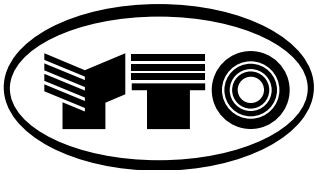


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**第一拖拉机股份有限公司**  
**FIRST TRACTOR COMPANY LIMITED**\*

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

(Stock Code: 0038)

## **APPOINTMENT OF 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**”).

First Tractor Company Limited (the “**Company**”) and all members of the board (the “**Board**”) of directors (the “**Directors**”) of the Company 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.

Reference is made to the announcement of the Company dated 17 June 2014 in relation to the resignation of the supervisor (the “**Supervisor**”) of the Company.

In order to fill the casual vacancy after resignation of Mr. Xu Shidong as a Supervisor, the Board is pleased to announce that in accordance with the nomination of YTO Group Corporation (“**YTO**”), the controlling shareholder of the Company, the Company proposes to appoint Mr. Xu Weilin (“**Mr. Xu**”) as a new Supervisor, with a term of office from the date of approval of his appointment by the shareholders of the Company at the extraordinary general meeting of the Company to be held on 7 July 2014 (the “**EGM**”) to 19 December 2015. A supplemental notice of the EGM will be dispatched to the shareholders as soon as possible.

Details of the above proposed Supervisor are as follows:

**Mr. Xu Weilin**, aged 52, is an economist. He graduated from Zhengzhou University, Jiangsu Polytechnic University and Henan University of Science and Technology. Mr. Xu has served as the party secretary and secretary to the disciplinary committee of the No. 1 assembly factory of the Company from August 2009 to July 2012, the factory manager, party secretary and secretary to the disciplinary committee of the No. 1 assembly factory of the Company from July 2012 to April 2014, and the staff representative Supervisor of the Company from December 2012 to April 2014, and has been the secretary to the disciplinary committee of YTO since April 2014. He has vast experience in audit supervision and enterprise management.

Save as disclosed above, Mr. Xu 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 Mr. Xu is appointed as a Supervisor, his term of office will be from the date of approval of his appointment by the shareholders of the Company at the EGM to 19 December 2015. Mr. Xu will not receive any remuneration for serving as a Supervisor.

## **RELATIONSHIPS**

Save as disclosed above, Mr. Xu 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, Mr. Xu 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 THAT NEED TO BE BROUGHT TO THE ATTENTION OF THE SHAREHOLDERS OF THE COMPANY**

In relation to the appointment of Mr. Xu as a Supervisor, there is no information which is discloseable nor is/was Mr. Xu involved in any of the matters required to be disclosed pursuant to Rule 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. Xu is subject to the approval at the EGM.

### **EGM**

The Company will convene the EGM for the purpose of, among other things, seeking the Company's shareholders' approval for the appointment of Mr. Xu as a Supervisor. At the EGM, voting for the proposed ordinary resolution shall be conducted by way of poll. A supplemental notice of the EGM 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  
19 June 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 six Directors, namely, Mr. Yan Linjiao, Mr. Wu Zongyan, Mr. Wang Kejun, Mr. Guo Zhiqiang, Mr. Liu Jiguo and Mr. Wu Yong; and four independent non-executive Directors, namely, Mr. Hong Xianguo, Mr. Xing Min, Mr. Wu Tak Lung and Mr. Yu Zengbiao.*

\* *for identification purposes only*