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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 (“**Hong Kong Listing Rules**”).

The Board of the Company hereby announces that, in accordance with relevant requirements of the Guidance on Articles of Association of Provincial Enterprises of Sichuan Province (For Trial Implementation) (Chuan Guo Zi Fa [2002] No. 5) (《四川省省屬企業公司章程指引(試行)》(川國資發[2022]5號)) issued by State-owned Assets Supervision and Administration Commission of the Sichuan Provincial Government, the Administrative Measures for the Formulation of Articles of Association of State-owned Enterprises (《國有企業公司章程制定管理辦法》) as well as relevant laws, regulations and normative documents and after taking into consideration the actual situation of the Company, the Company proposed to amend relevant certain provisions of the current 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	<p>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 “Company Law”), 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, <u>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</u>, as well as other laws, administrative regulations, rules and normative documents.</p>	<p>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 “Company Law”), 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, <u>the Administrative Measures for the Formulation of Articles of State-owned Enterprises</u>, as well as other laws, administrative regulations, rules and normative documents.</p>
2	<p>Article 12 These Articles of Association are binding on the Company and its shareholders, Directors, Supervisors, Managers and other officers of the Company; all of whom are entitled to claim rights concerning the affairs of the Company in accordance with these Articles of Association.</p>	<p>Article 12 These Articles of Association are binding on the Company and its shareholders, <u>members of the Party Committee</u>, Directors, Supervisors, Managers and other officers of the Company; all of whom are entitled to claim rights concerning the affairs of the Company in accordance with these Articles of Association.</p>

No.	Before Amendments	After Amendments
3	<p>Article 15 In accordance with the requirements of the Constitution of the Communist Party of China (《中國共產黨章程》) (the “Party Constitution”) and the Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial), the Company shall 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.</p>	<p>Article 15 In accordance with the requirements of the Constitution of the Communist Party of China (《中國共產黨章程》) (the “Party Constitution”) and the Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial), the Company shall establish a <u>Communist Party of China</u> 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.</p>
4	<p>Newly added article</p>	<p><u>Article 16 The Company adheres to lawful corporate governance, strives to build itself into a lawfully governed enterprise with sound governance, compliance in operation, standard management, legal compliance and integrity.</u></p>
5	<p><u>Article 67</u> The shareholders’ general meeting shall have the following powers:</p> <p>(1) to decide on the Company’s operational policies and investment plans;</p> <p>(2) to elect and replace Directors not being staff representatives and decide on matters relating to remuneration of Directors;</p> <p>(3) to elect and replace the Supervisors not being staff representatives and decide on matters relating to the remuneration of Supervisors;</p> <p>(4) to examine and approve reports of the board of directors;</p>	<p><u>Article 68</u> The shareholders’ general meeting shall have the following powers:</p> <p>(1) <u>to decide on the Company’s development strategy and planning;</u></p> <p>(2) to decide on the Company’s operational policies and investment plans;</p> <p>(3) to elect and replace Directors not being staff representatives and decide on matters relating to remuneration of Directors;</p> <p>(4) to elect and replace the Supervisors not being staff representatives and decide on matters relating to the remuneration of Supervisors;</p> <p>(5) to examine and approve reports of the board of directors;</p>

No.	Before Amendments	After Amendments
	<p><u>(5)</u> to examine and approve the reports of the supervisory committee;</p> <p><u>(6)</u> to examine and approve the company's proposed annual preliminary and final financial budgets;</p> <p><u>(7)</u> to examine and approve the Company's profit distribution plan and plan for recovery of losses;</p> <p><u>(8)</u> to resolve on increases or reduction in the Company's registered capital;</p> <p><u>(9)</u> to resolve on matters such as merger, division, dissolution and liquidation of the Company;</p> <p><u>(10)</u> to resolve on the issue of debentures by the Company;</p> <p><u>(11)</u> to resolve on the appointment, dismissal and non re-appointment of certified public accountants' firm for the Company;</p> <p><u>(12)</u> to amend these Articles of Association;</p> <p><u>(13)</u> to consider the motions proposed by shareholder(s) representing 3% or more of the Company's outstanding shares carrying voting rights;</p> <p><u>(14)</u> to resolve the change of the Company's form;</p>	<p><u>(6)</u> to examine and approve the reports of the supervisory committee;</p> <p><u>(7)</u> to examine and approve the company's proposed annual preliminary and final financial budgets;</p> <p><u>(8)</u> to examine and approve the Company's profit distribution plan and plan for recovery of losses;</p> <p><u>(9)</u> to resolve on increases or reduction in the Company's registered capital;</p> <p><u>(10)</u> to resolve on matters such as merger, division, dissolution and liquidation of the Company;</p> <p><u>(11)</u> to resolve on the issue of debentures by the Company;</p> <p><u>(12)</u> to resolve on the appointment, dismissal and non re-appointment of certified public accountants' firm for the Company;</p> <p><u>(13)</u> to amend these Articles of Association;</p> <p><u>(14)</u> to consider the motions proposed by shareholder(s) representing 3% or more of the Company's outstanding shares carrying voting rights;</p> <p><u>(15)</u> to resolve the change of the Company's form;</p>

No.	Before Amendments	After Amendments
	<p>(15) to consider and approve the guarantees as follows:</p> <ul style="list-style-type: none"> (i). any guarantee which is given after the total amount of external guarantees of the Company and its controlling subsidiaries reaching or exceeding 50% of the latest audited net assets; (ii). any guarantee after the total amount of guarantees provided by the Company reaching or exceeding 30% of the latest audited total assets; (iii). any guarantee provided in favour of a guaranteed party with an asset to liability ratio exceeding 70%; (iv). the amount of a single external guarantee exceeding 10% of the latest audited net assets; (v). any guarantee provided to shareholders, the de facto controller(s) and their respective related parties. <p>The Company shall request the party which the Company provides a guarantee to provide counter-guarantee. The provider of the counter-guarantee shall be competent in accepting the liabilities.</p>	<p>(16) to consider and approve the guarantees as follows:</p> <ul style="list-style-type: none"> (i). any guarantee which is given after the total amount of external guarantees of the Company and its controlling subsidiaries reaching or exceeding 50% of the latest audited net assets; (ii). any guarantee after the total amount of guarantees provided by the Company reaching or exceeding 30% of the latest audited total assets; (iii). any guarantee provided in favour of a guaranteed party with an asset to liability ratio exceeding 70%; (iv). the amount of a single external guarantee exceeding 10% of the latest audited net assets; (v). any guarantee provided to shareholders, the de facto controller(s) and their respective related parties. <p>The Company shall request the party which the Company provides a guarantee to provide counter-guarantee. The provider of the counter-guarantee shall be competent in accepting the liabilities.</p>

