

中国土木工程集团公司章程

第一章 总 则

第一条 为适应发展社会主义市场经济的要求，保护企业、出资人和债权人的合法权益，依据《中华人民共和国全民所有制工业企业法》、《中华人民共和国企业登记管理条例》及其他有关规定，制定本章程。

第二条 公司名称：中国土木工程集团公司（中文简称：中土集团公司，英文名称：China Civil Engineering Construction Corporation，缩写为：CCECC）。

第三条 公司是中土集团（英文名称：CCECC GROUP）的核心企业。

第四条 公司总部设在中国北京，地址：中国北京市海淀区北蜂窝4号，邮政编码：100038。

第五条 公司为全民所有制企业，具有企业法人资格。

中国铁道建筑总公司为公司的出资人。

第六条 公司的注册资金为人民币陆亿壹仟万元（人民币6.1亿元），全部由中国铁道建筑总公司持有。

第七条 公司中的中国共产党基层组织的活动，依照中国共

产党章程办理。

第八条 公司依法建立工会组织，开展工会活动。公司通过职工代表大会和其他形式，实行民主管理。

第二章 公司的宗旨、经营范围及经营方式

第九条 公司宗旨：按照“守约、保质、薄利、重义”的原则，承包国（境）内外各类工程，提供技术服务和劳务合作，为国家经济建设，以及国际经济技术合作事业的发展贡献力量。

第十条 公司经营范围：

主营：承包国内外各类工程和境内外资工程；国（境）外各类工业、民用建筑工程的咨询、勘察和设计；承包工程所需的设备、材料的出口；对外派遣各类工程、生产及服务行业劳务人员；承担我国对外经济援助项目；承包工程、劳务合作和海外企业项下的技术进出口；自营或代理国家组织统一联合经营的出口商品和国家实行核定公司经营的进口商品以外的其它商品及技术的进出口业务；经营进料加工和“三来一补”；对销贸易和转口贸易。

兼营：承包工程项下的原材料、设备、配件的供应和销售和经营范围内进出口商品的国内销售（国家有专项专营规定的除外）；房地产开发与经营；物业管理。

第十一条 公司经营方式：

承包、咨询、勘测、设计、进出口、劳务合作、供应、批发、零售。

第三章 经营管理机构及职权范围

第十二条 公司实行总经理负责制。公司设总经理 1 人，副总经理若干人，总工程师、总会计师、总经济师各 1 人，以及总经理助理、副总工程师、副总会计师和副总经济师若干人。

第十三条 总经理是公司法定代表人。总理由中国铁道建筑总公司任免。

第十四条 总经理负责公司的全面经营管理工作，副总经理、总工程师、总会计师和总经济师，在总经理助理、副总工程师和副总经济师的配合下协助总经理工作。按公司领导分工，直接分管经营工作的总经理助理和三总师副职的职权，比照分管领导执行。

总经理的职权范围是：

1. 拟订或修改公司章程；
2. 根据国家的法律法规和出资者的规章，确定公司改革和发展，以及开展经营活动的原则；
3. 制定公司基本管理制度和规章；
4. 审定和组织实施公司的长远发展规划、年度生产经营计划、年度工作安排；

5. 审定公司年度财务预算、决算方案及利润分配和弥补亏损方案；

6. 审定公司重大投标和投资项目；

7. 审定公司组织管理机构和国内外分支机构（子公司）的设置、变更及撤销方案；

8. 任免公司部门、事业部、分支（驻外）机构、子公司负责人；

9. 主持公司生产经营和日常管理工作。

第十五条 公司总经理办公会议是公司的决策机构。由总经理根据工作需要决定，定期或不定期召开总经理办公会议。总经理办公会议由总经理召集和主持，或由总经理委托副总经理召集和主持，公司领导班子成员参加，必要时吸收有关人员参加。参加会议人员需提前做好准备，会上充分发表意见，明确表明态度，以保证各议题议而有决。

总经理办公会议的职权如下：

1. 研究拟订或修改公司章程；

2. 研究公司改革和发展，以及开展经营活动的原则；

3. 研究制定公司基本管理制度和规章；

4. 研究审定公司长远发展规划、年度生产经营计划、年度工作安排；

5. 研究审定公司年度财务预算、决算方案及利润分配和弥补亏损方案；

6. 研究审定公司重大投标和投资项目；
7. 研究审定公司组织管理机构和国内外分支机构（子公司）的设置、变更及撤销方案；
8. 研究公司经营和管理、改革方面其他重大事项。

