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**四川成渝高速公路股份有限公司**  
**Sichuan Expressway Company Limited\***

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

(Stock Code: 00107)

**PROPOSED AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION**

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Sichuan Expressway Company Limited\* (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) according to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board of the Company proposed to amend relevant provisions of the Articles of Association (the “**Articles of Association**”) of the Company.

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details of the proposed amendments to the Articles of Association are as follows:

*Note: The numbers of relevant chapters and articles and involved in cross references are amended accordingly.*

No.	Before Amendments	After Amendments
1.	New articles	<u>Article 1 For the purpose of regulating the organization and behaviors of Sichuan Expressway Company Limited (the “Company”), adhering to and strengthening the overall leadership of the Party, improving the corporate governance structure of the Company, building a modern state-owned enterprise system with Chinese characteristics, as well as protecting the legal rights and interests of the Company, the shareholders and the creditors, the Articles of Association are hereby formulated pursuant to the Company Law of the People’s Republic of China (the “<b>Company Law</b>”), the Enterprise State-owned Asset Law of the People’s Republic of China, the Interim Regulations on the Supervision and Administration of State-owned Assets of Enterprises, the Guidelines of Articles of Association of Central State-owned Enterprises (for trial implementation), the Opinions on Strengthening the Party’s Leadership in the Improvement of Corporate Governance by Central Enterprises, as well as other laws, administrative regulations, rules and normative documents.</u>
2.	Article 1 Sichuan Expressway Company Limited (the “Company”) is a joint stock limited company incorporated in accordance with the “Company Law of the People’s Republic of China” (the “ <b>Company Law</b> ”), “Special Provisions of the State Council concerning the Flotation and Listing Abroad of Shares by Joint Stock Company with Limited Liability (the “ <b>Special Provisions</b> ”) and other relevant national laws and administrative regulations.	Article 3 <u>The Company</u> is a joint stock limited company incorporated in accordance with the Company Law, Special Provisions of the State Council concerning the Flotation and Listing Abroad of Shares by Joint Stock Company with Limited Liability (the “ <b>Special Provisions</b> ”) and other relevant national laws and administrative regulations.

No.	Before Amendments	After Amendments
3.	<p>Article 14 In accordance with the requirements of the Constitution of the Communist Party of China (《中國共產黨章程》), the Company has established an organization under the Party to accomplish the tasks assigned by the Party. The Party organization of the Company is an organic component of the corporate governance structure of the Company, striving to draw plans on Party building, establish Party organization and working bodies, equip responsible members for Party organization and relevant personnel for Party-related affairs and accomplish the tasks assigned by the Party in step with the reform and development of the Company. The Party organization of the Company has established a discipline inspection commission, which is responsible for including integrity and anti-corruption in the overall work arrangement and the general plan for Party building, and ensuring that the organizational bodies are put in place, relevant staff are equipped with definite duties, and supervision is given in a stringent manner.</p>	<p>Article <u>15</u> In accordance with the requirements of the Constitution of the Communist Party of China (《中國共產黨章程》) <u>(the “Party Constitution”)</u> and the <u>Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial)</u>, the Company shall <u>establish a Communist Party of China organization to carry out the activities of the Party, set up a working organ for the Party, allocate sufficient staff to deal with Party affairs and guarantee sufficient funds to operate the Party organization.</u></p>
4.	<p>CHAPTER 16 PARTY ORGANIZATION AND PARTY BUILDING</p> <p>Article 209 Establishment and Composition of the Party Committee and the Discipline Inspection Commission.</p> <p>The Company has established a Party committee (hereinafter referred to as the “Party Committee”), consisting of 9–11 Party Committee members, among whom, one serves as the secretary, and 2 members serve as deputy secretaries (with one deputy secretary assumed by the qualified general manager who shall be a Party member, and the other deputy secretary working full time). The secretary to the Party Committee acts as the chairman of the Board of Directors, and performs the duty as the first responsible person for Party building.</p>	<p>CHAPTER <u>10</u> PARTY COMMITTEE OF THE COMPANY</p> <p><u>Article 132 In accordance with the requirements of the Constitution of the Party Constitution and the Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial) and with approval of higher-level Party organizations, the Company shall establish the Committee of the Communist Party of Sichuan Expressway Company Limited (“Party Committee of the Company”). Meanwhile, the Company shall also establish the Commission for Discipline Inspection of the Communist Party in accordance with the relevant provisions.</u></p>