No.	Before Amendments	After Amendments
	<p><u>(16)</u> to consider the purchase or sale of any material asset of the Company within one year, the amount of which exceeds 30% of its latest audited total assets;</p> <p><u>(17)</u> to consider and approve the change in use of proceeds from fund raising;</p> <p><u>(18)</u> to consider the share incentive scheme;</p> <p><u>(19)</u> to decide on other matters which require resolutions of the shareholders in general meeting according to relevant laws, administrative regulations and provisions of these articles of association;</p> <p><u>(20)</u> to delegate or authorize the board of directors to deal with matters delegated or authorized to deal with by the shareholders in general meeting.</p>	<p><u>(17)</u> to consider the purchase or sale of any material asset of the Company within one year, the amount of which exceeds 30% of its latest audited total assets;</p> <p><u>(18)</u> to consider and approve the change in use of proceeds from fund raising;</p> <p><u>(19)</u> to consider the share incentive scheme;</p> <p><u>(20)</u> <u>to consider and approve the subject matters of material financial impact of the Company;</u></p> <p><u>(21)</u> <u>to consider and approve the Rules of Procedures for the Board Meetings and the plan for amendments thereto;</u></p> <p><u>(22)</u> to decide on other matters which require resolutions of the shareholders in general meeting according to relevant laws, administrative regulations and provisions of these articles of association;</p> <p><u>(23)</u> to delegate or authorize the board of directors to deal with matters delegated or authorized to deal with by the shareholders in general meeting.</p>
6	<p><u>Article 132</u> 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.</p>	<p><u>Article 133</u> In accordance with the requirements of the <u>Constitution of the Communist Party of China</u> and the Regulations on the Work of Grassroots 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.</p>

No.	Before Amendments	After Amendments
7	<p><u>Article 133</u> 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.</p>	<p><u>Article 134</u> The Party Committee of the Company shall be elected from the Party member congress or the Party representative congress; each term of office is generally 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.</p>
8	<p><u>Article 134</u> The Party Committee of the Company 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.</p>	<p><u>Article 135</u> The leading body of the Party organization of the Company generally consists of 5 to 9 members, including 1 secretary of the Party Committee, and one or two deputy party secretary(ies).</p>

No.	Before Amendments	After Amendments
9	<p>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. <u>Major operational and management issues must be studied and discussed by the Party Committee of the Company before the Board or the management to make decisions.</u> The main responsibilities are:</p> <p>(1) to enhance the political building of the Party in the Company, <u>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> <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>Article 136 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, guarantee the implementation, discuss and decide on major issues of the Company in accordance with the regulations. The main responsibilities are:</p> <p>(1) to enhance the political building of the Party in the Company, <u>adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</u></p> <p>(2) <u>to thoroughly study and implement Xi Jinping’s Socialism Ideology with Chinese characteristics in the new era, learn and propagate the Party’s theory, thoroughly implement the Party’s line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party organization at a higher level in the Company;</u></p>

No.	Before Amendments	After Amendments
	<p>(3) 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;</p> <p>(4) 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;</p> <p>(5) 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;</p> <p><u>(6) 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>(7) 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;</p> <p><u>(8) to lead the ideological and political work</u>, 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.</p>	<p>(3) 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;</p> <p>(4) 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, cadre and talents;</p> <p>(5) to undertake the entity responsibility <u>in improving Party conduct and upholding integrity</u>, lead and support <u>internal discipline inspection organizations</u> to fulfil their supervisory responsibilities and promote the extension of stringent Party self-governance to the grassroots level;</p> <p>(6) to strengthen the construction of grassroots Party organizations and the Party members, unite and lead the employees to devote themselves into the reform and development of the Company;</p> <p>(7) to lead the Company's <u>ideological and political work</u>, the spirit and civilization progress, the United Front work and lead mass organizations such as the Labor Union, Communist Youth League <u>and Women's Organization</u> of the Company.</p>

No.	Before Amendments	After Amendments
10	Newly added article	<p><u>Article 137</u> <u>The subject matters of significant operation and management shall be studied and discussed by the Party Committee of the Company prior to the decisions made by the Board of Directors or managers in accordance with the terms of reference and prescribed procedures.</u></p>
11	<p><u>Article 136</u> 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.</p> <p>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 <u>and join the Board of Directors.</u></p>	<p><u>Article 138</u> 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.</p> <p>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. <u>The Party Committee may appoint the full-time deputy secretary to work for the building of the Party. The full-time deputy secretary shall serve as a member of the Board of Directors, rather than serving as one of the managers.</u></p>

No.	Before Amendments	After Amendments
12	Newly added article	<p><u>Article 139</u> <u>Strengthen the support of work. In accordance with the lean and efficient principles of strengthening the work of the Party, the Company's Party Committee may set up an office, organization department, propaganda department and other working bodies depending on actual needs, and the relevant bodies can be co-located with management departments with similar functions of the Company. The Company shall provide necessary conditions for the carrying 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 included in administration expenses in the annual budget at an amount of 1% of the total staff salaries for the previous year.</u></p>
13	<p><u>Article 142</u> The Board of Directors is responsible to the shareholders' general meeting and exercises the following powers:</p> <p>(1) to convene shareholders' general meetings and report its work to the shareholders' general meeting;</p> <p>(2) to implement resolutions of the shareholders' general meeting;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p>(4) to formulate the Company's proposed annual preliminary and final financial budgets;</p>	<p><u>Article 145</u> The Board of Directors is responsible to the shareholders' general meeting <u>and is the decision-maker of the Company's business (setting strategies, making decisions, preventing risks)</u>, and exercises the following powers:</p> <p>(1) to convene shareholders' general meetings and report its work to the shareholders' general meeting;</p> <p>(2) to implement resolutions of the shareholders' general meeting;</p> <p>(3) to decide on the Company's business plans and investment plans;</p> <p>(4) to formulate the Company's proposed annual preliminary and final financial budgets;</p>