第四章 财务、会计、利润分配及劳动用工制度

第十六条 根据国家法律、法规和国务院财政主管部门的规定，公司建立完整的财务、会计制度。

第十七条 公司利润分配按照国家有关法律、法规及国务院财政主管部门的规定执行。

第十八条 公司劳动用工制度按国家有关法律、法规及国务院劳动部门的有关规定执行。

第五章 附 则

第十九条 本章程的修订经中国铁道建筑总公司批准，报国家工商行政管理机关审核备案。

第二十条 本章程于 1979 年根据中华人民共和国国务院批准的《中国土木工程公司组建条例》制订；1996 年根据中华人民共和国国家经贸委《关于同意成立中土集团的批复》进行第一次修订；2001 年根据《铁道部与中央企业工委关于六户企业领

导班子交接工作的协商纪要》和中华人民共和国人事部关于中国土木工程集团公司领导班子的任免通知（人任字[2001]48号）进行第二次修订；2005年根据国务院国有资产监督管理委员会《关于中国铁道建筑总公司与中国土木工程集团公司实施重组的批复》（国资改革函[2003]153号）进行第三次修订。

China Civil Engineering Construction Corporation Articles of Association

Chapter I General Principle

Article 1. In order to fit in with the needs of the Socialist Marketing Economy, protect the legal rights and interests of enterprise, investor and creditors, we make this articles of association according to the Law of Enterprise of ownership by the whole people, the People's Republic of China, the Enterprise Registration and Management Provisions, the People's Republic of China and other regulations.

Article 2. Name of the Company: China Civil Engineering Construction Corporation (CCECC)

Article 3. This said company is the key company of CCECC GROUP

Article 4. The head office of the said company is located at No. 4, Beifengwo, Haidian District, Beijing, China, and Post Code is 100038.

Article 5. The company is the ownership by the whole people enterprise, and it has qualification of legal person

China Railway Construction Corporation (CRCC) is the investor of the said company.

Article 6. The registered capital of the company is 61000 (10 thousand) RMB, and all is held by CRCC.

Article 7. The basic organization of CPC in this company shall organize the activities of CPC according to the Principle of CPC.

Article 8. The company shall set up the Labor Union according to the law, the carry out the activities. The company implements the democratic management by the worker's representative meeting or other means.

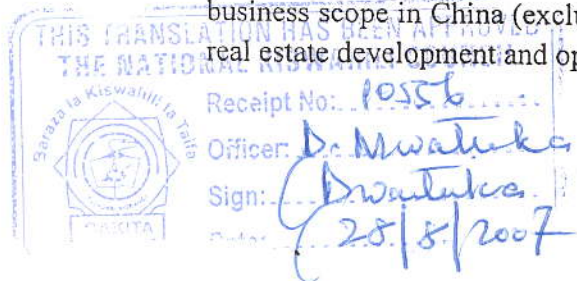
Chapter II Tenet, Business Scope and Type of Business of the Company

Article 9. The tenet of the company includes keeping an appointment, guarantee for the quality, narrow margin of profit, and respecting loyalty, contracts all kinds of engineering in China and in foreign countries, provides technical service and labor cooperation, and offers the efforts to the development of economic construction of the state, and international economic technical cooperation.

Article 10. Business Scope:

Major: Undertaking all kinds of engineering in China and in foreign countries, all kinds of industrial and civil engineering consulting, exploration and design, export of equipment and materials for the contracting engineering, assigning the labor personnel to all kinds of engineering, production and serving project, undertaking the economic China-aided project, import and export of technology under the contracting engineering, labor cooperation and overseas enterprise, self-operation or agency for other commodities and technology import and export business, excluding the export commodities operated by the state unitedly, and import commodities operation confirmed by the state, processing, assembling, and compensation trade, counter trade and transit trade.

Minor: supply and sales of commodities of raw materials, equipment and parts for the contracting engineering, and sales of import and export commodities limited by the business scope in China (excluding the items with special licence issued by the state), real estate development and operation, and real estate management.



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Engr. Jacob Mwangi
28.08.2007*

Article 11. Type of Business

Contracting, consulting, exploration, design, import and export, labor cooperation, supply, wholesales and retail

Chapter III Operation and Management Organ and Limit of Rights

Article 12. The company implements the system of general manager assuming chief responsibility. There is one general manager, and some vice general managers, there are one chief engineer, one chief accountant, and one chief economist, there are some assistants to the general manager, vice chief engineers, vice chief accountants and vice economists.

Article 13. General manager is legal representative, and it is appointed and dismissed by CRCC.

Article 14. General manager takes charge of entire operation and management, vice general manager, chief engineer, chief accountant, chief economist assist general manager to work under the help of assistant to general manager, vice chief engineer, vice chief economist. According to the arrangement, the assistant to general manager, vice chief engineer, vice chief accountant and vice chief economist implement their rights and obligations according to the rights and obligations of chief position.