No.	Before Amendments	After Amendments
	<p>The Company has also established a discipline inspection commission (hereinafter referred to as the “Discipline Inspection Commission”), consisting of 5–7 Discipline Inspection Commission members, among whom, one serves as the secretary, and one serves as the deputy secretary and concurrently serves as the head of the Department of Discipline Inspection and Supervision. The secretary to the Discipline Inspection Commission performs the duty as the first responsible person for supervising the style of work and Party integrity, and is also responsible for the discipline inspection and monitoring work, excluding the matters not falling within the scope of supervision assigned to him/her.</p> <p>The secretary and deputy secretaries to the Party Committee as well as the secretary and deputy secretary to the Discipline Inspection Commission shall be appointed or dismissed pursuant to the cadre management authority or elected in accordance with relevant requirements and procedures through single-candidate election. The Party Committee members and Discipline Inspection Commission members shall be elected in accordance with relevant requirements and procedures through multi-candidate election.</p>	<p><u>Article 133 The Party Committee of the Company shall be elected from the Party member congress or the Party representative congress; each term of office is five years. Regular re-election shall be conducted upon the expiration of its term of office. Each term of office of the Commission for Discipline Inspection of the Communist Party shall be the same as the Party Committee, and the establishment of the Discipline Inspection Department and its functions and responsibilities shall be implemented in accordance with relevant regulations.</u></p> <p><u>Article 134 The Party Committee of the Company generally consists of 5 to 9 members, including 1 party secretary, two deputy party secretaries (one of whom is the general manager of the Party member), 1 secretary of the Commission for the Discipline Inspection of the Party, who are selected according to relevant regulations.</u></p>

No.	Before Amendments	After Amendments
	<p>Article 210 Party Committee's Duties</p> <p>(1) To comprehensively strengthen Party discipline, practice self-discipline and be strict with its members. To adhere to the leadership of the Party, follow the directions set by the Party for services, production and operation, and give full play to the role of the Party organization as the leadership and political core, in order to ensure the implementation of Party supervision and national policies across the Company, and the high consistency with the central committee of the Party in such aspects as thought, political ideology and action;</p> <p>(2) To participate in the making of major decisions, and provide opinions and advices on material issues capable of affecting the stability of the Company's reform and development;</p> <p>(3) To put into practice the principles of letting the Party to manage the cadres and the talents, adhere to the leadership of the Party organization for talent selection and utilization and the decision-making procedures related thereto, and strive to cultivate a team of high-quality leaders for the Company;</p>	<p><u>Article 135 The Party Committee of the Company shall play a leading role and have a legal status in the corporate governance structure, set the right direction, keep in mind the big picture, promote the implementation, discuss and decide on major issues of the Company in accordance with the regulations. Material matters relating to operation management shall be first deliberated and discussed by the Party Committee before they are submitted to the board of directors or the management of the Company for determination. His primary responsibilities are to ensure that:</u></p> <p>(1) <u>to enhance the political building of the Party in the Company, improve political positions, strengthen political leadership, enhance political capabilities, prevent political risks, educate and guide all Party members to resolutely maintain the Party Central Committee with Comrade Xi Jinping at its core and the core position of the entire Party, and resolutely maintain the authority and centralized and unified leadership of the Party Central Committee;</u></p>

No.	Before Amendments	After Amendments
	<p>(4) To lead the ideological and political work as well as such mass organizations as the trade union and Communist Youth League of the Company, provide support for the work of the congresses of staff representatives, and insist on guiding the Company's cultural construction with core socialist values;</p> <p>(5) To enhance the team building of the Party organization and Party members at the primary level, and give full play to the role of the primary Party organization as the militant bastions and the exemplary and vanguard role of Party members, so as to provide a strong organizational support for the Company to grow stronger, better and greater, and ensure the full embodiment and practical enhancement of the Party leadership and Party building in the reform and development of the Company.</p>	<p>(2) <u>to study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, carry out the principles and policies of the Party and ensure that the major decisions and deployment of the Party Central Committee and the resolutions of superior Party organizations are implemented in the Company, as well as promote the Company to undertake its responsibility and mission, focus on the main responsibilities and principal businesses and serve the major strategies of the country to fully fulfill economic, political and social responsibilities;</u></p> <p>(3) <u>to study and discuss the major operational and management issues of the Company, and support the general meeting, the Board, the Supervisory Committee and the management team in performing their duties in accordance with laws;</u></p> <p>(4) <u>to strengthen the leadership and gate keeping role in the process of selection and appointment of personnel of the Company and enhance the development of the management and talents;</u></p>

No.	Before Amendments	After Amendments
	<p data-bbox="256 219 834 297">Article 211 Participation and Decision-making Procedures of the Party Committee</p> <p data-bbox="256 342 834 678">The board of directors of the Company shall seek opinions from the Party Committee before making decisions on the material issues of the Company. Material matters relating to operation management shall be first deliberated and discussed by the Party Committee before they are submitted to the board of directors or the management of the Company for determination.</p> <p data-bbox="256 723 834 891">Members of the Party Committee conduct deliberation and discussion and provide opinions mainly from the political, direction and policy perspectives.</p> <p data-bbox="256 936 834 1014">Article 212 Discipline Inspection Commission's Duties</p> <p data-bbox="256 1059 834 1653">(1) The Discipline Inspection Commission of the Company, under the leadership of the Party Committee and the discipline inspection commissions at higher levels, assists the Party Committee with the building of the style of work and integrity culture as well as the organization and coordination of corruption combat, gives full play to the supervisory role within the Party, performs the supervisory duties assigned by the Constitution of the Communist Party of China, and implements discipline inspection and accountability in a stringent manner;</p>	<p data-bbox="866 219 1430 600">(5) <u>to undertake the main responsibility of the Company to govern the Party comprehensively with strict discipline, lead and support the Discipline Inspection Department to fulfill its supervisory responsibility and promote Party self-governance exercised strictly and fully and with rigor into the grassroots level;</u></p> <p data-bbox="866 645 1430 1025">(6) <u>to strengthen the building of working style of the Party in the Company, strictly implement the spirit of the eight-point code of conduct issued by the Party Central Committee and take a firm stand against undesirable work styles, such as formalism, bureaucracy, hedonism and extravagance, especially the formalism and bureaucracy;</u></p> <p data-bbox="866 1070 1430 1317">(7) <u>to strengthen the building of grassroots Party organizations and the Party member team, and unite and lead employees to actively devote themselves into the reform and development of the Company;</u></p> <p data-bbox="866 1361 1430 1653">(8) <u>to lead the ideological and political work, the spirit and civilisation construction and the united front work of the Company, as well as lead mass organizations such as the Labor Union and Communist Youth League of the Company.</u></p>

