CHINA PETROLEUM & CHEMICAL CORP
Form 20-F
April 22, 2014

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

FORM 20-F

(Mark One)

o	REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
	OR
x	ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
	FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013
	OR
o	TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
	OR
o	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 FORM ____________ 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
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Chaoyang District, Beijing, 100728
The People's Republic of China
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(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 Depository 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	91,051,875,187

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

Yes X 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 X

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 X 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 X 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 X 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 X

(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.

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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;
- "HK$" are to Hong Kong dollar, the currency of the Hong Kong Special Administrative Region of the PRC; and
- "US$" are to US dollars, the currency of the United States of America.

Conversion Conventions

Conversions of crude oil from tonnes to barrels are made at a rate of one tonne to 7.35 barrels for crude oil we purchase from external sources and one tonne to 7.1 barrels for crude oil we produce, unless otherwise specified, representing the American Petroleum Institute ("API") gravity of the respective source of crude oil. Conversions of natural gas from cubic meters to cubic feet are made at a rate of one cubic meter to 35.31 cubic feet.

Glossary of Technical Terms

Unless otherwise indicated in the context, references to:

- "billion" are to a thousand million.
- "BOE" are to barrels-of-oil equivalent; natural gas is converted at a ratio of 6,000 cubic feet of natural gas to one BOE.
- "primary distillation capacity" are to the crude oil throughput capacity of a refinery's crude oil distillation units, calculated by estimating the number of days in a year that such crude oil distillation units are expected to operate, excluding downtime for regular maintenance, and multiplying that number by the amount equal to the units' optimal daily crude oil throughput.
- "rated capacity" are to the output capacity of a given production unit or, where appropriate, the throughput capacity, calculated by estimating the number of days in a year that such production unit is expected to operate, excluding downtime for regular maintenance, and multiplying that number by an amount equal to the unit's optimal daily

output or throughput, as the case may be.

CURRENCIES AND EXCHANGE RATES

We publish our financial statements in Renminbi. Unless otherwise indicated, all translations from Renminbi to US dollars were made at the averages of middle exchange rate of Renminbi as published by State Administration of Foreign Exchange ("SAFE").

The following table sets forth noon buying rate for US dollars in Renminbi for the periods indicated, as provided by the H.10 statistical release of the U.S. Federal Reserve Board. We do not represent that Renminbi or US dollar amounts could be converted into US dollars or Renminbi, as the case may be, at any particular rate, the rates below or at all. On April 11, 2014, the noon buying rate was RMB 6.2111 to US$1.00.

Period	Noon Buying Rate(1) End	Average(2)	High	Low
	(RMB per US$1.00)			
2009	6.8259	6.8295	6.8470	6.8176
2010	6.6000	6.7603	6.8330	6.6000
2011	6.2939	6.4475	6.6364	6.2939
2012	6.2301	6.2990	6.3879	6.2221
2013	6.0537	6.1412	6.2438	6.0537
October 2013	6.0943	6.1032	6.1209	6.0815
November 2013	6.0922	6.0929	6.0993	6.0903
December 2013	6.0537	6.0738	6.0927	6.0537
January 2014	6.0590	6.0509	6.0600	6.0402
February 2014	6.1448	6.0816	6.1448	6.0591
March 2014	6.2164	6.1729	6.2273	6.1183
April 2014 (through April 11, 2014)	6.2111	6.2073	6.2123	6.1966

(1) The exchange rates reflect those set forth in the H.10 statistical release of the U.S. Federal Reserve Board.
(2) Annual averages are determined by averaging the rates on the last business day of each month during the relevant period. Monthly averages are calculated using the average of the daily rates during the relevant period.

FORWARD-LOOKING STATEMENTS

This annual report includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this annual report that address activities, events or developments which we expect or anticipate will or may occur in the future are hereby identified as forward-looking statements for the purpose of the safe harbor provided by Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words such as believe, intend, expect, anticipate, project, estimate, predict, plan and similar expressions are also intended to identify forward-looking statements. These forward-looking statements address, among others, such issues as:

- amount and nature of future exploration and development,
- future prices of and demand for our products,
- future earnings and cash flow,
- development projects and drilling prospects,
- future plans and capital expenditures,
- estimates of proved oil and gas reserves,
- exploration prospects and reserves potential,
- expansion and other development trends of the petroleum and petrochemical industry,
- production forecasts of oil and gas,
- expected production or processing capacities, including expected rated capacities and primary distillation capacities, of units or facilities not yet in operation,
- expansion and growth of our business and operations, and
- our prospective operational and financial information.

These statements are based on assumptions and analyses made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in particular circumstances. However, whether actual results and developments will meet our expectations and predictions depends on a number of risks and uncertainties which could cause actual results to differ materially from our expectations, including the risks set forth in "Item 3. Key Information — Risk Factors" and the following:

- fluctuations in crude oil prices,
- fluctuations in prices of our products,
- failures or delays in achieving production from development projects,
- potential acquisitions and other business opportunities,
- general economic, market and business conditions, and
- other risks and factors beyond our control.

Consequently, all of the forward-looking statements made in this annual report are qualified by these cautionary statements and readers are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements should be considered in light of the various important factors set forth above and elsewhere in this Form 20-F. In addition, we cannot assure you that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected effect on us or our business or operations.

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. SELECTED FINANCIAL DATA

The selected consolidated statement of income data (except per ADS data) and consolidated cash flows data for the years ended December 31, 2011, 2012 and 2013, and the selected consolidated balance sheet data as of December 31, 2012 and 2013 are derived from, and should be read in conjunction with, the audited consolidated financial statements included elsewhere in this annual report. The selected consolidated statement of income data and consolidated cash flows data for the years ended December 31, 2009 and 2010 and the selected consolidated balance sheet data as of December 31, 2009, 2010 and 2011 are derived from our audited consolidated financial statements which are not included elsewhere in this annual report and the financial statements of the acquired businesses described below.

We acquired from Sinopec Group Company part of interest in Sonangol Sinopec International Limited ("SSL") in 2010. As we and these companies are under the common control of Sinopec Group Company, our acquisitions are reflected in our consolidated financial statements as combination of entities under common control that is accounted for in a manner similar to a pooling-of-interests. Accordingly, the acquired assets and related liabilities have been accounted for at historical cost and our consolidated financial statements for periods prior to the combinations have been restated to include the financial condition and the results of operation of these companies on a combined basis.

On May 29, 2013, our shareholders approved at the annual general meeting the declaration and payment of a final cash dividend of RMB 0.20 per share for 2012 and the issuance of two bonus shares converted from retained earnings and one bonus share transferred from share premium for every 10 existing shares held by the shareholders on relevant record date. As a result of the issuance of bonus shares and capitalization, the weighted average number of shares has been retrospectively adjusted for the years prior to January 1, 2013, and accordingly the basic earnings and diluted earnings per share have been adjusted retrospectively.

Moreover, the selected financial data should be read in conjunction with our consolidated financial statements and “Item 5. Operating and Financial Review and Prospects” included elsewhere in this annual report. Our consolidated financial statements are prepared and presented in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board.

	Year Ended December 31,				
	2009	2010	2011	2012	2013
	(RMB in millions, except per share, per ADS data and number of shares)				
Consolidated Statement of Income Data(1):					
Operating revenues	1,345,052	1,913,182	2,505,683	2,786,045	2,880,311
Operating expenses	(1,254,383)	(1,808,208)	(2,400,153)	(2,687,383)	(2,783,526)
Operating income	90,669	104,974	105,530	98,662	96,785
Earnings before income tax	86,574	103,663	104,565	90,642	95,052
Tax expense	(19,591)	(25,681)	(26,120)	(23,846)	(24,763)
Net income attributable to equity shareholders of the Company	63,129	71,782	73,225	63,879	66,132
Basic earnings per share(2)	0.560	0.637	0.650	0.566	0.570
Basic earnings per ADS(2)	56.00	63.69	65.00	56.62	56.96
Diluted earnings per share(2)	0.556	0.631	0.625	0.545	0.534
Diluted earnings per ADS(2)	55.62	63.08	62.46	54.46	53.41
Cash dividends declared per share	0.123	0.146	0.177	0.231	0.244
Segment Results					
Exploration and production	23,894	47,149	71,631	70,054	54,793
Refining	27,504	15,851	(35,780)	(11,444)	8,599
Marketing and distribution	30,300	30,760	44,696	42,652	35,143
Chemicals	13,779	15,011	26,732	1,178	868
Corporate and others	(2,205)	(2,342)	(2,640)	(2,443)	(3,412)
Elimination of inter-segment sales	(2,603)	(1,455)	891	(1,335)	794
Operating income	90,669	104,974	105,530	98,662	96,785
Shares					
Basic weighted average number of A and H shares	112,713,170,700	112,713,267,514	112,713,299,453	112,853,724,741	116,102,910,373

Diluted weighted average number of A and H shares	114,126,739,474	114,126,836,287	116,733,935,215	118,412,133,133	121,858,818,276

	As of December 31,				
	2009	2010	2011	2012	2013
	(RMB in millions)				
Consolidated Balance Sheet Data(1):					
Cash and cash equivalents	8,782	17,008	24,647	10,456	15,046
Total current assets	201,479	260,229	342,755	365,015	373,010
Total non-current assets	692,930	727,642	794,423	892,929	1,009,906
Total assets	894,409	987,871	1,137,178	1,257,944	1,382,916
Total current liabilities	(315,921)	(336,406)	(444,240)	(513,373)	(571,822)
Short-term debts and loans from Sinopec Group Company and its affiliates (including current portion of long-term debts)	(75,216)	(35,828)	(80,373)	(115,982)	(163,870)
Long-term debts and loans from Sinopec Group Company and its affiliates (excluding current portion of long-term debts)	(152,725)	(174,075)	(154,457)	(162,116)	(145,590)
Total equity attributable to equity shareholders of the Company	(379,515)	(419,604)	(472,328)	(510,914)	(568,803)
Total equity	(405,506)	(451,036)	(507,344)	(548,036)	(621,626)

	Year Ended December 31				
	2009	2010	2011	2012	2013
	(RMB in millions)				
Statement of Cash Flow and Other Financial Data(1):					
Net cash generated from operating activities	165,513	170,333	150,622	142,380	151,893
Net cash (used in)/generated from financing activities	(46,411)	(56,294)	(2,516)	5,628	31,519
Net cash used in investing activities	(117,355)	(105,788)	(140,449)	(162,197)	(178,740)
Capital expenditure					
Exploration and production	54,748	53,801	62,050	79,071	105,311

Refining	15,468	20,015	25,767	32,161	26,064
Marketing and distribution	16,996	30,829	30,387	31,723	29,486
Chemicals	27,258	18,422	16,980	23,616	19,189
Corporate and others	1,505	1,894	2,488	2,397	5,076
Total	115,975	124,961	137,672	168,968	185,126

(1) The acquisition of 55% equity interest of Sonangol Sinopec International Limited (SSI) in 2010 from Sinopec Group Company were considered as "combination of entities under common control" and accounted in a manner similar to pooling-of-interests. Accordingly, the acquired assets and liabilities have been accounted for at historical cost and the consolidated financial statements for periods prior to the combinations have been restated to include the financial condition and results of operation of these acquired companies on a combined basis. The considerations for these acquisitions were treated as equity transactions.

(2) Basic earnings per share have been computed by dividing net income attributable to equity shareholders of our company by the weighted average number of shares in issue. Basic and diluted earnings per ADS have been computed as if all of our issued or potential ordinary shares, including domestic shares and H shares, are represented by ADSs during each of the years presented. Each ADS represents 100 shares. The weighted average number of shares for the years prior to January 1, 2013 has been retrospectively adjusted as a result of the issuance of bonus shares and capitalization in 2013, and accordingly the basic earnings and diluted earnings per share have been adjusted retrospectively.

B. CAPITALIZATION AND INDEBTEDNESS

Not applicable.

C. REASONS FOR THE OFFER AND USE OF PROCEEDS

Not applicable.

D. RISK FACTORS

Risks Relating to Our Business Operation

Our business may be adversely affected by the fluctuation of crude oil and refined petroleum product prices.

We consume a large amount of crude oil to produce our refined petroleum products and petrochemical products. While we try to adjust the sale prices of our products to track international crude oil price fluctuations, our ability to pass on the increased cost resulting from crude oil price increases to our customers is dependent on international and domestic market conditions as well as the PRC government's price control over refined petroleum products. The PRC government could exercise certain price control over refined petroleum products once international crude oil prices experience a sustained rise or become significantly volatile. As a result, our results of operations and financial condition may be materially and adversely affected by the fluctuation of crude oil and refined petroleum product prices.

Our continued business success depends in part on our ability to replace reserves and develop newly discovered reserves.

Our ability to achieve our growth objectives is dependent in part on our level of success in discovering or acquiring additional oil and natural gas reserves and further exploring our current reserve base. Our exploration and development activities for additional reserves also expose us to inherent risks associated with drilling, including the risk that no proved oil or natural gas reservoirs might be discovered. Exploring for, developing and acquiring reserves is highly risky and capital intensive. Without reserve additions through further exploration and development or acquisition activities, our reserves and production will decline over time, which may materially and adversely affect our results of operations and financial condition.

We rely heavily on outside suppliers for crude oil and other raw materials, and we may even experience disruption of our ability to obtain crude oil and other raw materials.

We purchase a significant portion of crude oil and other feedstock requirements from outside suppliers located in different countries and areas in the world. In 2013, approximately 81.8% of the crude oil required for our refinery business was sourced from international suppliers, some of which are from countries or regions that are on the sanction list published and administered by the Office of Foreign Assets Control, or OFAC, of the US Department of Treasury, including Iran and Sudan. In addition, our development requires us to source an increasing amount of crude oil from outside suppliers. We are subject to the political, geographical and economic risks associated with these countries and areas. If one or more of our material supply contracts were terminated or disrupted due to any natural disasters or political events, it is possible that we would not be able to find sufficient alternative sources of supply in a timely manner or on commercially reasonable terms. As a result, our business and financial condition would be materially and adversely affected.

Our business faces operation risks and natural disasters that may cause significant property damages, personal injuries and interruption of operations, and we may not have sufficient insurance coverage for all the financial losses incurred by us.

Exploring for, producing and transporting crude oil and natural gas and producing and transporting refined oil and chemical products involves a number of operating hazards. Our operations are subject to significant hazards and risks inherent in refining operations and in transporting and storing crude oil, intermediate products and refined oil products. These hazards and risks include, but are not limited to, natural disasters, fires, explosions, pipeline ruptures and spills, third-party interference and mechanical failure of equipment at our or third-party facilities, any of which could result in production and distribution difficulties and disruptions, environmental pollution, personal injury or wrongful death claims and other damage to our properties and the property of others. There is also risk of mechanical failure and equipment shutdowns both in general and following unforeseen events. In such situations, undamaged refinery processing units may be dependent on or interact with damaged process units and, accordingly, are also subject to being shut down. Even though we have a strong institutional focus on the safety of our operations and have implemented health, safety and environment management system within our company with the view to preventing accidents, and reducing personal injuries, property losses and environment pollution, our preventative measures may not be effective. We also maintain insurance coverage on our property, plant, equipment and inventory, but our insurance coverage may not be sufficient to cover all the financial losses caused by the operation risks and natural disasters. Significant operating hazards and natural disasters may cause interruption to our operations, property or environmental damages as well as personal injuries, and each of these incidents could have a material adverse effect on our financial condition and results of operations.

On November 22, 2013, our Donghuang II pipeline located in Qingdao Economic and Technological Development Zone ruptured, resulting in oil leakage into the covered municipal drainage trench. The municipal drainage trench exploded and caused severe casualties and injuries to the surrounding pedestrians, residents and rescue team. The accident caused 62 deaths and 136 injuries and a direct economic loss of RMB 751.7 million, according to the investigation report issued by the State Council investigation team. We were responsible for paying our portion of required compensation to third parties. Our payments would be funded mainly from our Safe Production Insurance Fund that have been accumulated in the past years, as well as claims under the business catastrophe insurance policy that we maintained with a third-party commercial insurance company. In addition, a number of our directors, supervisors and senior management members were imposed disciplinary penalties by the State Council. Losses incurred or payments required to be made by us due to operating hazards, natural disasters or accidents such as the Qingdao pipeline accident, if they are not fully insured, may have a material adverse effect on our financial condition and results of operations.

The oil and natural gas reserves data in this annual report are only estimates, and our actual production, revenues and expenditures with respect to our reserves may differ materially from these estimates.

There are numerous uncertainties inherent in estimating quantities of proved oil and natural gas reserves, and in the timing of development expenditures and the projection of future rates of production. Adverse changes in economic conditions may render it uneconomical to develop certain reserves. Our actual production, revenues, taxes and fees payable and development and operating expenditures with respect to our reserves may likely vary from these estimates.

The reliability of reserves estimates depends on:

- the quality and quantity of technical and economic data;
- the prevailing oil and gas prices applicable to our production;

- the production performance of the reservoirs; and
- extensive engineering judgments.

In addition, new drilling, testing and production results following the estimates may cause substantial upward or downward revisions in the estimates.

Oilfield exploration and drilling involves numerous risks, including risks that no commercially productive crude oil or natural gas reserves can be discovered and risks of failure to acquire or retain reserves.

Our oil and gas business is currently involved in exploration activities in various regions, including in some areas where natural conditions may be challenging and where the costs of such exploration activities may be high. As a result, our oil and gas business may incur cost overruns or may be required to curtail, delay or cancel drilling operations because of many factors, including, but not limited to, the following:

- unexpected drilling conditions;
- pressure or irregularities in geological formations;
- equipment failures or accidents;
- oil well blowouts;
- adverse weather conditions or natural disasters;
- compliance with existing or enhanced environmental regulations;
- governmental requirements and standards; or
- delays in the availability of drilling rigs and delivery and maintenance of equipment.

The future production of our oil and gas business depends significantly upon our success in finding or acquiring additional reserves and retaining and developing such reserves. If our oil and gas business fails to conduct successful exploration activities or to acquire or retain assets holding proved reserves, it may not meet its production or growth targets, and its proved reserves will decline as it extracts crude oil and natural gas from the existing reservoirs, which could adversely affect our business, financial condition and results of operations.

We have been actively pursuing business opportunities outside China to supplement our domestic resources. However, there can be no assurance that we can successfully locate sufficient alternative sources of crude oil supply or at all due to the complexity of the international political, economic and other conditions. If we fail to obtain sufficient alternative sources of crude oil supply, our results of operations and financial condition may be adversely affected.

Our exploration, development and production activities and our refining and petrochemical business require substantial expenditure and investments and our plans for and ability to make such expenditures and investments are subject to various risks.

Exploring, developing and producing crude oil and natural gas fields are capital-intensive activities involving a high degree of risk. Our ability to undertake exploration, development and production activities and make the necessary capital expenditures and investments is subject to many risks, contingencies and other uncertainties, which may prevent our oil and gas business from achieving the desired results, or which may significantly increase the expenditures and investments that our oil and gas business makes, including, but not limited to, the following:

- ability to generate sufficient cash flows from operations to finance its expenditures, investments and other requirements, which are affected by changes in crude oil and natural gas prices and other factors;
- availability and terms of external financing;
- mix of exploration and development activities conducted on an independent basis and those conducted jointly with other partners;

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- extent to which its ability to influence or adjust plans for exploration and development related expenditures is limited under joint operating agreements for those projects in which it has partners;
- government approvals required for exploration and development-related expenditures and investments in jurisdictions in which it conducts business; and
- economic, political and other conditions in jurisdictions in which it conducts business.

We intend to expand our exploration and production segment and, from time to time, construct new and/or revamp existing refining and petrochemical facilities, which require substantial capital expenditures and investments, there can be no assurance that the cash generated by our operations will be sufficient to fund these development plans or that our actual future capital expenditures and investments will not significantly exceed our current planned amounts. Our inability to obtain sufficient funding for development plans could adversely affect our business, financial condition and results of operations.

Our development projects and production activities involve many uncertainties and operating risks that can prevent us from realizing profits and cause substantial losses.

Our development projects and production activities may be curtailed, delayed or cancelled for many reasons, including equipment shortages or failures, natural hazards, unexpected drilling conditions or reservoir characteristics, pressure or irregularities in geological formations, accidents, mechanical and technical difficulties and industrial action. These projects and activities, which include projects focused on non-conventional oil and gas exploration and development, will also often require the use of new and advanced technologies, which may be expensive to develop, purchase and implement, and may not function as expected. There is a risk that development projects that we undertake may not yield adequate returns. In addition, our development projects and production activities, particularly those in remote areas, could become less profitable, or unprofitable, if we experience a prolonged period of low oil or gas prices or cost overruns.

Our business may be adversely affected by actions and regulations prompted by global climate changes.

The oil and gas industry in which we operate is drawing increasing concerns about global climate change in recent years. A number of international, national and regional measures to limit greenhouse gas emissions have been enacted. For example, more than 190 nations are signatories to the Framework Convention on Global Climate Change, commonly known as the “Kyoto Protocol”. The implementation of the Kyoto Protocol in a number of countries and other potential legislation limiting emissions could affect the global demand for fossil fuels. Although the first commitment period under Kyoto Protocol expired in 2012, nations who are parties to Kyoto Protocol adopted an amendment to the Kyoto Protocol (the “Doha Amendment”) at a conference held in Doha, Qatar, in December 2012. Under the Doha Amendment, the second commitment period for implementation of the amended Kyoto Protocol was extended to 2020. The PRC government has also announced proposals to introduce a “carbon tax”, which may have an adverse impact on our operations. If China or other countries in which we operate or desire to operate enact legislation focused on reducing greenhouse gases, either independently or in response to the Kyoto Protocol, it could result in substantial capital expenditure from compliance with these laws, and revenue generation and strategic growth opportunities could also be adversely impacted.

Our overseas businesses may be adversely affected by changes of overseas government policies and business environment.

We acquired a 55% equity interest of SSI who has a 50% interest in Angola Block 18 in 2010. Since the end of civil war in 2002, the Angola government has focused on economic recovery and social development. It has made substantial progress on stability of its social and investment environment in recent years, and keeps continuity and stability on the oil production related policies. However, Angola is still one of the most undeveloped countries defined by the United Nations, and its social and investment conditions are subject to certain risks, including without limitation, the income distribution gap among nationals, a high unemployment rate, and the problem of discretionary execution of its laws and regulations. Angola entered into the Organization of the Petroleum Exporting Countries, or the OPEC, in 2006, and therefore it is also subject to the oil-output restriction imposed by the OPEC. Although Angola has a relatively complete legal system, significant uncertainties remain in the effectiveness of enforcement of judicial decisions. In addition, Angola suffers from other social issues such as significant polarization of wealth distribution and unemployment that affect the country's overall stability.

In addition, in respect to the oil production management in Angola, if there is any malfunction on our water or gas injection systems, the maintenance work may take a long time and our oil production capacity and outputs may decline. In respect to the reserve management in Angola, as more oilfields are developed, water cut in oilfields may increase and the oil reservoir pressures may decrease, which may materially and adversely affect our oil production capacity and reserve development.

In 2013, Sinopec International Petroleum E&P Hongkong Overseas Limited, a joint venture owned by Sinopec Group Company and us on a 50:50 basis, acquired from Sinopec Group Company (i) 50% interest in CIR, (ii) 49% interest in Taihu, and (iii) 50% interest in Mansarovar. Each of CIR, Taihu and Mansarovar is engaged in oil and gas exploration, development and production business, with CIR based in Kazakhstan, Taihu in Russia and Mansarovar in Colombia. These countries have experienced, or may experience in the future, political instability, changes to the regulatory environment, changes in taxation, expropriation or nationalization of property, civil strife, strikes, acts of terrorism, acts of war and insurrections. Any of these conditions occurring could disrupt or terminate our operations, causing our development activities to be curtailed or terminated in these areas, or our production to decline, could limit our ability to pursue new opportunities, could affect the recoverability of our assets and could cause us to incur additional costs.

Risks Relating to Our Industry

Our operations may be adversely affected by the global and domestic economic conditions.

Our results of operations are materially affected by economic conditions in China and elsewhere around the world. Although nations around the world have adopted various economic policies to mediate the negative influences caused by factors such as the slowdown of world economic development and the European financial crisis, it is uncertain how soon the world economy can be fully recovered. Our operations may also be adversely affected by factors such as some countries' trade protection policies which may affect the export and some regional trade agreements which may affect the import.

Our operations may be adversely affected by the cyclical nature of the market.

Most of our revenues are attributable to sales of refined petroleum products and petrochemical products, and certain of these businesses and related products have historically been cyclical and sensitive to a number of factors that are beyond our control. These factors include the availability and prices of feedstock and general economic conditions, such as changes in industry capacity and output levels, cyclical changes in regional and global economic conditions, prices and availability of substitute products and changes in consumer demand. Although we are an integrated company with upstream, midstream and downstream businesses, we have limited ability to mitigate the adverse influence of the cyclicality of global markets.

We face strong competition from domestic and foreign competitors.

Among our competitors, some are major integrated petroleum and petrochemical companies within and outside China, which have recently become more significant participants in the petroleum and petrochemical industry in China. On December 4, 2006, Ministry of Commerce of the PRC promulgated the "Administrative Rules for Crude Oil Market" and "Administrative Rules for Refined Petroleum Products Market", which open the wholesale market of crude oil and refined petroleum products to new market entrants. As a result, we face more competition in both crude oil and refined petroleum product markets. We also expect to face competition in both domestic and international petrochemical product market as a result of our domestic and international competitors' increasing production capacity. Increased competition may have a material adverse effect on our financial condition and results of operations.

Risks Relating to Our Controlling Shareholder

We engage in related party transactions with Sinopec Group from time to time which may create potential conflict of interest.

We have engaged from time to time and will continue to engage in a variety of transactions with Sinopec Group, which provides us with a number of services, including, but not limited to, ancillary supply, engineering, maintenance, transport, lease of land use right, lease of buildings, as well as educational and community services. The nature of our transactions with Sinopec Group is governed by a number of service and other contracts between Sinopec Group and us. We have established various schemes in those agreements so that these transactions, when entered into, are under terms that are at arm's length. However, we cannot assure you that Sinopec Group Company or any of its members would not take actions that may favor its interests or its other subsidiaries' interests over ours.

We are controlled by Sinopec Group Company, our ultimate controlling shareholder, whose interest in certain businesses compete or are likely to compete with our business.

Sinopec Group Company has interests in certain businesses, such as oil refining, petrochemical producing and overseas exploration and development, which compete or are likely to compete, either directly or indirectly, with our businesses. To avoid the adverse effects brought by the competition between us and Sinopec Group Company to the maximum extent possible, we and Sinopec Group Company have entered into a non-competition agreement. In 2012, we received from Sinopec Group Company an undertaking to avoid its competition with us. For details, please refer to the descriptions under "Item 7. Major Shareholders and Related Party Transactions – A. Major Shareholders". Notwithstanding the foregoing contractual arrangements, because Sinopec Group Company is our controlling shareholder, Sinopec Group Company may take actions that may conflict with our own interests.

It is possible that the current or future activities of our ultimate controlling shareholder, Sinopec Group Company, or its affiliates in or with certain countries that are the subject of economic sanctions under relevant U.S. laws could result in negative media and investor attention to us and possible imposition of sanctions on Sinopec Group Company, which could materially and adversely affect our shareholders.

Sinopec Group Company undertakes, from time to time and without our involvement, overseas investments and operations in the oil and gas industry, including exploration and production of oil and gas, refining and Liquefied Natural Gas or LNG, and chemical projects. Sinopec Group Company's overseas asset portfolio includes oil and gas development projects in Iran, Sudan and Syria, which countries are targets of U.S. sanctions administrated by OFAC and by the U.S. Department of State. We cannot predict the interpretation or implementation of government policy at the U.S. federal, state or local levels with respect to any current or future activities by Sinopec Group Company or its affiliates in countries or with individuals or entities that are the subject of U.S. sanctions. Similarly, we cannot predict whether U.S. sanctions will be further tightened, or the impact that such actions may have on Sinopec Group Company. It is possible that the United States could subject Sinopec Group Company to sanctions due to these activities. Certain U.S. state and local governments and colleges have restrictions on the investment of public funds or endowment funds, respectively, in companies that are members of corporate groups with activities in certain countries that are the subject of U.S. sanctions. These investors may not wish to invest, and may divest their investment, in us because of our relationship with Sinopec Group Company and its investments and activities in those OFAC sanctioned countries. It is possible that, as a result of activities by Sinopec Group Company or its affiliates in countries that are the subject of U.S. sanctions, we may be subject to negative media or investor attention, which may distract management, consume internal resources and affect investors' perception of our company.

Further, the Iran Sanctions Act, as amended, and other U.S. laws and Executive Orders, authorize the imposition of sanctions on companies that engage in certain activities in and with Iran, especially in Iran's energy sector. It is possible that Sinopec Group Company or its affiliates engage in activities that are targeted for sanctions by U.S. laws. It is possible that the U.S. government would determine, and in the event that the U.S. government so determines, that Sinopec Group Company or an entity it owns or controls, had engaged in any such activities and if the most extreme sanction, blocking, was applied to Sinopec Group Company's property, including controlled subsidiaries, Sinopec Group Company could be prohibited from engaging in business activities in the United States or with U.S. individuals or entities, and U.S. transactions in our securities and distributions to U.S. individuals and entities with respect to our securities could also be prohibited.

Risks Relating to the PRC

The PRC governmental authorities, from time to time, audit or inspect our ultimate controlling shareholder. We cannot predict the effect of their outcome on our reputation, our business and financial condition as well as the trading prices of our ADSs and H shares.

The PRC governmental authorities, from time to time, perform audits, inspections, inquiries or similar actions on state-owned companies, such as Sinopec Group Company, our ultimate controlling shareholder. We cannot predict the outcome of such actions of governmental authorities. If, as a result of such audits, inspections or inquiries, (i) material irregularities are found within Sinopec Group Company or us or (ii) Sinopec Group Company or we become the target of any negative publicity, there may be a material adverse effect on our reputation, our business and financial condition as well as the trading prices of our ADSs and H shares.