No.	Before Amendments	After Amendments
	<p>(5) to formulate the Company’s profit distribution plan and plan for recovery of losses;</p> <p>(6) to formulate proposals for increases or reductions of the Company’s registered capital and the issue of corporate debentures and other securities;</p> <p>(7) to draw up plans for the merger, division or dissolution of the Company;</p> <p>(8) to decide on the establishment of Company’s internal management structure;</p> <p>(9) to appoint or dismiss the Company’s general manager, and pursuant to the general manager’s nominations to appoint or dismiss the deputy manager and financial controller of the Company and decide on their remuneration;</p> <p>(10) to formulate the Company’s basic management system;</p> <p>(11) to formulate proposals for any amendments of the Company’s Articles of Association;</p> <p>(12) to draw up plans for material acquisition or disposal of the Company; plans for repurchase of shares of the Company;</p>	<p>(5) to formulate the Company’s profit distribution plan and plan for recovery of losses;</p> <p>(6) to formulate proposals for increases or reductions of the Company’s registered capital and the issue of corporate debentures and other securities;</p> <p>(7) to draw up plans for the merger, division, dissolution, <u>liquidation or change in corporate form</u> of the Company;</p> <p>(8) to decide on the establishment of Company’s internal management structure;</p> <p>(9) to <u>decide on the appointment or dismissal of</u> the Company’s general manager, <u>the secretary to the Board of Directors and other senior management, and decide on their remuneration and rewards or punishments;</u> and pursuant to the general manager’s nominations to appoint or dismiss the deputy manager, financial controller <u>and other senior management</u> of the Company <u>and</u> decide on their remuneration <u>and rewards or punishments;</u></p> <p>(10) to formulate the Company’s basic management system;</p> <p>(11) to formulate proposals for any amendments of the Company’s Articles of Association;</p> <p>(12) to draw up plans for material acquisition or disposal of the Company; plans for repurchase of shares of the Company;</p>

No.	Before Amendments	After Amendments
	<p>(13) subject to compliance with relevant requirements of laws, regulations, rules and the Articles of Association, to exercise the rights to raise funds and borrowings for the Company as well as to determine mortgage, leasing, subcontracting or transfer of the assets of the Company and to authorize Managers to exercise such rights to certain extent;</p> <p>(14) to determine the investments, acquisition and disposal of assets, external guarantees, designation of financial management and connected transactions of the Company within the authorization of the general meeting;</p> <p>(15) to manage the information disclosure of the Company;</p> <p>(16) to propose at general meetings for the appointment or change of the accounting firm(s) responsible for the auditing for the Company;</p> <p>(17) to hear the work reports and inspect the work of the managers of the Company;</p>	<p>(13) subject to compliance with relevant requirements of laws, regulations, rules and the Articles of Association, to exercise the rights to raise funds and borrowings for the Company as well as to determine mortgage, leasing, subcontracting or transfer of the assets of the Company and to authorize Managers to exercise such rights to certain extent;</p> <p>(14) to determine the investments, acquisition and disposal of assets, <u>pledge on assets</u>, external guarantees, designation of financial management, connected transactions <u>and external donation</u> of the Company within the authorization of the general meeting;</p> <p>(15) to manage the information disclosure of the Company;</p> <p>(16) to propose at general meetings for the appointment or change of the accounting firm(s) responsible for the auditing for the Company;</p> <p>(17) to debrief the work reports and inspect the work of the managers of the Company, <u>check the implementation of resolutions of the Board of Directors by the managers and other senior management, and establish and improve the accountability system for managers and other senior management;</u></p> <p>(18) <u>to formulate plans to implement the decisions and deployments of the Party Central Committee and the State Council and to implement major initiatives of the national and Sichuan provincial development strategies;</u></p>

No.	Before Amendments	After Amendments
		<p data-bbox="879 241 1434 322"><u>(19) to formulate the Company’s development strategies and plans;</u></p> <p data-bbox="879 371 1434 452"><u>(20) to formulate the Company’s business policies and investment plans;</u></p> <p data-bbox="879 501 1434 958"><u>(21) to formulate the Company’s major income distribution plan, including the Company’s total salary budget and liquidation plan etc. (if otherwise stipulated by the provincial State-owned Assets Supervision and Administration Commission of the State Council, such stipulations shall apply), the Company’s employee income distribution plan and its annuity plan;</u></p> <p data-bbox="879 1008 1434 1429"><u>(22) to determine the Company’s material accounting policies and plans of change in accounting estimates and to determine the upper limit of the Company’s gearing ratio on the premise of meeting the requirements of the provincial State-owned Assets Supervision and Administration Commission of the State Council for gearing ratio control;</u></p> <p data-bbox="879 1478 1434 1935"><u>(23) to determine the risk management system, internal control system, work system for accountability for non-compliant operations and investments and legal compliance management system, and conduct overall monitoring and evaluation of the Company’s risk management, internal control and legal compliance management systems and their effective implementation;</u></p>

No.	Before Amendments	After Amendments
	<p>(18) to exercise any other powers conferred by laws, administrative regulations, relevant rules from regulatory authorities or the Articles of Association or designated by the general meeting.</p>	<p>(24) <u>to direct, inspect and assess the Company’s internal audit, determine the person in charge of the Company’s internal audit department, establish a mechanism under which the audit department is accountable to the board of directors, and review and approve the annual audit plan and important audit reports;</u></p> <p>(25) <u>to formulate the work report of the Board of Directors;</u></p> <p>(26) <u>to decide on material matters of the Company in terms of safety and environmental protection, maintenance of stability, and social responsibility;</u></p> <p>(27) <u>to review solutions for the Company’s material litigation, arbitration and other legal affairs;</u></p> <p>(28) <u>to decide on material reform and reorganization matters within the Company, or make resolutions on relevant matters according to the authorization;</u></p> <p>(29) <u>to decide on matters involved in the exercise of the rights of shareholders of the enterprises to which the Company contributes funding, subject to the requirements of relevant laws, regulations, rules and the Articles of Association;</u></p> <p>(30) to exercise any other powers conferred by laws, administrative regulations, relevant rules from regulatory authorities or the Articles of Association or designated by the general meeting.</p>

No.	Before Amendments	After Amendments
	<p>Except for the Board of Directors' resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (11) of this Article which shall be passed by more than two thirds of the directors, the Board of Directors' resolutions in respect of all other matters may be passed by more than one half of the directors.</p> <p>The Board of Directors shall exercise any rights not required to be exercised by the general meeting under the Articles of Association. The Board of Directors shall comply with the stipulations of the Articles of Association and the regulations formulated by the general meetings from time to time; however, the regulations formulated by the general meetings shall not invalidate the actions of the Board of Directors conducted effectively prior to such regulations.</p>	<p>Except for the Board of Directors' resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (11) of this Article <u>and the formulation of proposals for major investments in non-principal businesses</u> which shall be passed by more than two-thirds of the directors, the Board of Directors' resolutions in respect of all other matters may be passed by more than one half of the directors.</p> <p>The Board of Directors shall exercise any rights not required to be exercised by the general meeting under the Articles of Association. The Board of Directors shall comply with the stipulations of the Articles of Association and the regulations formulated by the general meetings from time to time; however, the regulations formulated by the general meetings shall not invalidate the actions of the Board of Directors conducted effectively prior to such regulations.</p> <p><u>The Board of Directors shall follow up the implementation of the resolutions of the Board of Directors in effect as well as post-evaluation.</u></p>
14	Newly added article	<p><u>Article 146 The Board of Directors may delegate part of its powers and functions to the Chairman and the general manager in accordance with relevant regulations, except for matters that must be decided by the Board of Directors as stipulated by laws and administrative regulations.</u></p>
15	Newly added article	<p><u>Article 147 The Board of Directors shall formulate an authorization management system, specify the authorization principles, management mechanism, scope of matters, conditions of authority and other requirements in accordance with the law, and establish and improve the authorization mechanism of regular reporting, tracking and supervision, and dynamic adjustment.</u></p>

