

CHINA PETROLEUM & CHEMICAL CORP
Form SC 13G
March 04, 2004

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

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT
TO RULE 13d-2(b)**

China Petroleum and Chemical Corporation

(Name of Issuer)

Ordinary shares*, par value Rmb 1.00 per share

(Title of Class of Securities)

16941R108

(CUSIP Number)

October 18, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

*Not for trading, but only in connection with the registration of American Depositary Shares,
each representing 100 ordinary shares.

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1. NAMES OF REPORTING PERSONS

I.R.S IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

BP p.l.c

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP*

(a) []

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

England & Wales

5. SOLE VOTING POWER

1,829,229,000*

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

1,829,229,000*

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,829,229,000*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11.0%

12. TYPE OF REPORTING PERSON
CO, HC

*As set out in China Petroleum and Chemical Corporation's Form 8-A filed September 28, 2000, each ADS represents 100 ordinary shares. BP p.l.c. has beneficial ownership of 1,829,229,000 ordinary shares.

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1. NAMES OF REPORTING PERSONS

I.R.S IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

BP Global Investments Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP*

(a) []

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

England & Wales

5. SOLE VOTING POWER

1,829,229,000*

NUMBER OF
SHARES

6. SHARED VOTING POWER

0

BENEFICIALLY
OWNED BY

7. SOLE DISPOSITIVE POWER

EACH

REPORTING

1,829,229,000*

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,829,229,000*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11.0%

12. TYPE OF REPORTING PERSON
CO, HC

*As set out in China Petroleum and Chemical Corporation's Form 8-A filed September 28, 2000, each ADS represents 100 ordinary shares. BP Global Investment Limited has beneficial ownership of 1,829,229,000 ordinary shares.

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1. NAMES OF REPORTING PERSONS

I.R.S IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

BP Espana S.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP*

(a) []

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Spain

5. SOLE VOTING POWER

1,829,229,000*

NUMBER OF
SHARES

6. SHARED VOTING POWER

0

BENEFICIALLY
OWNED BY

7. SOLE DISPOSITIVE POWER

EACH

REPORTING

1,829,229,000*

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,829,229,000*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11.0%

12. TYPE OF REPORTING PERSON
CO, HC

*As set out in China Petroleum and Chemical Corporation's Form 8-A filed September 28, 2000, each ADS represents 100 ordinary shares. BP Espana S.A. has beneficial ownership of 1,829,229,000 ordinary shares.

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1. NAMES OF REPORTING PERSONS

I.R.S IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

BP Oil Espana S.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP*

(a) []

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Spain

5. SOLE VOTING POWER

1,829,229,000*

NUMBER OF
SHARES

6. SHARED VOTING POWER

0

BENEFICIALLY
OWNED BY

7. SOLE DISPOSITIVE POWER

EACH

REPORTING

1,829,229,000*

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,829,229,000*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11.0%

12. TYPE OF REPORTING PERSON
CO

*As set out in China Petroleum and Chemical Corporation's Form 8-A filed September 28, 2000, each ADS represents 100 ordinary shares. BP Oil Espana S.A. has beneficial ownership of 1,829,229,000 ordinary shares.

Item 1(a). Name of Issuer:

China Petroleum and Chemical Corporation Limited

Item 1(b). Address of Issuer's Principal Executive Offices:

A6, Huixindong Street

Chaoyang District Beijing, 100029

People's Republic of China

Item 2(a). Name of Person Filing:

This statement is being filed jointly by the persons listed below (the "Reporting Persons"). The agreement between the reporting persons relating to the joint filing of this Statement is attached as Exhibit 1.

Reporting Persons:

BP p.l.c.

BP Global Investments Limited

BP Espana S.A.

BP Oil Espana S.A.

Item 2(b). Address of Principal Business Office or, if None, Residence:

BP p.l.c.:

1 St. James's Square

London, SW1Y 4PD, England

BP Global Investments Limited:

Breakspear Park

Hemel Hempstead

Hertfordshire HP2 4UL, England

BP Espana S.A:

Avenida de Bruselas 36

Parque Empresarial Arroyo de la Vega

Alcobendas (Madrid)

Spain

BP Oil Espana S.A.

Avenida de Bruselas 36

Parque Empresarial Arroyo de la Vega

Alcobendas (Madrid)

Spain

Item 2(c). Citizenship:

BP p.l.c.: England & Wales

BP Global Investments Limited: England & Wales

BP Espana S.A.: Spain

BP Oil Espana S.A.: Spain

Item 2(d). Title of Class of Securities:

Ordinary shares, par value Rmb 1.00 per share

Item 2(e). CUSIP Number:

16941R108

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

- (j) Group, in accordance with Rule 3d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) Amount beneficially owned: 1,829,229,000
- (b) Percent of class: 11.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote 1,829,229,000
 - (ii) Shared power to vote or to direct the vote 0
 - (iii) Sole power to dispose or to direct
the disposition of 1,829,229,000
 - (iv) Shared power to dispose or to direct
the disposition of 0

BP Oil Espana S.A., which holds the shares reported in this Statement, may be deemed to have sole power to vote, direct the vote, dispose or direct the disposition of 1,829,229,000 ordinary shares.

BP Espana S.A., which owns 100% of BP Oil Espana S.A. and, in this capacity, may be deemed to have sole power to vote, direct the vote, dispose or direct

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the disposition of 1,829,229,000 ordinary shares

BP Global Investments Limited owns 100% of BP Espana S.A., and, in this capacity, may be deemed to have sole power to vote, direct the vote, dispose or direct the disposition of 1,829,229,000 ordinary shares.

BP p.l.c. owns 100% of BP Global Investments Limited and, in this capacity, may be deemed to have sole power to vote, direct the vote, dispose or direct the disposition of 1,829,229,000 ordinary shares.

The Reporting Persons were the beneficial owners of ordinary shares prior to the registration of China Petroleum and Chemical Corporation's American Depositary Shares and ordinary shares with the Securities and Exchange Commission.

Item 5. Ownership of Five Percent or Less of a Class. Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Exhibit 2 is hereby incorporated by reference in response to this Item 7.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable 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.

For BP p.l.c.:

5 February 2004

(Date)

/s/ David Pearl

(Signature)

Deputy Company Secretary

(Name/Title)

For BP Global Investments Limited:

5 February 2004

(Date)

/s/ FWM Starkie

(Signature)

FWM Starkie

(Director)

For BP Espana S.A.:

February 5, 2004

(Date)

/s/ Jose Andres

(Signature)

Jose Andres / Director, Attorney

(Name/Title)

For BP Oil Espana S.A.:

February 5, 2004

(Date)

/s/ Jose Andres

(Signature)

Jose Andres / Attorney

(Name/Title)

EXHIBIT INDEX

Exhibit 1 A confirmed copy of the Joint Filing Agreement dated as of February 5, 2004 between BP p.l.c., BP Global Investments Limited, BP Espana S.A. and BP Oil Espana S.A relating to the joint filing of this Schedule 13G.

Exhibit 2 Explanation of ownership relationships between the reporting persons BP p.l.c., BP Global Investments Limited, BP Espana S.A. and BP Oil Espana S.A.