Government regulations may limit our activities and affect our business operations.

The PRC government, though gradually liberalizing its regulations on entry into the petroleum and petrochemical industry, continues to exercise certain controls over the petroleum and petrochemical industry in China. These control mechanisms include granting the licenses to explore and produce crude oil and natural gas, granting the licenses to market and distribute crude oil and refined petroleum products, regulating the upper limit of the retail prices for gasoline and diesel; collecting special oil income levies, deciding import and export quotas and procedures, setting safety, environmental and quality standards, and formulating policies to save energy and reduce emission; meanwhile, there could be potential changes to macroeconomic and industry policies such as further improvement of pricing mechanism of petroleum products, reforming and improvement of pricing mechanism of natural gas, and reforming in resource tax and environmental tax, which could impact our production and operations. Such control mechanisms may have material effects on our operations and profitability.

On the other hand, the PRC government has been gradually relaxing the control over imports of crude oil and refined oil products, which may result in refining overcapacity in China and intensify competition among refining companies in China. Such relaxation of the import control may have material and adverse effects on our refining margin, including procurement cost of imported crude oil and lower prices of refined oil products.

Our business operations may be adversely affected by present or future environmental regulations.

As an integrated petroleum and petrochemical company, we are subject to extensive environmental protection laws and regulations in China. These laws and regulations permit:

- the imposition of fees for the discharge of waste substances;
- the levy of fines and payments for damages for serious environmental offenses; and
- the government, at its discretion, to close any facility which fails to comply with orders and require it to correct or stop operations causing environmental damage.

Our production activities produce substantial amounts of liquid, gas and solid waste materials. In addition, our production facilities require operating permits that are subject to renewal, modification and revocation. We have established a system to treat waste materials to prevent and reduce pollution. However, the PRC government has moved, and may move further, toward more rigorous enforcement of applicable laws, and toward the adoption of more stringent environmental standards, which, in turn, would require us to incur additional expenditures on environmental matters.

Some of our development plans require compliance with state policies and governmental regulation

We are currently engaged in a number of construction, renovation and expansion projects. Some of our large construction, renovation and expansion projects are subject to governmental confirmation and registration. The timing and cost of completion of these projects will depend on numerous factors, including when we can receive the required confirmation and registration from relevant PRC government authorities and the general economic condition in China. If any of our key projects required for our future growth are not confirmed or registered, or not confirmed or registered in a timely manner, our results of operations and financial condition could be adversely impacted.

Government control of currency conversion and exchange rate fluctuation may adversely affect our operations and financial results.

We receive a significant majority of our revenues in Renminbi. A portion of such revenues will need to be converted into other currencies to meet our foreign currency needs, which include, among other things:

- import of crude oil and other materials;

- debt service on foreign currency-denominated debt;
- purchases of imported equipment;
- payment of the principals and interests of bonds issued overseas; and
- payment of any cash dividends declared in respect of the H shares (including ADS).

The existing foreign exchange regulations have significantly reduced government foreign exchange controls for transactions under the current account, including trade and service related foreign exchange transactions and payment of dividends. Foreign exchange transactions under the capital account, including principal payments in respect of foreign currency-denominated obligations, continue to be subject to significant foreign exchange controls and require the approval of the State Administration of Foreign Exchange. These limitations could affect our ability to obtain foreign exchange through debt or equity financing, or to obtain foreign exchange. The PRC government has stated publicly that it intends to make the Renminbi freely convertible in the future. However, we cannot predict whether the PRC government will continue its existing foreign exchange policy and when the PRC government will allow free conversion of Renminbi.

The exchange rate of the Renminbi against the U.S. dollar and other foreign currencies fluctuates and is affected by, among other things, the changes in the PRC's and international political and economic conditions. On July 21, 2005, the PRC government introduced a floating exchange rate system to allow the value of the Renminbi to fluctuate within a regulated band based on market supply and demand and by reference to a basket of foreign currencies. Since 2005, the value of the Renminbi has appreciated significantly against the U.S. dollar. Fluctuations in the exchange rate of the Renminbi against the U.S. dollars and certain other foreign currencies may materially and adversely affect our oil and gas business, financial condition and results of operations.

Risks relating to enforcement of shareholder rights; Mandatory arbitration.

Currently, the primary sources of shareholder rights are our articles of association, the PRC Company Law and the Listing Rules of the Hong Kong Stock Exchange, which, among other things, impose certain standards of conduct, fairness and disclosure on us, our directors and our controlling shareholder. In general, their provisions for protection of shareholder's rights and access to information are different from those applicable to companies incorporated in the United States, the United Kingdom and other Western countries. In addition, the mechanism for enforcement of rights under the corporate framework to which we are subject may also be relatively undeveloped and untested. To our knowledge, there has not been any published report of judicial enforcement in the PRC by H share shareholders of their rights under constituent documents of joint stock limited companies or the PRC Company Law or in the application or interpretation of the PRC or Hong Kong regulatory provisions applicable to PRC joint stock limited companies. We cannot guarantee that our shareholders will enjoy protections that they may be entitled in other jurisdictions.

China does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts with the United States, the United Kingdom or most other Western countries, and therefore recognition and enforcement in China of judgments of a court in any of these jurisdictions in relation to any matter not subject to a binding arbitration provision may not be assured. Our articles of association as well as the Listing Rules of the Hong Kong Stock Exchange provide that most disputes between holders of H shares and us, our directors, supervisors, officers or holders of domestic shares, arising out of the articles of association or the PRC Company Law concerning the affairs of our company, are to be resolved through arbitration by arbitration organizations in Hong Kong or the PRC, rather than through a court of law. On June 18, 1999, an arrangement was made between Hong Kong and the PRC for the mutual enforcement of arbitral awards. This new arrangement was approved by the Supreme People's Court of the PRC and the Hong Kong Legislative Council, and became effective on February 1, 2000. We are uncertain as to the outcome of any action brought in China to enforce an arbitral award granted to shareholders.

Our auditor, like other independent registered public accounting firms operating in China, is not permitted to be subject to inspection by Public Company Accounting Oversight Board, and as such, investors may be deprived of the benefits of such inspection

Our independent registered public accounting firm that issues the audit reports included in our annual reports filed with the SEC, as an auditor of companies that are traded publicly in the United States and a firm registered with the Public Company Accounting Oversight Board, or PCAOB, is required by the laws of the United States to undergo regular inspections by PCAOB to assess its compliance with the laws of the United States and professional standards.

Because our auditor is located in China, a jurisdiction where PCAOB is currently unable to conduct inspections without the approval of the PRC authorities, our auditor, like other independent registered public accounting firms, is currently not inspected by PCAOB.

Inspections of other firms that PCAOB has conducted outside of China have identified deficiencies in those firms' audit procedures and quality control procedures, which may be addressed as part of the inspection process to improve future audit quality. The lack of PCAOB inspections in China may prevent PCAOB from regularly evaluating our auditor's audits and quality control procedures. The inability of PCAOB to conduct inspections of auditors in China makes it more difficult to evaluate the effectiveness of our auditor's audit procedures or quality control procedures. As a result, investors may be deprived of the benefits of PCAOB inspections.

Proceedings instituted recently by the SEC against five PRC-based accounting firms, including our independent registered public accounting firm, could result in our financial statements being determined to not be in compliance with the requirements of the Exchange Act.

In December 2012, the SEC brought administrative proceedings against five accounting firms, including our independent registered public accounting firm, in China, alleging that they had refused to provide audit work papers and other documents related to certain other China-based companies under investigation by the SEC for potential accounting fraud. On January 22, 2014, an initial administrative law decision was issued, censuring these accounting firms and suspending four of the five firms from practicing before the SEC for a period of six months. The decision is neither final nor legally effective unless and until reviewed and approved by the SEC. The accounting firms have the ability to appeal and the four firms which are subject to the six month suspension from practicing before the SEC have indicated that they will appeal. The sanction will not become effective until after a full appeal process is concluded and a final decision is issued by the SEC. The accounting firms can also further appeal the final decision of the SEC through the federal appellate courts. We are not involved in the proceedings brought by the SEC against the accounting firms. However, our independent registered public accounting firm is one of the four accounting firms subject to the six month suspension from practicing before the SEC in the initial administrative law decision. We may therefore be adversely affected by the outcome of the proceedings, along with other U.S.-listed companies audited by these accounting firms.

On May 24, 2013, the PCAOB announced that it had entered into a Memorandum of Understanding on Enforcement Cooperation with the China Securities Regulatory Commission, or the CSRC, and the Ministry of Finance which establishes a cooperative framework between the parties for the production and exchange of audit documents relevant to investigations in the United States and China. However, it is not clear how these recent developments could affect the SEC's final decision in the case against the five accounting firms or any subsequent appeal to courts that the accounting firms may initiate. Therefore, it is difficult to determine the final outcome of the administrative proceedings and the potential consequences thereof.

If our independent registered public accounting firm were denied the ability to practice before the SEC and we were unable to timely find another registered public accounting firm to audit and issue an opinion on our financial statements, our financial statements could be determined to not be in compliance with the requirements of the Exchange Act. Such a determination could ultimately lead to delisting of our ADSs from the New York Stock Exchange or deregistration from the SEC, or both, which would substantially reduce or effectively terminate the trading of our ADSs in the United States.

ITEM 4. INFORMATION ON THE COMPANY

A. HISTORY AND DEVELOPMENT OF THE COMPANY

Our legal and commercial name is China Petroleum & Chemical Corporation. Our head office is located at 22 Chaoyangmen North Street, Chaoyang District, Beijing 100728, the People’s Republic of China, our telephone number is (8610) 5996-0028 and our fax number is (8610) 5996-0386. We have appointed our representative office in the United States, located at 410 Park Avenue, 6/F, New York, NY 10022, USA (telephone number: (212) 759-5085; fax number: (212) 759-6882) as our agent for service of processes for actions brought under the U.S. securities laws.

We were established as a joint stock limited company on February 25, 2000 under the Company Law of the PRC with Sinopec Group Company as the sole shareholder at our inception. Our principal businesses consist of petroleum and petrochemical businesses transferred to us by Sinopec Group Company pursuant to a reorganization agreement. Such businesses include:

- exploration for, development, production and marketing of crude oil and natural gas;
- refining of crude oil and marketing and distribution of refined petroleum products, including transportation, storage, trading, import and export of petroleum products; and
- production and sales of petrochemical products.

Sinopec Group Company's continuing activities consist, among other things, of:

- exploring and developing oil and gas reserves overseas;

- operating certain petrochemical facilities and small capacity refineries;
- providing geophysical exploration, and well drilling, survey, logging and downhole operational services;
- manufacturing production equipment and providing equipment maintenance services;
- providing construction services;
- providing utilities, such as electricity and water; and
- providing other operational services including transportation services.

Sinopec Group Company transferred the businesses to us either by transferring its equity holdings in subsidiaries or by transferring their assets and liabilities. Sinopec Group Company also agreed in the reorganization agreement to transfer to us its exploration and production licenses and all rights and obligations under the agreements in connection with its core businesses transferred to us. The employees relating to these assets were also transferred to us.

In order to expand our core businesses, prevent competition between us and members of Sinopec Group and reduce related party transactions, between 2001 and 2009 we have acquired Sinopec National Star Petroleum Company, Sinopec Group Maoming Petrochemical Company, Tahe Oilfield Petrochemical Factory and Xi'an Petrochemical Main Factory, certain Petrochemical and Catalyst Assets, certain Refinery Plants and certain service stations, certain Oil Production Plants, Sinopec Hainan and certain downhole operation assets, 100% equity interest of Sinopec Qingdao Petrochemical Company Limited and certain other assets relating to exploration and production, refining and marketing and distribution segments and assets of certain research institutes from Sinopec Group Company. We have also sold and disposed of certain auxiliary assets and chemical assets. In addition, we completed the privatization of Beijing Yanshan Petrochemical Co., Ltd. and Sinopec Zhenhai Refinery and Chemicals Co., Ltd. and the tender offers for the acquisition of publicly-held A-shares of four subsidiaries formerly listed on stock exchanges in China, namely Sinopec Qilu Petrochemical Co., Ltd., Sinopec Yangzi Petrochemical Co., Ltd., Sinopec Zhongyuan Petroleum Co., Ltd., and Shengli Oil Field Dynamic Co., Ltd.

On March 3, 2010, the warrants issued by us in 2008 matured, of which 188,292 warrants had been exercised and converted into 88,774 shares, providing funding of approximately RMB 1.7 million to us.

In 2010, we acquired a 55% equity interest of SSI, from Sinopec Overseas Oil & Gas Limited, a subsidiary of Sinopec Group Company, for a cash consideration of US$1.678 billion. SSI owns a 50% interest in Angola Block 18.

In 2011, we issued RMB 23 billion convertible bonds which are convertible into our A shares. As of December 31, 2013, our A shares increased by 117,873,188 shares as a result of the exercise of conversion rights by some holders of our convertible bonds. As of April 11, 2014, an aggregate of 348,021,943 A shares have been converted from these convertible bonds.

In 2012, we received from Sinopec Group Company an undertaking to avoid its competition with us. For details, please refer to the descriptions under "Item 7. Major Shareholders and Related Party Transactions – A. Major Shareholders".

On February 14, 2013, we completed a placing of an aggregate of 2,845,234,000 new H shares at a price of HK$8.45 per share. The net proceeds from such placing are approximately HK$23.97 billion.

In 2013, Sinopec International Petroleum E&P Hongkong Overseas Limited, a joint venture owned by Sinopec Group Company and us on a 50:50 basis, acquired from Sinopec Group Company (i) 50% interest in Caspian Investment Resources Ltd. ("CIR"), (ii) 49% interest in Taihu Limited ("Taihu"), and (iii) 50% interest in Mansarovar Energy Colombia Ltd. ("Mansarovar"), for a cash consideration of US$2.711 billion in the aggregate. Each of CIR, Taihu and Mansarovar is engaged in oil and gas exploration, development and production business, with CIR based in Kazakhstan, Taihu in Russia and Mansarovar in Colombia.

On February 19, 2014, our board of directors unanimously approved a proposal to restructure our marketing and distribution business and to diversify the ownership of this segment by way of introducing social and private capital investments. The shareholding percentage for social and private investors will be determined according to the market conditions. Our board of directors authorized our Chairman, for so long as the aggregate shareholding percentage of social and private investors does not exceed 30%, to determine the investors, their respective shareholding percentages and the terms and conditions of their participation in the marketing and distribution segment and to organize the implementation of the plans for such participation. As of April 1, 2014, our ownership, management and control of the assets in the marketing and distribution segment have been transferred to Sinopec Sales Co., Ltd, one of our wholly owned subsidiaries.

B. BUSINESS OVERVIEW

Exploration and Production

Overview

We currently explore for, develop and produce crude oil and natural gas in a number of areas in China and overseas. As of December 31, 2013, we held 195 production licenses in China, with an aggregate acreage of 22,563 square kilometers and with terms ranging from 10 to 80 years. Our production licenses may be renewed upon our application at least 30 days prior to the expiration date, which are renewable for unlimited times. During the term of our production license, we pay an annual production license fee of RMB 1,000 per square kilometer.

As of December 31, 2013, we held 293 exploration licenses in China for various blocks in which we engaged in exploration activities, with an aggregate acreage of approximately 983,680 square kilometers and with the maximum term of 7 years. Our exploration licenses may be renewed upon our application at least 30 days prior to the expiration date, with each renewal for a maximum two-year term. We are obligated to make an annual minimum exploration investment in each of the exploration blocks which we obtained the exploration licenses. We are also obligated to pay an annual exploration license fee ranging from RMB 100 to RMB 500 per square kilometer. Under the PRC laws and regulations, however, we are entitled for reduction and exemption of exploration license fee for exploration in the western region, northeast region and offshore of China.

As of December 31, 2013, our overseas subsidiary held 2 production licenses, with an aggregate acreage of 322.57 square kilometers. It currently does not have exploration licenses. Our overseas equity-accounted investments held 70 production licenses, with an aggregate acreage of 3,779.33 square kilometers, and 6 exploration licenses.

Properties

We currently operate 16 oil and gas production fields in China, each of which consists of many oil and gas producing fields and blocks.

Shengli production field is our most important crude oil production field. It consists of 70 producing blocks of various sizes extending over an area of 2,564 square kilometers in northern Shandong province, all of which are our net developed acreage. Most of Shengli's blocks are located in the Jiyang trough with various oil producing layers. In 2013, Shengli production field produced 197 million barrels of crude oil and 17.66 billion cubic feet of natural gas, with an average daily production of 548 thousand BOE.

As of December 31, 2013, the total acreage of our oil and gas producing fields and blocks in China was 8,902 square kilometers, including 6,388 square kilometers of developed acreage, all of which were net developed acreage; and 2,514 square kilometers of gross undeveloped acreage, all of which were net undeveloped acreage.

As of December 31, 2013, the total acreage of our oil and gas producing fields and blocks of our overseas subsidiary was 140.5 square kilometers, including 110.0 square kilometers of developed acreage, of which 31.8 square kilometers were net developed acreage; and 30.5 square kilometers of gross undeveloped acreage, of which 8.8 square kilometers were net undeveloped acreage.

As of December 31, 2013, the total acreage of our oil and gas producing fields and blocks of our overseas equity-accounted investments was 1,738.5 square kilometers, including 1,591.9 square kilometers of developed acreage, of which 656.5 square kilometers were net developed acreage; and 146.6 square kilometers of gross undeveloped acreage, of which 46.1 square kilometers were net undeveloped acreage.

Oil and Natural Gas Reserves

As of December 31, 2013, our estimated proved reserves of crude oil and natural gas in China were 3,855 million BOE (including 2,773 million barrels of crude oil and 6,493 billion cubic feet of natural gas), and our estimated proved reserves of crude oil and natural gas outside of China, which included a share of the estimated proved reserves of our equity-accounted investments, were 362 million BOE. Our estimated proved reserves do not include additional quantities recoverable beyond the term of the relevant production licenses, or that may result from extensions of currently proved areas, or from application of improved recovery processes not yet tested and determined to be economical. Since the end of 2013, we have made significant progress in the exploration and development of shale gas field in Fuling, Sichuan province, which may result in significant increase in our proved reserves in the near future.

The following tables set forth our proved developed and undeveloped crude oil and natural gas reserves by region as of December 31, 2013.

Crude Oil Proved Reserves	As of December 31, 2013 (in millions of barrels)
Developed	
Subsidiaries	
China	
Shengli	1,944
Others	557
Overseas(1)	61
Subtotal	2,562
Equity-accounted investments	
Overseas(2)	259
Subtotal	259
Total Developed	2,821
Undeveloped	
Subsidiaries	
China	
Shengli	110
Others	162
Overseas(1)	7
Subtotal	279
Equity-accounted investments	
Overseas(2)	30
Subtotal	30
Total Undeveloped	309
Total Proved Reserves	3,130

Natural Gas Proved Reserves	As of December 31, 2013 (in billions of cubic feet)
Developed	
Subsidiaries	
China	
Puguang	2,939
Others	2,842

Overseas(1)	-	
Subtotal	5,781	
Equity-accounted investments		
Overseas(2)		24
Subtotal		24
Total Developed		5,805
Undeveloped		
Subsidiaries		
China		
Puguang		-
Others		712
Overseas(1)	-	
Subtotal	712	
Equity-accounted investments		
Overseas(2)		3
Subtotal		3
Total Undeveloped		715
Total Proved Reserves		6,520

(1) In 2010, we acquired from Sinopec Group Company part of its interests in Angola Block 18. The proved reserves amount is the net reserves amount of SSI after deducting the government's amount-sharing. We hold a 55% equity interests in SSI.

(2) In 2013, a joint venture owned by Sinopec Group Company and us on a 50:50 basis acquired from Sinopec Group Company (i) 50% interest in CIR, (ii) 49% interest in Taihu, and (iii) 50% interest in Mansarovar. The proved reserves amount reflects the joint venture's shares in CIR, Taihu and Mansarovar.

As of December 31, 2013, approximately 309 million barrels of our crude oil proved reserves and 715 billion cubic feet of our natural gas proved reserves were classified as proved undeveloped reserves in China and overseas, among which approximately 11.65 million barrels of our crude oil proved reserves and 0.105 billion cubic feet of our natural gas proved reserves in China were classified as proved undeveloped reserves for more than five years, due to international factors. These reserves are mostly located in the Shanghai branch.

During 2013, a total of 1,014 wells were drilled by us in China and 8 wells were drilled overseas. We converted 96 million barrels of proved undeveloped crude oil reserves and 851 billion cubic feet of proved undeveloped natural gas reserves into proved developed reserves in 2013. Total capital expenditure incurred in converting proved undeveloped reserves into proved developed reserves amounted to RMB 22.204 billion, including RMB 19.583 billion and RMB 2.621 billion incurred in connection with our operations in China and overseas, respectively, in 2013.

We manage our reserves estimation through a two-tier management system. Our Oil and Natural Gas Reserves Management Committee, or the RMC, at our headquarters level oversees the overall reserves estimation process and reviews the reserves estimation of our company. Each of our Branches has a reserves management committee that manages the reserves estimation process and reviews the reserves estimation report at the branches level.

Our RMC is chaired by Mr. Wang Zhigang, one of our senior vice presidents, and is co-led by our deputy chief geologist and our director general of our exploration and production segment. Mr. Wang holds a Ph.D. degree in geology from Geology and Geo-physics Research Institute of the China Academy of Science and has over 30 years of experience in oil and gas industry. Our RMC also consists of 31 other members who are senior management members in charge of exploration and development activities at production bureau level. A majority of our RMC members hold doctor's or master's degrees and our RMC members have an average of 20 years of technical experience in relevant industry fields, such as geology, engineering and economics.

Our reserves estimation is guided by procedural manuals and technical guidance. Initial collection and compilation of reserves information are conducted by different working divisions, including exploration, development, financial and legal divisions, at production bureau level. Exploration and development divisions collectively prepare the initial report on reserves estimation. Together with technical experts, reserves management committees at production bureau level then review to ensure the qualitative and quantitative compliance with technical guidance and accuracy and reasonableness of the reserves estimation. At headquarter level, the RMC is primarily responsible for the management and coordination of the reserves estimation process, review and approval of annual changes and results in reserves estimation and disclosure of our proved reserves. We also engage outside consultants who assist us to be in compliance with the U.S. Securities and Exchange Commission rules and regulations. Our reserves estimation process is further facilitated by a specialized reserves database which is improved and updated periodically.

Oil and Natural Gas Production

In 2013, we produced an average of 1,153 thousand BOE per day in China, of which approximately 73.86% was crude oil and 26.14% was natural gas. We produced an average of 69 thousand BOE per day overseas, all of which was crude oil. The following tables set forth our average daily production of crude oil and natural gas sold for the years ended December 31, 2011, 2012 and 2013. The production of crude oil includes condensate.

	Year Ended December 31,		
	2011	2012	2013
	(in thousands of barrels)		
Average Daily Crude Oil Production			

China				
Shengli	532	536	540	
Others	299	304	312	
Overseas				
Subsidiary(1)	50	59	59	
Equity-accounted investments	-	-	10	(2)
Total Crude Oil Production	881	899	921	

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	Year Ended December 31, 2011	2012	2013
	(in millions of cubic feet)		
Average Daily Natural Gas Production			
China			
Puguang	586	732	784
Others	830	905	1024
Overseas	-	-	-
Total Natural Gas Production	1,416	1,637	1,808

(1) The average daily production of our overseas subsidiary is the net production of SSI after deducting the government's sharing of production. We hold 55% equity interest of SSI.
(2) The average daily production of our equity-accounted investments reflects our shares of the production in CIR, Taihu and Mansarovar, starting from our acquisition in 2013 of (i) 50% interest in CIR, (ii) 49% interest in Taihu, and (iii) 50% interest in Mansarovar, through a joint venture owned by Sinopec Group Company and us.

Lifting Cost & Realized Prices

The following table sets forth our average lifting costs per BOE of crude oil produced, average sales prices per barrel of crude oil and average sales prices per thousand cubic meters of natural gas for the years ended December 31, 2011, 2012 and 2013.

	Weighted Average	China (RMB)	Overseas(1)
For the year ended December 31, 2013			
Average petroleum lifting cost per BOE	112.56	113.63	91.27
Average realized sales price			
Per barrel of crude oil	590.86	584.35	671.17
Per thousand cubic meters of natural gas	1,359.23	1,359.23	-
For the year ended December 31, 2012			
Average petroleum lifting cost per BOE	110.64	111.47	92.55
Average realized sales price			
Per barrel of crude oil	632.51	625.79	704.17
Per thousand cubic meters of natural gas	1,291.65	1,291.65	-
For the year ended December 31, 2011			
Average petroleum lifting cost per BOE	103.86	104.89	81.64
Average realized sales price			
Per barrel of crude oil	636.61	632.03	707.70
Per thousand cubic meters of natural gas	1,284.02	1,284.02	-

(1) The exchange rates we used for overseas data in this table was the average exchange rates for each year ended December 31, 2011, 2012 and 2013, which were RMB 6.4588 to US$1.00, RMB 6.3125 to US$1.00, and RMB 6.1928 to US$ 1.00, respectively.

Exploration and Development Activities

In 2013, we increased our oil and gas reserves by exploring resources in our five important exploration areas for our upstream business activities. We made remarkable progresses in our exploration of unconventional oil and gas resources. We made a number of technological breakthroughs and achieved satisfactory trial development results in our exploration of the Fuling marine-facies shale gas field, laying a solid foundation for our shale gas development. In 2013, we made two dimensional seismic exploration of 14,654 kilometers, three dimensional seismic exploration of 11,534 square kilometers, and drill footage of 1,875 kilometers. In 2013, we added 313 million barrels to our proved oil reserves in China, achieving an oil reserve replacement ratio of more than 100%. We also acquired overseas upstream assets from Sinopec Group Company, which significantly increased our overseas oil and gas assets. In addition, we enhanced the recovery rate in mature fields and effectively curbed the growth in lifting costs. We made intensive efforts in the natural gas market by increasing sales volumes to meet consumption demand.

The following table sets forth the numbers of our exploratory and development wells, including a breakdown of productive wells and dry wells we drilled during the years ended December 31, 2011, 2012 and 2013.

	Total	China		Overseas	
		Shengli	Others	Subsidiary	Equity-accounted investments
For the year ended December 31, 2013					
Exploratory					
Productive	350	112	238	-	-

Dry	352	96	256	-	-
Development					
Productive	4,513	2,490	2,016	5	2
Dry	83	39	44	-	-
For the year ended December 31, 2012					
Exploratory					
Productive	329	101	228	-	-
Dry	682	89	593	-	-
Development					
Productive	3,583	2,047	1,532	4	-
Dry	35	6	29	-	-
For the year ended December 31, 2011					
Exploratory					
Productive	321	112	209	-	-
Dry	504	124	380	-	-
Development					
Productive	3,333	1,839	1,494	-	-
Dry	23	5	18	-	-

The following table sets forth the number of wells being drilled by us as of December 31, 2013, as compared to December 31, 2012:

	As of December 31,			
	2012		2013	
	Gross	Net	Gross	Net
China				
Shengli	86	86	93	93
Others	199	199	174	174
Overseas				
Subsidiary	4	1	1	-
Equity-accounted investments	-	-	1	-
Total Wells Drilling	289	286	269	267

The following table sets forth our number of productive wells for crude oil and natural gas as of December 31, 2013, as compared to December 31, 2012:

	As of December 31,			
	2012		2013	
Productive Wells for Crude Oil	Gross	Net	Gross	Net
China				
Shengli	30,082	30,082	28,844	28,844
Others	16,165	16,165	17,281	17,281
Overseas				
Subsidiary	21	7	23	7
Equity-accounted investments	-	-	1,604	468
Total	46,268	46,254	47,752	46,600

	As of December 31,			
	2012		2013	
Productive Wells for Natural Gas	Gross	Net	Gross	Net
China				
Puguang	53	53	53	53
Others	3,794	3,776	4,179	4,159
Overseas	-	-	-	-
Total	3,847	3,829	4,232	4,212

Refining

Overview

In 2013, our refinery throughputs were approximately 232 million tonnes. We produce a full range of refined petroleum products. The following table sets forth our production of our principal refined petroleum products for the years ended December 31, 2011, 2012 and 2013.

	Year Ended December 31,		
	2011	2012	2013
	(in million tonnes)		
Gasoline	37.10	40.55	45.56
Diesel	77.17	77.39	77.40
Kerosene and jet guel	13.73	15.01	17.43
Light chemical feedstock	37.38	36.33	37.97
Liquefied petroleum gas	9.47	9.92	10.56
Fuel oil	2.54	2.38	3.17

Gasoline and diesel are our largest revenue producing products, and are sold mostly through our marketing and distribution segment through both wholesale and retail channels. We use most of our production of chemical feedstock as feedstock for our own chemical operations. Most of our refined petroleum products were sold in China to a wide variety of industrial and agricultural customers, and a small amount are exported.

Refining Facilities

Currently we operate 34 refineries in China. As of December 31, 2013, our total primary distillation capacity of crude oil was 282 million tonnes per annum.

The following table sets forth our total primary distillation capacity per annum of crude oil and refinery throughputs as of and for the years ended December 31, 2011, 2012 and 2013.

	As of and for the Year Ended December 31,		
	2011	2012	2013
Primary distillation capacity of crude oil (million tonnes per annum)	247.10	260.90	282.20
Refinery throughputs (million tonnes)	217.37	221.31	231.95

Notes:
(1) The primary distillation capacity and refinery throughputs of joint ventures are 100% included in our statistics.
(2) When calculating refinery throughputs, conversion from tonnes to barrels are made at a rate of one tonne to 7.35 barrels.

In 2013, measured by the total output from our refineries, our gasoline yield was 19.64%, diesel yield was 33.37%, kerosene yield was 7.52%, and light chemical feedstock yield was 16.37%. Other products include lubricant, liquefied petroleum gas, solvent, asphalt, petroleum coke, paraffin and fuel oil. For the years ended December 31, 2011, 2012 and 2013, our overall yield for all refined petroleum products at our refineries was 95.09%, 95.15% and 94.82% , respectively.