No.	Before Amendments	After Amendments
16	Newly added article	<p>Article 148 <u>The Board of Directors may engage relevant experts or consulting agencies as needed to provide professional advisory opinions to the Board of Directors at the expense of the Company.</u></p> <p><u>If the Proposal is considered to warrant further study or material changes by the Board of Directors, the proposal shall be amended and improved for review according to the time and method determined by the board meetings.</u></p> <p><u>The provincial State-owned Assets Supervision and Administration Commission of the State Council may delegate a person to attend the board meetings and special committees of the Board of Directors, and the secretary to the Discipline Inspection Commission of the Company may attend the board meetings and special committees of the Board of Directors.</u></p>
17	<p>Article 147 The Chairman of the Board of Directors shall exercise the following powers:</p>	<p>Article 153 <u>The Chairman of the Board of Directors shall bear the primary responsibility for the reform and development of the Company, have each right of Directors and assume the obligations and responsibilities of Directors.</u></p> <p>The Chairman of the Board of Directors shall exercise the following powers:</p> <p>(1) <u>to convey the core messages of the Central Committee of the Party, the State Council, the Sichuan Provincial Committee and Provincial Government of the Communist Party of China and the state-owned assets supervision policies to the Board of Directors, and to report the work and issues that needed to be implemented and supervised and rectified by the Board of Directors according to the instructions put forward by the supervisory and inspection bodies;</u></p>

No.	Before Amendments	After Amendments
	<p>(1) to preside over shareholders' general meetings and to convene and preside over meetings of the board of directors;</p> <p>(2) to check on the implementation of resolutions of the board of directors;</p> <p>(3) to sign the securities certificates issued by the Company;</p>	<p>(2) to preside over shareholders' general meetings and to convene and preside over meetings of the board of directors <u>so that each Director can fully give his/her personal opinions and vote after the full discussion;</u></p> <p>(3) to check on the implementation of resolutions of the board of directors;</p> <p>(4) to sign the securities certificates issued by the Company;</p> <p>(5) <u>to organize and conduct strategic research, preside over and convene at least one strategy seminar or evaluation meeting each year with the participation of the Board of Directors and members of the management;</u></p> <p>(6) <u>to determine the annual plan for regular board meetings, including the number and time of meetings; to decide to convene extraordinary meetings of the Board of Directors when necessary;</u></p> <p>(7) <u>to determine the agenda of the board meetings, conduct preliminary review of relevant proposals to be submitted to the Board of Directors for discussion, and decide whether to submit to the Board of Directors for discussion and voting;</u></p> <p>(8) <u>to timely get known of the implementation of each board resolution, and supervise and inspect the implementation of resolutions; make timely requests for rectification of issues identified; and report the results of inspections and significant issues identified at the next board meeting;</u></p>

No.	Before Amendments	After Amendments
		<p data-bbox="879 241 1433 517"><u>(9) to coordinate the formulation, and revision of the Company’s basic management system and the rules and regulations for the operation of the Board of Directors, and submit the same to the Board of Directors for discussion and voting;</u></p> <p data-bbox="879 562 1433 1032"><u>(10) to coordinate the formulation of proposals for profit allocation, making up losses, increase or reduction of registered capital, issuance of corporate bonds, merger, demerger, dissolution, liquidation or conversion of the Company, and other proposals formulated as authorized by the Board of Directors, and submit the same to the Board of Directors for consideration and voting;</u></p> <p data-bbox="879 1077 1433 1794"><u>(11) to be responsible for signing documents for the appointment and dismissal of officers of the Company in accordance with the board resolutions; to sign documents such as letters of responsibility for business performance with officers on behalf of the Board of Directors in accordance with the authorization of the Board of Directors; to sign other documents required by laws and administrative regulations and authorized by the Board of Directors to be signed by the Chairman of the Board of Directors; and to sign important documents with legal binding effect on behalf of the Company;</u></p> <p data-bbox="879 1839 1433 2063"><u>(12) to coordinate the drafting of the annual work report of the Board of Directors, and report the annual work on behalf of the Board of Directors at the shareholders’ general meeting;</u></p>

No.	Before Amendments	After Amendments
	<p>(4) to exercise other powers conferred by the board of directors.</p>	<p>(13) <u>to coordinate and formulate the annual audit plans of the Company, review the important audit reports, and submit to the Board of Directors for consideration and approval;</u></p> <p>(14) <u>to propose candidates for the secretary to the Board of Directors and their remuneration and appraisal suggestions, and submit to the Board of Directors to decide on the appointment or dismissal and remuneration; put forward establishment plans or adjustment suggestions and candidate suggestions for each special committee, and submit to the Board of Directors for discussion and voting;</u></p> <p>(15) <u>to communicate with external Directors other than meetings, listen to the opinions from those external Directors and organize necessary work research and business training for external Directors;</u></p> <p>(16) <u>to exercise special executive powers that are in compliance with laws, regulations and in the interests of the Company within the functions and powers of the Board of Directors in case of force majeure or major or critical circumstances which make it impossible to convene a board meeting in a timely manner, and report to the Board of Directors after the relevant events and approve as per procedures;</u></p> <p>(17) to exercise other powers conferred by <u>laws, regulations and</u> the Board of Directors.</p>

