervisory Committee respectively. According to the relevant requirements under the PRC Company Law, the current Directors and Supervisors should hold their respective office until the formation of the Sixth Board and Sixth Supervisory Committee.

The Company would like to propose the re-election of the Directors and Supervisors to the Sixth Board and Sixth Supervisory Committee respectively, with a term of office from the date of the EGM (i.e. 20 December 2012) to 19 December 2015.

NOMINATION OF DIRECTORS

The Company and the controlling Shareholder of the Company, YTO, have nominated the following persons to be the Directors of the Sixth Board:

Directors:

1. Mr. Zhao Yanshui;
2. Mr. Su Weike;
3. Mr. Yan Linjiao;
4. Mr. Guo Zhiqiang;
5. Ms. Dong Jianhong;
6. Mr. Qu Dawei;
7. Mr. Liu Jiguo; and
8. Mr. Wu Yong

Independent Non-executive Directors:

1. Mr. Hong Xianguo;
2. Mr. Zhang Qiusheng;
3. Mr. Xing Min; and
4. Mr. Wu Tak Lung

Details of the above proposed Directors are set out below:

Mr. Zhao Yanshui, aged 49, a senior engineer with professorship. He is currently the chairman and executive Director of the Company, the chairman of the strategy and investment committee under the Board, the member of the nomination committee under the Board, and the chairman of YTO. Mr. Zhao joined YTO in 1983, and had served as the deputy factory manager of first assembly factory, deputy chief engineer, deputy general manager, general manager and vice chairman of YTO as well as the standing deputy general manager, Director and chairman of the Company. He is also the director of Brilliance China Machinery Holdings Limited. Mr. Zhao studied at Technical Institute of Jiangsu and Jiangsu University, and was awarded a bachelor degree, a master degree and a doctorate degree in engineering respectively. In 1994 and 2001, he studied at Hokkaido University and Kyoto University respectively as a visiting scholar. Mr. Zhao has extensive experience in the fields of corporate management, strategic planning, product development and design, and technology management.

Mr. Su Weike, aged 50, a senior engineer with professorship. He is currently the vice chairman and non-executive Director of the Company, member of the strategy and investment committee under the Board, assistant to general manager of China National Machinery Industry Corporation and the party secretary and vice chairman of YTO. Mr. Su had been the assistant to general manager, deputy general manager and general manager of China National Construction & Agricultural Machinery Import & Export Corporation. Mr. Su studied at Dalian University of Technology majoring in watercraft internal combustion engine and France Advanced Business School, and was awarded a bachelor degree and a master degree in engineering and an EMBA respectively. Mr. Su has extensive experience in the fields of corporate management and international trading.

Mr. Yan Linjiao, aged 57, a senior engineer with professorship. He is currently the non-executive Director, member of the audit committee and the strategy and investment committee under the Board, and the general manager and director of YTO. Mr. Yan joined YTO in 1982, and had been the assistant chief engineer and deputy general manager of YTO (Luoyang) Diesel Engine Co., Ltd., the assistant chief engineer, deputy general manager, executive deputy general manager and director of YTO as well as the Director and general manager of the Company. He is also the director of Brilliance China Machinery Holdings Limited and the chairman of Luoyang First Motor Company Limited. Mr. Yan studied at Luoyang Institute of Technology and Xi'an Jiaotong University, and was awarded a bachelor degree and a master degree in engineering respectively. He is familiar with design and manufacture of machinery, and has substantial experience in the fields of corporate management, production and operation.

Mr. Guo Zhiqiang, aged 56, a senior engineer with professorship. He is currently the deputy general manager of YTO and director of the technical center of YTO. Mr. Guo joined YTO in 1982, and had been the deputy head of production division, assistant to general manager of YTO, factory manager of first assembly factory of the Company, assistant to the general manager and deputy general manager of the Company. He is also the chairmen of Luoyang Tractors Research Institute Company Limited, YTO France SAS and YTO (Shenyang) Tractors Company Limited. Mr. Guo graduated from Luoyang Institute of Engineering and Jiangsu University, and was awarded a bachelor degree and a master degree in engineering respectively. He is familiar with design and manufacture of machinery, and has extensive experience in the fields of research and development of products and technologies as well as enterprise production management.