The following table sets forth the primary distillation capacity per annum as of December 31, 2013 of each of our refineries with the primary distillation capacity of 8 million tonnes or more per annum.

Refinery	Primary Distillation Capacity as of December 31, 2013 (in million tonnes per annum)
Zhenhai	23.80
Maoming	23.50
Jinling	21.00
Shanghai	16.00

Qilu	14.00
Fujian	14.00
Tianjin	13.80
Yanshan	13.50
Guangzhou	13.20
Gaoqiao	13.00
Qingdao	12.00
Changling	11.50
Yangzi	9.50
Hainan	9.20
Luoyang	8.00
Wuhan	8.00
Anqing	8.00

In 2013, our primary distillation capacity of crude oil increased by 21.3 million tonnes per annum, which included an increase of 8.5 million tonnes per annum in the distillation capacity of sour crude. In addition, in 2013, our hydro-refining capacity increased by 20.7 million tonnes per annum. The revamping projects for a number of refining facilities to improve refined petroleum product quality were also completed and put into operation.

Source of crude oil

In 2013, approximately 81.81% of the crude oil required for our refinery business was sourced from international suppliers.

Marketing and Sales of Refined Petroleum Products

Overview

We operate the largest sales and distribution network for refined petroleum products in China. In 2013, we distributed and sold approximately 165.42 million tonnes of gasoline, diesel, jet fuel and kerosene. Most of the refined petroleum products sold by us are produced internally. In 2013, approximately 77.9% of our gasoline sales volume and approximately 79.2% of our diesel sales volumes were produced internally.

The table below sets forth a summary of key data in the marketing and sales of refined petroleum products in the years of 2011, 2012 and 2013.

	2011	2012	2013
Total sales volume of refined petroleum products (in million tonnes)	162.32	173.15	179.99
Domestic sales volume of refined petroleum products (in million tonnes)	151.16	158.99	165.42
Retail	100.24	107.85	113.73
Direct Sales	33.22	33.25	33.49
Wholesale	17.70	17.89	18.20
Average annual throughput of service stations (in tonnes per station)	3,330	3,498	3,707

	As of December 31,		
	2011	2012	2013
Total number of service stations under Sinopec brand	30,121	30,836	30,536
Self-operated service stations	30,106	30,823	30,523

Retail

All of our retail sales are made through a network of service stations and petroleum shops operated under the Sinopec brand. Through this unified network we are more able to implement consistent pricing policies, maintain both product and service quality standards and more efficiently deploy our retail network.

In 2013, we sold approximately 113.73 million tonnes of gasoline, diesel and kerosene through our retail network, representing approximately 68.8% of our total domestic gasoline, diesel, jet fuel and kerosene sales volume. Our retail network mainly consists of service stations that are wholly-owned and operated by us, and jointly-owned and generally operated or leased by us, all of which are operated under the Sinopec brand. We also franchised the Sinopec brand to third parties services stations. As of December 31, 2013, we had 13 franchised service stations that are owned and operated by third parties. In 2013, the average annual throughput of our service stations increased by 5.97% from 2012, and we have further strengthened our leading position in our principal market, and further improved our brand awareness and customer loyalty.

Direct Sales

In 2013, we sold approximately 33.49 million tonnes of refined petroleum products, including 2.67 million tonnes of gasoline, 28.74 million tonnes of diesel and 2.08 million tonnes of kerosene, through direct sales to domestic commercial customers such as industrial enterprises, hotels, restaurants and agricultural producers.

Wholesale

In 2013, we sold approximately 18.2 million tonnes of gasoline, diesel, kerosene and jet fuel through wholesale channels, representing approximately 11.0% of our total domestic sales volume of gasoline, diesel, kerosene and jet fuel. Our wholesale sales include sales to large commercial or industrial customers and independent distributors as well as sales to certain long-term customers such as railway, airlines, shipping and public utilities.

Through our wholesale centers, we operate 395 storage facilities with a total capacity of approximately 15.7 million cubic meters, substantially all of which are wholly-owned by us. Our wholesale centers are connected to our refineries by railway, waterway and, in some cases, by pipelines. We also own some dedicated railways, oil wharfs and oil barges, as well as a number of rail tankers and oil trucks.

Chemicals

Overview

We are the largest petrochemicals producer in China. We produce a full range of petrochemical products including intermediate petrochemicals, synthetic resins, synthetic fiber monomers and polymers, synthetic fibers, synthetic rubber and chemical fertilizers. Synthetic resins, synthetic fibers, synthetic rubber, chemical fertilizers and some intermediate petrochemicals comprise a significant majority of our external sales. Synthetic fiber monomers and polymers and intermediate petrochemicals, on the other hand, are mostly internally consumed as feedstock for the production of other chemical products. Our chemical operations are integrated with our refining businesses, which supply a significant portion of our chemical feedstock such as naphtha. Because of strong domestic demand, most of our petrochemical products are sold in China's domestic market.

Products

Intermediate Petrochemicals

We are the largest ethylene producer in China. Our rated ethylene capacity as of December 31, 2013 was 10.18 million tonnes per annum. In 2013, we produced 9.98 million tonnes of ethylene. Nearly all of our olefins production is used as feedstock for our petrochemical operations.

We produce aromatics mainly in the forms of benzene and para-xylene, which are used primarily as feedstock for purified terephthalic acid, or PTA, the preferred raw material for polyester. We are the largest aromatics producer in China.

Chemicals extracted from olefins and aromatics are mainly used to produce synthetic resins, synthetic rubber and synthetic fibers, as well as intermediate petrochemicals.

The following table sets forth our rated capacity per annum, production volume and major plants of production as of or for the year ended December 31, 2013 for our principal intermediate petrochemical products.

	Our Rated Capacity (thousand tonnes per annum)	Our Production (thousand tonnes)	Major Plants of Production
Ethylene	10,180	9,980	Yanshan, Shanghai, Yangzi, Qilu, Maoming, Guangzhou, Tianjin, Zhongyuan, SECCO*, BASF-YPC*, Fujian*, Zhongsha (Tianjing)*, Zhenhai and Sino-Korean (Wuhan)*
Propylene	9,155	8,462	Yanshan, Shanghai, Yangzi, Qilu, Maoming, Guangzhou, Tianjin, Zhongyuan, SECCO*, BASF-YPC*, Gaoqiao, Anqing, Jinan, Jingmen, Fujian*, Zhongsha (Tianjing)*, Zhenhai and Sino-Korean (Wuhan)*
Benzene	5,056	3,745	Yanshan, Shanghai, Yangzi, Qilu, Guangzhou, Zhenhai, Tianjin, Luoyang, SECCO* and BASF-YPC*
Styrene	2,099	2,084	Yanshan, Qilu, Guangzhou, Maoming, SECCO* and Zhenhai
Para-xylene	4,779	4,478	Shanghai, Yangzi, Qilu, Tianjin, Luoyang and Fujian*
Phenol	608	597	Yanshan and Gaoqiao

* Joint ventures, of which the production capacities and outputs are 100% included in our statistics.

Synthetic Resins

We are the largest producer of polyethylene, polypropylene and polystyrene and supplier of major synthetic resins products in China.

The following table sets forth our rated capacity per annum, production volumes and major plants of production for each of our principal synthetic resins as of or for the year ended December 31, 2013.

Our Rated Capacity	Our Production (thousand	Major Plants of Production

	(thousand tonnes per annum)	tonnes)	
Polyethylene	6,889	6,597	Yanshan, Shanghai, Yangzi, Qilu, Maoming, Guangzhou, Tianjin, Zhongyuan, SECCO*, BASF-YPC*, Fujian*, Zhongsha (Tianjing)*, Zhenhai and Sino-Korean (Wuhan)*
Polypropylene	6,155	5,733	Yanshan, Shanghai, Yangzi, Qilu, Guangzhou, Maoming, Tianjin, Zhongyuan, SECCO*, Jingmen, Fujian*, Zhongsha (Tianjing)*, Zhenhai and Sino-Korean (Wuhan)*
Polyvinyl chloride	600	308	Qilu
Polystyrene	750	665	Yanshan, Qilu, Maoming, Guangzhou and SECCO*
Acrylonitrile butadiene styrene	200	121	Gaoqiao

* Joint ventures, of which the production capacities and outputs are 100% included in our statistics.

Synthetic Fiber Monomers and Polymers

Our principal synthetic fiber monomers and polymers are purified terephthalic acid, ethylene glycol, acrylonitrile, caprolactam, polyester, polyethylene glycol and polyamide fiber. Based on our 2013 production, we are the largest producer of ethylene glycol and caprolactam in China. Most of our production of synthetic fiber monomers and polymers are used as feedstock for synthetic fibers.

The following table sets forth our rated capacity per annum, our production volume and major plants of production as of or for the year ended December 31, 2013 for each type of our principal synthetic fiber monomers and polymers.

	Our Rated Capacity (thousand tonnes per annum)	Our Production (thousand tonnes)	Major Plants of Production
Purified terephthalic acid	3,119	2,947	Shanghai, Yangzi, Yizheng, Tianjin and Luoyang
Ethylene glycol	2,579	2,018	Yanshan, Shanghai, Yangzi, Tianjin, Maoming, BASF-YPC*, Zhongsha (Tianjing)* and Zhenhai
Acrylonitrile	680	703	Shanghai, Anqing, Qilu and SECCO*
Caprolactam	660	549	Shijiazhuang and Baling
Polyester	3,168	2,858	Shanghai, Yizheng, Tianjin and Luoyang

* Joint ventures, of which the production capacities and outputs are 100% included in our statistics.

Synthetic Fibers

We are the largest producer of acrylic fibers in China. Our principal synthetic fiber products are polyester fiber and acrylic fiber.

The following table sets forth our rated capacity per annum, production volume and major plants of production for each type of our principal synthetic fibers as of or for the year ended December 31, 2013.

	Our Rated Capacity (thousand tonnes per annum)	Our Production (thousand tonnes)	Major Plants of Production
Polyester fiber	1,328	1,093	Yizheng, Shanghai, Tianjin and Luoyang
Acrylic fiber	265	293	Shanghai, Anqing and Qilu

Synthetic Rubbers

Our principal synthetic rubbers are cis-polybutadiene rubber, styrene butadiene rubber, or SBR, styrene butadiene-styrene thermoplastic elastomer and isobutadiene isoprene rubber, or IIR. Based on our 2013 production, we are the largest producer of SBR and cis-polybutadiene rubber in China.

The following table sets forth our rated capacity per annum, production volume and major plants of production as of or for the year ended December 31, 2013 for each of our principal synthetic rubbers.

	Our Rated Capacity (thousand tonnes per annum)	Our Production (thousand tonnes)	Major Plants of Operation
Cis-polybutadiene rubber	540	405	Yanshan, Qilu, Maoming and Gaoqiao
Styrene butadiene rubber	430	410	Yanshan, Qilu, Maoming and Gaoqiao and Yangzi

Styrene-butadiene-styrene thermoplastic elastomers	140	108	Yanshan and Maoming
Isobutylene isoprene rubber	45	35	Yanshan
Isoprene rubber	30	2	Yanshan

Synthetic Ammonia and Urea

We produce synthetic ammonia and urea. Our synthetic ammonia is used to manufacture urea, caprolactam and acrylic nitrile.

The major companies of our production for chemical fertilizers for the year ended December 31, 2013 were Sinopec Anqing Company, Sinopec Baling Company and Sinopec Hubei Chemical Fertilizer Company.

Marketing and Sales of Petrochemicals

Most of our sales revenue come from China. Price and volume of petrochemical sales are primarily market driven. The southern and eastern regions in China, where most of our petrochemical plants are located, constitute the major petrochemical market in China. Our proximity to the major petrochemical market gives us a geographic advantage over our competitors.

Our principal sales and distribution channels consist of direct sales to end-users, most of which are large- and medium-sized manufacturing enterprises, and sales to distributors. We also provided after-sale services to our customers, including technical support. We continuously strive to improve our product mix and enhance our product quality to meet market needs.

Competition

Refining and Marketing of Refined Petroleum Products

Market participants compete primarily on the basis of wide-established sales network and logistics system, quality of products and service, efficiency of operations including proximity to customers, awareness of brand name and price. While we constantly face competition from other market participants, we believe that we have a competitive advantage in our principal market against our competitors.

Chemicals

We compete with domestic and foreign chemicals producers in the chemicals market. We believe our proximity to customers has given us significant geographical advantages. Most of our petrochemical production facilities are located in the eastern and southern regions in China, an area which has experienced higher economic growth rates in China in the past thirty years. Proximity of our production facilities to our markets has given us an advantage over our competitors in terms of easy access to our customers, resulting in lower transportation costs, more reliable delivery of products and better service to customers.

Patents and Trademarks

In 2013, we were granted 2,388 patents in China and overseas. As of December 31, 2013, we owned a total of 11,569 patents in China and overseas.

Business Operations Relating to Iran Threat Reduction and Syria Human Rights Act of 2012

In 2013, we sourced a small amount of crude oil from Iran, and such amount represented 2.95% of our total refinery throughputs. In addition, we engaged in a small amount of trading activities with an Iranian company with net profit of approximately $3.41 million.

Based on feedback to our inquiries to Sinopec Group Company, our controlling shareholder, Sinopec Group Company, directly or indirectly through its affiliates, engaged in a small amount of business activities in Iran such as providing engineering support and designs. Sales revenue from these business activities accounted for 0.0015% of its total unaudited sales revenue. In 2013, no profits were generated from these business activities.

Since we have performance obligations under our Iran-related contracts, we are legally required to continue our performance of part of Iran related contracts in 2014.

Regulatory Matters

Overview

China's petroleum and petrochemical industry has seen significant liberalization in the past ten years. However, the exploration, production, marketing and distribution of crude oil and natural gas, as well as the production, marketing and distribution of certain refined petroleum products are still subject to regulation of many government agencies including:

National Development and Reform Commission ("NDRC")

The NDRC is responsible for formulating and implementing key policies in respect of petroleum and petrochemical industry, including:

- Formulating guidance plan for annual production, import and export amount of crude oil, natural gas and petroleum products nationwide based on its forecast on macro-economic conditions in China;
- Setting the pricing policy for refined oil products; and
- Approving certain domestic and overseas resource investment projects which are subject to NDRC's approval as required by the Catalogue of Investment Projects Approved by the Government (2013).

The Ministry of Commerce ("MOFCOM")

MOFCOM is responsible for examining and approving production sharing contracts, Sino-foreign equity joint venture contracts and Sino-foreign cooperation joint venture contracts for oil and gas development within the PRC. It is also responsible to issue quotas and licenses for import and export of crude oil and refined oil products.

In November 2010, we were approved by four Ministries including MOFCOM to become one of the first trial enterprises to cooperate with international business partners and develop coal bed methane resources (MOFCOM Circular 984[2010]).

Ministry of Land and Resources ("MLR")

The MLR is responsible for issuing the licenses that are required to explore and produce crude oil and natural gas in China.

Regulation of Exploration and Production

Exploration and Production Rights

The PRC Constitution provides that all mineral and oil resources belong to the state. In 1986, the Standing Committee of the National People's Congress passed the Mineral Resources Law which authorizes the Ministry of Land and Resources, or the MLR, to exercise administrative authority over the exploration and production of the mineral and oil resources within the PRC, including its territorial waters. The Mineral Resources Law and its supplementary regulations provide the basic legal framework under which exploration licenses and production licenses are granted. The MLR has the authority to grant exploration licenses and production licenses on a competitive bidding or other basis it considers appropriate. Applicants for these licenses must be companies approved by the State Council to engage in oil and gas exploration and production activities. Currently, only we, PetroChina, China National Offshore Oil Corporation (CNOOC) and Yanchang Petroleum Group Ltd. have received such exploration licenses and production licenses in oil and gas industry. In addition, pursuant to the Regulation on the Administration of Geological Survey Qualifications promulgated by the State Council, which became effective from July 1, 2008, any entity engaging in geological survey activities shall obtain a geological survey qualification certificate. Oil and natural gas survey qualifications, among others, shall be examined, approved and granted by the MLR.

Applicants for exploration licenses must first submit applications to the MLR with respect to blocks in which they intend to engage in exploration activities. The holder of an exploration license is obligated to make an annual minimum exploration investment and pay annual exploration license fees, ranging from RMB 100 to RMB 500 per square kilometer, relating to the exploration blocks in respect of which the license is issued. The maximum term of an exploration license is 7 years. The exploration license may be renewed upon application by the holder at least 30 days prior to expiration date, with each renewal for a maximum two-year term.

At the exploration stage, an applicant can also apply for a progressive exploration and production license that allows the holder to test and develop reserves not yet fully proved. The progressive exploration and production license has a maximum term of 15 years. When the reserves become proved for a block, the holder must apply for a full production license in order to undertake production.

The MLR issues full production licenses to applicants on the basis of the reserve reports approved by relevant authorities. The maximum term of a full production license is 30 years unless a special dispensation is given by the State Council. Due to a special dispensation granted to us by the State Council, the maximum term of our full production licenses is 80 years. The full production license is renewable upon application by the holder at least 30 days prior to expiration of the original term. A holder of the full production license has to pay an annual full production right usage fee of RMB 1,000 per square kilometer.

Exploration and production licenses do not grant the holders the right to enter upon any land for the purpose of exploration and production. Holders of exploration and production licenses must separately obtain the right to use the land covered by the licenses, and if permissible under applicable laws, current owners of the rights to use such land may transfer or lease the land to the license holder.

Incentives for Shale Gas Development

China National Energy Administration issued the Shale Gas Industry Policy (the “Policy”) on October 22, 2013, which classifies shale gas as a “national strategic new industry” and calls for more fiscal support for exploration and development of shale gas. In particular, subsidies should be given directly to a shale gas production company according to the amount of its shale gas development and utilization. Local governments are also encouraged to provide subsidies to shale gas production companies, with the subsidy amount to be determined by local fiscal authorities. The Policy provides that compensatory fee for mineral resources and/or license fee for shale gas exploration enterprises will be reduced or exempted, and tariffs can be exempted on the import of certain equipment which cannot be produced domestically. In addition, the government intends to develop and issue regulations on tax incentive policies relating to resource tax, value added tax and income tax for shale gas exploration and development.

Price Controls on Crude Oil

According to the Measures for Administration of Petroleum Products Price (Trial) issued by the NDRC on March 26, 2013, the crude oil price shall be determined by the enterprises on their own accord, by reference to the international market price. The price for supplying crude oil by us and CNPC to each other shall be determined by both the parties upon consultation in accordance with the principle that the cost for transporting domestic crude oil to the refinery is equivalent to the cost for importing crude oil from international market to the refinery. The price for providing crude oil by us and the CNPC to local refineries shall be determined in reference to the supply prices between the two corporations. The price of crude oil produced by CNOOC or other enterprises shall be determined on their own accord by reference to the international market price.

Price Controls on Natural Gas

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On June 28, 2013, NDRC released the Circular on Adjustment of the Price of Natural Gas. Pursuant to the circular, prices of natural gas will be linked to the prices of alternative energy, and the prices will be determined at city gates by the market (i.e., by natural gas suppliers and consumers themselves), subject to a ceiling price set by the government. The natural gas prices are subject to slight increase, but caps are set for the prices increase. Price of natural gas used to make fertilizer shall be increased by no more than RMB 0.25 per cubic meter and prices of other non-residential natural gas shall be increased by no more than RMB 0.4 per cubic meter. Gas prices for residential users will remain unchanged.

Regulation of Refining and Marketing of Refined Petroleum Products

Price Controls on Gasoline, Diesel and Jet Fuels

The PRC government continues to exercise control over the prices of gasoline, diesel and jet fuels.

On March 26, 2013, the NDRC announced adjustments to the existing refined oil pricing mechanism, which include, among other things, (i) shortening of monitoring period for adjusting oil product prices from 22 working days to 10 working days; (ii) eliminating the 4% upward or downward fluctuation as a trigger for adjustment of oil product prices; (iii) adjusting the composition of benchmarked crude oil as a reference for domestic oil product prices. In the cases of changes such as significant increase in domestic CPI or significant fluctuations of crude oil price, NDRC may issue additional procedural guidelines, such as implementing ad hoc suspension, delay or narrowing of price adjustment upon the approval by the State Council.

The ex-factory price of the jet fuels (standard) will be determined by the buyers and the sellers, subject to a limit of no more than the import parity price in the Singapore market. The NDRC will regularly release the import parity price for jet fuels in the Singapore market.

On September 16, 2013, a Circular of Relevant Opinions on Pricing Policies for Upgrading Oil Product Quality was promulgated by the NDRC. The Circular provides that the prices of gasoline and diesel products shall be increased if the quality of such products is upgraded. For gasoline and diesel products that are upgraded to GB IV standards, their prices shall be raised by RMB 290 per tonne and RMB 370 per tonne, respectively; for gasoline and diesel products that are upgraded from GB IV to GB V standards, their prices shall be raised by RMB 170 per tonne and RMB 160 per tonne, respectively. Prices for regular diesel shall be benchmarked against automobile diesel with same specfication.

Regulation of Crude Oil and Refined Petroleum Products Market

On December 4, 2006, Ministry of Commerce of the PRC promulgated the "Administrative Rules for Crude Oil Market" and "Administrative Rules for Refined Petroleum Products Market" to open the wholesale market of crude oil and refined petroleum products to new market entrants, respectively. The rapid entrance of foreign enterprises into Chinese petroleum, chemical and other related business will change the current horizon of crude oil resorce, as well as petroleum and chemical products market.

Investment

Under the State Council's Decision on Investment System Reform, investments without the use of government funds are only subject to a licensing system or a registration system, as the case may be. Under the current system, only significant projects and the projects of restrictive nature are subject to approval so as to maintain social and public interests, and all other projects of any investment scale are only subject to a registration system.

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On December 2, 2013, the State Council issued the Catalogue of Investment Projects Requiring Government Approval (2013) ("2013 Catalogue"). Under the 2013 Catalogue, NDRC approval will only be required for overseas investment projects larger than US$1 billion in size or concerning sensitive countries or regions or sensitive industries. All other projects, including those by enterprises directly administered by the SASAC and local enterprises with an investment size over US$3 billion, will require only a filing with the NDRC or NDRC's local branches. In addition, when establishing and operating enterprises abroad, Chinese investors will be required to apply for MOFCOM approval if sensitive countries or regions or sensitive industries are involved. For other projects, Chinese investors will need to submit a filing with MOFCOM or MOFCOM's local branches.

Pursuant to the Anti-Monopoly Law of the PRC which became effective on August 1, 2008, when market concentration by business carriers through merger, acquisition of control through shares or assets acquisition, or acquisition of control or the ability to exercise decisive influence over other business carriers by contract or by other means reaches a threshold of declaration level prescribed by the State Council, the business carriers shall declare in advance to the Anti-monopoly Law enforcement agency, otherwise, the business carriers shall not implement such market concentration.

Taxation, Fees and Royalty

Companies which operate petroleum and petrochemical businesses in China are subject to a variety of taxes, fees and royalties.

Effective from January 1, 2009, China has adjusted the consumption tax rates of the refined oil and other refined oil products under the country's refined oil tax reform plan.

On October 28, 2011, the Rules for Implementation of Interim Regulations of the Resource Tax was promulgated by the Ministry of Finance and State Administration of Taxation, under which the implementation of resources taxes reform will cover oil and gas enterprises at nationwide since November 1, 2011. Any person who is involved in production of crude oil and natural gas, and is qualified to pay resources taxes, shall pay 5% of the price of crude oil or natural gas as the resource taxes. Qualified taxes payers may enjoy an exemption or reduction of resources taxes.

Effective from November 1, 2011, The Ministry of Finance increased the threshold of the special oil income levy to US$55 per barrel, and a five-level progressive rate will still be applicable to special oil income levy collection based on the sale prices, which is calculated and paid monthly.

Applicable tax, fees and royalties on refined petroleum products and other refined oil products generally payable by us or by other companies in similar industries are shown below.

Tax Item	Tax Base	Tax Rate
Enterprise income tax	Taxable income	25% effective from January 1, 2008.
Value-added tax	Revenue	13% for liquefied petroleum gas, natural gas, and low density polyethylene for production of agricultural film and fertilizers and 17% for other items. We generally charge value-added tax to our customers at the time of settlement on top of the selling prices of our products on behalf of the taxation authority. We may

directly claim refund from the value-added tax collected from our customers for value-added tax that we paid for (i) purchasing materials consumed during the production process; and (ii) charges paid for drilling and other engineering services.

Consumption tax	Aggregate volume sold or self-consumed	RMB 1.0 per liter for gasoline, naphtha, solvent oil and lubricant; RMB 0.8 per liter for diesel, jet fuel and fuel oil. The consumption tax for naphtha for the production of ethylene and aromatic products will be taxed first but refunded later. The consumption tax for naphtha which is produced internally for the production of ethylene and aromatic products and those listed in direct supply scheme of State Administration of Taxation will be exempted. Consumption tax on jet fuel is currently exempted.
Import tariff	CIF China price	5% for gasoline, 6% for diesel, 9% for jet kerosene and 6% for fuel oil. Beginning on July 1, 2011, the applicable tax rates for gasoline, fuel oil, diesel and jet kerosene are 1%, 1%, 0% and 0%, respectively.
Resource tax	Aggregate volume sold or self-consumed	Effective from November 1, 2011, for domestic production of crude oil and natural gas, the applicable tax rate is 5% of the sales revenue, exemption or deduction may apply if qualified.
Compensatory fee for mineral resources	Revenue of crude oil and natural gas	1%
Exploration license fee	Area	RMB 100 to RMB 500 per square kilometer per annum.
Production license fee	Area	RMB 1,000 per square kilometer per annum.
Royalty fee(1)	Production volume	Progressive rate of 0-12.5% for crude oil and 0-3% for natural gas.
City construction tax	Total amount of value-added tax, consumption tax and business tax	1%, 5% and 7%.
Education Surcharge and local education surcharge	Total amount of value-added tax, consumption tax and business tax	3% and 2%.
Special Oil Income Levy	Any revenue derived from sale of	Progressive rate of 20% to 40% for revenues derived from crude oil with realized price in

domestically produced crude oil when the realized crude oil price exceeds US$55 per barrel.	excess of US$55 per barrel.

(1) Sino-foreign oil and gas exploration and development cooperative projects whose contracts were signed prior to November 1, 2011 and have not yet expired are still subject to royalty fee, and the project companies of those cooperative projects are not subject to any other resource taxes or fees. Sino-foreign oil and gas exploration cooperative projects whose contracts are signed after November 1, 2011 are not subject to royalty fee, but are subject to resource taxes.

C. ORGANIZATIONAL STRUCTURE

For a description of our relationship with Sinopec Group Company, see "Item 4. Information on the Company — A. History and Development of the Company" and "Item 7. Major Shareholders and Related Party Transactions." For a description of our significant subsidiaries, see Note 34 to our consolidated financial statements.

D. PROPERTY, PLANT AND EQUIPMENT

We own substantially all of our properties, plants and equipment relating to our business activities.

See "Item 4. Information on the Company — B. Business Overview" for description of our property, plant and equipment.

Environmental Matters

We are subject to various national environmental laws and regulations and also environmental regulations promulgated by the local governments in whose jurisdictions we have operations. For example, national regulations promulgated by the central government set discharge standards for emissions into air and water. They also set forth schedules of discharge fees for various waste substances. These schedules usually provide for discharge fee increases for each incremental amount of discharge up to a certain level. Above a certain level, the central regulations permit the local government to order any of our facilities to cure certain behavior causing environmental damage and subject to the central government's approval, the local government may also issue orders to close any of our facilities that fail to comply with the existing regulations. In addition, we have incurred capital expenditure specifically in compliance with the various environmental protection objectives set by the PRC government for the petroleum and chemical industry, to promote energy saving and environmental protection in China.

Each of our production subsidiaries has implemented policies to control its pollutant emissions and discharge and to oversee compliance with the PRC environmental regulations. In January 2013, we integrated our environmental protection functions such as low-carbon development strategy and energy-saving mission by setting up a new department named Energy Management and Environmental Protection Department. The main functions of this new department are environmental management functions such as energy saving, emission reduction, environmental protection, water saving, comprehensive utilization of resources and clean production.

Our production facilities have their own facilities to treat waste water, solid waste and waste gases on site. Waste water first goes through preliminary treatment at our own waste water treatment facilities. Thereafter, the water is sent to nearby waste water treatment centers operated either by us or by Sinopec Group for further treatment. All solid waste materials generated by our production facilities are buried at disposal sites or burned in furnaces either operated by us or by Sinopec Group. Waste gases are generally treated and burned in furnaces before dissipation and the ash is disposed in accordance with our solid waste disposal procedures.

Environmental regulations also require companies to file an environmental impact report to the environmental bureau for approval before undertaking any construction of a new production facility or any major expansion or renovation of an existing production facility. Such an undertaking will not be permitted to operate until the environmental bureau has performed an inspection and is satisfied that environmentally sound equipment has been installed for the facility.

We believe our environmental protection systems and facilities are adequate for us to comply with current applicable national and local environmental protection regulations. The PRC government, however, may impose stricter regulations which require additional expenditure on compliance with environmental regulations.

Our environmental protection expenditures were approximately RMB 4.2 billion in 2011, RMB 4.8 billion in 2012, and RMB 5.2 billion in 2013.

Insurance

In respect of our refining, petrochemical production, and marketing and sales operations, we currently maintain with Sinopec Group Company, under the terms of its Safety Production Insurance Fund ("SPI Fund"), approximately RMB 650.3 billion of coverage on our property and plants and approximately RMB 109.3 billion of coverage on our inventory. In 2013, we paid an insurance premium of approximately RMB 2.6 billion to Sinopec Group Company for such coverage. Transportation vehicles and products in transit are not covered by Sinopec Group Company and we maintain insurance policies for those assets with insurance companies in the PRC.