No.	Before Amendments	After Amendments
	<p>When the Chairman is unable or fails to perform his/her duties, a vice-chairman jointly appointed by more than half of the Directors shall perform such duties; If the vice-chairman is unable or fails to perform his/her duties, a Director jointly elected by more than half of the Directors shall perform such duties.</p>	<p>When the Chairman is unable or fails to perform his/her duties, a vice-chairman jointly appointed by more than half of the Directors shall perform such duties; If the vice-chairman is unable or fails to perform his/her duties, a Director jointly elected by more than half of the Directors shall perform such duties.</p>
18	<p>Article 148 Meetings of the Board of Directors shall be held at least four times every year and convened by the Chairman of the board of directors. Notice of the meeting shall be served on all of the Directors and Supervisors ten (10) days before the date of the meeting.</p> <p>In case of any of the following circumstances, the Chairman shall propose to convene an extraordinary meeting of the Board of Directors, which shall not be subject to the aforesaid time limit for notice of meeting:</p> <ol style="list-style-type: none"> (1) when proposed by the shareholders holding more than 10% of the voting rights; (2) when the Chairman thinks it is necessary; (3) when jointly proposed by more than one third of the Directors; (4) when jointly proposed by more than half of the independent Directors; (5) when proposed by the Supervisory Committee; 	<p>Article 154 Meetings of the Board of Directors include regular meetings and extraordinary meetings. The number of meetings shall be able to ensure the needs of the Board of Directors to perform its duties. Meetings of the Board of Directors shall be held at least four times every year and convened by the Chairman of the board of directors. Notice of the meeting shall be served on all of the Directors and Supervisors ten (10) days before the date of the meeting.</p> <p>In case of any of the following circumstances, the Chairman shall propose to convene an extraordinary meeting of the Board of Directors, which shall not be subject to the aforesaid time limit for notice of meeting:</p> <ol style="list-style-type: none"> (1) when proposed by the shareholders holding more than 10% of the voting rights; (2) when the Chairman thinks it is necessary; (3) when jointly proposed by more than one third of the Directors; (4) when jointly proposed by more than half of the independent Directors; (5) when proposed by the Supervisory Committee;

No.	Before Amendments	After Amendments
	<p>(6) when proposed by the general manager.</p>	<p>(6) when proposed by the general manager.</p> <p><u>The plan for regular meetings of the Board of Directors shall be determined before the end of the first half of the year. The notice of the regular meeting and the required documents, information and other materials shall be delivered to all Directors ten days prior to the meeting.</u></p> <p><u>In addition to the above circumstances and other emergencies, the notice of convening an extraordinary meeting of the Board of Directors and the required documents, information and other materials shall be delivered to all Directors five days prior to the meeting.</u></p> <p><u>The Directors may for, against or abstain from the proposal submitted to the Board of Directors for consideration. Directors who against or abstain from voting must explain the specific reasons and record them in the minutes of the meeting.</u></p> <p><u>If more than one-third of the Directors have major differences on the matter to be submitted to the Board of Directors for consideration, the matter shall be withheld. If they believe that the information is incomplete or the argument is insufficient, they may jointly submit a written proposal for withholding the matter, which shall be adopted by the Board of Directors.</u></p> <p><u>No more than two postponements shall be made for the same proposal. If, after the same proposal is postponed twice, the Director, previously submitted the postponement, still considers that the proposal is questionable, he/she may vote against the proposal at the time of voting, or may either reflect or report to the relevant bodies and departments in accordance with relevant regulations.</u></p>

No.	Before Amendments	After Amendments
19	<p>Article 153 Directors shall attend the meetings of the Board of Directors in person. Where a director is unable to attend a meeting for any reason, he may appoint another director by written power of attorney to attend the meeting on his behalf. The power of attorney shall set out the scope of the authorization.</p> <p>A director appointed as a representative of another director to attend the meeting shall exercise the rights of director within the scope of authority conferred by such director. Where a director is unable to attend a meeting of the Board of Directors and has not appointed a representative to attend the meeting on his behalf, he shall be decided to have waived his right to vote at the meeting.</p> <p>The appointed proxy shall be a Director. When counting the quorum of the board meeting, the proxy shall be counted separately as on behalf of another Director and on behalf of himself; he is not required to cast all his votes as dissenting votes or affirmative votes at the same time. The Director who appoints a proxy shall notify the Company of the termination of the proxy.</p>	<p>Article 159 Directors shall attend the meetings of the Board of Directors in person. Where a director is unable to attend a meeting for any reason, he may appoint another director by written power of attorney to attend the meeting on his behalf. The power of attorney shall set out the scope of the authorization <u>and the validity, and shall be signed or sealed by the principal.</u></p> <p><u>An external Director shall not appoint a non-external Director to attend on his/her behalf.</u></p> <p>A director appointed as a representative of another director to attend the meeting shall exercise the rights of director within the scope of authority conferred by such director. Where a director is unable to attend a meeting of the Board of Directors and has not appointed a representative to attend the meeting on his behalf, he shall be decided to have waived his right to vote at the meeting.</p> <p>The appointed proxy shall be a Director. When counting the quorum of the board meeting, the proxy shall be counted separately as on behalf of another Director and on behalf of himself; he is not required to cast all his votes as dissenting votes or affirmative votes at the same time. The Director who appoints a proxy shall notify the Company of the termination of the proxy.</p> <p><u>Except for special circumstances such as force majeure, the number of Directors attending meetings of the Board of Directors every year shall not be less than three-fourths of the total number of meetings.</u></p>

No.	Before Amendments	After Amendments
	<p>A Director will be deemed to have failed to perform his duties if he cannot attend the board meeting in person twice consecutively nor appoint other Directors to attend the board meeting on his behalf. The Board of Directors shall make recommendations to the general meeting to replace such Director.</p>	<p>A Director will be deemed to have failed to perform his duties if he cannot attend the board meeting in person twice consecutively nor appoint other Directors to attend the board meeting on his behalf. The Board of Directors shall make recommendations to the general meeting to replace such Director.</p>
20	<p><u>Article 158</u> Unless otherwise required by the Board of Directors, the Managers, if not being a Director concurrently, may attend the board meetings as non-voting participants and are entitled to receive notices on such meetings and relevant documents, but have no right to vote at the meeting unless they are Directors concurrently.</p>	<p><u>Article 164</u> Unless otherwise required by the Board of Directors, the Managers, if not being a Director concurrently, may attend the board meetings as non-voting participants and are entitled to receive notices on such meetings and relevant documents, but have no right to vote at the meeting unless they are Directors concurrently.</p> <p><u>The Board of Directors may arrange the relevant senior management members, heads of the functional departments and experts of the Company to attend the meetings as necessary to explain, provide consultation or express opinions and accept inquiry on the resolutions involved.</u></p> <p><u>Individuals attending meeting of the Board of Directors have no voting right.</u></p>

