

Jiangling Motors Co., Ltd.

Work Rules of Special Meetings of Independent Directors

Article 1 In order to further regulate the deliberations and decision-making procedures of special meetings of Independent Directors of Jiangling Motors Co., Ltd (hereinafter referred to as “JMC”), and to promote and guarantee the effective performance of the duties of the Independent Directors, the Work Rules are hereby developed according to the provisions of “Securities Law of the People’s Republic of China”, “Company Law of the People’s Republic of China”, “Measures for the Administration of Independent Directors of Listed Companies”, “Guidelines of the Shenzhen Stock Exchange on Self-Regulation for Listed Companies No.1 - Standard Operation of Listed Companies on the Main Board”, and relevant laws, regulations and normative documents, as well as the “Articles of Association of Jiangling Motors Co., Ltd” (hereinafter referred to as “Articles of Association”), and “Independent Director Working System of Jiangling Motors Co., Ltd”.

Article 2 An Independent Director shall assume duty of loyalty and duty of care to the Company and all its shareholders, and shall, in accordance with the provisions of laws, administrative regulations, rules of China Securities Regulatory Commission (hereinafter referred to as “CSRC”), business rules of the stock exchanges, and the Articles of Association, conscientiously perform his/her duties, play the role of participating in decision-making, conducting supervision, checks and balances, and providing professional advice in the Board of Directors, safeguard the overall interests of the Company, and protect the lawful rights and interests of minority shareholders.

Article 3 A special meeting of Independent Directors refers to a meeting attended solely by Independent Directors of the Company.

Article 4 The Independent Directors of the Company shall convene special meetings of Independent Directors from time to time and shall notify all Independent Directors and provide relevant materials and information three days prior to the meeting. With the unanimous consent of all Independent Directors, the notification time limit may not be restricted by this Article.

Article 5 Special meetings of Independent Directors may be held on-site, by means of communication (including video and telephone, etc.) or by a combination of on-site and communication. More than half of the Independent Directors may propose to convene an extraordinary meeting.

Article 6 Special meetings of Independent Directors shall be held with the attendance of more than two-thirds of the Independent Directors. An Independent Director shall attend special meetings of Independent Directors in person. If an Independent Director is unable to attend a meeting in person for any reason, he/she shall review the meeting materials in advance, form specific opinions, and entrust in writing another Independent Director to attend the meeting on his/her behalf. If necessary, non-Independent Directors and senior executives of the Company and relevant personnel involved in the subject matter may attend the special meeting of Independent Directors in a non-voting capacity.

Article 7 The special meetings of Independent Directors shall be convened and presided over by an Independent Director jointly elected by a majority of the Independent Directors. If the convener fails to or is unable to perform his/her duties, two or more Independent Directors may, on their initiative, convene a meeting and elect a representative to preside over the meeting.

Article 8 One man one vote shall be adopted for the voting at special meetings of Independent Directors. Voting methods include voting by show of hands and voting by secret ballot, etc.

Article 9 Independent Directors' exercise of the following special powers and functions shall be discussed at a special meeting of Independent Directors of the Company, and the exercise of the same shall be allowed only after a majority of the Independent Directors' consent:

- (I) To independently engage intermediaries to audit, consult or inspect specific matters of the Company;
- (II) To propose to the Board of Directors the convening of an extraordinary general meeting of shareholders;
- (III) To propose to convene a meeting of the Board of Directors.

The Company shall make a disclosure in a timely manner if an Independent Director exercises the powers and functions specified in the preceding paragraph. If an Independent Director is unable to exercise the aforesaid powers and functions, the Company shall disclose the specific circumstances and reasons therefor.

Article 10 The following matters shall be submitted to the Board of Directors for consideration only after they have been considered at a special meeting of Independent Directors of the Company and agreed by a majority of all Independent Directors:

- (I) Related party transactions that shall be disclosed;
- (II) Nomination or removal of Directors;

- (III) The plans of the Company and the relevant parties for the modification or waiver of their undertakings;
- (IV) The decisions made and measures taken by the Board of Directors of the acquired company;
- (V) Other matters prescribed by laws, administrative regulations, rules of the CSRC, rules of Shenzhen Stock Exchange and the Articles of Association of the Company.

In addition to the matters set forth in Articles 9 and 10 of the Rules, other matters of the Company may also be studied and discussed at a special meeting of Independent Directors.

Article 11 The Independent Directors shall express their independent opinions at the special meetings, and the types of opinions include agreement, reservation and reasons, objection and reasons, and inability to express opinions and obstacles, and the opinions expressed shall be clear and unambiguous.

Article 12 Minutes of meetings shall be made for special meetings of Independent Directors, and the independent opinions of the Independent Directors shall be specified in the minutes of the meetings, which shall be signed by the Independent Directors for confirmation. The minutes shall be kept for at least ten years.

Article 13 The Securities Department of the Company shall provide convenience and support for the convening of special meetings of Independent Directors, and do the daily work of liaison, meeting organization, materials preparation, and files management. The Company shall bear the expenses incurred by the special meetings of Independent Directors in engaging professional organizations and exercising other powers and functions.

Article 14 The Independent Directors attending the meetings are bound by a duty of confidentiality with respect to the proceedings of the meetings and shall not disclose relevant information without authorization.

Article 15 When an Independent Director submits an annual report to the annual general meeting of shareholders to explain the performance of his/her duties, the report shall contain the work of the special meetings of Independent Directors.

Article 16 Matters not mentioned herein shall be implemented in accordance with relevant laws, regulations, normative documents and the Articles of Association; in case of inconsistency between the Rules and the provisions of relevant laws, regulations, normative documents and the Articles of Association, the latter shall prevail.

Article 17 The Rules shall be interpreted and amended by the Board of Directors, and shall take effect from the date when the resolution by the Board of Directors is passed, and the same shall apply when it is amended.