The insurance coverage under SPI Fund applies to all domestic enterprises controlled by Sinopec Group Company under regulations published by the Ministry of Finance. We believe that, in the event of a major accident, we will be able to recover most of our losses from insurance proceeds paid under the SPI Fund or by insurance companies.

Pursuant to an approval of the Ministry of Finance, Sinopec Group Company entered into an agreement with China People’s Insurance Company on January 29, 2002 to purchase a property and casualty policy which would also cover our assets. The policy provides for an annual maximum cumulative claim amount of RMB 4.0 billion and a maximum of RMB 2.36 billion per occurrence.

On November 22, 2013, our Donghuang II pipeline located in Qingdao Economic and Technological Development Zone ruptured, resulting in oil leakage into the covered municipal drainage trench. The municipal drainage trench exploded and caused severe casualties and injuries to the surrounding pedestrians, residents and rescue team. The accident caused 62 deaths and 136 injuries and a direct economic loss of RMB 751.7 million, according to the investigation report issued by the State Council investigation team. We were responsible for paying our portion of required compensation to third parties. Our payments would be funded mainly from our Safe Production Insurance Fund that have been accumulated in the past years, as well as claims under the business catastrophe insurance policy that we maintained with a third-party commercial insurance company.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

A. GENERAL

The following discussion and analysis should be read in conjunction with our audited consolidated financial statements. Our consolidated financial statements have been prepared in accordance with IFRS. Certain financial information presented in this section is derived from our audited consolidated financial statements. Unless otherwise indicated, all financial data presented on a consolidated basis or by segment, are presented net of inter-segment transactions (i.e., inter-segment and other intercompany transactions have been eliminated).

Critical Accounting Policies

Our reported consolidated financial condition and consolidated results of operations are sensitive to accounting methods, assumptions and estimates that underlie the preparation of our financial statements. We base our assumptions and estimates on historical experience and on various other assumptions that we believe to be reasonable and which form the basis for making judgments about matters that are not readily apparent from other sources. On an on-going basis, our management evaluates its estimates. Actual results may differ from those estimates as facts, circumstances and conditions change.

The selection of critical accounting policies, the judgments and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors to be considered when reviewing our financial statements. Our principal accounting policies are set forth in Note 2 to the consolidated financial statements. We believe the following critical accounting policies involve the most significant judgments and estimates used in the preparation of our financial statements.

Oil and gas properties and reserves

The accounting for our upstream oil and gas activities is subject to special accounting rules that are unique to the oil and gas business. There are two methods to account for oil and gas business activities, the successful efforts method and the full cost method. We have elected to use the successful efforts method.

The successful efforts method reflects the volatility that is inherent in exploring for mineral resources in that costs of unsuccessful exploratory efforts are charged to expense as they are incurred. These costs primarily include dry hole costs, seismic costs and other exploratory costs. Under the full cost method, these costs are capitalized and written-off (depreciation) over time.

Engineering estimates of our oil and gas reserves are inherently imprecise and represent only approximate amounts because of the subjective judgments involved in developing such information. There are authoritative guidelines regarding the engineering criteria that have to be met before estimated oil and gas reserves can be designated as "proved". Proved and proved developed reserves estimates are updated at least annually and take into account recent production and technical information about each field. In addition, as prices and cost levels change from year to year, the estimate of

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proved and proved developed reserves also changes. This change is considered a change in estimate for accounting purposes and is reflected on a prospective basis in related depreciation rates.

Future dismantlement costs for oil and gas properties are estimated with reference to engineering estimates after taking into consideration the anticipated method of dismantlement required in accordance with industry practices in similar geographic area, including estimation of economic life of oil and gas properties, technology and price level. The present values of these estimated future dismantlement costs are capitalized as oil and gas properties with equivalent amounts recognized as provision for dismantlement costs.

Despite the inherent imprecision in these engineering estimates, these estimates are used in determining depreciation expense, impairment expense and future dismantlement costs, and in disclosing the supplemental standardized measure of discounted future net cash flows relating to proved oil and gas properties. Depreciation rates are determined based on estimated proved developed reserve quantities (the denominator) and capitalized costs of producing properties (the numerator). Producing properties' capitalized costs are amortized based on the units of oil or gas produced. Therefore, assuming all other variables are held constant, an increase in estimated proved developed reserves decreases our depreciation, depletion and amortization expense. Also, estimated reserves are often used to calculate future cash flows from our oil and gas operations, which serve as an indicator of fair value in determining whether a property is impaired or not. The larger the estimated reserves, the less likely the property is impaired. There have been no significant changes to the original reserve estimates during any of the three years ended December 31, 2011, 2012 and 2013.

Impairment for long-lived assets

If circumstances indicate that the net book value of a long-lived asset, including oil and gas properties, may not be recoverable, the asset may be "impaired", and an impairment loss may be recognized. The carrying amounts of long-lived assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. For goodwill, the recoverable amount is estimated annually. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of the net selling price and the value in use. It is difficult to precisely estimate selling price because quoted market prices for our assets or cash-generating units are not readily available. In determining the value in use, expected cash flows generated by the asset or the cash-generating unit are discounted to their present value, which requires significant judgment relating to level of sales volume, selling price and amount of operating costs. We use all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of reserve quantities, sales volume, selling price and amount of operating costs.

Impairment losses recognized for each of the three years ended December 31, 2011, 2012 and 2013 in our statement of income on long-lived assets are summarized as follows:

	Year ended December 31,		
	2011	2012	2013
	(RMB in millions)		
Exploration and production	2,153	1,006	2,523
Refining	78	-	88
Marketing and distribution	269	8	35
Chemicals	308	-	-
Corporate and others	1	-	15
Total	2,809	1,014	2,661

Depreciation

Property, plant and equipment (other than oil and gas properties) are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value. We review the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives are based on our historical experience with similar assets and take into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates. There have been no changes to the estimated useful lives and residual values during each of the three years ended December 31, 2011, 2012 and 2013.

Impairment of accounts receivable for bad and doubtful debts

We estimate impairment of accounts receivable for bad and doubtful debts resulting from the inability of our customers to make the required payments. We base our estimates on the aging of our accounts receivable balance, customer credit-worthiness, and historical write-off experience. If the financial condition of our customers were to deteriorate, actual write-offs would be higher than estimated. The changes in the impairment losses for bad and doubtful accounts are as follows:

	Year ended December 31,		
	2011	2012	2013
	(RMB in millions)		
Balance as of January 1	1,322	1,012	699
Impairment losses recognized for the year	51	44	36
Reversal of impairment losses	(124)	(155)	(38)
Written off	(237)	(202)	(123)
Balance as of December 31	1,012	699	574

Allowance for diminution in value of inventories

If the costs of inventories become higher than their net realizable values, an allowance for diminution in value of inventories is recognized. Net realizable value represents the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. We base the estimates on all available information, including the current market prices of the finished goods and raw materials, and historical operating costs. If the actual selling prices were to be lower or the costs of completion were to be higher than estimated, the actual allowance for diminution in value of inventories could be higher than estimated. Allowance for diminution in value of inventories is analyzed as follows:

	Year ended December 31,		
	2011	2012	2013
	(RMB in millions)		
Balance as of January 1	1,091	1,382	491
Allowance for the year	3,264	7,419	1,453
Reversal of allowance on disposal	(122)	(378)	(1)
Written off	(2,851)	(7,943)	(192)
Other increase	-	11	-
Balance as of December 31	1,382	491	1,751

Recently Pronounced International Financial Reporting Standards

Information relating to the recently pronounced IFRS is presented in Note 1 to the consolidated financial statements.

Overview of Our Operations

We are the largest integrated petroleum and petrochemical company in China and one of the largest in Asia in terms of operating revenues. We engage in exploring for, developing and producing crude oil and natural gas, operating refineries and petrochemical facilities and marketing crude oil, natural gas, refined petroleum products and petrochemicals. We have reported our consolidated financial results according to the following four principal business segments and the corporate and others segment.

- Exploration and Production Segment, which consists of our activities related to exploring for and developing, producing and selling crude oil and natural gas;

- Refining Segment, which consists of purchasing crude oil from our exploration and production segment and from third parties, processing of crude oil into refined petroleum products, selling refined petroleum products principally to our marketing and distribution segment;

- Marketing and Distribution Segment, which consists of purchasing refined petroleum products from our refining segment and third parties, and marketing, selling and distributing refined petroleum products by wholesale to large customers and independent distributors and retail through our retail network;

- Chemicals Segment, which consists of purchasing chemical feedstock principally from the refining segment and producing, marketing, selling and distributing chemical products; and

- Corporate and Others Segment, which consists principally of trading activities of the import and export subsidiaries and our research and development activities.

B. CONSOLIDATED RESULTS OF OPERATIONS

Year Ended December 31, 2013 Compared with Year Ended December 31, 2012

In 2013, our total operating revenues were RMB 2,880.3 billion, representing an increase of 3.4% over 2012. Our operating income was RMB 96.8 billion, representing a decrease of 1.9% over 2012.

The following table sets forth major revenue and expense items in the consolidated statement of income for the years ended December 31, 2012 and 2013.

	Year Ended December 31,		Change from 2012 to 2013
	2013	2012	2013
	(RMB in millions)		%
Operating revenues	2,880,311	2,786,045	3.4
Sales of goods	2,833,247	2,733,618	3.6
Other operating revenues	47,064	52,427	(10.2)
Operating expenses	(2,783,526)	(2,687,383)	3.6
Purchased crude oil, products and operating supplies and expenses	(2,371,858)	(2,301,199)	3.1
Selling, general and administrative expenses	(69,928)	(61,174)	14.3
Depreciation, depletion and amortization	(81,265)	(70,456)	15.3
Exploration expenses, including dry holes	(12,573)	(15,533)	(19.1)
Personnel expenses	(55,353)	(51,767)	6.9
Taxes other than income tax	(190,672)	(188,483)	1.2
Other operating (expenses)/income, net	(1,877)	1,229	-
Operating income	96,785	98,662	(1.9)
Net finance costs	(4,246)	(9,881)	(57.0)
Investment income and income from associates and jointly controlled entities	2,513	1,861	35.0
Earnings before income tax	95,052	90,642	4.9
Tax expense	(24,763)	(23,846)	3.8
Net income	70,289	66,796	5.2
Attributable to:			
Equity shareholders of the Company	66,132	63,879	3.5
Non-controlling interests	4,157	2,917	42.5

Operating revenues

In 2013, our sales of goods were RMB 2,833.2 billion, representing an increase of 3.6% over 2012. This was mainly due to the active exploration of markets and increased trade income.

The following table sets forth our external sales volume, average realized prices and the respective rates of change from 2012 to 2013 for our major products:

	Sales Volume		Change from 2012 to 2013	Average Realized Price		Change from 2012 to 2013
	2013	2012		2013	2012	
	(thousand tonnes)		(%)	(RMB per tonne)		(%)
Crude oil	7,604	6,221	22.2	4,253	4,579	(7.1)
Natural gas	15,907 (1)	14,431 (1)	10.2	1,336 (2)	1,281 (2)	4.3
Gasoline	59,482	53,488	11.2	8,498	8,615	(1.4)
Diesel	99,855	99,864	0.0	7,050	7,219	(2.3)
Kerosene	20,162	18,760	7.5	6,116	6,416	(4.7)
Basic chemical feedstock	25,838	23,387	10.5	6,870	6,740	1.9
Synthetic fiber monomer and polymer	6,856	6,943	(1.3)	8,167	8,238	(0.9)
Synthetic resin	10,696	10,503	1.8	9,631	9,181	4.9
Synthetic fiber	1,488	1,458	2.1	10,356	10,790	(4.0)
Synthetic rubber	1,346	1,287	4.6	12,214	17,564	(30.5)
Chemical fertilizer	1,129	1,193	(5.4)	1,698	2,052	(17.3)

(1) million cubic meters
(2) RMB per thousand cubic meters

Sales of crude oil and natural gas

Most of crude oil and a portion of natural gas we produced internally were used for refining and chemical production and the remaining were sold to other customers. In 2013, the total revenue from crude oil, natural gas and other upstream products that were sold externally amounted to RMB 60.8 billion, representing an increase of 13.2% over 2012, and accounted for 2.1% of our operating revenues. The change was mainly due to the increase in the sales volume of crude oil and the sale volume and price of natural gas.

Sales of refined petroleum products

In 2013, our refining segment and marketing and distribution segment sell petroleum products (mainly consisting of gasoline, diesel and kerosene which are referred to as the refined oil products and other refined petroleum products) to external parties. The external sales revenue realized by these two segments were RMB 1,680.5 billion, accounting for 59.3% of our operating revenues and representing an increase of 2.0% over 2012. The increase was mainly because of the increase of sales volume and prices for these products. The sales revenue of gasoline, diesel and kerosene was RMB 1,332.8 billion, accounting for 79.3% of the total revenue of petroleum products and representing an increase of 2.4% over 2012. Sales revenue of other refined petroleum products was RMB 347.7 billion, accounting for 20.7% of the total revenue of petroleum products and representing an increase of 0.8% over 2012.

Sales of chemical products

Our external sales revenue of chemical products was RMB 374.1 billion, accounting for 13.2% of our operating revenues and representing an increase of 5.0% over 2012. This was mainly attributable to expanded sales volume of chemical products.

Revenue from corporate and others

In 2013, our corporate and others realized sales revenue of RMB 717.8 billion, accounting for 25.3% of our operating revenue and representing an increase of 6.1% over 2012. This was mainly attributable to expanded sales volume, imports and exports of crude oil and refined petroleum products.

Operating expenses

In 2013, our operating expenses were RMB 2,783.5 billion, representing an increase of 3.6% over 2012, among which:

Purchased crude oil, products and operating supplies and expenses were RMB 2,371.9 billion, representing an increase of 3.1% over 2012, accounting for 85.2% of the total operating expenses, of which:

- crude oil purchase expenses were RMB 874.3 billion, representing a decrease of 0.7% over 2012. In 2013, the total throughput of crude oil that was purchased externally was 178.43 million tonnes (excluding the amount processed for third parties), representing an increase of 5.8% over 2012; the average unit processing cost for crude oil purchased externally was RMB 4,900 per tonne, representing a decrease of 6.2% over 2012; and

- other purchasing expenses were RMB 1,497.6 billion, representing an increase of 5.4% over 2012. This was mainly due to the expansion of our trading activities.

Selling, general and administrative expenses totaled RMB 69.9 billion, representing an increase of 14.3% over 2012. This was mainly attributable to an increase of RMB 6.7 billion in rent for land, community service and other expenses.

Depreciation, depletion and amortization was RMB 81.3 billion, representing an increase of 15.3% over 2012. This was mainly due to the increase of depreciation resulting from our continuous capital expenditure on property, plant and equipment.

Exploration expenses, including dry holes were RMB 12.6 billion, representing a decrease of 19.1% over 2012, reflecting our enhanced exploration activities, which improve the exploration efficiency and reduce exploration costs.

Personnel expenses were RMB 55.4 billion, representing an increase of RMB 3.6 billion, or 6.9%, over 2012.

Taxes other than income tax were RMB 190.7 billion, representing an increase of 1.2% over 2012. This was mainly due to an increase of RMB 4.3 billion in consumption tax resulting from the increased sales volume of gasoline as compared with 2012, an increase of RMB 1.5 billion in city construction tax and education surcharge, and a decrease in special oil income levy by RMB 3.8 billion resulting from the decreased oil price.

Other operating expenses, net were RMB 1.9 billion.

Operating income

In 2013, our operating income was RMB 96.8 billion, representing a decrease of 1.9% over 2012.

Net finance costs

In 2013, our net finance costs were RMB 4.2 billion, representing a decrease of 57.0% over 2012. This decrease in finance costs was mainly attributable to (i) decrease in net interest expenses of RMB 0.9 billion; (ii) increase in net foreign exchange gain of RMB 2.6 billion; and (iii) increase of RMB 2.1 billion in the earnings arising from the change in fair value of our issued convertible bonds.

Earnings before income tax

In 2013, our earnings before income tax were RMB 95.1 billion, representing an increase of 4.9% over 2012.

Tax expense

In 2013, we recognized income tax expense of RMB 24.8 billion, representing an increase of RMB 0.9 billion over 2012.

Net income attributable to non-controlling interests

In 2013, our net income attributable to non-controlling interests was RMB 4.2 billion, representing an increase of RMB 1.2 billion over 2012.

Net income attributable to equity shareholders of the Company

In 2013, our net income attributable to our equity shareholders was RMB 66.1 billion, representing an increase of 3.5% over 2012.

Year Ended December 31, 2012 Compared with Year Ended December 31, 2011

In 2012, our total operating revenues were RMB 2,786.0 billion, representing an increase of 11.2% over 2011. Our operating income was RMB 98.7 billion, representing a decrease of 6.5% over 2011.

The following table sets forth major revenue and expense items in the consolidated statement of income for the years ended December 31, 2011 and 2012.

	Year Ended December 31,		Change from 2011 to 2012
	2012	2011	
	(RMB in millions)		%
Operating revenues	2,786,045	2,505,683	11.2
Sales of goods	2,733,618	2,463,767	11.0
Other operating revenues	52,427	41,916	25.1
Operating expenses	(2,687,383)	(2,400,153)	12.0
Purchased crude oil, products and operating supplies and expenses	(2,301,199)	(2,027,646)	13.5
Selling, general and administrative expenses	(61,174)	(58,960)	3.8
Depreciation, depletion and amortization	(70,456)	(63,816)	10.4
Exploration expenses, including dry holes	(15,533)	(13,341)	16.4
Personnel expenses	(51,767)	(45,428)	14.0
Taxes other than income tax	(188,483)	(189,949)	(0.8)
Other operating income/(expenses), net	1,229	(1,013)	-
Operating income	98,662	105,530	(6.5)
Net finance costs	(9,881)	(5,285)	87.0
Investment income and income from associates and jointly controlled entities	1,861	4,320	(56.9)
Earnings before income tax	90,642	104,565	(13.3)
Tax expense	(23,846)	(26,120)	(8.7)
Net income	66,796	78,445	(14.8)
Attributable to:			
Equity shareholders of the Company	63,879	73,225	(12.8)
Non-controlling interests	2,917	5,220	(44.1)

Operating revenues

In 2012, our sales of goods were RMB 2,733.6 billion, representing an increase of 11.0% over 2011. This was mainly due to the active expansion of the markets and its increased sales volume and higher prices of oil products.

The following table sets forth our external sales volume, average realized prices and the respective rates of change from 2011 to 2012 for our major products:

	Sales Volume		Change from 2011 to 2012	Average Realized Price		Change from 2011 to 2012
	2012	2011		2012	2011	
	(thousand tonnes)		(%)	(RMB per tonne)		(%)

Crude oil	6,221		5,581		11.5		4,579		4,621		(0.9	)
Natural gas	14,431	(1)	12,310	(1)	17.2		1,281	(2)	1,274	(2)	0.5	
Gasoline	53,488		47,494		12.6		8,615		8,403		2.5	
Diesel	99,864		97,897		2.0		7,219		7,075		2.0	
Kerosene	18,760		16,570		13.2		6,416		6,193		3.6	
Basic chemical feedstock	23,387		20,944		11.7		6,740		6,915		(2.5	)
Synthetic fiber monomer and polymer	6,943		6,585		5.4		8,238		9,880		(16.6	)
Synthetic resin	10,503		10,518		(0.1	)	9,181		9,841		(6.7	)
Synthetic fiber	1,458		1,496		(2.5	)	10,790		13,301		(18.9	)

Synthetic rubber	1,287	1,220	5.5	17,564	22,215	(20.9)
Chemical fertilizer	1,193	951	25.4	2,052	2,186	(6.1)

(1) million cubic meters
(2) RMB per thousand cubic meters

Sales of crude oil and natural gas

Most of crude oil and a portion of natural gas we produced internally were used for refining and chemical production and the remaining were sold to other customers. In 2012, the total revenue from crude oil, natural gas and other upstream products that were sold externally amounted to RMB 53.7 billion, representing an increase of 13.1% over 2011, and accounted for 1.9% of our operating revenues. The change was mainly due to the increase in the sales volume of crude oil, natural gas and other upstream products.

Sales of refined petroleum products

In 2012, our refining segment and marketing and distribution segment sell petroleum products (mainly consisting of gasoline, diesel and kerosene which are referred to as the refined oil products and other refined petroleum products) to external parties. The external sales revenue realized by these two segments were RMB 1,647.0 billion, accounting for 59.1% of our operating revenues and representing an increase of 8.0% over 2011. The increase was mainly because of the increase of sales volume and prices for these products. The sales revenue of gasoline, diesel and kerosene was RMB 1,302.0 billion, accounting for 79.1% of the total revenue of petroleum products and representing an increase of 9.0% over 2011. Sales revenue of other refined petroleum products was RMB 345.0 billion, accounting for 20.9% of the total revenue of petroleum products and representing an increase of 4.3% over 2011.

Sales of chemical products

Our external sales revenue of chemical products was RMB 356.2 billion, accounting for 12.8% of our operating revenues and representing a decrease of 3.4% over 2011. This was mainly attributable to the decrease of prices for chemical products as a result of overall market conditions.

Revenue from corporate and others

In 2012, our corporate and others realized sales revenue of RMB 677.9 billion, accounting for 24.2% of our operating revenue and representing an increase of 29.5% over 2011. This was mainly attributable to expanded sales volume, imports and exports of crude oil and refined petroleum products.

Operating expenses

In 2012, our operating expenses were RMB 2,687.4 billion, representing an increase of 12.0% over 2011, among which:

Purchased crude oil, products and operating supplies and expenses were RMB 2,301.2 billion, representing an increase of 13.5% over 2011, accounting for 85.6% of the total operating expenses, of which:

- crude oil purchase expenses were RMB 880.7 billion, representing an increase of 5.0% over 2011. In 2012, the total throughput of crude oil that was purchased externally was 168.61 million tonnes (excluding the amount processed for third parties), representing an increase of 1.1% over 2011; the average unit processing cost for crude oil purchased externally was RMB 5,223 per tonne, representing an increase of 3.9% over 2011; and

- other purchasing expenses were RMB 1,420.5 billion, representing an increase of 19.5% over 2011. This was mainly due to the expansion of our trading activities, as well as the increased prices of refined oil and other products.

Selling, general and administrative expenses totaled RMB 61.2 billion, representing an increase of 3.8% over 2011. This was mainly attributable to the expansion of our sales, increase in labor costs and increase in sales expenses such as agency fees and selling and transportation expenses.

Depreciation, depletion and amortization was RMB 70.5 billion, representing an increase of 10.4% over 2011. This was mainly due to the increase of depreciation resulting from our continuous capital expenditure on property, plant and equipment.

Exploration expenses, including dry holes were RMB 15.5 billion, representing an increase of 16.4% over 2011, reflecting our enhanced exploration activities in Erdos, Sichuan Basin and Jungar regions, as well as our investment in unconventional oil and gas exploration.

Personnel expenses were RMB 51.8 billion, representing an increase of RMB 6.3 billion, or 14.0%, over 2011, or an increase of 5.0% over 2011 excluding adjustments made to salary-based surcharges and insurance contribution basis according to relevant regulations, implementation of employee vacation and recuperation system, housing subsidy and annuity for employees. This is largely because of the improvement of compensation system and moderate increase of wages and salaries of our employees, in particular labor in the production lines.

Taxes other than income tax were RMB 188.5 billion, representing a decrease of 0.8% over 2011. This was mainly due to the decrease of special oil income levy by RMB 8.3 billion over 2011 resulting from the lifted special oil income levy threshold as of November 1, 2011, partially offset by the increase of resources tax of RMB 4.4 billion attributable to collection of resource tax on ad valorem effective as of November 1, 2011.

Other operating income/(expenses), net were RMB 2.2 billion less than that for 2011.

Operating income

In 2012, our operating income was RMB 98.7 billion, representing a decrease of 6.5% over 2011.

Net finance costs

In 2012, our net finance costs were RMB 9.9 billion, representing an increase of 87.0% over 2011. This increase in finance costs was mainly attributable to (i) increase of net interest expenses of RMB 2.0 billion due to increase of our interest-bearing debts by RMB 43.3 billion, offset by a decrease of 0.2 percentage points in our overall financing costs because of our expansion of low-cost U.S. dollars denominated financing and timely issuance of super short financing instruments and corporate bonds; (ii) decrease of foreign exchange gain of RMB 1.0 billion due to slower appreciation of Renminbi; and (iii) increase of RMB 1.3 billion in the loss arising from the change in fair value of our issued H shares and debts convertible to A shares at period end.

Earnings before income tax

In 2012, our earnings before income tax were RMB 90.6 billion, representing a decrease of 13.3% over 2011.

Tax expense

In 2012, we recognized income tax expense of RMB 23.8 billion, representing a decrease of RMB 2.3 billion over 2011.

Net income attributable to non-controlling interests

In 2012, our net income attributable to non-controlling interests was RMB 2.9 billion, representing a decrease of RMB 2.3 billion over 2011.

Net income attributable to equity shareholders of the Company

In 2012, our net income attributable to our equity shareholders was RMB 63.9 billion, representing a decrease of 12.8% over 2011.

C. DISCUSSIONS ON RESULTS OF SEGMENT OPERATIONS

We divide our operations into four business segments (exploration and production segment, refining segment, marketing and distribution segment and chemicals segment) and corporate and others. Unless otherwise specified, the inter-segment transactions have not been eliminated in the financial data discussed in this section. In addition, the operating revenue d–ata of each segment have included the "other operating revenues" of the segment.

The following table sets forth the operating revenues by each segment, the contribution of external sales and inter-segment sales as a percentage of operating revenues before elimination of inter-segment sales, and the contribution of external sales as a percentage of consolidated operating revenues (i.e. after elimination of inter-segment sales) for the periods indicated.

	Year Ended December 31,			As a Percentage of Consolidated Operating Revenues Before Elimination of Inter-segment Sales		As a Percentage of Consolidated Operating Revenues After Elimination of Inter-segment Sales	
	2011	2012	2013	2012	2013	2012	2013
	(RMB in billions)			(%)	(%)	(%)	(%)
Exploration and production							
External sales(1)	69	82	83	1.7	1.7	3.0	2.9
Inter-segment sales	173	175	159	3.7	3.3		
Total operating revenue	242	257	242	5.4	5.0		
Refining							
External sales(1)	196	200	200	4.2	4.1	7.2	7.0
Inter-segment sales	1,016	1,071	1,111	22.7	22.9		
Total operating revenue	1,212	1,271	1,311	26.9	27.0		
Marketing and distribution							
External sales(1)	1,342	1,462	1,496	31.0	30.8	52.5	51.9
Inter-segment sales	6	10	6	0.2	0.1		
Total operating revenue	1,348	1,472	1,502	31.2	30.9		
Chemicals							
External sales(1)	375	364	382	7.7	7.9	13.1	13.2
Inter-segment sales	45	48	56	1.0	1.2		
Total operating revenue	420	412	438	8.7	9.1		
Corporate and others							
External sales(1)	524	678	719	14.4	14.8	24.2	25.0
Inter-segment sales	611	635	640	13.4	13.2		
Total operating revenue	1,135	1,313	1,359	27.8	28.0		
Total operating revenue before inter-segment	4,357	4,725	4,852	100.0	100.0		

eliminations					
Elimination of inter-segment sales	(1,851)	(1,939)	(1,972)		
Consolidated operating revenues	2,506	2,786	2,880	100.0	100.0

(1) include other operating revenues.

The following table sets forth the operating revenues, operating expenses and operating income/(loss) by each segment before elimination of the inter-segment transactions for the periods indicated, and the changes from 2012 to 2013.

	Year Ended December 31,			Change from 2012 to 2013
	2011	2012	2013	
	(RMB in billions)			(%)
Exploration and production				
Total operating revenues	242	257	242	(5.9)
Total operating expenses	(170)	(187)	(187)	0.1
Total operating income	72	70	55	(21.8)

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Refining				
Total operating revenues	1,212	1,271	1,311	3.2
Total operating expenses	(1,248)	(1,282)	(1,302)	1.6
Total operating income/(loss)	(36)	(11)	9	-
Marketing and distribution				
Total operating revenues	1,348	1,472	1,502	2.1
Total operating expenses	(1,303)	(1,429)	(1,467)	2.7
Total operating income	45	43	35	(17.6)
Chemicals				
Total operating revenues	420	412	438	6.2
Total operating expenses	(394)	(411)	(437)	6.3
Total operating income	26	1	1	(26.3)
Corporate and others				
Total operating revenues	1,134	1,313	1,359	3.5
Total operating expenses	(1,137)	(1,315)	(1,362)	3.6
Total operating loss	(3)	(2)	(3)	39.7
Elimination of inter-segment income (loss)	1	(1)	1	-

Exploration and Production Segment

Most of the crude oil and a portion of the natural gas produced by the exploration and production segment were used for our refining and chemicals operations. Most of our natural gas and a small portion of crude oil were sold to other customers.

Year Ended December 31, 2013 Compared with Year Ended December 31, 2012

In 2013, the operating revenues of this segment were RMB 242.1 billion, representing a decrease of 5.9% over 2012. This is mainly attributable to the decreased sales price of crude oil.

The segment sold 44.24 million tonnes of crude oil and 17.0 billion cubic meters of natural gas in 2013, representing an increase of 0.4% and an increase of 12.6% over 2012, respectively. The average realized price of crude oil and natural gas were RMB 4,195 per tonne and RMB 1,359 per thousand cubic meters, respectively, representing a decrease of 6.6% and an increase of 5.2%, respectively, over 2012.

In 2013, the operating expenses of this segment were RMB 187.3 billion, representing an increase of 0.1% over 2012. This was mainly due to:

- The expenses of rent for land and community service expenses increased by RMB 4.0 billion over 2012;
- The expense of depreciation, depletion and amortization increased by RMB 4.8 billion over 2012;
- The exploration expenses decreased by RMB 3.0 billion over 2012, reflecting our enhanced exploration activities which improve the exploration efficiency; and
- The special oil income levy, resource tax and other taxes decrease by RMB 4.4 billion.