No.	Before Amendments	After Amendments
21	Newly added article	<p data-bbox="879 241 1433 360"><u>Article 167</u> <u>The Directors shall have the following rights during their tenure in the Company:</u></p> <ol style="list-style-type: none"> <li data-bbox="879 416 1433 613"><u>(1)</u> <u>to be aware of the State-owned assets supervision policies and shareholders' requirements which is necessary to perform Directors' duties;</u> <li data-bbox="879 672 1433 790"><u>(2)</u> <u>to obtain information of the Company which is necessary to perform Directors' duties;</u> <li data-bbox="879 848 1433 1010"><u>(3)</u> <u>to attend the meetings of the Board of Directors and the special committees on which Directors serve and exercise voting rights on voting matters;</u> <li data-bbox="879 1068 1433 1509"><u>(4)</u> <u>to propose to convene an extraordinary meeting of the Board of Directors, postpone the meeting of the Board of Directors and suspend the proposal of voting on the matters discussed, and put forward requirements for supplementing or revising and improving the materials of resolutions reviewed by the Board of Directors and the special committees on which Directors serve;</u> <li data-bbox="879 1568 1433 1729"><u>(5)</u> <u>to review the implementation of the resolutions of the Board of Directors as entrusted by the Board of Directors;</u> <li data-bbox="879 1787 1433 1946"><u>(6)</u> <u>to conduct research and learn more information from relevant personnel of the Company according to the need to perform their duties;</u> <li data-bbox="879 2004 1433 2110"><u>(7)</u> <u>to receive remuneration and work allowances in accordance with relevant regulations;</u>

No.	Before Amendments	After Amendments
		<p>(8) <u>to enjoy the necessary working conditions and protections when performing their duties as Directors in accordance with the relevant provisions;</u></p> <p>(9) <u>to reflect and consult the relevant information and opinions to the shareholders' general meetings in writing or orally if necessary;</u></p> <p>(10) <u>other rights stipulated by laws, administrative regulations and this Articles of Association.</u></p>
22	<p>Article 173 The Company shall have a secretary to the Board of Directors who shall be an officer of the Company.</p>	<p>Article 180 The Company shall have <u>one</u> secretary to the Board of Directors who shall be an officer of the Company. <u>The secretary to the Board of Directors shall be appointed or dismissed by the Board of Directors upon nomination by the Chairman. The secretary to the Board of Directors shall have relevant professional knowledge and experience, and shall devote sufficient time and energy to perform his or her duties, and shall generally be a full-time employee. The secretary to the Board of Directors shall be present at important decision-making meetings of the Company such as shareholders' general meetings, Board meetings, office meetings of general manager and meetings of special committees under the Board of Directors. When the Party committee studies and discusses major business management matters, the secretary to the Board of Directors shall be present.</u></p>

No.	Before Amendments	After Amendments
23	<p>Article 174 The secretary to the Company’s Board of Directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the Board of Directors. His primary responsibilities are as follows:</p> <p>(1) to ensure that the Company has complete organisational documents and records;</p> <p>(2) to ensure that the Company in accordance with law prepares and delivers those reports and documents required by authorities entitled thereto;</p> <p>(3) to ensure that the Company’s registers of shareholders are properly maintained, and that persons entitled to the Company’ records and documents are furnished with such records and documents without delay.</p>	<p>Article 181 The secretary to the Company’s Board of Directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the Board of Directors. His primary responsibilities are as follows:</p> <p>(1) to ensure that the Company has complete organisational documents and records;</p> <p>(2) to ensure that the Company in accordance with law prepares and delivers those reports and documents required by authorities entitled thereto;</p> <p>(3) to ensure that the Company’s registers of shareholders are properly maintained, and that persons entitled to the Company’ records and documents are furnished with such records and documents without delay;</p> <p>(4) <u>to assist the Board of Directors of the Company to strengthen the development of modern enterprise system and corporate governance mechanism with Chinese characteristics, organize and conduct research on corporate governance, and to assist the Chairman in formulating relevant major proposals, establishing or amending rules and regulations for the operation of the Board of Directors;</u></p> <p>(5) <u>to organize the implementation of the corporate governance system and manage the relevant affairs;</u></p>

No.	Before Amendments	After Amendments
		<p>(6) <u>to be responsible for the organization and implementation of the work of the shareholders' general meetings, and to specifically undertake the responsibilities of daily contact with shareholders, preparation of shareholders' general meetings, preparation of proposals, file management and system construction;</u></p> <p>(7) <u>to organize and prepare for the Board meetings, prepare proposals and relevant materials and scrutinise the completeness thereof, prepare meeting minutes according to the facts, draft resolutions of the meetings, and keep and maintain meeting resolutions, minutes and other materials;</u></p> <p>(8) <u>to organize, prepare and submit documents to be issued by the Board of Directors;</u></p> <p>(9) <u>to be responsible for liaising with Directors and to organise information and materials to be submitted to the Directors;</u></p> <p>(10) <u>to track and understand the implementation of the resolutions of the Board of Directors, and report to the Chairman in a timely manner. Important progress of events shall also be reported to the Board of Directors;</u></p> <p>(11) <u>to be responsible for the daily liaison with the Board of Directors;</u></p> <p>(12) <u>to perform other functions and powers as stipulated by laws, administrative regulations and the Articles of Association.</u></p>

No.	Before Amendments	After Amendments
24	Newly added article	<p><u>Article 183</u> <u>The Company shall formulate the rules of procedures for the secretary to the Board of Directors, which provides for the qualifications, work methods and work procedures with respect to the position of a secretary to the Board of Directors, and shall become effective after the approval by the Board of Directors.</u></p>
25	Newly added article	<p><u>Article 184</u> <u>The Board of Directors shall set up an office to act as the working body of the Board of Directors, which shall be led by the secretary to the Board of Directors. The office of the Board of Directors is responsible for the research on corporate governance and related affairs, undertaking the organization and implementation of the relevant work of the shareholders' general meetings, preparing for meetings of the Board of Directors and that of special committees under the Board of Directors, providing support and services for the operation of the Board of Directors and guiding the establishment of Board of Directors of subsidiaries. The office of the Board of Directors shall be equipped with full-time staff.</u></p>
26	Newly added article	<p><u>Article 185</u> <u>The managers are the executive body of the Company, performing the functions of planning operations, implementing policies and strengthening management, and are under the management and supervision of the Board of Directors. For the managers, the tenure system and contractual management are implemented, and the exploration of professional manager system is encouraged.</u></p>

