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CHINA PETROLEUM & CHEMICAL CORP

Form 6-K

November 16, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the month of November, 2004

China Petroleum & Chemical Corporation  
A6, Huixindong Street,  
Chaoyang District Beijing, 100029  
People's Republic of China  
Tel: (8610) 6499-0060

(Indicate by check mark whether the registrant files or will file  
annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F ☒/X/☐ Form 40-F ☐

(Indicate by check mark whether the registrant by furnishing the  
information contained in this form is also thereby furnishing the information  
to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act  
of 1934. )

Yes ☐ No ☒/X/☐

(If "Yes" is marked, indicate below the file number assigned to  
registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_. )

N/A

This Form 6-K consists of:

Indicative announcement on the waiver by the China Securities Regulatory  
Committee from the requirement of a general offer by Sinopec Group Company as a  
result of Share Transfers announced on November 12, 2004 in English by China  
Petroleum & Chemical Corporation (the "registrant").

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act  
of 1934, the registrant has duly caused this report to be signed on its behalf  
by the undersigned, thereunto duly authorized.

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China Petroleum & Chemical Corporation

By: /s/ Chen Ge

Name: Chen Ge

Title: Secretary to the Board of Directors

Date: November 12, 2004

[GRAPHIC OMITTED]  
(a joint stock limited company incorporated in the  
People's Republic of China with limited liability)  
(Stock code: 386)

Indicative announcement on the waiver by the China Securities Regulatory  
Committee from the requirement of a general offer by Sinopec Group Company as a  
result of the Share Transfers

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SPECIAL NOTICE

Sinopec Corp. and all members of the board of directors of Sinopec Corp.  
confirm that there are no material omissions from, or misrepresentations or  
misleading statements contained in this announcement, and severally and jointly  
accept full responsibility for the authenticity, accuracy and completeness of  
the information contained in this announcement.

Further to the publication of the Indicative announcement on the transfers of  
shares of Sinopec Corp. pursuant to share transfer agreements by Sinopec Corp.  
on 15th October 2004, Sinopec Group Company has recently received a waiver  
issued by the China Securities Regulatory Commission from the requirement of  
making a general offer by Sinopec Group Company of the shares of Sinopec Corp.  
as a result of the Share Transfers.

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Further to the publication of the Indicative announcement on the transfer of  
shares of Sinopec Corp. pursuant to share transfer agreements by China  
Petroleum & Chemical Corporation ("Sinopec Corp.") on 15th October 2004, in  
accordance with the laws of the People's Republic of China and the relevant  
conditions of the transfer agreements, Sinopec Group Company has recently  
received a waiver issued by the China Securities Regulatory Commission from the  
requirement of making a general offer by Sinopec Group Company of the shares of  
Sinopec Corp. as a result of the Share Transfers (Zhengjiangongsizi [2004] 78).  
The following sets out the main contents of the waiver from the China  
Securities Regulatory Commission:

Agreeing to waive the requirement of making a general offer by Sinopec Group  
Company as a result of its increase in the holding by 11,143,000,000

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state-owned shares of Sinopec Corp. (representing 12.852% of the total issued share capital). Sinopec Corp. will, together with China Development Bank and China Cinda Asset Management Corporation, conduct the relevant transfer procedures in accordance with the relevant requirements shortly.

By Order of the Board  
Chen Ge  
Secretary to the Board of  
Directors

Beijing, the PRC, 12th November 2004

As at the date of this announcement, the directors of the Company are: Messrs. Chen Tonghai, Wang Jiming, Mou Shuling, Zhang Jiaren, Cao Xianghong, Liu Genyuan, Gao Jian and Fan Yifei; the independent non-executive directors are: Messrs. Chen Qingtai, Ho Tsu Kwok Charles, Shi Wanpeng and Zhang Youcai; and the employee representative director is: Mr Cao Yaofeng.