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深圳高速公路股份有限公司

**SHENZHEN EXPRESSWAY COMPANY LIMITED**

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

**(Stock Code: 00548)**

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Pursuant to the requirements of the Organization Department of Shenzhen Committee of the Communist Party of China and the Shenzhen State-owned Assets Supervision and Administration Commission Committee of the Communist Party of China, state-owned enterprises shall amend their articles of association by incorporating Party-Building related content therein in accordance with the Company Law of China, the Constitution of the Communist Party of China and other relevant documents.

The board (the “**Board**”) of directors (the “**Directors**”) of Shenzhen Expressway Company Limited (the “**Company**”) hereby announces that at the Board meeting held on 20 September 2018, the Board resolved to amend the articles of association (the “**Articles**”) of the Company in order to incorporate the aforesaid Party-building related provisions into the Articles (the “**Proposed Amendments to the Articles**”). Please refer to the appendix to this announcement for the details of the Proposed Amendments to the Articles. The Proposed Amendments to the Articles will be submitted to the extraordinary general meeting (the “**EGM**”) of the Company for consideration and approval.

The Proposed Amendments to the Articles shall be subject to the consideration and approval of the shareholders of the Company at the EGM. The Company will dispatch the circular containing the details of the Proposed Amendments to the Articles to the shareholders of the Company as soon as practicable.

By Order of the Board

**Luo Kun**

*Joint Company Secretary*

Shenzhen, the PRC, 20 September 2018

*As at the date of this announcement, the directors of the Company are Mr. HU Wei (Executive Director and Chairman of the Board), Mr. LIAO Xiang Wen (Executive Director and President), Ms. CHEN Yan (Non-executive Director), Mr. FAN Zhi Yong (Non-executive Director), Mr. CHEN Yuan Jun (Non-executive Director), Mr. CHEN Kai (Non-executive Director), Mr. CAI Shu Guang (Independent non-executive Director), Mr. WAN Siu Wah Wilson (Independent non-executive Director), Ms. CHEN Xiao Lu (Independent non-executive Director) and Mr. BAI Hua (Independent non-executive Director)*

## APPENDIX

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

<b>No. of newly incorporated provisions</b>	<b>Newly Incorporated Chapters and Provisions</b>
2	Pursuant to the Constitution of the Communist Party of China (《中國共產黨章程》) (the "Party Constitution"), the Company Law and other relevant regulations, the Company should establish an organization under the Communist Party of China (the "Party") to set up working institution for the Party, assign working staff for Party affairs, and to commence activities of the Party. The establishment of the Party organization and the staff arrangement shall be included under the Company's administrative organs and arrangement. The Company shall include expenses of the Party organization in the Company's budget, which will be credited as the Company's management fee.
	Chapter 11 Party Committee
116	In accordance with the provisions of the Party Constitution, the Company has established the Party Committee and the Discipline Inspection Commission. The number of posts of the secretary, deputy secretary and members of the Company's Party Committee and Discipline Inspection Commission shall be set up according to the approval of the superior of the Party Committee, and shall be elected or appointed in accordance with the relevant provisions of the Party Constitution.
117	The Company should set up the working departments of the Party Committee and the Discipline Inspection Commission, and at the same time set up mass organizations such as labour union and league committee.
118	<p>The Party Committee shall play a core political role, assume the responsibility of strict Party governance and implement the main responsibility for including integrity and anti-corruption in the overall Party building. The Party Committee mainly exercises the following authorities:</p> <ol style="list-style-type: none"><li>1. ensure the supervision of the Party and the Country's principles and policies, and the implementation of major deployments in the Company;</li><li>2. participate in the decision-making of major issues of the Company, support the shareholders' meeting, the board of directors (board of executive directors), the supervisory committee, and the management to exercise their functions and powers according to relevant laws and regulations, and promote the Company to improve efficiency, enhance competitiveness, and realize the preservation and appreciation of state-owned assets;</li></ol>

	<ol style="list-style-type: none"> <li>3. implement the principle of Party management cadres and Party management talents, be responsible for establishing and perfecting the selection and employment mechanism that meets the modern enterprise system and market competition requirements, and to determine standards, standardize procedures, organize inspections, recommend candidates, and build high-quality operating and talented teams;</li> <li>4. research and allocate the work of Party and mass of the Company, strengthen the self-construction of the Party organization and the construction of the Party members and Party branch teams, lead the ideological and political work, spiritual civilization construction and mass organizations such as the labour union and Communist Youth League;</li> <li>5. rely on the staff and the masses wholeheartedly and to support the work of the staff congress;</li> <li>6. research on other matters that should be decided by the Company's Party Committee.</li> </ol>
119	<p>The Company's Party Committee shall discuss and decide the followings:</p> <ol style="list-style-type: none"> <li>1. study the Party's policy route and the Country's laws and regulations, the important meetings, documents, decisions, resolutions and instructions of the superior of the Party Committee and the government, the resolutions and decisions of the Party member congresses of the same level, study, implement and publicize educational measures;</li> <li>2. strengthen and improve the Party's ideological, organizational, work style, anti-corruption and institutional development;</li> <li>3. strengthen the construction of leadership team at all levels, the planning and important measures of talent team construction; the establishment of working organization of the Company's Party Committee, the division of work of the Party Committee, the establishment and election of the Party organization, the appointment and removal of cadres within the scope of the Party Committee's permission, and the arrangements of middle-level personnel candidates and other important personnel arrangement;</li> <li>4. important work, documents and requests to be deployed in the name of the Company's Party Committee, and review and approve important matters agreed upon by the subordinate Party organizations;</li> <li>5. important matters concerning the annual work ideas, work plans, basic-level Party organizations and Party members' team construction of the Company's Party Committee;</li> <li>6. propaganda, commendation and reward for the advanced typical in the Party; the approval of the Party general branch and the develop new Party members; the use of large-scale Party budgets;</li> <li>7. the system and regulations for the construction of the Party's work style and anti-corruption work, the deployment of anti-corruption work, the review of the reports of the Discipline Inspection</li> </ol>