No.	Before Amendments	After Amendments
27	<p>Article 178 The general manager shall be accountable to the Board of Directors, and exercise the following powers:</p> <p>(1) to be in charge of the Company’s operation and management and to organise the implementation of the resolutions of the Board of Directors;</p> <p>(2) to organize the implementation of the Company’s annual business plan and investment plan;</p> <p>(3) to formulate schemes for the setup of Company’s internal management organization;</p> <p>(4) to propose the Company’s basic management system;</p> <p>(5) to formulate basic rules and regulations for the Company;</p> <p>(6) to propose to the Board of Directors the appointment or dismissal of the Company’s deputy general manager(s) and financial controller;</p> <p>(7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board of Directors;</p>	<p>Article 188 The general manager shall be accountable to the Board of Directors, report to the Board of Directors, report to the Chairman of the Board of Directors when the Board of Directors is not in session, and exercise the following powers:</p> <p>(1) to be in charge of the Company’s operation and management and to organise the implementation of the resolutions of the Board of Directors;</p> <p>(2) to formulate the Company’s annual business plan, annual investment plan and investment scheme, and organize their implementation;</p> <p>(3) to formulate schemes for the setup of Company’s internal management organization, as well as schemes for the establishment or abolition of branches and subsidiaries;</p> <p>(4) to propose the Company’s basic management system;</p> <p>(5) to formulate basic rules and regulations for the Company;</p> <p>(6) to propose to the Board of Directors the appointment or dismissal of the Company’s deputy general manager(s) and financial controller;</p> <p>(7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board of Directors;</p>

No.	Before Amendments	After Amendments
	<p>(8) to determine rewards and punishments, promotion and demotion, increase and decrease of salaries, recruitment, appointment, termination of employment and dismissal of the staff and workers of the Company;</p>	<p>(8) to determine rewards and punishments, promotion and demotion, increase and decrease of salaries, recruitment, appointment, termination of employment and dismissal of the staff and workers of the Company <u>in compliance with the relevant laws, regulations, rules and the requirements of the Company's systems;</u></p> <p>(9) <u>to decide on investment projects and to approve the expenses for recurrent projects and the staged costs of long-term investment as per the Company's annual investment plan and investment scheme in compliance with the relevant laws, regulations, rules and the requirements of the Company's system;</u></p> <p>(10) <u>to formulate plans for the issuance of corporate bonds and other financing and to approve plans for other financing in compliance with the relevant laws, regulations, rules and the requirements of the Company's system;</u></p> <p>(11) <u>to formulate the Company's guarantee plan;</u></p> <p>(12) <u>to formulate the Company's asset disposal plan, external donation or sponsorship plan, or to approve such plans, in compliance with relevant laws, regulations, rules and the requirements of the Company's system;</u></p> <p>(13) <u>to formulate the annual financial budgets, final accounts, profit distribution plans and the plans for making up losses of the Company;</u></p> <p>(14) <u>to formulate plans to increase or reduce the registered capital of the Company;</u></p>

No.	Before Amendments	After Amendments
	<p data-bbox="300 1686 855 1850"><u>(9)</u> to, as authorised by the Board of Directors, represent the Company in important external business transactions;</p> <p data-bbox="300 1906 855 2018">to exercise other powers conferred by these Articles of Association and the Board of Directors.</p>	<p data-bbox="877 241 1433 320"><u>(15)</u> <u>to formulate the reform and restructuring plans of the Company;</u></p> <p data-bbox="877 371 1433 450"><u>(16)</u> <u>to formulate the income distribution plans of the Company;</u></p> <p data-bbox="877 501 1433 875"><u>(17)</u> <u>to formulate the plans for the establishment of risk management system, internal control system, the system for accountability for non-compliant operation and investment, and legal compliance management system, and to organize their implementation after approval by the Board of Directors;</u></p> <p data-bbox="877 927 1433 1090"><u>(18)</u> <u>to establish the general manager office meeting system, convene and preside over the general manager office meetings;</u></p> <p data-bbox="877 1142 1433 1384"><u>(19)</u> <u>to coordinate, inspect and supervise the production and operation management and reform and development work of various departments, branches and subsidiaries;</u></p> <p data-bbox="877 1435 1433 1641"><u>(20)</u> <u>to make recommendations on matters involved in the exercise of the rights of shareholders of the enterprises to which the Company contributes funds;</u></p> <p data-bbox="877 1693 1433 1856"><u>(21)</u> to, as authorised by the Board of Directors, represent the Company in important external business transactions;</p> <p data-bbox="877 1906 1433 2018">to exercise other powers conferred by these Articles of Association and the Board of Directors.</p>

No.	Before Amendments	After Amendments
28	<p>Article 179 The Managers shall formulate work regulations for Managers, which shall be submitted to the Board of Directors for approval before implementation.</p>	<p>Article 189 The Managers shall formulate work regulations for Managers, which shall be submitted to the Board of Directors for approval before implementation. <u>The general manager shall exercise the authorization of the Board of Directors through meetings such as the general manager’s office meeting.</u></p>
29	<p>Article 185 The general manager and deputy general managers, in performing their functions shall act honestly and diligently and in accordance with laws, administrative regulations and these Articles of Association.</p>	<p>Article 195 The general manager and deputy general managers, in performing their functions shall act honestly and diligently and in accordance with laws, administrative regulations and these Articles of Association, <u>safeguard the interests of shareholders and the Company, conscientiously fulfill their responsibilities, implement the resolutions and requirements of the Board of Directors, and complete the annual and term business performance assessment indicators and the Company’s business plan.</u></p>

No.	Before Amendments	After Amendments
30	<p>Article 200 The Company’s directors, supervisors, general manager, deputy general managers and officers owe a duty, in the exercise of their powers and discharge of their duties, so exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p> <p>The Directors shall comply with the laws, administrative regulations and the Articles of Association and shall perform their diligence obligations to the Company as follows:</p> <ol style="list-style-type: none"> (1) to exercise the rights accredited by the Company in cautious, serious and diligent manners so as to ensure the commercial behaviours of the Company in compliance with the PRC laws, administrative regulations and national economic policies, and the commercial activities not exceeding the scope of business stipulated in the business license; (2) to treat all shareholders fairly; (3) to keep informed of the operation and financial position of the Company on a timely basis; (4) to sign to confirm the written opinion on regular reports of the Company and ensure truthfulness, accuracy and completeness of the information disclosed by the Company; (5) to provide true information and data to the Supervisory Committee, and not to interfere with the Supervisory Committee or Supervisors in their exercise of duties; 	<p>Article 210 The Company’s directors, supervisors, general manager, deputy general managers and officers owe a duty, in the exercise of their powers and discharge of their duties, so exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p> <p>The Directors shall comply with the laws, administrative regulations and the Articles of Association and shall perform their diligence obligations to the Company as follows:</p> <ol style="list-style-type: none"> (1) to exercise the rights accredited by the Company in cautious, serious and diligent manners so as to ensure the commercial behaviours of the Company in compliance with the PRC laws, administrative regulations and national economic policies, and the commercial activities not exceeding the scope of business stipulated in the business license; (2) to treat all shareholders fairly; (3) to keep informed of the operation and financial position of the Company on a timely basis; (4) to sign to confirm the written opinion on regular reports of the Company and ensure truthfulness, accuracy and completeness of the information disclosed by the Company; (5) to provide true information and data to the Supervisory Committee, and not to interfere with the Supervisory Committee or Supervisors in their exercise of duties;