No.	Before Amendments	After Amendments
	<p>(2) To strengthen discipline supervision, firmly defend the authority of the Constitution of the Communist Party of China and other internal regulations of the Party, review the implementation of the Party's directions and policies and the major decisions and arrangements of the Company, and supervise the performance of duties and exercise of powers by the Party members and cadres;</p> <p>(3) To enhance the education on Party spirit, legal system and warning education, and uplift the ideological and moral standards and legal awareness of the Party members and cadres combating corruption and upholding Party integrity; to tighten the supervision on the leaders and earnestly discharge the main responsibility for building the style of work of the Party and upholding Party integrity;</p> <p>(4) To reinforce the supervision on the style of work, strictly follow the spirit of the eight requirements of the central government and the ten requirements of the provincial Party committee and the provincial government, and exert consistent efforts in combating and rectifying formalism, bureaucracy, hedonism and extravagance;</p>	<p><u>Article 136 The Company shall adhere and improve the leadership mechanism of “Dual Entry and Cross Appointment”. Eligible members of the Party Committee may be appointed to join the Board of Directors and the management team through statutory procedures, and eligible Party members in the Board of Directors and the management may be appointed to join the Party Committee in accordance with the relevant regulations and procedures.</u></p> <p><u>The positions of secretary of the Party Committee and the chairman of the Party members shall be generally held by the same person. The general manager of the Party members shall serve as the deputy secretary and join the Board of Directors.</u></p>



No.	Before Amendments	After Amendments
	<p>(5) To put more efforts on the investigation of illegal cases, insist in punishing corruption cases with nil tolerance, and severely investigate the behaviors in breach of Party disciplines and corruption-related cases in strict compliance with relevant disciplines and laws.</p> <p>Article 213 Working Body and Staff</p> <p>Company has established a working department under the Party The Company has established a working department under the Party Committee, which, acting as the working body for the implementation of Party building work, is responsible for various work, such as Party organization and building, team building for Party members, selection and appointment, education and cultivation, as well as management and supervision of the management members to the extent of administration authority.</p> <p>The Company has established a Department of Discipline Inspection And Supervision, which, acting as the working body for the performance of discipline inspection duties, is responsible for discipline inspection, supervision, accountability, and has been equipped with sufficient staff for discipline inspection and supervision.</p> <p>Article 214 Working Guarantee</p> <p>The Company provides necessary conditions for the carry-out of Party activities, and guarantees the premises for and finances the activities of the Party organization. The Company provides for the funds needed for the activities of the Party organization in the overall budget at an amount no less than 1% of the total staff salaries of the Company for the previous year.</p>	

After the proposed amendments aforesaid, the existing articles of the Articles of Association are to be renumbered accordingly. The English version of the proposed amendments to the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

The Board believes that the proposed amendments to the Articles of Associations are in the interests of the Company and its shareholders (the “**Shareholders**”).

## **GENERAL**

The Company will convene a general meeting for the purposes of, among other things, seeking the Shareholders’ approval for the proposed amendments to the Articles of Association. The votes to be taken at the general meeting will be taken by poll. The above proposed amendments to the Articles of Association are subject to the approval by the Shareholders by way of passing a special resolution at the general meeting of the Company.

A circular containing, among other things, details of the proposed amendments to the Articles of Association has been despatched to the Shareholders on 28 April 2022.

By order of the Board  
**Sichuan Expressway Company Limited\***  
**Gan Yongyi**  
*Chairman*

Chengdu, Sichuan, the PRC  
28 April 2022

*As at the date of this announcement, the Board comprises Mr. Gan Yongyi (Chairman), Mr. Li Wenhui (Vice Chairman), Madam Ma Yonghan, Mr. You Zhiming and Mr. He Zhuqing as executive Directors, Mr. Liu Changsong (Vice Chairman) and Mr. Li Chengyong as non-executive Directors, Mr. Yu Haizong, Madam Liu Lina, Mr. Yan Qixiang and Madam Bu Danlu as independent non-executive Directors.*

\* For identification purposes only