Ms. Dong Jianhong, aged 46, a senior economist. She is currently the executive Director of the Company, member of the remuneration committee under the Board and deputy head (in communication) of the finance department of China National Machinery Industry Corporation. Ms. Dong joined YTO in 1989, and had served as the head of the finance department of YTO, the deputy chief accountant and chief accountant of YTO as well as the deputy head and head of the finance department, chief accountant and financial controller of the Company. She is also the chairman of China YTO Group Finance Company Limited, director of YTO (Luoyang) Diesel Engine Company Limited and supervisor of YTO (Shenyang) Tractors Company Limited. Ms. Dong studied at Zhengzhou University and Xi'an University of Technology, and was awarded a bachelor degree in science and a master degree in engineering respectively. Ms. Dong is familiar with financial management of mega enterprises and is well experienced in the fields of accounting, financial management and capital operation.

Mr. Qu Dawei, aged 47, a senior engineer. He is currently the executive Director of the Company and deputy general manager of YTO. Mr. Qu joined YTO in 1988, and had served as the manager of equipment and technology branch, general manager and chairman of YTO (Luoyang) Creative Equipment Technology Company Limited, deputy general manager and general manager of spare parts division of YTO as well as the factory manager of the gear wheel factory, executive deputy general manager and general manager of the Company. Mr. Qu studied at Jiaozuo Mining Institute and Huazhong University of Science and Technology, and was awarded a bachelor degree and a master degree in engineering respectively. Mr. Qu is familiar with the research and development of the technological equipment, and has extensive experience in the fields of business investment management and production management.

Mr. Liu Jiguo, aged 48, a senior engineer. He is currently the general manager and executive Director of the Company, the member of the strategy and investment committee under the Board and the deputy general manager of YTO. Mr. Liu joined YTO in 1987. He had served as the deputy factory manager and factory manager of the gear wheel factory, the factory manager of heat treatment factory and first assembly factory, the deputy general manager, executive deputy general manager and general manager of agricultural equipment division of the Company, the head of production operation department and assistant to general manager of YTO, and the deputy general manager of the Company. He is also the director of YTO Heilongjiang Agricultural Machinery Company Limited and the chairman of China-Africa Machinery Corporation. Mr. Liu studied at the Northeast Heavy Machinery Institute and Jiangsu University, and was awarded a bachelor degree and master degree in engineering respectively. Mr. Liu is familiar with machinery and equipment manufacturing technique and marketing, and has extensive experience in the fields of corporate management, production operation and financial operation.

Mr. Wu Yong, aged 47, a senior economist. He is currently the secretary to the party committee and secretary to the disciplinary committee of the Company, the deputy general manager, the assistant to the secretary to the party committee and head of the party work department of YTO. Mr. Wu joined YTO in 1987, and had served as the company secretary to the board and deputy director of the management consultancy general office of YTO, the secretary to party committee and disciplinary committee, deputy factory manager and factory manager of the stamping factory, the general manager of YTO (Luoyang) Flag Auto-Body Company Limited, head of the party work department and vice chairman of the labour union of YTO. Mr. Wu studied at University of Henan and Henan Institute of Finance and Economics and has extensive experience in the fields of corporate management, human resources management and enterprise cultural establishment.

Mr. Hong Xianguo, aged 49, a senior engineer. He is currently the independent non-executive Director of the Company and member of the nomination committee and remuneration committee under the Board, the executive vice chairman and secretary-general of China Association of Agricultural Machinery Manufacturers, the vice chairman of China Agricultural Mechanization Association, the vice chairman of Technical Committee on Standardization of Agricultural Machinery of China, the consultant of Technical Committee on Standardization of Tractors of China, and the member of the leading group for safety production under the Ministry of Industry and Information Technology. Mr. Hong graduated from Luoyang Institute of Technology with a bachelor degree in design and manufacture of agricultural machinery. Mr. Hong is familiar with the development of domestic and overseas agricultural machinery industry. He had participated in numerous international exchanges of the agricultural machinery industry, and had chaired or participated in the researches and reports in relation to a number of PRC agricultural machinery industry policies.

Mr. Zhang Qiusheng, aged 44, a PRC certified public accountant and registered tax adviser. He is currently the independent non-executive Director, the member of the strategy and investment committee and audit committee under the Board. Mr. Zhang is also the professor of the School of Economics and Management of Beijing Jiaotong University, director of China Mergers and Acquisitions Research Centre, and the independent director of Shandong Kingenta Ecological Engineering Company Limited, Tong Oil Tools Company Limited and Beijing Dinghan Technology Company Limited. Mr. Zhang studied at Beijing Jiaotong University from 1983 to 1992, and was awarded a bachelor degree and a master degree in accounting and a doctorate degree in industrial economics, and stayed for one year in the University of Colorado at Boulder in US as a senior visiting scholar in 1996. Mr. Zhang was appointed as an expert on accounting standards at the committee of accounting standards of Ministry of Finance, and was the member of the Accounting Society of China and the leading person on the teenage high school subject of Beijing. He provides the government and enterprises with professional services in the areas of financial accounting and merger and reorganization.