Rights and obligations of general manager

1. To make and revise the articles of association of the company.
2. According to the law and rules of the state, and regulations of investor, confirm the reform and development of the company and the principle of operation activities.
3. To make the basic management system and regulations.
4. To confirm and organize to implement the long-term development, annual production operation plan, annual working arrangement.
5. To examine the annual financial budget, final settlement, profits distribution and covering the loss plan.
6. To examine the important bidding and investment project.
7. To examine the organization and management organ, and the setup, change and cancellation of branches (sub-companies) in China and in foreign countries.
8. To appoint or dismiss the person in charge of departments, industry department, branches in other place or in foreign countries, and sub-company.
9. To take charge of production operation and daily management.

Article 15. The meeting of handling official business, presided by general manager is the decision-making organ of the company. General manager calls for the meeting periodically or aperiodically according to the working demands. The meeting is called for and presided by general manager, or by vice general manager, authorized by general manager. The members of management team shall attend the meeting, and also can absorb related person for the meeting at the necessary time. The attendees shall prepare in advance, express their own opinions completely, show their attitude clearly, and guarantee the topics for discussion have the decision.

The meeting's rights and obligations as follows:

1. To make or revise the articles of association.
2. To research the reform and development, and to make the principle of operation activities



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by Edward J. Mwanjiri
28.08.2007*

3. To make the basic management system and regulations.
4. To research and confirm the long-term development plan, annual operation plan, and annual working arrangement.
5. To research and confirm the annual financial budget, final settlement, profits distribution and covering the plan.
6. To research and confirm the important bidding and investment project.
7. To research and confirm the organization and management organ, and the setup, change and cancellation of branches (sub-companies) in China and in foreign countries.
8. To research and confirm the operation, management, reform and other important issues.

Chapter IV Finance, Account, Profits Distribution and Labor System

Article 16. According to the law, rule of the state, the regulations of financial concerned organ of state council, the company sets up the complete financial and accounting system.

Article 17. The profits distribution shall be in conformity with law, rule of the state, and regulations of financial concerned organ of state council.

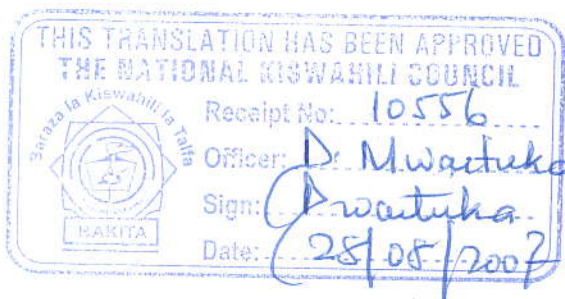
Article 18. Labor system shall be implemented according to the law, rule of the state, and labor concerned organ of the state council.

Chapter V Supplement

Article 19. The revising of this articles of association shall be permitted by CRCC, and report it to State Administration for Industry and Commerce for examination and file.

Article 20. This articles of association was made according to the Establishment Principle of CCECC, permitted by State Council of the People's Republic of China in 1979, in 1996, this articles of association was revised according to the Reply about establishing the CCECC GROUP of State Commission of Economy and Trade, the People's Republic of China, in 2001, it was revised for the second time according to the Negotiation Summary of Handing Over the work of Ministry of Railway and Six Central Enterprise Leaders and Appointment and Dismissing Information (R.R.Zi [2001] No. 48) about Management Team of CCECC issued by Ministry of Personnel, the People's Republic of China, in 2005, it was revised for the third time according to the Reply of Restructuring CRCC and CCECC issued by State-Owned Assets Supervision and Administration Commission of the State Council (G.Z.G.G.H. [2003] No. 153).

China Civil Engineering Construction Corporation (Seal)



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and correct -
by [Signature]
Kermit J. Masson
28.08.2007.*

公 证 书

(2005)京证法字第3471号

兹证明前面的《中国土木工程集团公司章程》上所盖的中国土木工程集团公司之印鉴属实。并证明所附的英文译本与中文原本内容相符。

中华人民共和国北京市公证处

公 证 员

刘莹

二〇〇五年八月三十日



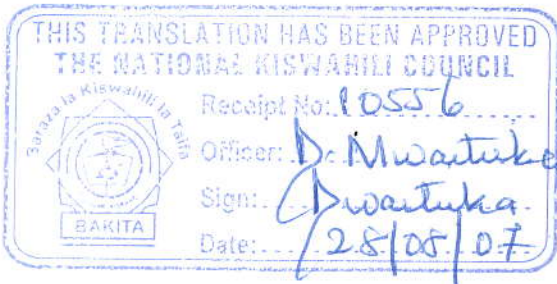
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NOTARIAL CERTIFICATE

(Translation)

(2005)J.Z.F.Zi, No. 3471

This is to certify that the Seal of China Civil Engineering Construction Corporation affixed on the Articles of Association attached hereto is found to be authentic, and the English translation enclosed is identical with the Chinese original.



Notary: Liu Ying

Beijing Notary Public Office

The People's Republic of China

August 30, 2005

XW 13651423

*Certified true translation
and correct
by
Xiaohu
28. 08. 2007*