



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)

LIST OF DIRECTORS, THEIR ROLE AND FUNCTION

Members of the board of directors (the“**Board**”) of First Tractor Company Limited (the “**Company**”) are as follows:

Executive Directors:

Mr. Zhao Yanshui (Chairman)
Ms. Dong Jianhong
Mr. Qu Dawei
Mr. Liu Jiguo (General Manager)

Non-executive Directors:

Mr. Su Weike (Vice Chairman)
Mr. Yan Linjiao
Mr. Liu Yongle

Independent non-executive Directors:

Mr. Chan Sau Shan, Gary
Mr. Luo Xiwen
Mr. Hong Xianguo
Mr. Zhang Qiusheng

The Board has established four special committees. Listed below are the information of the members of each special committee:

Committees	Strategic and Investment Committee	Nomination Committee	Remuneration Committee	Audit Committee
Members of the Board				
Executive Directors				
Mr. Zhao Yanshui (Chairman)	C	M		
Ms. Dong Jianhong			M	
Mr. Qu Dawei				
Mr. Liu Jiguo (General Manager)	M			
Non-executive Directors				
Mr. Su Weike (Vice Chairman)	M			
Mr. Yan Linjiao	M			M
Mr. Liu Yongle			M	
Independent non-executive Directors				
Mr. Chan Sau Shan, Gary			M	C
Mr. Luo Xiwen		C	C	
Mr. Hong Xianguo		M	M	
Mr. Zhang Qiusheng	M			M

Remarks:

C Chairman of Special Committee

M Member of Special Committee

First Tractor Company Limited

The Board of Directors

Luoyang, the PRC

31 March 2012