



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. Wang Erlong (*Vice Chairman*)
 Mr. Yan Linjiao
 Mr. Wu Zongyan
 Mr. Wang Kejun
 Mr. Guo Zhiqiang
 Mr. Liu Jiguo
 Mr. Wu Yong

Independent Non-executive Directors:

Mr. Hong Xianguo
 Mr. Xing Min
 Mr. Wu Tak Lung
 Mr. Yu Zengbiao

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

Members of the Board	Strategic and Investment Committee	Nomination Committee	Remuneration Committee	Audit Committee
Directors				
Mr. Zhao Yanshui (<i>Chairman</i>)	C	M		
Mr. Wang Erlong (<i>Vice Chairman</i>)	M			
Mr. Yan Linjiao	M			M
Mr. Wu Zongyan	M		M	
Mr. Wang Kejun				
Mr. Guo Zhiqiang				
Mr. Liu Jiguo				
Mr. Wu Yong			M	
Independent Non-executive Directors:				
Mr. Hong Xianguo		C	C	
Mr. Xing Min	M	M	M	
Mr. Wu Tak Lung			M	C
Mr. Yu Zengbiao				M

Remarks:

C Chairman of Special Committee
 M Member of Special Committee

First Tractor Company Limited
The Board of Directors

Luoyang, the PRC
 20 June 2014