The lifting cost for oil and gas was RMB 800 per tonne in 2013, representing an increase of 1.8% over 2012. This was primarily due to the increases in the price of fuels, power and labor expense.

In 2013, the operating income of this segment was RMB 54.8 billion, representing a decrease of 21.8% over 2012, which was primarily due to the decrease in crude oil price.

Year Ended December 31, 2012 Compared with Year Ended December 31, 2011

In 2012, the operating revenues of this segment were RMB 257.2 billion, representing an increase of 6.3% over 2011. This is mainly attributable to the increased sales volume of crude oil and natural gas, of 1.07 million tonnes and 2.1 billion cubic meters, respectively.

The segment sold 44.06 million tonnes of crude oil and 15.1 billion cubic meters of natural gas in 2012, representing an increase of 2.5% and an increase of 16.3% over 2011, respectively. The average realized price of crude oil and natural gas were RMB 4,491 per tonne and RMB 1,292 per thousand cubic meters, respectively, representing a decrease of 0.8% and an increase of 0.6%, respectively, over 2011.

In 2012, the operating expenses of this segment were RMB 187.1 billion, representing an increase of 9.9% over 2011. This was mainly due to:

- The expense of depreciation, depletion and amortization increased by RMB 3.8 billion over 2011. This was mainly due to the increased depreciation and depletion resulting from the oil and gas assets invested;
- The exploration expenses increased by RMB 2.2 billion over 2011, reflecting our enhanced exploration activities in Erdos, Sichuan Basin and Jungar regions, as well as our investment in unconventional oil and gas exploration.;
- The personnel expenses increased by RMB 2.7 billion over 2011; and
- Other operating expenses increased by RMB 7.7 billion over 2011 due to the increase of selling costs of raw materials along with the increase of their selling revenue.

The lifting cost for oil and gas was RMB 786 per tonne in 2012, representing an increase of 6.4% over 2011. This was primarily due to the increases in the price of raw materials, fuels and power and an increase of labor expense, and the increased expenses for improving oil fields injection-production system.

In 2012, the operating income of this segment was RMB 70.1 billion, representing a decrease of 2.2% over 2011.

Refining Segment

Business activities of the refining segment consist of purchasing crude oil from third parties or from our exploration and production segment, processing crude oil into refined petroleum products, selling gasoline, diesel and kerosene to the marketing and distribution segment, selling a portion of chemical feedstock to our chemicals segment, and selling other refined petroleum products to the domestic and overseas customers.

Year Ended December 31, 2013 Compared with Year Ended December 31, 2012

In 2013, the operating revenues of this segment were RMB 1,311.3 billion, representing an increase of 3.2% over 2012. This was mainly attributable to the increase in sales volumes of the refined petroleum products.

The table below sets forth sales volume and average realized prices by product for 2013 and 2012, as well as the percentage changes in sales volume and average realized prices for the periods shown.

	Sales volume		Change from 2012 to 2013	Average realized prices		Change from 2012 to 2013
	2013	2012		2013	2012	
	(thousand tonnes)		(%)	(RMB per tonne)		(%)
Gasoline	42,759	38,473	11.1	7,879	7,957	(1.0)
Diesel	72,402	72,883	(0.7)	6,571	6,682	(1.7)
Kerosene	11,944	10,262	16.4	6,116	6,379	(4.1)

Chemical feedstock	36,353	34,431	5.6	5,722	5,983	(4.4)
Other refined petroleum products	51,207	46,932	9.1	4,136	4,267	(3.1)

In 2013, our sales revenues of gasoline were RMB 336.9 billion, representing an increase of 10.0% over 2012; the sales revenues of diesel were RMB 475.7 billion, representing a decrease of 2.3% over 2012; the sales revenues of kerosene were RMB 73.1 billion, representing an increase of 11.6% over 2012; the sales revenues of chemical feedstock were RMB 208.0 billion, representing an increase of 1.0% over 2012; and the sales revenues of other refined petroleum products were RMB 211.8 billion, representing an increase of 5.8% over 2012.

The segment's operating expenses were RMB 1,302.7 billion in 2013, representing an increase of 1.6% over 2012, which is mainly attributable to the increase of cost related to upgrading oil quality and consumption tax related to the increased sales volume of refined oil products.

In 2013, the average unit cost of refining feedstock processed was RMB 4,856 per tonne, representing a decrease of 5.6% over 2012. Refining throughput were 223.24 million tonnes (excluding the volume processed for third parties), representing an increase of 5.3% over 2012. In 2013, the total costs of refining feedstock processed were RMB 1,084.0 billion, representing a decrease of 0.7% over 2012.

The refining margin was RMB 261.1 per tonne in 2013, representing an increase of RMB 104.6 per tonne over 2012. This was mainly attributable to the improvement of China's pricing mechanism for oil products and the implementation of the policy which allows to raise price for refined oil with higher quality.

In 2013, the unit refining cash operating cost (defined as operating expenses less the purchase cost of crude oil and refining feedstock, depreciation and amortization, taxes other than income tax and other operating expenses, and divided by the refinery throughput) was RMB 168.5 per tonne, representing an increase of RMB 11.0 per tonne over 2012. This was mainly due to the increase in rent for land and external purchase prices of supporting materials, power and fuels for the purpose of upgrading the quality of oil products.

The segment's operating income was RMB 8.6 billion in 2013, representing an increase of RMB 20.0 billion from 2012.

Year Ended December 31, 2012 Compared with Year Ended December 31, 2011

In 2012, the operating revenues of this segment were RMB 1,270.9 billion, representing an increase of 4.9% over 2011. This was mainly attributable to the increase in prices and sales volumes of the refined petroleum products.

The table below sets forth sales volume and average realized prices by product for 2012 and 2011, as well as the percentage changes in sales volume and average realized prices for the periods shown.

	Sales volume		Change from 2011 to 2012	Average realized prices		Change from 2011 to 2012
	2012	2011		2012	2011	
	(thousand tonnes)		(%)	(RMB per tonne)		(%)
Gasoline	38,473	35,173	9.4	7,957	7,629	4.3
Diesel	72,883	74,338	(2.0)	6,682	6,421	4.1
Kerosene	10,262	9,538	7.6	6,379	6,038	5.6
Chemical feedstock	34,431	35,783	(3.8)	5,983	5,774	3.6
Other refined petroleum products	46,932	45,187	3.9	4,267	4,325	(1.3)

In 2012, our sales revenues of gasoline were RMB 306.1 billion, representing an increase of 14.1% over 2011; the sales revenues of diesel were RMB 487.0 billion, representing an increase of 2.0% over 2011; the sales revenues of kerosene were RMB 65.5 billion, representing an increase of 13.7% over 2011; the sales revenues of chemical feedstock were RMB 206.0 billion, representing a decrease of 0.3% over 2011; and the sales revenues of other refined petroleum products were RMB 200.3 billion, representing an increase of 2.5% over 2011.

The segment's operating expenses were RMB 1,282.4 billion in 2012, representing an increase of 2.8% over 2011, which is mainly attributable to the increase of refining feedstock sales price and processing volume.

In 2012, the average unit cost of refining feedstock processed was RMB 5,146 per tonne, representing an increase of 3.4% over 2011. Refining throughput were 212.10 million tonnes (excluding the volume processed for third parties), representing an increase of 0.9% over 2011. In 2012, the total costs of refining feedstock processed were RMB 1,091.4 billion, representing an increase of 4.3% over 2011.

The refining margin was RMB 156.5 per tonne in 2012, representing an increase of RMB 121.8 per tonne over 2011. This was primarily because China timely adjusted the prices of refined oil based on the trends of the prices of crude oil and gradually improved the pricing mechanism for refined oil. In addition, this segment actively adjusted the structure of product offerings and expanded sales volume of high value added products.

In 2012, the unit refining cash operating cost (defined as operating expenses less the purchase cost of crude oil and refining feedstock, depreciation and amortization, taxes other than income tax and other operating expenses, and divided by the refinery throughput) was RMB 157.5 per tonne, representing an increase of RMB 8 per tonne over 2011. This was mainly due to the increase in external purchase prices of supporting materials, power and fuels.

The segment's operating loss was RMB 11.4 billion in 2012, representing a decrease of RMB 24.3 billion from 2011.

Marketing and Distribution Segment

The business activities of the marketing and distribution segment include purchasing refined oil products from our refining segment and third parties, making wholesale and direct sales to domestic customers, and retail of the refined oil products through the segment's retail distribution network, as well as providing related services.

Year Ended December 31, 2013 Compared with Year Ended December 31, 2012

In 2013, the operating revenues of this segment were RMB 1,502.4 billion, representing an increase of 2.1% compared with 2012.

In 2013, the sales revenues of gasoline, diesel and kerosene were RMB 505.8 billion, RMB 708.3 billion and RMB 123.7 billion, representing an increase of 9.7%, a decrease of 2.6% and an increase of 2.9%, respectively, over 2012.

The following table sets forth the sales volumes, average realized prices and the respective rates of changes of the four major product categories in 2013 and 2012 in different forms of sales channels.

	Sales Volume		Change from 2012 to 2013	Average Realized Prices		Change from 2012 to 2013
	2013	2012		2013	2012	
	(thousand tonnes)		(%)	(RMB per tonne)		(%)
Gasoline	59,523	53,535	11.2	8,498	8,614	(1.4)
Retail sale	49,733	45,477	9.4	8,690	8,744	(0.6)
Direct sale	4,955	3,577	38.5	7,123	7,505	(5.1)
Wholesale	4,836	4,481	7.9	7,934	8,182	(3.0)
Diesel	100,477	100,790	(0.3)	7,049	7,213	(2.3)
Retail sale	58,148	57,382	1.3	7,325	7,454	(1.7)
Direct sale	31,687	32,355	(2.1)	6,649	6,882	(3.4)
Wholesale	10,641	11,053	(3.7)	6,735	6,932	(2.8)
Kerosene	20,232	18,741	8.0	6,116	6,416	(4.7)
Fuel oil	33,100	29,690	11.5	4,333	4,622	(6.3)

The operating expenses of the segment in 2013 was RMB 1,467.3 billion, representing an increase of RMB 38.0 billion or 2.7%, over 2012, which was mainly attributable to the increase of purchase costs as a result of increased sales volume of oil products.

In 2013, the segment's unit cash selling expenses of refined oil products per tonne (defined as the operating expenses less the purchasing costs, taxes other than income tax, depreciation and amortization and divided by the sales volume) was RMB 196.1 per tonne, representing an increase of 5.3%, which was mainly due to the increase in the rent for land as well as labor cost.

The operating income of the segment in 2013 was RMB 35.1 billion, representing a decrease of 17.6% over 2012.

Year Ended December 31, 2012 Compared with Year Ended December 31, 2011

In 2012, the operating revenues of this segment were RMB 1,471.9 billion, representing an increase of 9.2% compared with 2011.

In 2012, the sales revenues of gasoline, diesel and kerosene were RMB 461.2 billion, RMB 727.0 billion and RMB 120.2 billion, representing an increase of 15.5%, 4.4% and 17.7% over 2011, respectively.

The following table sets forth the sales volumes, average realized prices and the respective rates of changes of the four major product categories in 2012 and 2011 in different forms of sales channels.

	Sales Volume		Change from 2011 to 2012	Average Realized Prices		Change from 2011 to 2012
	2012	2011		2012	2011	
	(thousand tonnes)		(%)	(RMB per tonne)		(%)
Gasoline	53,535	47,540	12.6	8,614	8,403	2.5
Retail sale	45,477	40,380	12.6	8,744	8,509	2.8
Direct sale	3,577	2,514	42.3	7,505	7,636	(1.7)
Wholesale	4,481	4,647	(3.6)	8,182	7,889	3.7
Diesel	100,790	98,508	2.3	7,213	7,075	2.0
Retail sale	57,382	55,521	3.4	7,454	7,247	2.9
Direct sale	32,355	31,998	1.1	6,882	6,853	0.4
Wholesale	11,053	10,988	0.6	6,932	6,824	1.6
Kerosene	18,741	16,493	13.6	6,416	6,193	3.6
Fuel oil	29,690	26,560	11.8	4,622	4,486	3.0

The operating expenses of the segment in 2012 was RMB 1,429.2 billion, representing an increase of RMB 126.3 billion, or 9.7%, over 2011, which was mainly attributable to the increase of purchase costs of RMB 120.1 billion, or 9.6%, over 2011 as a result of increase of volume and prices of oil purchased.

In 2012, the segment's unit cash selling expenses of refined oil products per tonne (defined as the operating expenses less the purchasing costs, taxes other than income tax, depreciation and amortization and divided by the sales volume) was RMB 186.3 per tonne, representing an increase of 0.8%.

The operating income of the segment in 2012 was RMB 42.7 billion, representing a decrease of 4.6% over 2011.

Chemicals Segment

The business activities of the chemicals segment include purchasing chemical feedstock from our refining segment and third parties, producing, marketing and distributing petrochemical and inorganic chemical products.

Year Ended December 31, 2013 Compared with Year Ended December 31, 2012

The operating revenues of the chemicals segment in 2013 were RMB 437.6 billion, representing an increase of 6.2% over 2012, which was mainly attributable to our active exploration of the market resulting in an increase of 7.6% in sales volume of chemical products over 2012, despite of the decrease of 1.1% of the prices for chemical products over 2012.

The sales revenues of our six major categories of chemical products (namely basic organic chemicals, synthetic resins, synthetic fiber monomers and polymers for synthetic fiber, synthetic fiber, synthetic rubber and chemical fertilizer) of this segment in 2013 were approximately RMB 416.0 billion, representing an increase of 5.6% compared with 2012, accounting for 95.1% of the operating revenues of this segment.

The following table sets forth the sales volume, average realized price and the respective rates of changes for each of these six categories of chemical products of this segment from 2012 to 2013.

	Sales Volume		Change from 2012 to 2013	Average Realized Prices		Change from 2012 to 2013
	2013	2012	2013	2013	2012	2013
	(thousand tonnes)		(%)	(RMB per tonne)		(%)
Basic organic chemicals	32,971	29,873	10.4	6,764	6,667	1.5
Synthetic fiber monomers and polymers	6,883	6,972	(1.3)	8,161	8,231	(0.9)
Synthetic resins	10,700	10,507	1.8	9,631	9,182	4.9
Synthetic fiber	1,488	1,458	2.1	10,356	10,790	(4.0)
Synthetic rubber	1,349	1,289	4.7	12,203	17,553	(30.5)
Chemical fertilizer	1,129	1,232	(8.4)	1,698	2,044	(16.9)

The operating expenses of the segment in 2013 were RMB 436.7 billion, representing an increase of 6.3% over 2011. This was mainly attributable to the increase in trade volume and the increase in raw material costs by RMB 25.1 billion or 7.4% over 2012.

In 2013, the segment registered operating income of RMB 0.9 billion, representing a decrease of RMB 0.3 billion or 26.3% against 2012, which was mainly because of significant drop of product prices (other than price for basic chemical products and synthetic resin) compared with 2012.

Year Ended December 31, 2012 Compared with Year Ended December 31, 2011

The operating revenues of the chemicals segment in 2012 were RMB 412.0 billion, representing a decrease of 2.0% over 2011, which was mainly attributable to the significant decrease in sales prices of chemical products as a result of the depressed chemical market.

The sales revenues of our six major categories of chemical products (namely basic organic chemicals, synthetic resins, synthetic fiber monomers and polymers for synthetic fiber, synthetic fiber, synthetic rubber and chemical fertilizer) of this segment in 2012 were approximately RMB 393.9 billion, representing a decrease of 2.1% compared with 2011, accounting for 95.6% of the operating revenues of this segment.

The following table sets forth the sales volume, average realized price and the respective rates of changes for each of these six categories of chemical products of this segment from 2011 to 2012.

	Sales Volume		Change from 2011 to 2012	Average Realized Prices		Change from 2011 to 2012
	2012	2011	2012	2012	2011	2012
	(thousand tonnes)		(%)	(RMB per tonne)		(%)
Basic organic chemicals	29,873	27,335	9.3	6,667	6,746	(1.2)
Synthetic fiber monomers and polymers	6,972	6,631	5.1	8,231	9,866	(16.6)
Synthetic resins	10,507	10,524	(0.2)	9,182	9,841	(6.7)
Synthetic fiber	1,458	1,496	(2.5)	10,790	13,301	(18.9)
Synthetic rubber	1,289	1,220	5.7	17,553	22,215	(21.0)
Chemical fertilizer	1,232	960	28.3	2,044	2,187	(6.5)

The operating expenses of the segment in 2012 were RMB 410.8 billion, representing an increase of 4.3% over 2011. This was mainly attributable to the increase in trade volume and the change in inventory. Thus raw material costs increased by RMB 17.3 billion or 4.9% over 2011.

In 2012, the segment registered operating income of RMB 1.2 billion, representing a decrease of 95.6% over 2011, which was mainly because of significant drop of product prices compared with 2011.

Corporate and Others

The business activities of corporate and others mainly consist of the import and export business activities of our subsidiaries, research and development activities of us and managerial activities of our headquarters.

Year Ended December 31, 2013 Compared with Year Ended December 31, 2012

In 2013, the operating revenue generated from corporate and others was RMB 1,359.1 billion, representing an increase of 3.5% over 2012, which was mainly attributable to the increase in trade volume of crude oil and refined oil products. This includes operating revenue of RMB 1,354.9 billion from trading companies.

In 2013, the operating expenses of this segment was RMB 1,362.5 billion, representing an increase of 3.6% over 2012. This includes the operating expense of RMB 1,353.6 billion from trading companies.

In 2013, the operating loss of this segment was RMB 3.4 billion.

Year Ended December 31, 2012 Compared with Year Ended December 31, 2011

In 2012, the operating revenue generated from corporate and others was RMB 1,313.0 billion, representing an increase of 15.8% over 2011, which was mainly attributable to the increase of trade volume of crude oil and refined oil. This includes operating revenue of RMB 1,309.1 billion from trading companies.

In 2012, the operating expenses of this segment was RMB 1,315.4 billion, representing an increase of 15.7% over 2011. This includes the operating expense of RMB 1,307.7 billion from trading companies.

In 2012, the operating loss of this segment was RMB 2.4 billion.

D. LIQUIDITY AND CAPITAL RESOURCES

Our primary sources of funding have been cash provided by our operating activities, along with short-term and long-term loans. Our primary uses of cash have been for working capital, capital expenditures and repayment of short-term and long-term loans. We arrange and negotiate financing with financial institutions to finance our capital resource requirement, and maintain a certain level of standby credit facilities to reduce liquidity risk. We believe that our current cash on hand, expected cash flows from operations and available standby credit facilities from financial institutions will be sufficient to meet our working capital requirements and repay our short term debts and obligations when they become due.

The following table sets forth a summary of our consolidated statements of cash flow data for the years ended December 31, 2011, 2012 and 2013.

Statement of cash flow data	Year Ended December 31, 2013	2012	2011
	(RMB in millions)		
Net cash generated from operating activities	151,893	142,380	150,622
Net cash used in investing activities	(178,740)	(162,197)	(140,449)
Net cash generated from financing activities	31,519	5,628	(2,516)
Net increase/(decrease) in cash and cash equivalents	4,672	(14,189)	7,657

The net cash generated from our operating activities in 2013 was RMB 151.9 billion, representing an increase of RMB 9.5 billion over 2012, which was mainly due to the increase in pre-tax profit, depreciation, depletion and amortization for the same period.

The net cash generated from our operating activities in 2012 was RMB142.4 billion, representing a decrease of RMB8.2 billion over 2011, which was mainly due to the decrease of pre-tax profit for the same period.

The net cash used in our investing activities in 2013 was RMB 178.7 billion, representing an increase of RMB 16.5 billion over 2012, which was mainly due to the acquisition of equity interests in CIR, Taihu and Mansarovar.

The net cash used in our investing activities in 2012 was RMB162.2 billion, representing an increase of RMB21.7 billion over 2011, which reflected the growth of our investments as planned for our rapid development.

The net cash inflow from our financing activities in 2013 was RMB 31.5 billion, representing an increase of RMB 25.9 billion over 2012. This reflected: (i) increase of cash inflow of RMB 19.4 billion as a result of our H share placement and issuance; (ii) increase of cash inflow of RMB 11.2 billion as a result of non-controlling shareholder's investments, among which Sinopec International Petroleum Exploration and Development Co., Ltd. and Sinopec Kantons Holdings Co., Ltd. received RMB 9.2 billion and RMB 2.1 billion, respectively; and (iii) decrease of cash inflow of RMB 4.3 billion from interest-bearing debt financing against 2012.

The net cash inflow from our financing activities in 2012 was RMB5.6 billion, representing an increase of RMB8.1 billion comparing to a net cash outflow of RMB2.5 billion in 2011. This reflected: (i) an increase of cash inflow of RMB16.2 billion from RMB41.8 billion of corporate bonds issued and bank loans borrowed in 2012; and (ii) an increase in cash outflow of RMB8.1 billion as a result of dividend and interest payments of RMB36.2 billion in 2012.

In respect of our cash flows, we maintained ongoing and steady growth of operating cash flow throughout 2013 by seizing the favorable opportunities of stable international economic conditions and sound development of domestic economy to continually and consistently expand our operations. We also further improved our centralized funds management, strictly controlled the size of amount of monetary funds and interest-bearing debts, reduced the level of idle funds and accelerated capital turnover, which contributed to the increase of our efficiency as a whole.

In respect of our debts and borrowings, we increased our debts to RMB 309.5 billion at the end of 2013 from RMB 278.1 billion from the beginning of 2013. Our short-term debts increased by RMB 47.9 billion from the beginning of 2013, which was mainly attributable to the short-term U.S. dollar loan borrowed in 2013, and the proportion of short term debts in our total debts increased to 53% from 42% at the beginning of 2013. Our long-term debts decreased by RMB 16.5 billion from the beginning of 2013, reflecting the issuance of corporate bonds and the increase of the transferred amount due within one year, and the proportion of long term debts in our total debts decreased to 47% from 58% at the beginning of 2013. Our short-term debts primarily consist of revolving loans borrowed according to our business plan and operation needs, and overdrawing agreements entered into on the corporate bank account with our strategic-alliance banks to meet our intra-day payment requirements.

Contractual Obligations and Commercial Commitments

The following table sets forth our obligations and commitments to make future payments under contracts and commercial commitments as of December 31, 2013.

	As of December 31, 2013				
	Total	less than 1 year	1-3 years	4-5 years	After 5 years
			(RMB in millions)		
Contractual obligations(1)					
Short-term debt	165,985	165,985	-	-	-
Long-term debt	173,201	4,083	34,586	65,636	68,896
Total contractual obligations	339,186	170,068	34,586	65,636	68,896
Other commercial commitments					
Operating lease commitments	372,087	13,507	25,914	25,398	307,268
Capital commitments	292,597	181,428	111,169	-	-
Exploration and production licenses	1,374	318	178	43	835
Guarantees(2)	5,863	5,863	-	-	-
Total commercial commitments	671,921	201,116	137,261	25,441	308,103

(1) Contractual obligations include the contractual obligations relating to interest payments.

(2) Guarantee is not limited by time, therefore specific payment due period is not applicable. As of December 31, 2013, we have not entered into any off-balance sheet arrangements other than guarantees given to banks in respect of banking facilities granted to certain parties. As of December 31, 2013, the maximum amount of potential future payments under the guarantees was RMB 5.9 billion. See Note 30 to the consolidated financial statements for further information of the guarantees.

Historical and Planned Capital Expenditure

The following table sets forth our capital expenditure by segment for the years of 2011, 2012 and 2013 and the capital expenditure in each segment as a percentage of our total capital expenditure for such year.

	2011		2012		2013		Total	
	RMB	Percent	RMB	Percent	RMB	Percent	RMB	Percent
				(in billions, except percentage data)				
	62.05	45.07 %	79.07	46.80 %	88.78	52.66 %	167.85	40.62 %

Exploration and production												
Refining	25.77	18.72	%	32.16	19.03	%	26.06	15.46	%	83.99	20.33	%
Marketing and distribution	30.39	22.07	%	31.72	18.77	%	29.49	17.49	%	91.60	22.17	%
Chemicals	16.98	12.33	%	23.62	13.98	%	19.19	11.38	%	59.79	14.47	%
Corporate and others	2.49	1.81	%	2.40	1.42	%	5.08	3.01	%	9.97	2.41	%
Capital Expenditure	137.68	100.00	%	168.97	100.00	%	168.60	100.00	%	413.20	100.00	%

In 2013, our capital expenditure amounted to RMB 168.597 billion, among which:

- Exploration and production. RMB 88.782 billion was used in exploration and production segment to support the development of tight oil in North China, shallow heavy oil in the western Shengli oil field, new blocks of the Tahe oil field, Yuanba in Southwest China and the Daniudi gas field in North China, construction of Block 18 in Angola and pipelines for LNG and natural gas. The production capacity of newly-built crude oil was 5.8 million tonnes per annum, and the production capacity of newly-built natural gas was 2.44 billion cubic meters per annum.

- Refining. RMB 26.064 billion was used in our refining segment for completion of revamping projects in Wuhan, Anqing and Maoming for upgrading oil product quality.

- Marketing and distribution. RMB 29.486 billion was used in this segment to build and renovate service stations and to construct oil product pipelines and depots. We also added 808 new service stations in 2013.

- Chemicals. RMB 19.189 billion was spent in this segment for the Wuhan ethylene project, the Hainan aromatics project and the Maoming polypropylene project.

- Corporate and others. RMB 5.076 billion was used for scientific research equipment and construction of information systems.

In addition, our acquisition of equity interests in CIR, Taihu and Mansarovar in 2013 resulted in a capital expenditure of RMB 16.529 billion.

In 2014, we will continue to focus on improving growth quality and efficiency, implement strict investment management procedures in arranging investments and organizing construction project. The total planned capital expenditure in 2014 amounts to RMB 161.6 billion, including:

- Exploration and production. The planned capital expenditure in 2014 for this segment is approximately RMB 87.9 billion. We expect to focus on the exploration and production of Fuling shale gas and South Yanchuan coal bed methane demonstration projects. We also expect to support our construction of production capacity for our key crude oil and natural gas projects in Shengli, Northwest Tahe, Yuanba, Daniudi, West Sichuan, overseas blocks and for construction of LNG and natural gas pipelines.

- Refining. The planned capital expenditure in 2014 for this segment is RMB 25.5 billion. We expect to focus on oil product quality upgrade projects and renovation projects including Shijiazhuang, Yangzi and Jiujiang.

- Marketing and distribution. The planned capital expenditure in 2014 for this segment is RMB 24.1 billion. We expect to focus on the construction and renovation of services stations, further construction of oil product pipelines, optimization of layout of oil houses, development of ancillary projects for non-oil businesses and improvement of our storage and transportation facilities.

- Chemicals. The planned capital expenditure in 2014 for this segment is RMB 17.6 billion. We expect to focus on construction of East Ningxia integrated coal to chemical project for commencing operation, Jinling propylene oxide and Qilu acrylonitrile projects. We also expect to further the on-going construction of Fujian ethylene renovation project.

- Corporate and others. The planned capital expenditure in 2014 for this segment is RMB 6.5 billion. We expect to focus on scientific research equipment and construction of information systems.

Research and Development

Our expenditures for the research and development were RMB 4.86 billion in 2011, RMB 5.84 billion in 2012, and RMB 6.34 billion in 2013.

Consumer Price Index

According to the data provided by the National Bureau of Statistics, the consumer price index in the PRC increased by 2.6% in 2013, compared with an increase of 2.6% in 2012 and an increase of 5.4% in 2011. According to China's official analysis, the inflation in the PRC during 2013 was due to the increase in prices of food, raw materials, fuels and power. Inflation has not had a significant impact on our results of operations in 2013.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Directors

The table and discussion below set forth certain information concerning our directors. The current term for all our directors is three years, which will expire in May 2015.

Name	Age	Positions with Sinopec Corp.
Fu Chengyu	62	Chairman
Wang Tianpu	51	Vice Chairman
Zhang Yaocang	60	Vice Chairman
Li Chunguang	58	Director, President
Zhang Jianhua	49	Director, Senior Vice President
Wang Zhigang	56	Director, Senior Vice President
Cai Xiyou	52	Director, Senior Vice President
Cao Yaofeng	60	Director
Dai Houliang	50	Director, Senior Vice President
Liu Yun	57	Director
Chen Xiaojin	69	Independent Non-executive Director
Ma Weihua	65	Independent Non-executive Director
Jiang Xiaoming	60	Independent Non-executive Director
Andrew Y. Yan	56	Independent Non-executive Director
Bao Guoming	62	Independent Non-executive Director

Fu Chengyu, aged 62, Chairman of Board of Directors of Sinopec Corp., President and Secretary of Communist Party of China (CPC) Leading Group of Sinopec Group Company. Mr. Fu is a professor level senior engineer and obtained a master's degree. In 1983, he successively served as Chairman of the Joint Management Committee of the joint venture projects established between CNOOC and foreign oil giants such as Amoco, Chevron, Texaco, Phillips, Shell and Agip, etc; from 1994 to 1995, he served as Deputy General Manager of China Offshore Oil Nanhai East Corporation; in December 1995, he served as vice president of USA Phillips International Petroleum Company (Asia), and concurrently as General Manager of the Xijiang Development Project; in April 1999, he was appointed as General Manager of China National Offshore Oil Nanhai East Corporation; in September 1999, he was appointed as Executive Director, Executive Vice President and Chief Operating Officer of China National Offshore Oil Co., Ltd.; in October

2000, he was appointed as Deputy General Manager of CNOOC; in December 2000, he concurrently served as President of China National Offshore Oil Co., Ltd; in August 2002, he served as Chairman and CEO of China Oilfield Services Co., Ltd., a subsidiary of CNOOC; in October 2003, he served as General Manager of CNOOC, and concurrently as Chairman and CEO of China National Offshore Oil Co., Ltd.; in September, 2010, Mr. Fu resigned the post of CEO of China National Offshore Oil Co., Ltd. and continued to serve as Chairman; in April 2011, he served as Chairman and Secretary of CPC Leading Group of Sinopec Group Company; in May, 2011, he was appointed as Chairman of Board of Directors of Sinopec Corp.

