

JILIN CHEMICAL INDUSTRIAL CO LTD

Form SC TO-T/A

December 23, 2005

Table of Contents

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE TO
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 3)**

JILIN CHEMICAL INDUSTRIAL COMPANY LIMITED
(Name of Subject Company)

PETROCHINA COMPANY LIMITED
(Name of Filing Person (Offeror))
**American Depository Shares, Foreign Invested Shares (H Shares),
Par Value RMB 1.00 Per Share**
(Title of Class of Securities)
477418107
(CUSIP Number of Class of Securities)

Li Huaiqi
Secretary
PetroChina Company Limited
16 Andelu
Dongcheng District, Beijing 100011
The People's Republic of China
(+86 10) 8488-6270
(Name, Address and Telephone Number of Persons Authorized to Receive Notices
and Communications on Behalf of filing persons)

Copy to:

Lee Edwards, Esq.
Shearman & Sterling LLP
Suite 2318, China World Tower II
1 Jianguomenwai Dajie,
Chaoyang District
100004 Beijing, China
(+86 10) 6505-3399

Michael Coleman, Esq.
Shearman & Sterling LLP
1080 Marsh Road
Menlo Park, CA 94025
(650) 838-3600

CALCULATION OF FILING FEE

| Transaction Valuation* | Amount of Filing Fee** |
|-------------------------------|-------------------------------|
| \$348,250,406 | \$40,990 |

*

Edgar Filing: JILIN CHEMICAL INDUSTRIAL CO LTD - Form SC TO-T/A

Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying HK\$2.80, the per share tender offer price, by 964,778,000, the total amount of the H Shares currently outstanding, including H Shares represented by American Depositary Shares, and using a US\$ / HK\$ exchange rate of US\$1 : HK\$7.7570 as quoted by the Federal Reserve Bank of New York on November 9, 2005.

** Calculated as 0.011770% of the transaction value.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$40,990 Filing Party: PetroChina Company Limited
Form or Registration No.: Schedule TO Date Filed: November 16, 2005

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

TABLE OF CONTENTS

INTRODUCTION

Item 1. Summary Term Sheet

Item 3. Identity and Background of Filing Person

Item 4. Terms of the Transaction

Item 5. Past Contacts, Transactions, Negotiations and Agreements

Item 6. Purposes of the Transaction and Plans or Proposals

Item 12. Material to Be Filed as Exhibits

Table of Contents

INTRODUCTION

This Amendment No. 3 amends and supplements the Tender Offer Statement filed under cover of Schedule TO with the Securities and Exchange Commission on November 16, 2005 and December 9, 2005 by PetroChina Company Limited, a joint stock limited company incorporated in the People's Republic of China with limited liability (PetroChina), relating to the offer by PetroChina to purchase (i) all outstanding foreign invested shares, par value RMB 1.00 per share (the H Shares) of Jilin Chemical Industrial Company Limited, a joint stock limited company incorporated in the People's Republic of China with limited liability (Jilin), at a purchase price of HK\$2.80 per H Share, to the seller in cash, and (ii) all H Shares represented by American Depositary Shares (ADSs) of Jilin, at a purchase price of \$HK280.00 per 100 H Shares represented by each ADS, to the seller in cash, in each case without interest thereon and less any required withholding taxes and Hong Kong stamp duties, upon the terms and subject to the conditions set forth in the Composite Offer and Response Document Relating to the H Share Offer Class Meeting of the Jilin H Shareholders, dated November 16, 2005, as amended and restated on December 9, 2005 (the Composite Document) and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the Offer).

Item 1. Summary Term Sheet.

Please see Item 1 of Amendment No. 3 to Schedule 13E-3 filed with the Securities and Exchange Commission (the SEC) by PetroChina Company Limited, a joint stock limited company incorporated in the People's Republic of China with limited liability (PetroChina) and Jilin Chemical Industrial Company Limited, a joint stock limited company incorporated in the People's Republic of China with limited liability (Jilin) on December 23, 2005 which is incorporated herein by reference.

Item 3. Identity and Background of Filing Person.

See Item 3 of Amendment No. 3 to Schedule 13E-3 filed with the SEC by PetroChina and Jilin on December 23, 2005 which is incorporated herein by reference.

Item 4. Terms of the Transaction.

See Item 4 of Amendment No. 3 to Schedule 13E-3 filed with the SEC by PetroChina and Jilin on December 23, 2005 which is incorporated herein by reference.

Table of Contents

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

See Item 5 of Amendment No. 3 to Schedule 13E-3 filed with the SEC by PetroChina and Jilin on December 23, 2005 which is incorporated herein by reference.

Item 6. Purposes of the Transaction and Plans or Proposals.

See Item 6 of Amendment No. 3 to Schedule 13E-3 filed with the SEC by PetroChina and Jilin on December 23, 2005 which is incorporated herein by reference.

Item 12. Material to Be Filed as Exhibits.

See Item 16 of Amendment No. 3 to Schedule 13E-3 filed with the SEC by PetroChina and Jilin on December 23, 2005 which is incorporated herein by reference.

Table of Contents

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 23, 2005

PETROCHINA COMPANY LIMITED

By: /s/ Jiang Jiemin

Name: Jiang Jiemin

Title: Vice Chairman and President

3