

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)

Announcement in Relation to Election of Staff Representative Supervisor

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**”).

All members of the committee (the “**Supervisory Committee**”) of supervisors (the “**Supervisors**”) of First Tractor Company Limited (the “**Company**”) hereby warrant the truthfulness, accuracy and completeness of the contents of this announcement, and accept several and joint responsibilities for any false information, misleading statements or material omissions in this announcement.

The term of office of the fifth Supervisory Committee of the Company has expired. According to the relevant requirements of the Company Law of the People's Republic of China (the “**PRC**”) and the Articles of Association of the Company, the Company held the 22nd meeting of the first staff representatives committee on 20 December 2012, and Mr. Xu Weilin and Mr. Wang Jianjun were elected as the staff representative Supervisors of the sixth Supervisory Committee.

Details of the above staff representative Supervisors are set out below:

Mr. Xu Weilin, aged 50, currently serves as the factory manager of first assembly factory, party secretary, secretary of discipline inspection committee and chairman of the labor union of the Company. Mr. Xu joined YTO Group Corporation (“YTO”) in 1982, and had served as the deputy head of equipment repairing and manufacturing factory, secretary of corporate office, deputy chief of the audit division, department head of the audit department, deputy secretary of discipline inspection committee and manager of purchasing center of YTO, as well as non-staff representative Supervisor and department head of investment management department of the Company. Mr. Xu has extensive experience in the fields of audit monitoring and corporate management. Mr. Xu graduated from Zhengzhou University, Jiangsu Polytechnic University and University of Science and Technology of Henan, and holds the title of economist.

Mr. Wang Jianjun, aged 36, currently serves as the staff representative Supervisor, party secretary of No.4 assembly factory and chairman of the labor union of the Company. Mr. Wang joined YTO in 1998, and had served as the section chief of the technology center, deputy secretary of communist youth league, secretary of communist youth league and deputy head of the department of relationship between the party and general public of YTO. Mr. Wang has extensive experience in the fields of product development and handling relationship between the party and general public. He obtained a bachelor degree in engineering at the Engineering Machinery Department of Taiyuan Heavy Machinery Institute, and holds the title of engineer.

Save as disclosed above, each of the above staff representative 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

Each of the above staff representative Supervisors will enter into a service agreement with the Company for a term of office from 20 December 2012 to 19 December 2015, and he will receive a remuneration in accordance with his management position (whichever is higher) in the Company and the relevant remuneration management system of the Company.

RELATIONSHIPS

Save as disclosed above, each of the above staff representative Supervisors has no relationship with any directors (the “**Directors**”), Supervisors or senior management of the Company or with any substantial or controlling shareholders of the Company.

INTEREST IN SHARES

So far as the Directors are aware, as at the date of this announcement, each of the above staff representative Supervisors does not have any interest in the shares of the Company (as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

MATTERS REQUIRING ATTENTION OF THE SHAREHOLDERS OF THE COMPANY

In relation to the appointment of each of the above staff representative 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 under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter requiring attention of the shareholders of the Company.

Mr. Xu Weilin and Mr. Wang Jianjun will constitute the sixth Supervisory Committee of the Company together with four non-staff representative Supervisors elected at the 2012 fourth extraordinary general meeting of the Company.

FIRST TRACTOR COMPANY LIMITED

Supervisory Committee

Luoyang, the PRC

20 December 2012

As at the date of this announcement, Mr. Zhao Yanshui is the Chairman of the Company and Mr. Su Weike is the vice Chairman of the Company. Other members of the Board are six Directors, namely, Mr. Yan Linjiao, Mr. Guo Zhiqiang, Ms. Dong Jianhong, Mr. Qu Dawei, 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*