Wang Tianpu, aged 51, Vice Chairman of the Board of Directors of Sinopec Corp. and Director and President of Sinopec Group Company. Mr. Wang graduated from Qingdao Chemical Institute in July 1985 majoring in basic organic chemistry. He obtained his MBA degree in Dalian University of Science & Technology in July 1996 and Ph.D. degree in Zhejiang University in August 2003 majoring in chemical engineering. He is a professor level senior engineer. In March 1999, he was appointed as Vice President of Qilu Petrochemical Company of Sinopec Group Company; in February 2000, he was appointed as Vice President of Sinopec Qilu Company; in September 2000, he was appointed as President of Sinopec Qilu Company; in August 2001, he was appointed as Vice President of Sinopec Corp.; in April 2003, he was appointed as Senior Vice President of Sinopec Corp.; in March 2005, he was appointed as President of Sinopec Corp.; in May 2006, he was elected as Board Director and appointed as President of Sinopec Corp.; in May 2009, he was elected as Vice Chairman of Board of Directors and President of Sinopec Corp. in August 2011, he was elected as Board Director and

President of Sinopec Group Company; in May 2013, he was elected as Vice Chairman of the Board of Directors of Sinopec Corp.

Zhang Yaocang, aged 60, Vice Chairman of the Board of Directors of Sinopec Corp. and Vice President of Sinopec Group Company. Mr. Zhang is a professor level senior engineer and obtained a graduate degree from Graduate School. In November 1990, he was appointed as Deputy Director General of Bureau of Petroleum Geology and Marine Geology, Ministry of Geology and Mineral Resources (MGMR); in February 1994, he was appointed as Secretary of CPC Committee and Deputy Director General of Bureau of Petroleum Geology and Marine Geology, Ministry of Geology and Mineral Resources (MGMR); in June 1997, he was appointed as Deputy Secretary of CPC Leading Group and Executive Vice President of Sinopec Star Petroleum Co. Ltd; in April 2000, he was appointed as Assistant to President of Sinopec Group Company and concurrently as President of Sinopec Star Petroleum Co., Ltd.; in August 2000, he was appointed concurrently as Secretary of CPC Committee of Sinopec Star Petroleum Co. Ltd; in July 2001, he was appointed as Vice President of Sinopec Group Company; in December 2003, he was appointed concurrently as Chairman of Sinopec International Petroleum Service Corporation; in January 2007, he was appointed concurrently as Chairman of Sinopec International Petroleum Exploration and Production Corporation; in May 2009, he was elected as Vice Chairman of the Board of Directors of Sinopec Corp.

Li Chunguang, aged 58, Director of the Board of Directors and President of Sinopec Corp. and Vice President of Sinopec Group Company. Mr. Li is a professor level senior engineer and obtained a university diploma. In August 1991, he was appointed as Deputy General Manager of Sinopec Sales Company North China Branch; in October 1995, he was appointed as Deputy General Manager of Sinopec Sales Company; in June 2001, he was appointed as General Manager of Sinopec Sales Co., Ltd.; in December 2001, he was appointed as Director General of Oil Product Sales Department of Sinopec Corp.; in April 2002 he was elected as Chairman of Board of Directors and General Manager of Sinopec Sales Co., Ltd.; in April 2003, he was appointed as Vice President of Sinopec Corp.; in November 2005, he was appointed as Vice President of Sinopec Group Company; in May 2009, he was elected as Board Director of Sinopec Corp.; in May 2013, he was elected as Board Director and President of Sinopec Corp.

Zhang Jianhua, aged 49, Director of the Board of Directors and Senior Vice President of Sinopec Corp. Mr. Zhang graduated from East China Chemical Institute in July 1986 majoring in petroleum refining, and obtained a master's degree from East China University of Science and Technology in December 2000 majoring in chemical engineering. He obtained a Ph.D. degree from East China University of Science and Technology in 2011 majoring in chemical engineering. He is a professor level senior engineer. In April 1999, he was appointed as Vice President of Shanghai Gaoqiao Petrochemical Company of Sinopec Group Company; in February 2000, he was appointed as Vice President of Sinopec Shanghai Gaoqiao Company; in September 2000, he was appointed as President of Sinopec Shanghai Gaoqiao Company; in April 2003, he was appointed as Vice President of Sinopec Corp.; in November 2003, he was appointed concurrently as Director General of Production and Operation Management Department of Sinopec Corp.; in March 2005, he was appointed as Senior Vice President of Sinopec Corp.; and in May 2006, he was elected as Board Director and appointed as Senior Vice President of Sinopec Corp.; in June 2007, he was appointed concurrently as Chairman of Sinopec (Hong Kong) Co., Ltd.

Wang Zhigang, aged 56, Director of the Board of Directors and Senior Vice President of Sinopec Corp. Mr. Wang graduated from East China Petroleum Institute in January 1982, majoring in oil production, and then obtained a master's degree from University of Petroleum in June 2000, majoring in oil and gas development engineering. He obtained a Ph.D. degree from Geology and Geo-physics Research Institute of the China Academy of Sciences in September 2003 majoring in geology. He is a professor level senior engineer. In February 2000, he was appointed as Vice President of Sinopec Shengli Oilfield Co., Ltd.; in June 2000, he served as Board Director and President of Shengli Oilfield Co., Ltd.; in November 2001, he was appointed temporally as Deputy Director General and Deputy Secretary of CPC Leading Group of Economic and Trade Commission, Ningxia Hui Autonomous Region; in

April 2003, he was appointed as Vice President of Sinopec Corp.; in June 2003, he was appointed as Director General of Oilfield Exploration and Development Department of Sinopec Corp.; in March 2005, he was appointed as Senior Vice President of Sinopec Corp.; in May 2006, he was elected as Board Director and appointed as Senior Vice President of Sinopec Corp.; in January 2007, he was appointed concurrently as Vice Chairman of Sinopec International Petroleum Exploration and Production corporation.

Cai Xiyou, aged 52, Director of the Board of Directors and Senior Vice President of Sinopec Corp. Mr. Cai graduated from Fushun Petroleum Institute in August 1982 majoring in petroleum refining automation, and obtained a MBA degree from China Industry and Science Dalian Training Center in October 1990. He is a professor level senior economist. In June 1995, he was appointed as Vice President of Jingzhou Petrochemical Corporation of the former Sinopec Group Company; in May 1996, he was appointed as Vice President of Dalian West Pacific Petrochemical Corporation; in December 1998, he was appointed as Vice President of Sinopec Sales Co., Ltd.; in June 2001, he was appointed as Executive Vice President of Sinopec Sales Co., Ltd.; in December 2001, he served as Board Director and President of China International United Petroleum & Chemicals Co., Ltd. (UNIPEC); in April 2003, he was appointed as Vice President of Sinopec Corp.; in November 2005, he was appointed as Senior Vice President of Sinopec Corp.; in May 2009, he was elected as Board Director and appointed as Senior Vice President of Sinopec Corp.; in June 2012, he was appointed concurrently as Chairman of Sinopec Refining & Chemical Engineering (Group) Co., Ltd.

Cao Yaofeng, aged 60, Director of the Board of Directors of Sinopec Corp. and Vice President of Sinopec Group Company. Mr. Cao is a professor level senior engineer and obtained a master degree. In April 1997, he was appointed as Deputy Director General of Shengli Petroleum Administration Bureau; in May 2000, he served as concurrently as Vice Chairman of Board of Directors of Sinopec Shengli Oilfield Co., Ltd.; in December 2001, he served as Board Director and President of Sinopec Shengli Oilfield Co., Ltd.; in December 2002, he served as Director General of Shengli Petroleum Administration Bureau of Sinopec Group Company and Chairman of Board of Directors of Sinopec Shengli Oilfield Company Limited; from April 2003 to May 2006, he served as Employee Representative Board Director of Sinopec Corp.; in October 2004, he was appointed as Assistant to President of Sinopec Group Company; in November 2005, he was appointed as Vice President of Sinopec Group Company; in May 2009, he was elected as Board Director of Sinopec Corp; in June 2012, he was appointed concurrently as Chairman of Sinopec Oilfield Service Corporation.

Dai Houliang, aged 50, Director of the Board of Directors of Sinopec Corp. and Senior Vice President of Sinopec Corp. He is a professor level senior engineer with a Ph.D. degree. In December 1997, he was appointed as Vice President of Yangzi Petrochemical Corporation; in April 1998, he served as Board Director and Vice President of Yangzi Petrochemical Co., Ltd.; in July 2002, he served as Vice Chairman of Board of Directors, President of Yangzi Petrochemical Co., Ltd. and Board Director of Yangzi Petrochemical Corporation; in December 2003, he served as Chairman and President of Yangzi Petrochemical Co., Ltd. and concurrently as Chairman of Yangzi Petrochemical Corporation; in December 2004, he served concurrently as Chairman of Board of Directors of BASF-YPC Company Limited; in September 2005, he was appointed as Deputy CFO of Sinopec Corp.; in November 2005, he was appointed as Vice President of Sinopec Corp.; in May 2006, he served as Board Director, Senior Vice President and CFO of Sinopec Corp.; in August 2008, he was concurrently appointed as the Chairman of Petro-Cyberworks Information Technology Co., Ltd. (PCITC) and Sinopec Technology Development Company; and in May 2009, he was elected as Board Director and appointed as Senior Vice President of Sinopec Corp.; in February 2012, he was appointed concurrently as Chairman of Sinopec Xinjiang Energy & Chemical Co., Ltd.; in August 2012, he was appointed concurrently as Chairman of Sinopec Great Wall Energy & Chemical Co., Ltd.; in March 2013, he was appointed concurrently as Chairman of Sinopec Catalyst Co., Ltd.

Liu Yun, aged 57, Director of the Board of Directors of Sinopec Corp. and Chief Accountant of Sinopec Group Company. Mr. Liu is a senior accountant with a master's degree. In December 1998, he was appointed as Deputy Director General of Financial Department of Sinopec Group Company; in February 2000, he was appointed as Deputy Director General of Financial Department of Sinopec Corp.; in January 2001, he was appointed as Director General of Financial Department of Sinopec Corp.; in June 2006, he was appointed as Deputy CFO of Sinopec Corp.; in February 2009, he was appointed as Chief Accountant of Sinopec Group Company; and in May 2009, he was elected as Board Director of Sinopec Corp.; in May 2012, he was appointed concurrently as the Chairman of Sinopec Finance Co., Ltd.; in September 2013, he was appointed concurrently as Chairman of Sinopec Insurance Co., Ltd.

Chen Xiaojin, aged 69, Independent Non-executive Director of Sinopec Corp. Mr. Chen is a senior engineer (research fellow level) with a university diploma. In December 1982, he was appointed as President of Tianjin Ship Industry Corporation; in January 1985, he was appointed successively as Vice President and President of CNOOC Platform Corporation; in February 1987, he was appointed successively as Director General of Operation Department, Director General of Foreign Affairs Bureau, Director General of International Affairs Department in China State Shipbuilding Corporation and Deputy President of China State Shipbuilding Trading Company; in December 1988, he was appointed as Vice President of China State Shipbuilding Corporation; in January 1989, he was appointed concurrently as President of China State Shipbuilding Trading Company; in October 1996, he was elected as concurrently as Chairman of Board of Directors of China State Shipbuilding Trading Company; from June 1999 to July 2008, he served as President and Secretary of CPC Leading Group of China State Shipbuilding Corporation; in May 2009, he was elected as Independent Non-executive Director of Sinopec Corp.

Ma Weihua, aged 65, Independent Non-executive Director of Sinopec Corp. Mr. Ma is a senior economist and obtained a Ph.D. degree. Mr. Ma is the chairman of the board of Wing Lung Bank Ltd., Independent Non-executive Director of Winox Holdings Ltd. Independent Director of the Guotai Junan Securities Co., Ltd. (GTJA), Independent Director of China Eastern Airlines Corporation Limited, Independent Director of China Resource Land Limited, and Independent Director of Huabao Investment Co. Ltd. In May 1988, he was appointed as the Deputy Director of the General Affairs Office of the People's Bank of China ("PBOC"); in March 1990, he was appointed as the Deputy Director of Fund Planning Department of PBOC; in October 1992, he was appointed as the branch President and Secretary of the CPC Leading Group of the Hainan Branch of PBOC; in January 1999, he was appointed as the Director, Governor and Secretary of the CPC Committee of China Merchants Bank; and in May 2010, he was elected as Independent Non-executive Director of Sinopec Corp.

Jiang Xiaoming, aged 60, Independent Non-executive Director of Sinopec Corp. Mr. Jiang has a doctorate in economics. Presently, he acts as the member of the national committee of CPPCC, director of China Foundation for Disabled Persons, member of the United Nations Board of Investment, President of Hong Kong Saibo International Co. Ltd., Independent Director of COSCO International and SPG Land (Holdings) Ltd., Senior Fellow of the University of Cambridge Business School, and trustee of University of Cambridge China Development Fund. Between 1992 and 1998, he acted as the Vice President of United Nations Staff Retirement Fund; between 1999 and 2003, he acted as the Chairman of the Board of Directors of Frasers Property (China) Co., Ltd.; and he has previously acted as the Director of JSW Energy Ltd., member of the Advisory Committee of American Capital Group and Rothschild, the British Investment Bank, and an Independent Director of China Oilfield Services Co., Ltd. From May 2012 to the present, he has acted as an Independent Non-executive Director of Sinopec Corp.

Andrew Y. Yan, aged 56, Independent Non-executive Director of Sinopec Corp. Mr. Yan is the founding Managing Partner of SAIF Partners and has a master degree. Presently, he acts as the Independent Non-executive Director of China Resources Land Limited, China Mengniu Dairy Co. and Fosun International Ltd., the Non-executive Director of Digital China Holdings Limited, China Huiyuan Juice Group Limited, Feng Deli Holdings Limited and Guodian Technology & Environment Group Corporation Limited; the Independent Director of the Giant Network Co. Ltd.; and the Director of Acorn International Co., Ltd., and ATA Co., Ltd. From 1989 to 1994, he acted as the Economist of the World Bank headquarters in Washington, Senior Fellow of Hudson Institute, an American famous research think tank, and acted as the director of APAC Strategic Planning & Business Development of Sprint International Corporation; between 1994 – 2001, he acted as the Managing Director and Director of Hong Kong Office of AIG Asia Infrastructural Investment Fund. And from May 2012 to the present, he has acted as an Independent Non-executive Director of Sinopec Corp.

Bao Guoming, aged 62, Independent Non-executive Director of Sinopec Corp. Ms. Bao is a Professor and the international registered internal auditor with a master degree. Since December of 1992, she acted as the associate professor of Accounting Dept. of International Business School of Nankai University, and since December of 1995, as a Professor of Accounting Dept. of International Business School of Nankai University; since November of 1997, as the Vice Director of Accounting Dept. of International Business School of Nankai University; since April of 1999, as the Vice Director of the Audit Cadre Training Center of National Audit Office; Since February of 2003, as the Director of the Audit Cadre Training Center of National Audit Office; since July of 2004, as the Director of the Administrative Audit Department of National Audit Office; since February of 2010, as the Director-Level Auditor of the Laws and Regulations Department of National Audit Office; since July of 2010, as the Vice-Chairman and Secretary General of China Internal Audit Association; since May of 2011, as the External Supervisor of Bank of China; and since June 2013,as the independent non-executive director of Hebei Chengde Lulu Co., Limited. From May 2012 to the present, she has acted as an Independent Non-executive Director of Sinopec Corp. Ms. Bao is an expert who enjoys the State Council Special Allowance.

Supervisors

The table and discussion below set forth certain information concerning our supervisors. The current term of our supervisors is three years, which will expire in May 2015.

Name	Age	Position with the Company
Xu Bin	57	Chairman of the Board of Supervisors

Geng Limin	59	Supervisor
Li Xinjian	60	Supervisor
Zou Huiping	53	Supervisor
Kang Mingde	63	Independent Supervisor
Zhou Shiliang	56	Employee Representative Supervisor
Chen Mingzheng	56	Employee Representative Supervisor
Jiang Zhenying	49	Employee Representative Supervisor
Yu Renming	50	Employee Representative Supervisor

Xu Bin, aged 57, Chairman of the Board of Supervisors of Sinopec Corp. Mr. Xu is a professor level administration engineer with a university certificate. Since June 1999, he acted as Deputy Director of the 6th Discipline Inspection and Monitoring Office of the Central Discipline Inspection Commission of CPC; since April 2000, as Deputy Director of the 3rd Discipline Inspection and Monitoring Office of CPC; since November of 2004, as the Bureau Level Inspector, Supervisory Attaché and Deputy Director of the 3rd Discipline Inspection and Monitoring Office of the Central Discipline Inspection Commission of CPC; since November 2006, as the Director of the Petition Letters and Visits Office of Central Discipline Inspection Commission of CPC; since May 2011, as the Member of the CPC Leading Group of China Petrochemical Corporation and the Team Leader of the Discipline Inspection Group for CPC Leading Group of Sinopec Group; and since October 2011, as the Director of Sinopec Group Company. Since May 2012, he has acted as the Chairman of the Board of Supervisors of Sinopec Corp.

Geng Limin, aged 59, Supervisor of Sinopec Corp., Director General of Supervision Department of Sinopec Corp. Mr. Geng is a senior administration engineer with a college diploma. In February 2000, he was appointed as Deputy Director General of Supervision Department of Sinopec Corp. and Deputy Director General of Supervision Bureau of Sinopec Group Company; in January 2007, he was appointed as Deputy Secretary of CPC Committee, Secretary of Discipline Inspection Committee as well as Labor Union Chairman of Sinopec Chemical Products Sales Company; in August 2008, he was appointed as Director General of Supervision Department of Sinopec Corp. and Vice Leader of Discipline Inspection Group for CPC Leading Group of Sinopec Group Company and Director General of Supervision Bureau of Sinopec Group Company; and in May 2009, he was elected as Supervisor of Sinopec Corp.

Li Xinjian, aged 60, Supervisor of Sinopec Corp., Deputy Director General of the Office of the President of Sinopec Corp. (Director General Level). Mr. Li is a senior administration engineer with a university diploma. In February 2001, he was appointed as Director of General Office and Assistant Inspector of Leading Group of Promotion of Cultural and Ideological Progress Central Office of the CPC Central Committee; in June 2004, he was appointed as Deputy Secretary of Central Office of CPC Central Committee and Director of General Office of Leading Group of Promotion of Cultural and Ideological Progress Central Office of the CPC Central Committee; in January 2006, he was appointed concurrently as Deputy Director General of HR Dept. of the Central Office of the CPC Central Committee; and in March 2008, he was appointed as Deputy Director General of the General Office of Sinopec Group Company and Deputy Director General of President Office of Sinopec Corp.(Director General Level). In May 2012, he was elected as Supervisor of Sinopec Corp.

Zou Huiping, aged 53, Supervisor of Sinopec Corp. and Director General of Auditing Department of Sinopec Corp . Mr. Zou graduated from Jiangxi Institute of Finance and Economics in July 1986 specializing in trade economics. He is a professor level senior accountant. In November 1998, he was appointed as Chief Accountant in Guangzhou Petrochemical General Plant of Sinopec Group Company; in February 2000, he was appointed as Deputy Director General of Finance & Assets Department of Sinopec Group Company; in December 2001, he was appointed as Deputy Director General of Finance & Planning Department of China Petrochemical Corporation; in March 2006, he was appointed as Director General of Finance & Assets Department of Assets Management Co., Ltd. of China Petrochemical Corporation; in March 2006, he was appointed as Director General of Auditing Department of Sinopec Corp.; and in May 2006, he was elected as Supervisor of Sinopec Corp.

Kang Mingde, aged 63, Independent Supervisor of Sinopec Corp., Mr. Kang obtained a college diploma. Since January 1992, he worked in the 6th Discipline Inspection Office of CPC Central Discipline Inspection Commission and Ministry of Supervision, and was appointed as (officer (deputy director level) Deputy Director, director, Inspector (Deputy Director General level), and Supervision Commissioner; since January 2005, he was appointed as the Discipline Inspector (Deputy Director General level) and Supervision Commissioner of the first Discipline Inspection Office of CPC Central Discipline Inspection Commission and Ministry of Supervision; between November 2010 and July 2011, he was appointed as the Discipline Inspector (Director level) and Supervision Commissioner of the first Discipline Inspection Office of CPC Central Disciplinary Committee and Ministry of Supervision; and in May 2012, he was elected as Supervisor of Sinopec Corp.

Zhou Shiliang, aged 56, Employee Representative Supervisor of Sinopec Corp. Mr. Zhou is a professor level senior engineer with a master's degree. In February 2000, he was appointed as Deputy Director General of Yunnan-Guizhou-Guangxi Petroleum Exploration Bureau; in September 2000, he was appointed as President of

Sinopec Yunnan-Guizhou-Guangxi Oilfield Company; in April 2002, he was appointed as Secretary of CPC Committee and Vice President in Sinopec South Exploration & Development Company; in April 2006, he was appointed as Secretary of CPC Committee and Deputy Director General in Sinopec Henan Petroleum Exploration Bureau; in November 2007, he was appointed as Director General of Sinopec Personnel Department of Sinopec Corp.; since June 2012, he has acted as the Secretary of CPC Committee and Supervisory Committee, Chairman of the Labor Union and Supervisory Board of Sinopec Oilfield Service Corporation and in May 2009, he was elected as Employee Representative Supervisor of Sinopec Corp.

Chen Mingzheng, aged 56, Employee Representative Supervisor of Sinopec Corp. and Vice President of Sinopec Northwest Oilfield Company. Mr. Chen is a senior engineer and a graduate from a postgraduate school. In November 2000, he was appointed as Deputy Director General of North China Petroleum Bureau under Sinopec Star Petroleum Co. Ltd.; in June 2003, he was appointed as Deputy Director General of North China Petroleum Bureau under Sinopec Group Company; in October 2004, he was appointed as Secretary of CPC Committee in North China Petroleum Bureau under Sinopec Group Company; in March 2008, he was appointed as Vice President of Sinopec Northwest Oilfield Company; in

May 2009, he was elected as Employee Representative Supervisor of Sinopec Corp.

Jiang Zhenying, aged 49, Employee's Representative Supervisor of Sinopec Corp., General Director, Executive Director and Deputy Secretary of CPC Committee of Sinopec Supplies & Equipment Department, and General Manager of China Petrochemical International Co., Ltd. . Mr. Jiang is a professor level senior economist with a doctor's degree. In December 1998, he was appointed as the deputy general manager of the China Petrochemical Supplies & Equipment Co., Ltd.; in February 2000, he was appointed as the Deputy Director General of Sinopec Supplies & Equipment Department; in December 2001, he was appointed as the Director General of Sinopec Supplies & Equipment Department and in November 2005 concurrently held the positions of Chairman, General Manger and Secretary of CPC Committee of China Petrochemical International Co., Ltd.; in March 2006, he was appointed as the Director, Executive Director and Secretary of the CPC committee of Sinopec Supplies & Equipment Department, General Manager of China Petrochemical International Co., Ltd.; and in April 2010, he was appointed as the Director General, Executive Director and Deputy Secretary of the CPC committee of Sinopec Materials Procurement Department and General Manager of China Petrochemical International Co., Ltd. and in December 2010, he was elected as the Employee's Representative Supervisor of Sinopec Corp.

Yu Renming, aged 50, Employee's Representative Supervisor of Sinopec Corp., General Director of Sinopec Production Management Department. Mr. Yu is a professor level senior engineer with a university Degree. In June 2000, he was appointed as the deputy general manager of Sinopec Zhenhai Refining & Chemical Co., Ltd.; in June 2003, he was appointed as the board director and deputy general manager of Sinopec Zhenhai Refining & Chemical Co., Ltd.; in September 2006, he was appointed as the deputy manager of Sinopec Zhenhai Refining & Chemical Company; in September 2007, he was appointed as the manager and the vice secretary of CPC committee of Sinopec Zhenhai Refining & Chemical Company; in January 2008, appointed as the director of Sinopec Production Management Department; and in December 2010, he was elected as Employee's Representative Supervisor of Sinopec Corp.

Other Executive Officers

Name	Age	Positions with Sinopec Corp.
Wang Xinhua	58	Chief Financial Officer
Zhang Haichao	56	Vice President
Jiao Fangzheng	51	Vice President
Lei Dianwu	51	Vice President
Wang Yongjian	53	Vice President
Ling Yiqun	51	Vice President
Jiang Zhenghong	52	Vice President
Huang Wensheng	47	Secretary to the Board of Directors
Zhang Kehua(1)	60	Vice President

(1) In December 2013, Mr. Zhang Kehua ceased to hold the position of Vice President due to retirement.

Wang Xinhua, aged 58, Chief Financial Officer of Sinopec Corp. and Director General of Financial Department of Sinopec Corp. Mr. Wang is a professor level senior accountant with a university diploma. In January 2001, he was appointed as Deputy Director General of Finance & Assets Department of Sinopec Group Company; in December 2001, he was appointed as Deputy Director General of Finance & Planning Department of Sinopec Group Company; in October 2004, he was appointed as Director General of Finance & Planning Department of Sinopec Group Company; in May 2008, he was appointed as Director General of Finance Department of Sinopec Group Company; in March 2009, he was appointed as Director General of Finance Department of Sinopec Corp.; in May 2009, he was appointed as CFO of Sinopec Corp.

Zhang Haichao, aged 56, Vice President of Sinopec Corp., Chairman of Board of Directors and General Manager of Sinopec Sales Co., Ltd. Mr. Zhang is a professor level senior economist with a master's degree. In March 1998, he was appointed as Deputy General Manager of Zhejiang Petroleum Corporation; in September 1999, he was appointed as General Manager of Zhejiang Petroleum Corporation; in February 2000, he was appointed as General Manager of Sinopec Zhejiang Petroleum Co., Ltd.; in April 2004, he served as Chairman of Board of Directors of Sinopec- BP Zhejiang Petroleum Sales Co., Ltd.; in October 2004, he served as Secretary of CPC Committee, Vice Chairman of Board of Directors, and Deputy General Manager of Sinopec Sales Co., Ltd.; in November 2005 he served as Secretary of CPC Committee, Chairman of Board of Directors, and Manager of Sinopec Sales Co., Ltd.; in June 2006, he served as Chairman of Board of Directors, and General Manager of Sinopec Sales Co., Ltd.; in April 2003, he was elected as Employee Representative Supervisor of Sinopec Corp. and in November 2005, he was appointed as Vice President of Sinopec Corp.

Jiao Fangzheng, aged 51, Vice President of Sinopec Corp., General Director of Sinopec Exploration and Production Department. Mr. Jiao obtained his bachelor's degree in petroleum exploration and obtained his doctor's degree in natural gas engineering from Southwest Petroleum Institute respectively in July 1983 and November 2000. Mr. Jiao is a professor level senior engineer. In January 1999, he was appointed as Chief Geologist in Zhongyuan Petroleum Exploration Bureau of Sinopec Group Company; in February 2000, he was appointed as Vice President and Chief Geologist of Sinopec Zhongyuan Oilfield Company; in July 2000, he was appointed as Deputy Director General of Sinopec Petroleum Exploration & Development Research Institute; in March 2001, he was appointed as Deputy Director General of Sinopec Exploration & Production Department; in June 2004, he was appointed as President of Sinopec Northwest Oilfield Company; in July 2010, he was appointed as the General Director of Sinopec Exploration & Production Department; and in October 2006, he was appointed as Vice President of Sinopec Corp.

Lei Dianwu, aged 51, Vice President of Sinopec Corp, General Director of Development & Planning Department of Sinopec Corp. Mr. Lei is a professor level senior engineer and obtained a university diploma. In October 1995, he was appointed as Vice President of Yangzi Petrochemical Corporation; in December 1997, he was appointed as Director of Planning & Development Department in China Eastern United Petrochemical (Group) Co., Ltd.; in May 1998, he was appointed as Vice President of Yangzi Petrochemical Corporation; in August 1998 he was appointed as Vice President in Yangzi Petrochemical Co., Ltd.; in March 1999, he was appointed temporarily as Deputy Director General of Development & Planning Department of Sinopec Group Company; in February 2000, he was appointed as Deputy Director General of Development & Planning Department of Sinopec Corp.; in March 2001, he was appointed as Director General of Development & Planning Department of Sinopec Corp.; in May 2009, he was appointed as Vice President of Sinopec Corp.

Wang Yongjian, aged 53, Vice President of Sinopec Corp. Mr. Wang is a professor level senior engineer with a master degree. In February 2000, he became Vice President of Beijing Yanshan Petrochemical Co., Ltd. and Sinopec Beijing Yanshan Company; in April 2002, he was appointed as President and Board Director of Beijing Yanshan Petrochemical Co., Ltd; from December 2002, he was appointed concurrently as Chairman of Beijing Eastern Petrochemical Co., Ltd; in July 2004, he was promoted to Chairman and President of Beijing Yanshan Petrochemical Co., Ltd. and concurrently as Chairman of Beijing Yanhua Petrochemical Inc. ; in January 2006 he was elected as President of Sinopec Beijing Yanshan Company; in November 2010, he was appointed as Chairman and Party Secretary of Beijing Yanshan Petrochemical Co., Ltd; since August 2013, he was promoted to Vice President of Sinopec Corp and concurrently appointed as Safety Association Office for Sinopec Corp.

Ling Yiqun, aged 51, Vice President of Sinopec Corp. and President of Sinopec Qilu Company. Mr. Ling is a professor level senior engineer with a master's degree. From 1983, he worked in the refinery of Beijing Yanshan Petrochemical Company and the Refining Department of Beijing Yanshan Petrochemical Company Ltd. In February 2000, he was appointed as the Deputy General Director of Sinopec Refining Department; in June 2003, he was appointed as the Director General of Sinopec Refining Department; in May 2012, he was appointed as Executive Director, President and Secretary of CPC Committee of Sinopec Refinery Product Sales Company Limited; in August 2013, he was appointed as the President of Sinopec Qilu Company; in July 2010, he was appointed as Vice President of Sinopec Corp.

