



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:

Directors:

Mr. Zhao Yanshui (*Chairman*)
 Mr. Su Weike (*Vice Chairman*)
 Mr. Yan Linjiao
 Mr. Guo Zhiqiang
 Mr. Qu Dawei
 Mr. Liu Jiguo
 Mr. Wu Yong

Independent Non-executive Directors:

Mr. Hong Xianguo
 Mr. Zhang Qiusheng
 Mr. Xing Min
 Mr. Wu Tak Lung

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				
Directors				
Mr. Zhao Yanshui (<i>Chairman</i>)	C	M		
Mr. Su Weike (<i>Vice Chairman</i>)	M			
Mr. Yan Linjiao	M			M
Mr. Guo Zhiqiang				
Mr. Qu Dawei				
Mr. Liu Jiguo	M			
Mr. Wu Yong			M	
Independent Non-executive Directors:				
Mr. Hong Xianguo		C	C	
Mr. Zhang Qiusheng	M			C
Mr. Xing Min		M	M	
Mr. Wu Tak Lung			M	M

Remarks:

C Chairman of Special Committee
 M Member of Special Committee

First Tractor Company Limited
The Board of Directors

Luoyang, the PRC
 5 November 2013