	<p>Commission and the investigation and handling of cases, and the registration and investigation as well as disciplinary decisions of major cases within the management permission;</p> <ol style="list-style-type: none"> <li>8. major issues in the construction of the Company's workforce, spiritual civilization, corporate culture, and the maintenance of harmony and stability;</li> <li>9. other matters that require the Company's Party Committee to study and decide.</li> </ol>
120	<p>The Company's Party Committee shall discuss and approve the following matters:</p> <ol style="list-style-type: none"> <li>1. issues submitted by mass organizations such as the labour union, Communist Youth League, volunteer organizations, etc., to the Company's Party Committee for review;</li> <li>2. work reports of mass organizations such as the labour union, Communist Youth League, volunteer organizations, etc., meeting agendas of work congresses, staff congresses, League congresses, etc., and major issues involving the immediate interests of employees;</li> <li>3. work plans and important activities, important selections, commendations, recommendations and reporting of various advanced candidates of mass organizations such as the labour union, Communist Youth League, volunteer organizations, etc.;</li> <li>4. personnel arrangement and the recommendation, addition, adjustment and approval of the major responsible personnel in mass organizations such as the labour union, Communist Youth League, volunteer organizations, etc.,.</li> </ol>
121	<p>The Company's Party Committee shall participate in the decision of the following matters:</p> <ol style="list-style-type: none"> <li>1. the Company's implementation of the Party's policy route, national laws and regulations, and superior's major decisions;</li> <li>2. the merger, division, change, dissolution of the Company and the establishment and adjustment of internal management structure, the establishment and dissolution of affiliated enterprises;</li> <li>3. the drafting and amendments to the Articles of Association of the Company;</li> <li>4. the Company's development strategy and med to long-term development plan;</li> <li>5. the Company's production and operation policy;</li> <li>6. principles and directional issues in major decisions of the Company, such as major investment and financing, loan and guarantees, asset restructuring, change of property rights, major asset disposal, capital operations, and large donations;</li> <li>7. formulation and revision of important reform plans of the Company;</li> </ol>

	<ol style="list-style-type: none"> <li>8. the adjustment of the internal structure of the Company and the important personnel arrangements to be submitted to the board of directors and the management;</li> <li>9. important measures taken by the Company in relation to political and social responsibility in terms of safe production and maintenance stability;</li> <li>10. formulation and revision of the Company's assessment and compensation system;</li> <li>11. other matters that require the Company's Party Committee to participate and to make decision on.</li> </ol>
122	<p>The main procedure of the Party Committee to participate in the decision-making of major issues:</p> <ol style="list-style-type: none"> <li>1. the Party Committee shall convene a committee meeting to conduct research and discussion on major issues that the board of directors (board of executive directors) and management intend to make decisions, and provide opinions and suggestions;</li> <li>2. Party Committee member holding position in the board of directors (board of executive directors) and the management, especially for those holding position as the chairman or president, before the motion is formally submitted to the meeting of the board of directors (the meeting of board of executive directors) or the president's meeting, full communication has to be conducted with the board of directors (board of executive directors) and other members of the management, regarding the relevant opinions and suggestions of the Party Committee;</li> <li>3. Party Committee member holding position in the board of directors (board of executive directors) and the management shall fully express the opinions and suggestions of the Party Committee in the decision-making of the board of directors (executive board) and management, and report the decision-making to the Party Committee in a timely manner;</li> <li>4. Party Committee member holding position in the board of directors (board of executive directors) and the management shall revoke or defer comments on proposed decision that is not in line with the Party's policy route and national laws and regulations, or may damage the national and social interests and the legitimate rights and interests of enterprises and employees. After the meeting, Party members shall report to the Party Committee in time, form a clear opinion through the Party Committee and provide feedback to the board of directors (board of executive directors) and management. If it is not rectified, the same shall be reported to the superiors of the Party in time.</li> </ol>
123	<p>The Party Committee formulates specific rules of procedure and related supportive working systems to ensure scientific decision-making and efficient operation.</p>

124	<p>The Discipline Inspection Commission shall implement the supervision responsibility of the Party's work style and anti-corruptive construction, perform the Party's disciplinary review and disciplinary supervision duties, and mainly exercise the following authorities:</p> <ol style="list-style-type: none"> <li>1. maintain the Party Constitution and other regulations of the Party;</li> <li>2. examine the implementation of the Party's route, guidelines, policies and resolutions;</li> <li>3. assisting Party Committee in strengthening Party style construction, organizing and coordinating anti-corruption work, and researching and deploying discipline inspection and supervision;</li> <li>4. regularly educate Party members on discipline and make decisions about maintaining discipline of the Party;</li> <li>5. supervise the exercise of powers by Party members and leading cadres;</li> <li>6. examine and handle cases in which the Party organizations or Party members of the Company violate the Party Constitution or other regulations of the Party;</li> <li>7. deal with complaints and claims of Party members;</li> <li>8. protect the rights of Party members;</li> <li>9. other functions that should be undertaken by the Discipline Inspection Commission.</li> </ol>
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*Note: The numbers of relevant chapters and articles and the cross references in the Articles are also amended accordingly.*