Jiang Zhenghong, aged 52, Vice President of Sinopec Corp., Director of Department of Enterprise Reform of Sinopec Corp. Mr. Jiang is a professor level senior economist with a doctor degree. In September 2000, he became Vice President of Shanghai Gaoqiao Petrochemical Co., Ltd. and Sinopec Shanghai Gaoqiao Company; in September 2001, he was appointed as President of Shanghai Gaoqiao Petrochemical Co., Ltd.; from April 2006, he was appointed as Party Secretary and Vice President of Sinopec Zhenhai Refining & Chemical Company; in March 2008, he was promoted to President and Party Secretary of Sinopec Zhenhai Refining & Chemical Company;from July 2010, he was appointed as President and Deputy Party Secretary of Sinopec Zhenhai Refining & Chemical Company; Since

August 2013, he was appointed as the Director of Enterprise Reform of Sinopec Corp., in September 2013, he was appointed as Vice President of Sinopec Corp.

Huang Wensheng, aged 47, Secretary to the Board of Directors of Sinopec Corp. and Director General of the Board Secretariat of Sinopec Corp.Mr. Huang is a senior engineer with a university diploma. In March 2003, he was appointed as Deputy Director General of the Board Secretariat of Sinopec Corp.; in May 2006, he was appointed as Representative on Securities Matters of Sinopec Corp.; in September 2009, he was appointed as Director General of the Board Secretariat of Sinopec Corp.; in May 2012, he was appointed as Secretary to the Board of Directors of Sinopec Corp.

B. COMPENSATION

Salaries of Directors, Supervisors and Members of the Senior Management

Our directors and supervisors who hold working posts with us and other senior management members receive their remuneration in the form of basic salary and performance rewards.

The following table sets forth the compensation on individual basis for our directors, supervisors and executive officers who received compensation from us in 2013, which does not reflect the deferred salary from 2010 to 2012 in an aggregate amount of RMB 14.7179 million they received in accordance with the PRC regulations and our internal policies.

Name	Position with the Company	Remuneration paid by the Company in 2013 (RMB in thousands)
Directors		
Fu Chengyu	Chairman	-
Wang Tianpu (1)	Vice Chairman	-
Zhang Yaocang	Vice Chairman	-
Li Chunguang (1)	Director, President	993.2
Zhang Jianhua	Director, Senior Vice President	993.2
Wang Zhigang	Director, Senior Vice President	993.2
Cai Xiyou	Director, Senior Vice President	993.2
Cao Yaofeng	Director	-
Dai Houliang	Director, Senior Vice President	989.4
Liu Yun	Director	-
Chen Xiaojin	Independent Non-executive Director	300
Ma Weihua	Independent Non-executive Director	300
Jiang Xiaoming	Independent Non-executive Director	300
Andrew Y. Yan	Independent Non-executive Director	300
Bao Guoming	Independent Non-executive Director	300
Supervisors		
Xu Bin	Chairman of the Board of Supervisors	-
Geng Limin	Supervisor	-
Li Xinjian	Supervisor	-
Zou Huiping	Supervisor	546.4
Kang Mingde	Independent Supervisor	-
Zhou Shiliang	Employee Representative Supervisor	-
Chen Mingzheng	Employee Representative Supervisor	556.4
Jiang Zhenying	Employee Representative Supervisor	528.2
Yu Renming	Employee Representative Supervisor	541.4
Other Executive officers		
Wang Xinhua	Chief Financial Officer	628.6
Zhang Haichao	Vice President	653.6
Jiao Fangzheng	Vice President	634.7
Lei Dianwu	Vice President	634.6
Wang Yongjian (2)	Vice President	208.9 (5)
Ling Yiqun	Vice President	634.6
Jiang Zhenghong (3)	Vice President	166.4 (5)
Huang Wensheng	Secretary to the Board of Directors	534.4
Zhang Kehua (4)	Vice President	636.8

(1) In May 2013, Mr. Wang Tianpu tendered his resignation as the President of Sinopec Corp. since he has served as the President of Sinopec Group Company. Mr. Li Chunguang was appointed as the President of Sinopec Corp.

(2) In August 2013, Mr. Wang Yongjian was appointed as the Vice President.

(3) In September 2013, Mr. Jiang Zhenghong was appointed as the Vice President.

(4) In December 2013, Mr. Zhang Kehua resigned from the position of Vice President due to retirement.

(5) Rumuneration for Messrs. Wang Yongjian and Jiang Zhenghong were the amount they received after being appointed as Vice President.

C. BOARD PRACTICE

We have fifteen directors. We have four special board committees, namely, the audit committee, the strategic committee, the remuneration and evaluation committee and social responsibility management committee. The majority of the members of the remuneration and evaluation committee and all members of the audit committee are independent directors. In addition, there is at least one independent director who is a financial expert in the audit committee.

The main responsibilities of the audit committee include:

- to propose the appointment or replacement of the independent auditor;
- to oversee the internal auditing system and its implementation;
- to coordinate the communication between the internal auditing department and the independent auditor;
- to examine and approve financial information and it disclosure; and
- to examine the internal control system.

The members of our audit committee are Bao Guoming, Jiang Xiaoming and Andrew Y. Yan, all of whom are our Independent Non-executive Directors. Our Board has determined that Bao Guoming qualifies as an audit committee financial expert.

The main responsibilities of the strategic committee are to conduct research and put forward proposals on the long-term development strategy and significant investments.

The members of our strategic committee are Fu Chengyu, Wang Tianpu, Li Chunguang, Ma Weihua, Zhang Jianhua, Wang Zhigang, Cai Xiyou, Dai Houliang, Jiang Xiaoming and Andrew Y. Yan.

The main responsibilities of the remuneration and evaluation committee include:

- to research on evaluation criteria for directors and the president, to conduct their evaluations and make necessary suggestions; and
- to research on and review the policies and scheme in respect of the remuneration of directors, supervisors and executive officers, and make necessary suggestions.

The members of our remuneration and evaluation committee are Chen Xiaojin, Wang Tianpu and Bao Guoming.

The main responsibilities of the social responsibility management committee are to research on the policy, governance, strategy and planning for the Company's social responsibility and put forward proposals to the Board. The members of social responsibility management committee are Fu Chengyu, Wang Tianpu, Li Chunguang, Chen Xiaojin and Ma Weihua.

Our directors have entered into directors service contracts with us and under such contracts, there is no severance pay arrangements for our directors.

D. EMPLOYEES

As of December 31, 2011, 2012 and 2013, we had approximately 377,235 and 376,201 and 368,953 employees, respectively. The following table sets forth the number of our employees by our business segments, their scope of work and their education as of December 31, 2013.

By Segment	Number of Employees	Percentage of Total Number of Employees (%)

Exploration and production	151,481	41
Refining	77,835	21
Marketing and distribution	59,100	16
Chemicals	68,940	19
Corporate and others	11,597	3
Total	368,953	100

By Employee's Scope of Work	Number of Employees	Percentage of Total Number of Employees (%)
Production	185,428	50
Sales	51,390	14
Technical	53,980	15
Finance	9,866	3
Administration	29,516	8
Others	38,773	10
Total	368,953	100

By Education	Number of Employees	Percentage of Total Number of Employees (%)
Master's degree and above	13,273	3
University	91,635	25
Junior college	81,499	22
Technical secondary school	29,069	8
Senior high school and technical school degree or below	153,477	42
Total	368,953	100

We have trade unions that protect employee rights, organize educational programs, assist in the fulfillment of economic objectives, encourage employee participation in management decisions, and assist in mediating disputes between us and individual employees. We have not been subject to any strikes or other labor disturbances that have interfered with our operation, and we believe that our relations with our employees are good.

The total remuneration of our employees includes salary, performance bonuses and allowances. Employees also receive certain subsidies in housing, health services, education and other miscellaneous items.

As of December 31, 2013, a total of 193,023 employees have retired and all of them were participants in the basic pension schemes administered by provincial (autonomous region or municipalities) governments. Government-administered pension schemes are responsible for the payments of basic pensions.

E. SHARE OWNERSHIP

As of December 31, 2013, except our vice president Ling Yiqun who holds 13,000 shares of our A shares, our directors, supervisors and executive officers do not have share ownership in us.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. MAJOR SHAREHOLDERS

The following table sets forth information regarding our 5% or more shareholders as of April 11, 2014.

Shareholder	Number of Shares Owned (in millions)		Percentage of Ownership (%)	
Sinopec Group Company	86,273,821,101	(1)	73.87	(1)

(1) Inclusive of 533,150,000 H shares held by Sinopec Century Bright Capital Investment Ltd. (overseas wholly-owned subsidiary of Sinopec Group Company) under HKSCC Nominees Limited.

As of April 11, 2014, 1,146,965,600 H shares were registered in the name of a nominee of Citibank, N.A., the depositary under our ADS deposit agreement. Citibank, N.A. has advised us that, as of April 11, 2014, 11,469,656 ADSs, representing 1,146,965,600 H shares, were held of record by Cede & Co. and 40 other registered shareholders domiciled in and outside of the United States. We have no further information as to our shares held, or beneficially owned, by U.S. persons.

To avoid the adverse effects brought by the competition between us and Sinopec Group Company to the maximum extent possible, we and Sinopec Group Company have entered into a non-competition agreement whereby Sinopec Group Company has agreed to: refrain from operating new businesses which compete or could compete with us in any of our domestic or international markets; grant us an option to purchase Sinopec Group Company's operations that compete or could compete with our businesses; operate its sales enterprises in a manner uniform to our sales and service operations; and appoint us as sales agent for certain of its products which compete or could compete with our products. To further avoid the competition with us, Sinopec Group Company granted us an undertaking whereby Sinopec Group Company undertakes that: first, we shall become the sole platform which deals with the exploration and production of oil and gas, oil refining, chemicals, sale of petroleum products; second, Sinopec Group Company will dispose its minor remaining chemicals business by March 2017 in order to avoid the competition with us with regard to the chemicals business; and third, given that Sinopec Group Company engages in the same or similar businesses as us with regard to the exploration and production of overseas petroleum and natural gas, after a thorough analysis from political and economic perspectives, we may propose to acquire overseas oil and gas assets owned by Sinopec Group Company when appropriate and Sinopec Group company undertakes to transfer its overseas oil and gas assets to us, provided that the aforementioned proposed acquisitions comply with the applicable laws and regulations, contractual obligations and other procedural requirements at the time of such respective proposed acquisitions.

B. RELATED PARTY TRANSACTIONS

Sinopec Group Company owned 73.87% of our outstanding equity as of April 11, 2014. Sinopec Group Company is able to exercise all the rights of a controlling shareholder, including the election of directors and voting in respect of amendments to our articles of association. Sinopec Group Company, as our controlling shareholder, is subject to certain non-controlling shareholder protection provisions under our articles of association.

We have engaged from time to time and will continue to engage in a variety of transactions with Sinopec Group Company, which provide a number of services to us, including ancillary supply, transport, educational and community services. The nature of our transactions with Sinopec Group Company is governed by a number of service and other contracts between Sinopec Group Company and us. A discussion of these agreements and arrangements is set forth under the heading "Item 7 – Major Shareholders and Related Party Transactions – Related Party Transactions" in our annual report on Form 20-F filed with the Securities and Exchange Commission on October 10, 2000, April 13, 2007, May 20, 2009, April 30, 2010 and April 11, 2013 respectively, and under the heading "Item 4 – Information on the Company – History and Development of the Company" of this annual report.

In 2010, we acquired a 55% equity interest of SSI from Sinopec Overseas Oil & Gas Limited ("SOOGL"), a subsidiary of Sinopec Group Company for a cash consideration of $1.678 billion. SSI holds a 50% interest in Angola Block 18.

In 2013, a joint venture owned by Sinopec Group Company and us on a 50:50 basis acquired from Sinopec Group Company (i) 50% interest in CIR, (ii) 49% interest in Taihu, and (iii) 50% interest in Mansarovar, for a cash consideration of $2.711 billion in the aggregate.

For our continuing related party transaction starting from January 1, 2013, please also see Note 31 to our consolidated financial statements included elsewhere in this anual report for a detailed discussion of our related party transactions.

The aggregate amount of related party transactions we incurred during 2013 was RMB 547.043 billion, of which, expenses amounted to RMB 228.677 billion (including RMB 209.004 billion of purchase of goods and services, RMB 6.755 billion of auxiliary and community services, RMB 11.116 billion of operating and leasing expenses and RMB 1.802 billion of interest expenses), and revenues amounted to RMB 318.366 billion (including RMB 318.092 billion of sales of goods and services, RMB 0.089 billion of interest income and RMB 0.185 billion of agency commission receivable). Among the total expenses of RMB 228.677 billion, we paid Sinopec Group Company RMB 163.648 billion, including RMB 144,095 billion of sales of goods and services (procurement, storage, exploration, production and other services related to production), which represented 5.18% of our operating expenses for 2013; RMB 6.755

billion of auxiliary and community services, which represented 0.24% of our operating expenses for 2013; RMB 0.491 billion of our rent for building; RMB

10.373 billion of our rent for land; RMB 0.250 billion of our rent for other things and RMB 1.684 billion of interest payment. Among the total revenue of RMB 318.366 billion, Sinopec Group Company paid us RMB 93.825 billion, including RMB 93.684 billion of sales of goods and services, which represented 3.25% of our operating revenue for 2013; RMB 0.084 billion of interest income and RMB 0.057 billion of agency commission receivable.

In 2013, we provided RMB 3.986 billion of loans to certain subsidiaries of Sinopec Group Company.

The amounts of the aforementioned continuing related party transactions did not exceed the upper limit as approved our by shareholders' meetings and board meetings.

C. INTERESTS OF EXPERTS AND COUNSEL

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION

See F-pages following Item 19.

Legal Proceedings

We are involved in certain judicial and arbitral proceedings before Chinese courts or arbitral bodies concerning matters arising in connection with the conduct of our businesses. We believe, based on currently available information, that the results of such proceedings, in the aggregate, will not have a material adverse effect on our financial condition or results of operations.

Dividend Distribution Policy

In 2012, we amended our articles of association based on its original framework. Our dividend distribution policy was amended. According to our amended articles of association:

Our board of directors will determine the payment of dividends, if any, with respect to our shares on a per share basis. Any final dividend for a financial year shall be subject to shareholders' approval. The board may declare interim and special dividends at any time under general authorization by a shareholders' ordinary resolution. A decision to declare or to pay any dividends in the future, and the amount of any dividends, will depend on our results of operations, cash flows, financial condition, the payment by our subsidiaries of cash dividends to us, future prospects and other factors which our directors may determine are important.

For holders of our H shares, cash dividend payments, if any, shall be declared by our board of directors in Renminbi and paid in HK dollars. The depositary will convert the HK dollar dividend payments and distribute them to holders of ADSs in US dollars, less expenses of conversion.

The Company may distribute dividends in the following forms: cash, shares or other forms provided by laws, administrative rules, regulations of competent authorities and regulatory provisions in the place where the Company's shares are listed. The Company shall give priority to the distribution of dividends in cash. The Company may make interim dividends distribution. The Company shall distribute cash dividends when the Company's net profit and retained earnings, in separate financial statement, are positive and the Company has adequate cash inflows over the requirements of cash outflows of operation and sustainable development. The cash dividends per annum should not be less than thirty (30) percent of the net profit of the Company in the current year. Dividends in the form of shares will be distributed to the depositary and, except as otherwise described in the Deposit Agreement, will be distributed by the depositary in the form of additional ADSs, to holders of ADSs.

In accordance with the board resolution passed at the fifteenth meeting of our fifths board, our board has proposed to make a final cash dividend distribution for 2013 of RMB 0.15 (including tax) per ordinary share in addition to an interim cash dividend distribution of RMB 0.09 (including tax) per ordinary share earlier in 2013. Therefore, the full-year aggregate cash dividend for 2013 is RMB 0.24 (including tax) per ordinary share. The proposal is subject to the shareholder's approval at the annual general meeting.

B. SIGNIFICANT CHANGES

None.

ITEM 9. THE OFFER AND LISTING

A. OFFER AND LISTING DETAILS

Not applicable, except for Item 9A(4) and Item 9C.

Our H Shares have been listed on the Hong Kong Stock Exchange (Code: 0386), and our ADSs, each representing 100 H Shares, have been listed on the New York Stock Exchange and the London Stock Exchange under the symbol "SNP", since we completed our initial public offering on October 19, 2000. Prior to that time, there was no public market for our H Shares. The Hong Kong Stock Exchange is the principal non-U.S. trading market for our H Shares. Our publicly traded domestic shares, or A shares, are listed on the Stock Exchange of Shanghai since August 8, 2001 (Code: 600028).

On February 14, 2013, we completed a placing of an aggregate of 2,845,234,000 new H shares at a price of HK$8.45 per share. The net proceeds from such placing are HK$23.97 billion.

The following table sets forth, for the periods indicated, the high and low closing prices per H Share, as reported on the Stock Exchange of Hong Kong, per ADS, as reported on the New York Stock Exchange and per A share, as reported on the Stock Exchange of Shanghai.

		The Stock Exchange of Hong Kong		The New York Stock Exchange		The Shanghai Stock Exchange	
Period		High	Low	High	Low	High	Low
April 2014 (as of April 11, 2014)		7.34	6.94	94.35	90.01	5.36	5.04
Past 6 months		(HK dollar per H share)		(US dollar per ADS)		(RMB per A share)	
	March	7.06	6.49	90.21	82.99	5.38	4.97
	February	6.99	5.78	89.89	74.53	5.41	4.46
2014	January	6.44	5.74	82.87	74.90	4.66	4.38
	December	6.67	6.19	86.53	80.03	5.01	4.43
	November	7.01	6.24	90.15	80.85	5.05	4.52
2013	October	6.33	5.97	81.10	76.64	4.51	4.27
Quarterly Data							
2014	First Quarter	7.06	5.74	90.21	74.53	5.41	4.38
2013	Fourth Quarter	7.01	5.97	90.15	76.64	5.05	4.27
		6.25	5.12	80.89	67.42	4.69	4.14

	Third Quarter						
	Second Quarter	7.03	5.08	90.19	65.95	5.67	4.10
	First Quarter	7.26	6.62	94.36	85.00	5.94	5.20
2012	Fourth Quarter	8.87	7.20	115.29	92.54	6.92	5.97
	Third Quarter	7.53	6.43	96.77	82.69	6.30	5.80
	Second Quarter	8.47	6.73	109.80	86.22	7.35	6.29
	First Quarter	9.63	8.17	124.95	105.05	7.86	7.13

Annual Data						
2013	7.26	5.08	94.36	65.95	5.94	4.10
2012	9.63	6.43	124.95	82.69	7.86	5.80
2011	8.75	6.45	111.89	83.21	9.27	6.86
2010	7.94	5.75	102.69	73.80	13.90	7.77
2009	7.15	3.65	93.50	47.08	15.42	7.06

Source: Bloomberg

ITEM 10. ADDITIONAL INFORMATION

A. SHARE CAPITAL

Not applicable.

B. MEMORANDUM AND ARTICLES OF ASSOCIATION

The following is a summary of certain provisions of our articles of association and its appendices, as amended, the Company Law of the PRC (2006) and certain other applicable laws and regulations of the PRC. You and your advisors should refer to the text of our articles of association, as amended, and to the texts of applicable laws and regulations for further information.

Objects and Purposes

We are a joint stock limited company established in accordance with the Company Law and certain other laws and regulations of the PRC. We are registered with the PRC State Administration of Industry and Commerce with business license number 100000000032985. Article 12 of our articles of association provides that our scope of businesses includes, among other things, the production, storage, pipeline transportation, land transportation, water transportation and sale of non-coal mines (oil and natural gas etc.), dangerous chemicals (ethylene, propylene, butadiene and naphtha etc.), heavy oil, rubber and other chemical raw materials and products; oil refining; wholesaling and retailing (for subsidiaries only) of gasoline, kerosene and diesel oil; the production, storage, transportation and sale of natural gas chemicals and coal chemicals; sale of lubricant, fuel oil, solvent naphtha and asphalt; production of chemical fertilizer; operation of LPG station, sales of CNG, LNG, LPG and city gas; operation of electrical vehicle charging station; production, supervision of manufacturing, installation of oil and petrochemical machinery and equipment; purchase and sale of oil and petrochemical raw and auxiliary materials, equipment and parts; technology and information, research, development, application and consultation of alternative energy products; production and sales of electricity, steam, water and industrial gases; wholesaling of farm, forestry and pasture products; operation of general merchandise convenience stores; wholesaling and retailing of knitted garments and housewares; wholesaling and retailing of cultural and sports goods and equipment; sale of food, beverages and tobacco products; wholesaling and retailing of pharmaceuticals and medical devices; retailing of automobiles, motorcycles and components; repair and maintenance of and technical training for automobiles and motorcycles; wholesaling and retailing of machineries, hardware products, electronic products and household appliances; retailing of furniture and materials for indoor decoration; stalls, no-store sale and other forms of retail business; general merchandise retail; accommodation and catering services; residents´ services; transportation agency services; warehousing; operation of self-owned properties; lease of machineries; media, advertising and acting as commission agent; insurance brokerage and agency services; financial trust and management services; E-commerce; self-operation of and acting as agency for the import and export of various commodities and technologies other than those restricted or prohibited by the state from import and export; contractor of overseas mechanical, electronics, petrochemical projects and domestic international bid-inviting projects; export of equipment and materials required for the aforementioned overseas projects; dispatch of labour required for the aforementioned overseas projects.

Directors

Our directors shall be elected at our shareholders' general meeting. Cumulative voting shall be adopted for the election of directors if a controlling shareholder controls 30% or more of our shares. Details of the cumulative voting mechanism are set forth in Article 59 of the Rules and Procedures for the Shareholders' General Meetings that is an appendix to, and forms an integral part of, our articles of association. Our directors shall be elected for a term of three years and may serve consecutive terms upon re-election, except that independent directors may only serve a maximum of two terms. Our directors are not required to hold any shares in us, and there is no age limit requirement for the retirement or non-retirement of our directors.

Where a director is materially interested, directly or indirectly, in a contract, transaction or arrangement (including any proposed contract, transaction or arrangement) with us, he or she shall declare the nature and extent of his or her interests to the board of directors at the earliest opportunity, whether or not such contract, transaction or arrangement is otherwise subject to the approval of the board. A director shall not vote, and shall not be counted in the quorum of the meeting, on any resolution concerning any contract, transaction or arrangement where the director owns material rights or interests therein. A director is deemed to be interested in a contract, transaction or arrangement in which his associate (as defined by the Listing Rule of the Hong Kong Stock Exchange) is interested.

Unless the interested director discloses his interests to the board and the contract, transaction or arrangement in which the director is materially interested is approved by the board at a meeting in which the director neither votes nor is not counted in the quorum, such contract, transaction or arrangement shall be voidable by us except with respect to a bona fide party thereto who does not have notice of the director’s interests.

We are prohibited from making loans or providing guarantees to our directors and their associates except where such loan or guarantee is to meet expenditure requirement incurred or to be incurred by the director for the purposes of the company or for the purpose of enabling the director to perform his or her duties properly in accordance with the terms of a service contract approved by the shareholders in a general meeting.

The board of directors shall examine and approve the amount of the long-term loans for the current year according to the annual investment plan as approved by the shareholders’ general meeting. The chairman of the board of directors is authorized to make adjustments of no more than 10% of the total amount of the long-term loans as approved by the board of directors for the current year. Within the total amount of the long-term loans as approved by the board of directors, the chairman of the board of directors is authorized to approve and execute individual long-term loan agreement with the loan amount exceeding RMB 1 billion, and the president is authorized to approve and execute individual long-term loan agreement with the loan amount not exceeding RMB 1 billion. Within the total amount of the working capital loans for the current year as approved by the board of directors, the chairman of the board of directors is authorized to execute the overall short-term loan facility agreement for raising working capitals as we need.

Matters relating to the remuneration of our directors shall be determined by the shareholders’ general meeting.

Dividends

A distribution of final dividends for any financial year is subject to shareholders’ approval. Except as otherwise decided by Shareholders’ meeting, the board of directors may make decision on the distribution of interim dividends. Except as otherwise provided by laws and regulations, the sum of interim dividends shall not exceed 50 percents of the net profit for the half year interim period. Dividends may be distributed in the forms of cash, shares or other forms provided by laws, administrative rules or regulations of competent authorities and regulatory provisions in the place where the Company’s shares are listed. The Company shall give priority to the distribution of dividends in cash. A distribution of shares, however, must be approved by special resolution of the shareholders.

Dividends may only be distributed after allowance has been made for:

- recovery of losses, if any;

- allocations to the statutory surplus reserve fund; and
- allocations to a discretionary surplus reserve fund if approved by the shareholders.

The allocations to the statutory surplus reserve fund shall be 10% of our after-tax profits of the current year determined in accordance with ASBE. In the event that the statutory surplus reserve balance reaches fifty (50) percent of the registered capital of the Company, no allocation is needed.

The articles of association require us to appoint on behalf of the holders of H shares a receiving agent which is registered as a trust corporation under the Trustee Ordinance of Hong Kong to receive dividends declared by us in respect of the H shares on behalf of such shareholders. The articles of association require that cash dividends in respect of H shares be declared in Renminbi and paid by us in HK dollars. The depositary of our ADSs will convert such proceeds into U.S.

dollars and will remit such converted proceeds to our holders of ADSs. If we record no profit for the year, we may not normally distribute dividends for the year.

Dividend payments may be subject to PRC withholding tax.

Voting Rights and Shareholders' Meetings

Our board of directors shall convene a shareholders' annual general meeting once every year and within six months from the end of the preceding financial year. Our board shall convene an extraordinary general meeting within two months of the occurrence of any one of the following events:

- where the number of directors is less than the number stipulated in the PRC Company Law or two-thirds of the number specified in our articles of association;
- where our unrecovered losses reach one-third of the total amount of our actually paid-in share capital;
- where shareholder(s) holding 10% or more of our issued and outstanding voting shares request(s) in writing the convening of an extraordinary general meeting;
- whenever our board deems necessary or our board of supervisors so requests; or
- circumstances provided in the articles of association.

Meetings of a special class of shareholders must be called in certain enumerated situations when the rights of the holders of such class of shares may be modified or adversely affected as discussed below. Proposals made by the board of directors, the board of supervisors or shareholder(s) holding 3% or more of the total number of voting shares shall be included in the agenda for the relevant general meeting if they are matters which fall within the scope of the functions and powers of shareholders in general meeting. Shareholder(s) holding 3% or more of the total shares of the Company may put forward interim motions by written proposals to the convener 10 days before the shareholders' general meeting. The convener shall publish supplementary notice to announce the interim motion within two days upon receiving.

All shareholders' meetings must be convened by our board of directors by written notice given to shareholders no less than 45 days before the meeting, by our board of supervisors or certain qualified shareholders in case a shareholders' meeting is not convened by our board of directors and board of supervisors. Shareholder(s) holding 10% or more the total number of shares of the Company have the right to convene and chair the interim shareholders' general meeting or class shareholders' meeting in accordance with the provisions in laws, administrative rules and the articles of association, in the event that the board of directors and the board of supervisors fail to convene and chair such meeting upon demand made by such shareholders. Based on the written replies received by us 20 days before a shareholders' meeting, we shall calculate the number of voting shares represented by shareholders who have indicated that they intend to attend the meeting. Where the number of voting shares represented by those shareholders amount to more than one-half of our total voting shares, we may convene the shareholders' general meeting (regardless of the number of shareholders who actually attend). Otherwise, we shall, within five days, inform the shareholders again of the motions to be considered and the date and venue of the meeting by way of public announcement. After the announcement is made, the shareholders' meeting may be convened. The accidental omission by us to give notice of a meeting to, or the non-receipt of notice of a meeting by, a shareholder will not invalidate the proceedings at that shareholders' meeting.

Shareholders at meetings have the power, among other things, to approve or reject our profit distribution plans, annual budget, financial statements, increase or decrease in share capital, issuance of debentures, merger or liquidation and any amendment to our articles of association. Shareholders of the shares which the Company issues to foreign investors for subscription in foreign currencies possess the same rights and undertake the same obligations as those of the shares which the Company issues to domestic investors for subscription in Renminbi. In addition, the rights of a class of shareholders may not be modified or abrogated, unless approved by a special resolution of all shareholders at a general shareholders' meeting and by a special resolution of shareholders of that class of shares at a separate meeting. Our articles of association enumerate, without limitation, certain amendments which would be deemed to be a modification or abrogation of the rights of a class of shareholders, including increasing or decreasing the number of shares of a class disproportionate to increases or decreases of other classes of shares, removing or reducing rights to receive dividends in a particular currency or creating shares with voting or equity rights superior to shares of such class.

Cumulative voting in accordance with the relevant laws and regulations in effect is adopted for the election of directors and supervisors. For all other matters, each share is entitled to one vote on all such matters submitted to a vote of our shareholders at all shareholders' meetings, except for meetings of a special class of shareholders where only holders of shares of the affected class are entitled to vote on the basis of one vote per share of the affected class.

Shareholders are entitled to attend and vote at meetings either in person or by proxy. Proxies must be in writing and deposited at our legal address, or such other place as is specified in the meeting notice, no less than 24 hours before the time for holding the meeting at which the proxy proposes to vote or the time appointed for the passing of the relevant resolution(s). When the instrument appointing a proxy is executed by the shareholder's attorney-in-fact, such proxy when deposited must be accompanied by a notary certified copy of the relevant power of attorney or other authority under which the proxy was executed.

Except for those actions discussed below which require supermajority votes (''special resolutions''), resolutions of the shareholders are passed by a simple majority of the voting shares held by shareholders who are present in person or by proxy. Special resolutions must be passed by or more than two-thirds of the voting rights represented held by shareholders who are present in person or by proxy.