Mr. Xing Min, aged 58, a senior engineer with professorship. He is currently the deputy president and secretary-general of China Internal Combustion Engine Industry Association, as well as the independent director of Jiangsu Yunyi Electric Company Limited, Wuxi Weifu High-technology Company Limited and Jinan Qingqi Motorcycle Company Limited. Mr. Xing graduated from the Northeastern University of Technology with a bachelor degree in machinery manufacturing. He is familiar with internal combustion engine, machine tool, heavy machinery and agricultural machinery industry.

Mr. Wu Tak Lung, aged 47, is currently the managing director of CAF International Investment Management Company Limited and the fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Chartered Secretaries and the Taxation Institute of Hong Kong. Mr. Wu is also the member of Hong Kong Securities and Investment Institute and Hong Kong Institute of Certified Public Accountants as well as the chairman of The Association of Chartered Certified Accountants. He is concurrently serving as an independent non-executive director of Aupu Group Holding Company Limited, a company listed on the Stock Exchange, and Valuetronics Holdings Limited, a company listed on the main board of the Singapore Exchange. Mr. Wu studied at Hong Kong Baptist University, University of Manchester and University of Wales, and was awarded a bachelor degree and a master degree in business administration. Mr. Wu has been working at various securities and investment companies and is familiar with finance and investment management business.

Save as disclosed above, each of the above proposed Directors does not hold any position in the Company or any other members of the Company, nor did he/she hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If each of the above proposed Directors is appointed as a Director of the Company, he/she will enter into a service agreement with the Company for a term of office from the date of the EGM (i.e. 20 December 2012) to 19 December 2015 and he/she will receive a remuneration in accordance with a remuneration proposal (please see below for details), which will be determined with reference to his/her duties and responsibilities with the Company and will be subject to the Shareholders' approval at the EGM.

Relationships

Save as disclosed above, each of the above proposed Directors has no relationship with any Directors, Supervisors or senior management of the Company or with any substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors are aware as at the date hereof, the proposed independent non-executive Director, Mr. Wu Tak Lung, beneficially owns 10,000 shares in the Company, representing 0.001% of the total issued shares of the Company. Except for this, each of the above proposed Directors does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of each of the above proposed Directors, there is no information which is discloseable nor is/was he/she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders.

NOMINATION OF SUPERVISORS

The Supervisory Committee of the Company has nominated the following persons to be the Supervisors (non staff representative Supervisors) of the Sixth Supervisory Committee:

1. Mr. Li Pingan;
2. Mr. Xu Shidong;
3. Mr. Wang Yong; and
4. Mr. Huang Ping

Details of the above proposed Supervisors are set out below:

Mr. Li Pingan, aged 48, a senior economist. He is currently serving at YTO as the chief legal advisor, deputy secretary to the disciplinary committee and head of the legal affairs department. Mr. Li joined YTO in 1987, and had served as the assistant to the director of the legal affairs division, assistant to the director of the general office, and director of the legal affairs center. Mr. Li graduated from the department of law of Zhengzhou University and possesses a lawyer qualification.

Mr. Xu Shidong, aged 38, a senior accountant. He is currently the head of the assets and finance department of YTO. Mr. Xu joined YTO in 1997, and had served as the secretary to the general office of YTO, the section chief of the cost section of the finance department and accountant in chief of the Company, the assistant to the head of the finance department and deputy head of the finance department of YTO. Mr. Xu graduated from Zhongnan University of Finance and Economics and holds the qualifications of certified public accountant.

Mr. Wang Yong, aged 44, holds a master degree in economic law and a doctorate degree in civil and commercial law. He is currently the director of the research institute and the professor of the School of Civil, Commercial and Economic Laws of China University of Political Science and Law. Mr. Wang has taught in China University of Political Science and Law since 1999, and visited as a visiting scholar at the Law Center of Georgetown University (US), the School of Law of Columbia University and University of Oxford, England between 2003 and 2005. Mr. Wang also serves as a lawyer at Beijing Longan Law Firm, and an independent director of Baotou Shenrun High-Tech Materials Company Limited and Zhejiang Firststar Panel Technology Company Limited. Mr. Wang has long been engaging in research and legal practice of civil law, company law and securities law, and has extensive experience in the areas of civil law, company law, securities law and corporate governance.