No.	Before Amendments	After Amendments
	<p>(6) to perform other diligence obligations imposed by laws, administrative regulations, rules from regulatory authorities and the Articles of Association.</p>	<p>(6) <u>to invest sufficient time and energy in fulfilling their duties, and to attend board meetings each year as much as required by relevant requirements;</u></p> <p>(7) <u>to abide by the regulations on honest practice for leaders at state-owned enterprises, not to violate the regulations and requirements of the shareholders' meeting on the loyalty and diligence of directors, not to take advantage of their power to accept bribes or other illegal income, not to misappropriate the Company's property, and not to provide guarantee for others with the Company's property without authorisation;</u></p> <p>(8) <u>to actively participate in relevant training organised by the Company to continuously improve their ability to perform duties;</u></p> <p>(9) <u>to truthfully provide relevant information and materials to the shareholders' meeting, and to ensure the objectivity and integrity of the information provided;</u></p> <p>(10) to perform other diligence obligations imposed by laws, administrative regulations, rules from regulatory authorities and the Articles of Association.</p>
31	Newly added article	<p><u>Article 226 The financial year of the Company adopts the Gregorian calendar year system, i.e. the financial year starts from January 1 and ends on December 31 of the Gregorian calendar.</u></p> <p><u>The Company adopts RMB as the presentation currency, and the accounts are written in Chinese.</u></p>

No.	Before Amendments	After Amendments
32	<p>Article 224 The internal audit system and duties of the auditing personnel of the Company shall be implemented after approval by the Board of Directors. The person in charge of auditing shall be accountable and report to the Board of Directors.</p>	<p>Article 235 The internal audit system and duties of the auditing personnel of the Company shall be implemented after approval by the Board of Directors. The person in charge of auditing shall be accountable and report to the Board of Directors, and the internal audit department of the Company shall be guided and supervised by the Audit Committee of the Board of Directors.</p>
33	Newly added article	<p>Article 257 <u>The Company shall comply with national laws and administrative regulations on labor protection and safety production, implement relevant national policies, and safeguard the legitimate rights and interests of workers. The Company shall, according to national laws, administrative regulations, and policies related to labor and personnel, and based on production and operation needs, formulate labor, personnel, and salary systems. Based on the actual situation, the Company shall establish a personnel selection and employment mechanism that meets the requirements of marketization, such as open recruitment of employees, selection and competition of management personnel, adjustment of the least competent, and exit due to incompetence. At the same time, the Company shall establish a salary distribution system for key core talents with market competitiveness, and actively and orderly carry out medium- and long-term incentive work.</u></p>

No.	Before Amendments	After Amendments
34	Newly added article	<p><u>Article 258</u> <u>The Company shall, in accordance with the law, improve the democratic management system in the form of employee representatives' congress, promote the openness of business, implement employees' rights to know, participate, express and supervise, and listen to the opinions of employees when making major decisions, put major issues involving the vital interests of employees under deliberation of the employee representatives' congress or the employees' congress, and adhere to and improve relevant systems, ensuring the interest of employee representatives to orderly participate in corporate governance.</u></p>
35	<p><u>Article 246</u> The Company shall establish a trade union in accordance with the “Trade Union Law of the People’s Republic of China”, and provide conditions which are prerequisite for the activities of the trade union and protect the legitimate rights and interests of its staff according to law. <u>The trade union shall have a chairman, who will be a candidate for the staff Director (if any) and subject to the management of the superior Party Committee.</u></p>	<p><u>Article 259</u> The Company shall establish a trade union in accordance with the “Trade Union Law of the People’s Republic of China” <u>to carry out activities of the trade union and protect the legitimate rights and interests of its staff</u>, and provide conditions which are prerequisite for the activities of the trade union and protect the legitimate rights and interests of its staff according to law.</p>

No.	Before Amendments	After Amendments
36	<p>Article 262 The Company may amend its Articles of Association in accordance with laws, administration regulations and these Articles of Association.</p> <p>The Company shall amend the Articles of Association under situations as follows:</p> <p>(1) there are contradictions between the provisions of the Articles of Association and those of laws and administrative regulations after the amendment to the Company Law or relevant laws and administrative regulations;</p> <p>(2) there is inconsistency with matters as recorded in the Articles of Association when the situation of the Company changes;</p> <p>(3) general meeting has resolved to amend the Articles of Association.</p>	<p>Article 275 The Company may amend its Articles of Association in accordance with laws, administration regulations and these Articles of Association.</p> <p>The Company shall amend the Articles of Association under situations as follows:</p> <p>(1) there are contradictions between the provisions of the Articles of Association and those of laws and administrative regulations after the amendment to the Company Law or relevant laws and administrative regulations;</p> <p>(2) there is inconsistency with matters as recorded in the Articles of Association when the situation of the Company changes;</p> <p>(3) general meeting has resolved to amend the Articles of Association;</p> <p>(4) <u>other situations where the Articles of Association shall be amended occur.</u></p>

After the proposed amendments aforesaid, the subsequent articles will be renumbered accordingly and the relevant numbering of such articles referred to in the Articles of Association shall be adjusted accordingly.

Save for the aforementioned articles, the contents of other articles in the original Articles of Association remain unchanged.

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.

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 consideration and approval by the Shareholders by way of passing a special resolution at the general meeting of the Company, before which the current Articles of Association shall remain valid.

A general meeting circular containing, among other things, details of the proposed amendments to the Articles of Association, and the notice of the general meeting will be dispatched to the shareholders of the Company in accordance with the Hong Kong Listing Rules and the Articles of Association in due course.

By order of the Board
Sichuan Expressway Company Limited*
Yao Jiancheng
Joint Company Secretary

Chengdu, Sichuan Province, the PRC
8 June 2023

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 Madam Xue Min as executive Directors, Mr. Wu Xinhua (Vice Chairman), Mr. Li Chengyong and Mr. Chen Chaoxiong as non-executive Directors, Mr. Yu Haizong, Mr. Yan Qixiang, Madam Bu Danlu and Mr. Zhang Qinghua as independent non-executive Directors.

* *For identification purposes only*