**中国能源建设集团有限公司章程(Articles of Association)**

**China Energy Engineering Group Co., Ltd**

**第一章总则**

**General Provisions**

第1条为确立中国能源建设集团有限公司（以下简称“本公司”）的法律地位，规范本公司的组织和行为，保障本公司、出资人和债权人合法权益，根据《中华人民共和国公司法》（以下简称《公司法》）、《中华人民共和国企业国有资产法》（以下简称《国资法》）、《企业国有资产监督管理暂行条例》（以下简称《监管条例》）等有关法律和行政法规的规定，制订本章程。

Article 1 In order to establish the legal status of China Energy Engineering Group Co., Ltd (hereinafter referred to as “the company”), regulate the organization and behavior of the company, and protect the legal rights and interest of the company, investors and creditors, in accordance with the *Company Law of the People’s Republic of China* (hereinafter referred to as *the “Company Law”*), *Law of the People’s Republic of China on the State-owned Assets of Enterprises* (hereinafter referred to as “*Law on the Stated-owned Assets*”), *Interim Regulations Supervision and Administration on the State-owned Assets* (hereinafter referred to as “*Regulations*”) and other relevant laws and administrative regulations, formulated this (articles of association) charter.

第2条公司中文全称：中国能源建设集团有限公司，中文简称：中国能建；英文全称：China Energy Engineering Group Co., Ltd.，英文缩写：CEEC。

Article 2 Full chinese name of the company: “中国能源建设集团有限公司”, chinese abbreviation: China Energy Group; Full english name: China Energy Engineering Group Co., Ltd., english abbreviation: CEEC.

第3条 公司住所：北京（以国家工商行政管理总局颁发的营业执照为准）。

Article 3 Corporate domicile: Beijing (the business license is issued by the State Administration for Industry and Commerce).

第4条 本公司为国家出资、依据《公司法》登记注册的国有独资公司，由国务院国有资产监督管理委员会（以下简称国资委）代表囯务院履行出资人职责。

Article 4 It is a wholly state-owned company that funded by the state, registered in accordance with the *Company Law*, with *the State-owned Assets Supervision and Administration Commission of the State Council* (hereinafter referred to as “*State-owned Assets Supervision and Administration Commission*” ) to represent *the State Council* to perform the obligations of the investors.

第5条 本公司按照有关规定，依法在国家工商行政管理总局注册登记，具有独立的法人资格，其合法权益和经营活动受国家法律保护。

Article 5 According to the relevant obligations, the company registered in accordance with the State Administration for Industry and Commerce, having independent legal personality, and its legal rights and interests and management activities are protected by the law of the state.

第6条 本公司在国家宏观调控和行业监管下，依法经营，照章纳税，维护国家利益，自主进行各项经营活动。根据业务发展需要，可依法设立子公司、分公司、代表处等分支机构，本公司以其出资额为限，对其全资、控股、参股企业承担有限责任。

第7条 本公司依照《中国共产党章程》和有关规定，设立党团组织，履行相应职责，为党团组织的活动提供必要条件。

Article 7 In accordance with *the Constitution of the People’s Republic of China*, the company set up a party organization to do their job and provide the necessary conditions for the party’s activities.

第8条 本公司依照《中华人民共和国工会法》的规定，设立工会组织，维护职工合法权益，为工会组织的活动提供必要条件。

Articles 8 In accordance with *the Trade Union Law of the People’s Republic of China*, the company set up a trade union organization to protect the right and interest of employee, and provide the necessary conditions for the trade union organization its activities.

第9条 董事长是本公司的法定代表人。

Article 9 Director is the legal representative of the company.

第10条 本章程自生效之日起，即成为规范本公司的组织与行为的文件，对出资人、本公司、公司的董事、监事和高级管理人员均具有法律约束力。

Article 10 Articles of association will become the document to regulate the organization and behavior of the company, having the right to punish investors, the company, directors, supervisor and senior management personnel, when effective.

本章程所称的高级管理人员是总经理、副总经理、总会计师、董事会秘书以及其他由本公司明确聘任为公司高级管理人员的人员。

The senior management personnel in this articles of association referred to the general manager, deputy general manager, chief accountant, board secretary, and other personnel explicitly appointed by the company as senior manager of the company.

为确立/建立 In order to establish

规范 regulate

本章程 charter; articles of association

《中华人民共和国公司法》 Company Law of the People’s Republic of China

《中华人民共和国企业国有资产法》

*Law of the People’s Republic of China on the State-owned Assets of Enterprises*

*State-owned Enterprises Assets Law of the People’s Republic of China*

《暂行条例》

*Interim Regulation(Regulation 要不要加s )*

*Interim Measures*

监督Supervise

《企业国有资产监督管理暂行条例》 *Interim Regulation on the Supervision and Administration of State-owned Assets of Enterprises*

有关法律和行政法规 other relevant laws and administrative regulations

国家工商行政管理总局 State Administration for Industry and Commerce

国有独资公司 wholly state-owned assets

国务院国有资产监督管理委员会（以下简称国资委）State-owned Assets Supervision and Administration Commission of the State Council

国资委 State-owned Assets Supervision and Administration Commission

国务院 State Council

委员会 Commission

国家工商行政管理总局 State Administration for Industry and Commerce

法人资格 Legal person

合法权益 legal rights and interest

经营活动 management activities/ business activity/ business operation

本公司在国家宏观调控和行业监管下，依法经营，照章纳税，维护国家利益，自主进行各项经营活动。根据业务发展需要，可依法设立子公司、分公司、代表处等分支机构，本公司以其出资额为限，对其全资、控股、参股企业承担有限责任

宏观调控 micro control

行业监管 industry supervision

中国共产党 Communist Party of China

《中国共产党章程》 Constitution of the Communist Party of China

党团组织 party organization

《中华人民共和国工会法》 The Trade Union Law of the People’s Republic of China

工会组织 trade union organization

法定代表人 legal representatives

本章程自生效之日起 Articles of association from the effective date.

董事 Director

高级管理人 senior managers

总经理 general manager

副总经理 deputy general manager

总会计师 chief accountant

董事会秘书 board secretary

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