Mr. Huang Ping, aged 44, a certified public accountant. He is currently the deputy director of Luoyang Zhonghua Certified Public Accountants Company Limited. Mr. Huang had served as the head of the finance department of Luoyang Yutong Automobile Company Limited. He has been working at Luoyang Zhonghua Certified Public Accountants Company Limited since 1997, and is now an independent non-executive director of Luoyang Glass Company Limited. Mr. Huang graduated from Luoyang Institute of Science and Technology in 1989, majoring in financial accounting, and is a certified accountant with qualifications in securities dealing. Mr. Huang has extensive experience in the fields of financial audit, corporate reform, debt-to-equity swap, investment and financing, mergers and acquisitions as well as bankruptcy and liquidation.

Save as disclosed above, each of the above Supervisors does 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 in the last three years.

Length of service and emolument

If each of the above proposed Supervisors is appointed as a Supervisor of the Company, he will enter into a service agreement with the Company for a term of office from the date of the EGM (i.e. 20 December 2012) to 19 December 2015 and he will receive a remuneration in accordance with a remuneration proposal (please see below for details), which will be determined with reference to his duties and responsibilities with the Company, and will be subject to the Shareholders' approval at the EGM.

Relationships

Save as disclosed above, each of the above proposed Supervisors has no relationship with any Directors, Supervisors or senior management of the Company or with any substantial Shareholders or controlling Shareholders of the Company.

Interests in Shares

So far as the Directors are aware as at the date hereof, each of the above proposed Supervisors does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of each of the above proposed Supervisors, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders.

The appointment of the above proposed Directors and Supervisors is subject to the approval by the Shareholders by adopting cumulative voting at the EGM. Ordinary resolutions in relation to the above proposed appointment of Mr. Zhao Yanshui, Mr. Su Weike, Mr. Yan Linjiao, Mr. Guo Zhiqiang, Ms. Dong Jianhong, Mr. Qu Dawei, Mr. Liu Jiguo and Mr. Wu Yong as Directors; Mr. Hong Xianguo, Mr. Zhang Qiusheng, Mr. Xing Min and Mr. Wu Tak Lung as independent non-executive Directors; and Mr. Li Pingan, Mr. Xu Shidong, Mr. Wang Yong and Mr. Huang Ping as non staff representative Supervisors will be proposed to be approved by the Shareholders at the EGM.

Retirement of Directors and Supervisors

Upon approval of the above proposed appointment of Directors and Supervisors at the EGM, Mr. Liu Yongle, Mr. Luo Xiwen and Mr. Chan Sau Shan, Gary will retire from the position of Directors, and Ms. Yi Liwen and Mr. Zheng Luyu will retire from the position of Supervisors, effective from the date of the EGM (i.e. 20 December 2012). The above retiring Directors and Supervisors have confirmed that they have no disagreement with the Board and Supervisory Committee and there is no matter with respect to their retirement that needs to be brought to the attention of the Shareholders.

(2) DIRECTORS' AND SUPERVISORS' REMUNERATIONS

The re-election of Directors and Supervisors is expected to be completed upon obtaining the related approval at the EGM. The remuneration committee under the Board has made recommendations in respect of the remuneration for the extended services of Directors of the Fifth Board and Supervisors of the Fifth Supervisory Committee, and the remuneration for the Directors of the Sixth Board and Supervisors of the Sixth Supervisory Committee.

Proposed remuneration for the extended service of Directors of the Fifth Board and Supervisors of the Fifth Supervisory Committee

The current remuneration for the Directors of the Fifth Board is RMB60,000 per person per year and the current remuneration for the Supervisors of the Fifth Supervisory Committee is RMB40,000 per person per year. Upon consideration by the Board, the proposed remuneration for the extended service of Directors of the Fifth Board and Supervisors of the Fifth Supervisory Committee for the period from July to December 2012 is as follows:

1. The remuneration for the Directors and staff representative Supervisors, who are also senior management officers of the Company, will be paid based on the relevant remuneration management system of the Company, and will not be further paid by the Company;
2. The remuneration for the independent non-executive Directors will be paid according to their extended service period (half year) and their standard annual remuneration in the amount of RMB30,000 per person. The remuneration for the independent Supervisors (referring to those who are independent from the Shareholders of the Company and do not hold internal positions in the Company) will be paid according to their extended service period (half year) and their standard annual remuneration in the amount of RMB20,000 per person; and
3. Directors and Supervisors, who hold positions in the units of the Shareholders of the Company, will not get remuneration from the Company.

