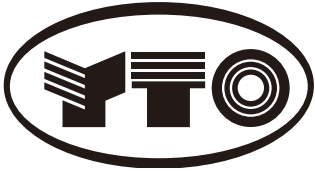


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第一拖拉机股份有限公司
FIRST TRACTOR COMPANY LIMITED*

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

(Stock Code: 0038)

Change of Staff Representative Supervisor of the Company

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.

Pursuant to the resolutions of the meeting of the democratic management association of the staff representative committee of the Company held on 17 April 2014, the Supervisory Committee announces that due to change of job, Mr. Xu Weilin no longer held the position of the staff representative Supervisor of the sixth Supervisory Committee, taking effect from 17 April 2014. Mr. Xu Weilin has confirmed that he has no disagreement with the Supervisory Committee and the board (the “**Board**”) of directors (the “**Directors**”) of the Company and there is no matter that needs to be brought to the attention of the shareholders of the Company. The Company would like to express its appreciation to Mr. Xu Weilin for his contributions to the development of the Company during his tenure of office as the staff representative Supervisor.

In order to fill the casual vacancy of the staff representative Supervisor, the democratic management association of the staff representative committee of the Company elects Mr. Zhao Guozhong as the staff representative Supervisor of the sixth Supervisory Committee on 17 April 2014, with the term of office from 17 April 2014 to 19 December 2015.

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

Mr. Zhao Guozhong, aged 54, is a bachelor degree holder. Mr. Zhao currently serves as the secretary of the party committee, secretary of the discipline committee and chairman of the labor union of YTO (Luoyang) Diesel Engine Co., Ltd., as well as the secretary of the party committee and secretary of the discipline committee of YTO (Luoyang) Power Machinery Co., Ltd. Mr. Zhao has served as the secretary of the party committee, secretary of the discipline committee and deputy general manager of YTO (Luoyang) Kintra Equipment Science & Technology Co., Ltd. as well as the secretary of the party committee, secretary of the discipline committee, chairman of the labor union and deputy general manager of YTO (Luoyang) Drive Axle Company Limited.

Save as disclosed above, the above staff representative Supervisor 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

The term of office of the above staff representative Supervisor will be from 17 April 2014 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, 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, the above staff representative Supervisor has no relationship with any 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, the above staff representative Supervisor 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 the above staff representative Supervisor, 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.

FIRST TRACTOR COMPANY LIMITED*

Supervisory Committee

Luoyang, the PRC

18 April 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*