

CHINA PETROLEUM & CHEMICAL CORP
Form 20-F
April 10, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF EVENT REQUIRING THIS SHELL COMPANY REPORT

FOR THE TRANSACTION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 1-15138

CHINA PETROLEUM & CHEMICAL CORPORATION
(Exact name of Registrant as specified in its charter)

The People's Republic of China
(Jurisdiction of incorporation or organization)

22 Chaoyangmen North Street
Chaoyang District, Beijing, 100728
The People's Republic of China
(Address of principal executive offices)

Mr. Huang Wensheng
22 Chaoyangmen North Street
Chaoyang District, Beijing, 100728
The People's Republic of China
Tel: +86 (10) 5996 0028
Fax: +86 (10) 5996 0386

(Name, Telephone, Email and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12 (b) of the Act.

Title of Each Class	Name of Each Exchange On Which Registered
American Depositary Shares, each representing 100 H Shares of par value RMB 1.00 per share	New York Stock Exchange, Inc.
H Shares of par value RMB 1.00 per share	New York Stock Exchange, Inc.*

* Not for trading, but only in connection with the registration of American Depositary Shares.
Securities registered or to be registered pursuant to Section 12 (g) of the Act.

None
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15 (d) of the Act.

None
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

H Shares, par value RMB 1.00 per share	25,513,438,600
A Shares, par value RMB 1.00 per share	92,766,957,040

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Note - Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files)*

Yes No

*This requirement does not apply to the registrant in respect of this filing.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. *

Yes__ No__

*This requirement does not apply to the registrant in respect of this filing.

3

Table of Contents

Page		
ITEM 1.	IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS	9
ITEM 2.	OFFER STATISTICS AND EXPECTED TIMETABLE	9
ITEM 3.	KEY INFORMATION	9
	A. SELECTED FINANCIAL DATA	9
	B. CAPITALIZATION AND INDEBTEDNESS	11
	C. REASONS FOR THE OFFER AND USE OF PROCEEDS	11
	D. RISK FACTORS	11
ITEM 4.	INFORMATION ON THE COMPANY	19
	A. HISTORY AND DEVELOPMENT OF THE COMPANY	19
	B. BUSINESS OVERVIEW	21
	C. ORGANIZATIONAL STRUCTURE	37
	D. PROPERTY, PLANT AND EQUIPMENT	37
ITEM 4A.	UNRESOLVED STAFF COMMENTS	38
ITEM 5.	OPERATING AND FINANCIAL REVIEW AND PROSPECTS	38
	A. GENERAL	38
	B. CONSOLIDATED RESULTS OF OPERATIONS	41
	C. DISCUSSIONS ON RESULTS OF SEGMENT OPERATIONS	47
	D. LIQUIDITY AND CAPITAL RESOURCES	54
ITEM 6.	DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES	57
	A. DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT	57
	B. COMPENSATION	64
	C. BOARD PRACTICE	65
	D. EMPLOYEES	66
	E. SHARE OWNERSHIP	66
ITEM 7.	MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS	67
	A. MAJOR SHAREHOLDERS	67
	B. RELATED PARTY TRANSACTIONS	67
	C. INTERESTS OF EXPERTS AND COUNSEL	68
ITEM 8.	FINANCIAL INFORMATION	68
	A. CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION	68
	B. SIGNIFICANT CHANGES	69
ITEM 9.	THE OFFER AND LISTING	69
	A. OFFER AND LISTING DETAILS	69
ITEM 10.	ADDITIONAL INFORMATION	70
	A. SHARE CAPITAL	70
	B. MEMORANDUM AND ARTICLES OF ASSOCIATION	70
	C. MATERIAL CONTRACTS	78
	D. EXCHANGE CONTROLS	78
	E. TAXATION	78
	F. DIVIDENDS AND PAYING AGENTS	83
	G. STATEMENT BY EXPERTS	83
	H. DOCUMENTS ON DISPLAY	83
	I. SUBSIDIARY INFORMATION	83
ITEM 11.	QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK	83
ITEM 12.	DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES	87
ITEM 13.	DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES	88

ITEM 14.	MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS	88
	A. MATERIAL MODIFICATIONS TO THE RIGHTS TO SECURITIES HOLDERS	88
	B. USE OF PROCEEDS	88
ITEM 15.	CONTROLS AND PROCEDURES	88
ITEM 16.	RESERVED	89
ITEM 16A.	AUDIT COMMITTEE FINANCIAL EXPERT	89
ITEM 16B.	CODE OF ETHICS	89
ITEM 16C.	PRINCIPAL ACCOUNTANT FEES AND SERVICES	89
ITEM 16D.	EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES	90
ITEM 16E.	PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS	90

ITEM 16F.	CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT	90
ITEM 16G.	COMPARISON OF NEW YORK STOCK EXCHANGE CORPORATE GOVERNANCE RULES AND CHINA CORPORATE GOVERNANCE RULES FOR LISTED COMPANIES	90
ITEM 16H.	MINE SAFETY DISCLOSURE	94
ITEM 17.	FINANCIAL STATEMENTS	94
ITEM 18.	FINANCIAL STATEMENTS	94
ITEM 19.	EXHIBITS	94

CERTAIN TERMS AND CONVENTIONS

Definitions

Unless the context otherwise requires, references in this annual report to:

- “Sinopec Corp.”, “we”, “our” and “us” are to China Petroleum & Chemical Corporation, a PRC joint stock limited company and its subsidiaries;
- “Sinopec Group Company” are to our controlling shareholder, China Petrochemical Corporation, a PRC limited liability company;
- “Sinopec Group” are to the Sinopec Group Company and its subsidiaries other than Sinopec Corp. and its subsidiaries;
- “provinces” are to provinces and to provincial-level autonomous regions and municipalities in China which are directly under the supervision of the central PRC government;
- “RMB” are to Renminbi, the currency of the PRC;