Remuneration for the Directors of the Sixth Board and Supervisors of the Sixth Supervisory Committee

Directors' Remuneration

Upon consideration by the Board, the proposed remuneration for the Directors of the Sixth Board is as follows:

- (1) The remuneration for the Directors, who also serve as senior management officers of the Company, will be paid according to their management position (whichever is higher) in the Company and the relevant remuneration management system of the Company. Their social insurances such as pension insurance, unemployment insurance and medical insurance as well as housing accumulation fund will be managed according to the relevant national regulations;
- (2) Those Directors who have no management position in the Company will not get remuneration from the Company; and
- (3) The remuneration for independent non-executive Directors will adopt allowance system:
 - i the allowance for independent non-executive Directors is RMB60,000 per person per year and will be paid quarterly;
 - ii independent non-executive Directors will be paid meeting allowance of RMB2,000 for each time when they attend the Board meeting; and
 - iii independent non-executive Directors will be paid meeting allowance of RMB1,000 for each time when they attend Board special committee meeting.

Supervisors' Remuneration

Upon consideration by the Board, the proposed remuneration for the Supervisors of the Sixth Supervisory Committee is as follows:

- (1) The remuneration for the staff representative Supervisors will be paid according to their management position (whichever is higher) in the Company and the relevant remuneration management system of the Company;

- (2) The remuneration for independent Supervisors (referring to those who are independent from the Shareholders of the Company and do not hold internal positions in the Company) will adopt allowance system:
- i the allowance for independent Supervisors is RMB50,000 per person per year and will be paid quarterly; and
 - ii independent Supervisors will be paid meeting allowance of RMB2,000 for each time when they attend the Supervisory Committee meeting;
- (3) Supervisors other than independent Supervisors and staff representative Supervisors will not get remuneration from the Company.

(3) DIRECTORS LIABILITY INSURANCE

In order to fulfill the new requirements of the Listing Rules, provide incentive for the Directors, Supervisors and senior management officers to work hard and fulfill their respective duties, avoid the litigation risk arising from the performance of the duties of Directors, Supervisors and senior management officers, and protect the Company against liability risk, the Company proposes to purchase Directors liability insurance for its Directors, Supervisors and senior management officers.

The Company proposes to purchase Directors liability insurance underwritten by Huatai Property Insurance Company Limited with an insurance coverage of RMB30,000,000, premium of RMB72,000 and duration of 12 months counting from the commencement date of the insurance, renewable upon maturity.

According to the requirements of the “Rules on Corporate Governance of Listed Companies” issued by China Securities Regulatory Commission, the above proposed purchase of Directors liability insurance is subject to the approval by the Shareholders at the EGM.

EGM

The EGM will be held on 20 December 2012 for the purposes of, among other things, seeking Shareholders' approval on the appointment of the proposed Directors and Supervisors, the Directors' and Supervisors' remunerations, and the Directors liability insurance. At the EGM, voting on the proposed ordinary resolutions will be conducted by way of poll.

GENERAL

A circular containing, among other things, details of (i) the re-election of Directors to the Sixth Board and Supervisors to the Sixth Supervisory Committee; (ii) the Directors' and Supervisors' remunerations; and (iii) the Directors liability insurance will be dispatched to the Shareholders as soon as practicable. The notice of the EGM will also be dispatched to the Shareholders as soon as practicable.

DEFINITIONS

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

“Board”	the board of Directors;
“Company”	First Tractor Company Limited* (第一拖拉機股份有限公司), a joint stock company with limited liability incorporated in the PRC, the H shares and A shares of which are listed on the Stock Exchange and the Shanghai Stock Exchange respectively;
“Directors”	the directors of the Company, including the independent non-executive directors;

“EGM”	the extraordinary general meeting of the Company to be convened on 20 December 2012 for the purposes of considering and if thought fit, approving, among other things, the appointment of the proposed Directors and Supervisors, the Directors’ and Supervisors’ remunerations, and the Directors liability insurance;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	The People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholder(s)”	the shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisors”	the supervisors of the Company;
“Supervisory Committee”	the supervisory committee of the Company; and

“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 44.57% equity interest in the Company.

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

Luoyang, the PRC
29 October 2012

As at the date of this announcement, Mr. Zhao Yanshui is the Chairman and executive Director of the Company and Mr. Su Weike is the vice Chairman and non-executive Director of the Company. Other members of the Board are, three executive Directors, namely, Ms. Dong Jianhong, Mr. Qu Dawei and Mr. Liu Jiguo; two non-executive Directors, namely, Mr. Yan Linjiao and Mr. Liu Yongle; and four independent non-executive Directors, namely, Mr. Luo Xiwen, Mr. Chan Sau Shan, Gary, Mr. Hong Xianguo and Mr. Zhang Qiusheng.