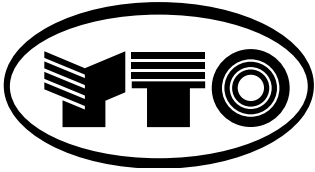


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**第一拖拉机股份有限公司**<sup>\*</sup>  
**FIRST TRACTOR COMPANY LIMITED**

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

(Stock Code: 0038)

## **APPOINTMENT OF NON-EXECUTIVE DIRECTORS**

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**”) is pleased to announce that the Company proposes to appoint Mr. Wu Zongyan and Mr. Wang Kejun as non-executive Directors, with a term of office from the date of approval of their appointment by the shareholders of the Company at the 2013 annual general meeting of the Company (the “**AGM**”) to 19 December 2015.

Details of the above proposed Directors are as follows:

### **Mr. Wu Zongyan (吳宗彥先生)**

Mr. Wu Zongyan, aged 56, is a senior engineer with professorship, a senior member of Chinese Mechanical Engineering Society and a State Council expert with special allowance. Mr. Wu joined YTO Group Corporation\* (“**YTO**”) in January 2014 and is currently the vice chairman of YTO. Mr. Wu was the vice general engineer and director of Luoyang Bearing Research Institute\*(洛陽軸承研究所), and also the vice general manager, general manager and chairman of Luoyang Bearing Science & Technology Co., Ltd.\* (洛陽軸研科技股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002046) before joining YTO.

Mr. Wu studied mechanical manufacturing and computer applications technology in Hefei University of Technology, and was awarded a doctoral degree in engineering. In 1998, Mr. Wu continued to further his study at University of Warwick in strategic management of manufacturing. Mr. Wu has extensive experience in the fields of mechanical manufacturing and corporate management, etc.

Save as disclosed above, Mr. Wu does not hold any positions 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.

**Mr. Wang Kejun (王克俊先生)**

Mr. Wang Kejun, aged 49, is a senior engineer. Mr. Wang joined YTO in July 1985 and is currently the vice general manager of YTO. Mr. Wang has served as a manager of the Energy Supply Branch of YTO and the assistant to general manager of YTO.

Mr. Wang studied electrical engineering in Hunan University and power engineering in Jiangsu University. He was awarded a master degree in engineering. Mr. Wang has extensive experience in the fields of power engineering and marketing, etc.

Save as disclosed above, Mr. Wang does not hold any positions 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 Mr. Wu Zongyan and Mr. Wang Kejun are appointed as non-executive Directors, they will enter into service contracts with the Company for a term of office from the date of approval of their appointment by the shareholders of the Company at the AGM to 19 December 2015. Pursuant to the “Remuneration Proposals for the Directors of the Sixth Board and Supervisors of the Sixth Supervisory Committee” as approved at the fourth extraordinary general meeting of the Company held on 20 December 2012, the Company will not pay remuneration to Mr. Wu Zongyan and Mr. Wang Kejun.

## **RELATIONSHIPS**

Save as disclosed above, Mr. Wu Zongyan and Mr. Wang Kejun do not have relationship with any Directors, supervisors or senior management of the Company or with any substantial shareholders or controlling shareholders of the Company.

## **INTEREST IN THE SHARES OF THE COMPANY**

So far as the Directors are aware, as at the date hereof, Mr. Wu Zongyan and Mr. Wang Kejun do not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

## **MATTERS THAT NEED TO BE BROUGHT TO THE ATTENTION OF THE SHAREHOLDERS OF THE COMPANY**

In relation to the appointment of Mr. Wu Zongyan and Mr. Wang Kejun as non-executive Directors, there is no information which is discloseable nor is/was Mr. Wu Zongyan or Mr. Wang Kejun involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

The appointment of Mr. Wu Zongyan and Mr. Wang Kejun is subject to the approval at the AGM.

## **OPINION OF THE BOARD**

Since the above appointment of non-executive Directors is fair and reasonable and in the interests of the Company and its shareholders as a whole, the Board recommends the shareholders of the Company to vote for the related ordinary resolutions to be proposed at the AGM.

## AGM

The Company will convene the AGM for the purpose of, among other things, seeking the Company's shareholders' approval for the appointment of Mr. Wu Zongyan and Mr. Wang Kejun as non-executive Directors. At the AGM, voting for the proposed ordinary resolutions shall be conducted by way of poll. A notice of the AGM will be dispatched to the shareholders as soon as possible.

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

Luoyang, the PRC  
27 March 2014

*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 four Directors, namely, Mr. Yan Linjiao, Mr. Guo Zhiqiang, 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*