The following decisions must be adopted by special resolution:

- an increase or reduction of our share capital or the issue of shares, including stock distributions, of any class, warrants and other similar securities;
- issuance of debentures;
- our division, merger, dissolution and liquidation; (Shareholders who object to a proposed division or merger are entitled to demand that either we or the shareholders who approved the merger purchase their shares at a fair price.)
- amendments to our articles of association and its appendices;
- change of our company form;
- acquisition or disposal of material assets or provision of material guarantee within one year, with the value exceeding 30% of our latest audited total assets;
- any stock incentive plan;
- any other matters required by laws and regulations or our articles of association and its appendices or considered by the shareholders in a general meeting and which they have resolved by way of an ordinary resolution to be of a nature which may have a material impact on us and should be adopted by special resolution.

All other actions taken by the shareholders, including the appointment and removal of our directors and supervisors and the declaration of cash dividend payments, will be decided by an ordinary resolution of the shareholders. The listing agreement between us and the Hong Kong Stock Exchange (the ''Listing Agreement'') provided that we may not permit amendments to certain sections of the articles of association which have been mandated by the Hong Kong Stock Exchange. These sections include provisions relating to:

- varying the rights of existing classes of shares;
- voting rights;

- our power to purchase our own shares;
- rights of non-controlling shareholders; and
- procedure on liquidation.

In addition, certain amendments to the articles of association require the approval and consent of the relevant PRC authorities.

Any shareholder resolution which is in violation of any laws or administrative regulations of the PRC will be null and void subject to statutory procedures.

Liquidation Rights

In the event of our liquidation, the H shares will rank pari passu with the domestic ordinary shares, and payment of debts out of our remaining assets shall be made in the order of priority prescribed by applicable laws and regulations or, if no such standards exist, in accordance with such procedure as the liquidation committee which has been appointed either by us or the People's Court of the PRC may consider to be fair and reasonable. After payment of debts, we shall distribute the remaining property to shareholders according to the class and proportion of their shareholders.

Further Capital Call

Shareholders are not liable to make any further contribution to the share capital other than according to the terms, which were agreed by the subscriber of the relevant shares at the time of subscription.

Increases in Share Capital and Preemptive Rights

The articles of association require the approval by a special resolution of the shareholders and by special resolution of holders of domestic ordinary shares and oversea-listed foreign invested shares at separate shareholder class meetings be obtained prior to authorizing, allotting, issuing or granting shares, securities convertible into shares or options, warrants or similar rights to subscribe for any shares or such convertible securities. No such approval is required if, but only to the extent that:

- we issue domestic ordinary shares and/or overseas-listed foreign-invested shares, either separately or concurrently, in numbers not exceeding 20% of the number of domestic ordinary shares and overseas-listed foreign-invested shares then in issue, respectively, in any 12-month period, as approved by a special resolution of the shareholders; or

- if our plans for issuing domestic ordinary shares and overseas-listed foreign-invested shares upon our establishment are implemented within fifteen months of the date of approval by the China Securities Regulatory Commission.

New issues of shares must also be approved by the relevant PRC authorities.

Reduction of Share Capital and Purchase by Us of Our Shares and General Mandate to Repurchase Shares

We may reduce our registered share capital only upon obtaining the approval of the shareholders by a special resolution and, in certain circumstances, of relevant PRC authorities. The number of H shares, which may be purchased is subject to the Hong Kong Takeovers and Share Repurchase Codes.

Restrictions on Large or Controlling Shareholders

Our articles of association provide that, in addition to any obligation imposed by laws and administration regulations or required by the listing rules of the stock exchanges on which our H shares are listed, a controlling shareholder shall not exercise his voting rights in a manner prejudicial to the interests of the shareholders generally or of some part of the shareholders:

- to relieve a director or supervisor from his or her duty to act honestly in our best interests;

- to approve the expropriation by a director or supervisor (for his or her own benefit or for the benefit of another person) of our assets in any way, including, without limitation, opportunities which may benefit us; or

- to approve the expropriation by a director or supervisor (for his or her own benefit or for the benefit of another person) of the individual rights of other shareholders, including, without limitation, rights to distributions and voting rights (save according to a restructuring of our company which has been submitted for approval by the shareholders in a general meeting in accordance with our articles of association and its appendices).

A controlling shareholder, however, will not be precluded by our articles of association or any laws and administrative regulations or the listing rules of the stock exchanges on which our H shares are listed from voting on these matters.

A controlling shareholder is defined by our articles of association as any person who acting alone or in concert with others:

- is in a position to elect half or more of the board of directors;
- has the power to exercise, or to control the exercise of, 30% or more of our voting rights;
- acting separately or in concert with others, holds 30% or more of our issued and outstanding shares,; or
- acting separately or in concert with others, has de facto control of us in any other way.

As of the date of this annual report, Sinopec Group Company is and will be our only controlling shareholder.

Disclosure

The Listing Agreement imposes a requirement on us to keep the Hong Kong Stock Exchange, our shareholders and other holders of our listed securities informed as soon as reasonably practicable of any information relating to us and our subsidiaries, including information on any major new developments which are not public knowledge, which:

- is necessary to enable them and the public to appraise the position of us and our subsidiaries;
- is necessary to avoid the establishment of a false market in its securities; and
- might be reasonably expected materially to affect market activity in and the price of its securities.

There are also requirements under the Listing Rules for us to obtain prior shareholders' approval and/or to disclose to shareholders details of certain acquisitions or disposals of assets and other transactions (including transactions with controlling shareholders).

Sources of Shareholders' Rights

The PRC's legal system is based on written statutes and is a system in which decided legal cases have little precedent value. The PRC's legal system is similar to civil law systems in this regard. In 1979, the PRC began the process of developing its legal system by undertaking to promulgate a comprehensive system of laws. In December 1993, the Standing Committee of the 8th National People's Congress adopted the PRC Company Law. On October 27, 2005, the PRC Company law was amended by the Standing Committee of the 10th National People's Congress, and came into force on January 1, 2006. The amended PRC Company Law enhanced the protection of shareholders' rights primarily in the following regards:

- Shareholders holding 10 percent or more of the shares of the company are entitled to petition the court to dissolve the company if (i) the company is in serious operational difficulties; (ii) its continuing existence will seriously prejudice the interests of the shareholders; and (iii) such difficulties cannot be resolved through any other means;

- Shareholders holding 1 percent or more of the shares of the company for more than 180 consecutive days are entitled to request the board of supervisors (in terms of directors and senior management) or the board of directors (in terms of supervisors) to bring legal proceedings, or bring legal proceedings in their own name on behalf of the company where it is in emergency and the company will be subject to irreparable loss if not to do so, against directors, supervisors or senior management who fail to comply with the laws and regulations or the company's articles of association in the course of performing their duties and cause loss to the company;

- Shareholders who oppose the company's decision on merger or separation are entitled to request the company to repurchase their shares; and

- Shareholders holding 10 percent or more of the voting rights of the company are entitled to convene a shareholders' meeting.

Currently, the primary sources of shareholder rights are our articles of association, as amended, the PRC Company Law and the Listing Rules of the Hong Kong Stock Exchange, which, among other things, impose certain standards of conduct, fairness and disclosure on us, our directors and our controlling shareholder, i.e., Sinopec Group Company. To facilitate the offering and listing of shares of PRC companies overseas, and to regulate the behavior of companies whose shares are listed overseas, the State Council Securities Committee and the State Commission for Restructuring the Economic System issued on August 27, 1994 the Mandatory Provisions for articles of association of Company Listing Overseas (the ''Mandatory Provisions''). These Mandatory Provisions become entrenched in that, once they are incorporated into the articles of association of a PRC company, any amendment to those provisions will only become effective after approval by the SASAC. The Listing Rules require a number of additional provisions to the Mandatory Provisions to be included in the articles of association of PRC companies listing H shares on the Hong Kong Stock Exchange (the ''Additional Provisions''). The Mandatory Provisions and the Additional Provisions have been incorporated into our articles of association.

In addition, upon the listing of and for so long as the H shares are listed on the Hong Kong Stock Exchange, we will be subject to those relevant ordinances, rules and regulations applicable to companies listed on the Hong Kong Stock Exchange, including the Listing Rules of the Hong Kong Stock Exchange, the Securities (Disclosure of Interests) Ordinance (the ''SDI Ordinance''), the Securities (Insider Dealing) Ordinance and the Hong Kong Codes on Takeovers and Mergers and Share Repurchases (the ''Hong Kong Takeovers and Repurchase Codes'').

Unless otherwise specified, all rights, obligations and protections discussed below derive from our articles of association and/or the PRC Company Law.

Enforceability of Shareholders' Rights

There has not been any public disclosure in relation to the enforcement by holders of H shares of their rights under constitutive documents of joint stock limited companies or the PRC Company Law or in the application or interpretation of the PRC or Hong Kong regulatory provisions applicable to PRC joint stock limited companies.

In most states of the United States, shareholders may sue a corporation ''derivatively''. A derivative suit involves the commencement by a shareholder of a corporate cause of action against persons (including corporate officers, directors or controlling shareholders) who have allegedly wronged the corporation, where the corporation itself has failed to enforce such claim against such persons directly. Such action is brought based upon a primary right of the corporation, but is asserted by a shareholder on behalf of the corporation. The PRC company law as amended in October 2005 and effective in January 2006 has also granted shareholders with the rights to bring such derivative suits.

Our articles of association provide that all differences or claims, arising from any provision of our articles of association, any right or obligation conferred or imposed by the PRC Company Law or any other relevant law or administrative regulation which concerns our affairs:

- between a holder of overseas-listed foreign-invested shares and us;
- between a holder of overseas-listed foreign-invested shares and any of our directors, supervisors, general managers, deputy general managers or other senior officers; or
- between a holder of overseas-listed foreign-invested shares and a holder of domestic ordinary shares

must be referred to arbitration at either the China International Economic and Trade Arbitration Commission in the PRC or the Hong Kong International Arbitration Center, and the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations. Our articles of association provide that such arbitration will be final and conclusive. In June 1999, an arrangement was made between the People's Courts of the PRC and the courts of Hong Kong to mutually enforce arbitration rewards rendered in the PRC and Hong Kong according to their respective laws. This new arrangement was approved by the Supreme Court of the PRC and the Hong Kong Legislative Council and became effective on February 1, 2000. We have provided an undertaking to the United States Securities and Exchange Commission that, at such time, if any, as all applicable laws and regulations of the PRC and (unless our H shares are no longer listed on the Hong Kong Stock Exchange) all applicable regulations of the Stock Exchange of Hong Kong Ltd. shall not prohibit, and to the extent Section 14 under the United States Securities Act of 1933, as amended, so requires, our board of directors shall propose an amendment to the articles of association which would permit shareholders to adjudicate disputes arising between our shareholders and us, our directors, supervisors or officers by means of judicial proceedings.

The holders of H shares will not be able to bring actions on the basis of violations of the Listing Rules and must rely on the Hong Kong Stock Exchange to enforce its rules. The SDI Ordinance establishes certain obligations in relation to disclosure of shareholder interests in Hong Kong listed companies, the violation of which is subject to prosecution by the Securities and Futures Commission of Hong Kong. The Hong Kong Takeovers and Repurchase Codes do not have the force of law and are only standards of commercial conduct considered acceptable for takeover and merger transactions and share repurchases in Hong Kong as established by the Securities and Futures Commission and the securities and futures industry in Hong Kong.

We have appointed our representative office, located at 410 Park Avenue, 22nd Fl., New York, NY 10022, USA, as our agent to receive service of process with respect to any action brought against us in certain courts in New York under the United States federal and New York State's securities laws. However, as the PRC does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts within the United States, the United Kingdom, Japan or most other the Organization for Economic Cooperation and Development countries, administrative actions brought by regulatory authorities, such as the Commission, and other actions which result in foreign court judgments, could (assuming such actions are not required by PRC law and the articles of association to be arbitrated) only be enforced in the PRC on a reciprocal basis or according to relevant international treaty to which China is a party if such judgments or rulings do not violate the basic principles of the law of the PRC or the sovereignty, security and public interest of the society of the PRC, as determined by a People's Court of the PRC which has the jurisdiction for recognition and enforcement of judgments. We have been advised by our PRC counsel, Haiwen & Partners, that there is certain doubt as to the enforceability in the PRC of actions to enforce judgments of United States courts arising out of or based on the ownership of H shares or ADSs, including judgments arising out of or based on the civil liability provisions of United States federal or state securities laws.

Restrictions on Transferability and the Share Register

Our H shares shall only be traded among investors who are not PRC persons and may not be sold to PRC investors. There are no restrictions on the ability of investors who are not PRC residents to hold our H shares.

As provided in the articles of associations we may refuse to register a transfer of H shares unless:

- any relevant transfer fee is paid;
- the instrument of transfer is only related to H shares listed in Hong Kong;
- the instrument of transfer is accompanied by the share certificates to which it relates, or such other evidence is given as may be reasonably necessary to show the right of the transferor to make the transfer;
- the stamp duty which is chargeable on the instrument of transfer has already been paid;
- if it is intended that the shares be transferred to joint owners, the maximum number of joint owners shall not be more than four (4); and
- the Company does not have any lien on the relevant shares.

We are required to keep a register of our shareholders which shall be comprised of various parts, including one part which is to be maintained in Hong Kong in relation to H shares to be listed on the Hong Kong Stock Exchange. Shareholders have the right to inspect and, for a nominal charge, to copy the share register. No transfers of ordinary shares shall be recorded in our share register within 30 days prior to the date of a shareholders' general meeting or within 5 days prior to the record date established for the purpose of distributing a dividend.

We have appointed HKSCC Registrars Limited to act as the registrar of our H shares. This registrar maintains our register of holders of H shares at our offices in Hong Kong and enters transfers of shares in such register upon the presentation of the documents described above.

C. MATERIAL CONTRACTS

We have not entered into any material contracts other than in the ordinary course of business and other than those described under "Item 4. Information on the Company", "Item 7 - Major Shareholders and Related Party Transactions" or elsewhere in this Form 20-F.

D. EXCHANGE CONTROLS

The existing foreign exchange regulations have significantly reduced government foreign exchange controls for transactions under the current account, including trade and service related foreign exchange transactions and payment of dividends. We may undertake current account foreign exchange transactions without prior approval from the State Administration of Foreign Exchange by producing commercial documents evidencing such transactions, provided that they are processed through Chinese banks licensed to engage in foreign exchange transactions. The PRC government has stated publicly that it intends to make the Renminbi freely convertible in the future. However, we cannot predict whether the PRC government will continue its existing foreign exchange policy and when the PRC government will allow free conversion of Renminbi to foreign currency.

Foreign exchange transactions under the capital account, including principal payments in respect of foreign currency-denominated obligations, continue to be subject to significant foreign exchange controls and require the approval of the State Administration of Foreign Exchange. These limitations could affect our ability to obtain foreign exchange through debt or equity financing, or to obtain foreign exchange for capital expenditures.

On July 21, 2005, the PRC government changed its policy of pegging the value of the Renminbi to the U.S. dollar. Under the new policy, the Renminbi is permitted to fluctuate within a band against a basket of certain foreign currencies.

On January 4, 2006, the PBOC authorized the China Foreign Exchange Trade System to publish the exchange rate of the RMB against the US dollar, the euro, the Japanese yen, and the HK dollar at 9:15 am of each business day, which would be the medium exchange rate of RMB for transactions on the interbank spot foreign exchange market (over-the-counter transactions and automatic price-matching transactions) as well as transactions over bank counters.

On June 19, 2010, the PRC government decided to further promote the Renminbi exchange rate formation mechanism, and enhance the flexibility of RMB exchange rate. Any fluctuation of exchange rate of the Renminbi against US dollars and Hong Kong dollars may have an effect on our revenues and financial condition, and the value of, and any dividends payable on, our ADSs in foreign currency terms. We cannot assure you that the fluctuation of exchange rate of the Renminbi against US dollars or other foreign currencies would not have a material and adverse effect on our operation and financial condition in the future. Information relating to the exchange risk, exchange rate and hedging activities is presented in "Item 11. Qualitative and Quantitative Disclosures about Market risk — Foreign Exchange Rate Risk".

E. TAXATION

PRC Taxation

The following discussion addresses the principal PRC tax consequences of investing in the H shares or ADSs.

Taxation of Dividends

Individual Investors

According to the PRC Individual Income Tax Law, as amended, dividends paid by Chinese companies are ordinarily subject to a Chinese withholding tax levied at a flat rate of 20%. For a foreign individual who has no domicile and does not stay in the territory of China or who has no domicile but has stayed in the territory of China for less than one year, the receipt of dividends from a company in China is normally subject to a withholding tax of 20% unless reduced or exempted by an applicable tax treaties.

Foreign Enterprises

In accordance with the new Enterprise Income Tax Law and its implementation rules that became effective on January 1, 2008, dividends derived from the revenues accumulated from January 1, 2008 and are paid to non-resident enterprises, which are established under the laws of non-PRC jurisdictions and have no establishment or place of business in China or whose dividends from China do not relate to their establishment or place of business in China, are generally subject to a PRC withholding tax levied at a rate of 10% unless exempted or reduced pursuant to an applicable double-taxation treaty or other exemptions. Dividends paid by PRC companies to resident enterprises, including enterprises established under the laws of non-PRC jurisdictions but whose "de facto management body" is located in the PRC, are not subject to any PRC withholding tax, unless the investment income are derived from the publicly traded shares which have been held continuously by the resident enterprises for less than twelve months. Dividends, bonuses and other return based on equity investment that a non-resident enterprise with establishment or place of business in China receives from a resident enterprise and that have actual connection with such establishment or place of business are also exempted from any PRC withholding tax, except for investment income derived from the publicly traded shares which have been held continuously by the resident enterprises for less than 12 months. Chinese resident enterprises are required to withhold PRC enterprise income tax at the rate of 10% on dividends paid for 2009 and later years' earnings payable to their respective H Shares holders that are "non-resident enterprises," except for those holders whose dividend income is not subject to PRC enterprise income tax pursuant to PRC governmental approval.

Tax Treaties

Holders resident in countries which have entered into avoidance of double taxation treaties or arrangements with the PRC may be entitled to a reduction or exemption of the withholding tax imposed on the payment of dividends. The PRC currently has avoidance of double taxation treaties or arrangements with a number of other countries/jurisdictions , which include Australia, Canada, France, Germany, Hong Kong, Japan, Malaysia, the Netherlands, Singapore, the United Kingdom and the United States.

Under a tax treaty between United States and China, China may tax dividends paid by Sinopec Corp. to eligible US Holders up to a maximum of 10% of the gross amount of such dividend. Under the tax treaty, an eligible US Holder is a person who, by reason of domicile, residence, place of head office, place of incorporation or any other criterion of similar nature is liable to tax in the United States, subject to a detailed "treaty shopping" provision.

Taxation of Capital Gains

In accordance with the new Enterprise Income Tax Law effective from January 1, 2008, and its implementation rules, capital gains realized by foreign enterprises which are non-resident enterprises in China upon the sale of overseas-listed shares are generally subject to a PRC withholding tax levied at a rate of 10%, unless exempted or reduced pursuant to an applicable double-taxation treaty or other exemptions. The capital gains realized by resident enterprises, including enterprises established under the laws of non-PRC jurisdictions but whose "de facto management body" is located in the PRC, upon the sales of overseas-listed shares are subject to the PRC enterprise income tax.

PRC Stamp Tax Considerations

Under the Provisional Regulations of The People's Republic of China Concerning Stamp Tax, which became effective in October 1988, PRC stamp tax should not be imposed on the transfer of shares of H Shares or ADSs of PRC publicly traded companies.

United States Federal Income Tax Considerations

The following is a summary of United States federal income tax considerations that are anticipated to be material to US Holders (as defined below) relating to the acquisition, ownership and disposition of our H shares or ADSs. This summary is based upon existing United States federal income tax law, which is subject to differing interpretations or change, possibly with retroactive effect. This summary does not discuss all aspects of United States federal income taxation which may be important to particular investors in light of their individual investment circumstances, such as investors subject to special tax rules including: financial institutions, insurance companies, broker-dealers, traders in securities that elect mark-to-market treatment, partnerships and their partners, tax-exempt organizations (including private foundations), non-US Holders, investors who own (directly, indirectly, or constructively) 10% or more of the voting power or value of our stock, investors that hold H shares or ADSs as part of a straddle, hedge, conversion, constructive sale, or other integrated transaction for United States federal income tax purposes, or US Holders that have a functional currency other than the United States dollar, all of whom may be subject to tax rules that differ significantly from those summarized below. In addition, this summary does not discuss any state, local, non-United States, or alternative minimum tax considerations. This summary only addresses investors that hold their H shares or ADSs as "capital assets" (generally, property held for investment) under the United States Internal Revenue Code of 1986, as amended (the "Code"). US Holders should consult their tax advisors regarding the United States federal, state, local, and non-United States income and other tax considerations of an investment in H shares or ADSs.

For purposes of this summary, a US Holder is a beneficial owner of H shares or ADSs that is, for United States federal income tax purposes,:

- an individual who is a citizen or resident of the United States;

- a corporation created in or organized under the laws of, the United States or any State thereof or the District of Columbia;
- an estate the income of which is includible in gross income for United States federal income tax purposes regardless of its source; or
- a trust (a) the administration of which is subject to the primary supervision of a United States court and which has one or more United States persons who have the authority to control all substantial decisions of the trust or (b) a trust that has otherwise elected to be treated as a United States person under the Code.

If a partnership (including any entity treated as a partnership for United States federal income tax purposes) is a beneficial owner of H shares or ADSs, the tax treatment of a partner in such partnership will depend upon the status of the partner and the activities of the partnership. Partners in a partnership holding our H shares or ADSs should consult their tax advisors regarding the United States federal income tax consequences applicable to them of an investment in H shares or ADSs.

For United States federal income tax purposes, US Holders of ADSs will be treated as the beneficial owners of the underlying H shares represented by the ADSs. Accordingly, deposits or withdrawals of H shares for ADSs will not be subject to United States federal income tax. A US Holder's tax basis in withdrawn H shares will be the same as the tax basis in the ADSs surrendered, and the holding period of withdrawn H shares will include the period during which the holder held the surrendered ADSs.

Passive Foreign Investment Company Considerations

A non-United States corporation, such as our company, will be a "passive foreign investment company" (a "PFIC"), for United States federal income tax purposes for any taxable year, if either (a) 75% or more of its gross income for such year consists of certain types of "passive" income or (b) 50% or more of its average quarterly assets as determined on the basis of fair market value during such year produce or are held for the production of passive income. For this purpose, cash and assets readily convertible into cash are categorized as passive assets and the company's unbooked intangibles associated with active business activities may generally be classified as active assets. We will be treated as owning a proportionate share of the assets and earning a proportionate share of the income of any other corporation in which we own, directly or indirectly, more than 25% (by value) of the stock.

We do not believe that we were classified as a PFIC for the taxable year ending 2013 and we do not expect to be classified as a PFIC for the current taxable year ending 2014. The determination of whether we will be or become a PFIC will depend, in part, upon the composition of our income and our assets (which are subject to change from year to year) and the value of our H shares or ADSs (of which we cannot control). Although we do not expect that our business plans will change in a manner that will affect our PFIC status, no assurance can be given in this regard. Because there are uncertainties in the application of the relevant rules and PFIC status is a fact-intensive determination made on an annual basis, no assurance can be given that we will not be classified as a PFIC for any taxable year.

The discussion below under "Dividends" and "Sale or Other Disposition" of H shares or ADSs assumes that we will not be classified as a PFIC for United States federal income tax purposes. See the discussion below under the heading "Passive Foreign Investment Company Rules" for a brief summary of the PFIC rules.

Dividends

The gross amount of any cash distributions (including the amount of any tax withheld) paid on our H shares or ADSs out of our current or accumulated earnings and profits, as determined under United States federal income tax principles, will be subject to tax as dividend income on the day actually or constructively received by a US Holder, in the case of H shares, or by the depositary bank, in the case of ADSs. Because we do not intend to determine our earnings and profits on the basis of United States federal income tax principles, any distribution paid will generally be reported as a "dividend" for United States federal income tax purposes. A non-corporate recipient of dividend income will generally be subject to tax on dividend income from a "qualified foreign corporation" at a reduced capital gains rate rather than the marginal tax rates generally applicable to ordinary income provided that the holding period requirement is met.

A non-U.S. corporation (other than a corporation that is classified as a PFIC for the taxable year in which the dividend is paid or the preceding taxable year) generally will be considered to be a qualified foreign corporation (i) if it is eligible for the benefits of a comprehensive tax treaty with the United States which the Secretary of Treasury of the United States determines is satisfactory for purposes of this provision and which includes an exchange of information program or

(ii) with respect to any dividend it pays on stock which is readily tradable on an established securities market in the United States. There is currently a tax treaty in effect between the United States and the People's Republic of China (the "U.S.-PRC Treaty") which the Secretary of Treasury of the United States determined is satisfactory for these purposes and we believe that we are eligible for the benefits of such treaty. Additionally, our ADSs trade on the New York Stock Exchange, an established securities market in the United States. Although we presently believe that we are a qualified foreign corporation for purposes of the reduced tax rate, no assurance can be given that we will continue to be treated as a qualified foreign corporation in the future. US Holders should consult their tax advisors regarding the availability of the reduced tax rate on dividends under their particular circumstances. Dividends received on H shares or ADSs will not be eligible for the dividends received deduction allowed to corporations.

Dividends paid in non-United States currency will be includible in income in a United States dollar amount based on the exchange rate prevailing at the time of receipt of such dividends by the depositary, in the case of ADSs, or by the US Holder, in the case of H shares held directly by such US Holder, regardless of whether the non-United States currency is actually converted into United States dollars at that time. Gain or loss, if any, recognized on a subsequent sale, conversion or other disposition of the non-United States currency will generally be United States source income or loss.

Dividends received on H shares or ADSs will be treated, for United States foreign tax credit purposes, as foreign source income. A US Holder may be eligible, subject to a number of complex limitations, to claim a foreign tax credit in respect of any non-United States withholding taxes imposed on dividends received on H shares or ADSs. US Holders who do not elect to claim a foreign tax credit for foreign income tax withheld may instead claim a deduction, for United States federal income tax purposes, in respect of such withholdings, but only for a year in which the US Holder elects to do so for all creditable foreign income taxes. US Holders should consult their tax advisors regarding the availability of the foreign tax credit under their particular circumstances.

Sale or Other Disposition of H shares or ADSs

A US Holder will recognize capital gain or loss upon the sale or other disposition of H shares or ADSs in an amount equal to the difference between the amount realized upon the disposition and the US Holder's adjusted tax basis in such H shares or ADSs. Any capital gain or loss will be long-term if the H shares or ADSs have been held for more than one year and will generally be United States source gain or loss for United States foreign tax credit purposes. If any PRC tax were to be imposed on any gain from the disposition of H shares or ADSs, however, a US Holder that is eligible for the benefits of the U.S.- PRC Treaty may elect to treat the gain as non-United States source gain or loss. The deductibility of a capital loss may be subject to limitations. The rules governing the foreign tax credit are complex and their outcome depends in large part on the US Holder's individual facts and circumstances. Accordingly, US Holders should consult their tax advisors regarding the availability of the foreign tax credit under their particular circumstances.

US Holders that receive currency other than the United States dollar upon the sale or other disposition of H shares will realize an amount equal to the United States dollar value of the non-United States currency on the date of such sale or other disposition, or if the shares are traded on an established securities market, in the case of cash basis and electing accrual basis taxpayers, the settlement date. US Holders will recognize currency gain or loss if the United States dollar value of the currency received on the settlement date differs from the amount realized. US Holders will have a tax basis in the currency received equal to the United States dollar amount at the spot rate on the settlement date. Generally, any gain or loss realized by US Holders on a subsequent conversion or disposition of such currency will be United States source ordinary income or loss.

Passive Foreign Investment Company Rules

If we were to be classified as a PFIC in any taxable year, a special tax regime will apply to both (a) any “excess distribution” by us to a US Holder (generally, the US Holder’s ratable portion of distributions in any year which are greater than 125% of the average annual distribution received by such US Holder in the shorter of the three preceding years or the US Holder’s holding period for our H shares or ADSs) and (b) any gain realized on the sale or other disposition of the H shares or ADSs. Under this regime, any excess distribution and realized gain will be treated as ordinary income and will be subject to tax as if (a) the excess distribution or gain had been realized ratably over the US Holder’s holding period, (b) the amount deemed realized in each year had been subject to tax in each year of that holding period at the highest marginal rate for such year (other than income allocated to the current period or any taxable period before we became a PFIC, which would be subject to tax at the US Holder’s regular ordinary income rate for the current year and would not be subject to the interest charge discussed below), and (c) the interest charge generally applicable to underpayments of tax had been imposed on the taxes deemed to have been payable in those years. In addition, dividends made to a US Holder will not qualify for the lower rates of taxation applicable to long-term capital gains discussed above under “Dividends.”

The above results may be eliminated if a "mark-to-market" election is available and a US Holder validly makes such an election. If the election is made, such holder generally will be required to take into account the difference, if any, between the fair market value and its adjusted tax basis in H shares or ADSs at the end of each taxable year as ordinary income or ordinary loss (to the extent of any net mark-to-market gain previously included in income). In addition, any gain from a sale or other disposition of H shares or ADSs will be treated as ordinary income, and any loss will be treated as ordinary loss (to the extent of any net mark-to-market gain previously included in income).

Backup Withholding and Information Reporting

Certain US Holders who are individuals are required to report information relating to an interest in "specified foreign financial assets," including shares issued by a non-United States corporation, for any year in which the aggregate value of all specified foreign financial assets exceeds $50,000, subject to certain exceptions (including an exception for ordinary shares held in custodial accounts maintained with a United States financial institution). A US Holder who fails to timely furnish the required information may be subject to a penalty. In addition, information reporting generally will apply to dividends on and proceeds from the sale or other disposition of our H shares or ADSs. Dividend payments with respect to our H shares or ADSs and proceeds from the sale or other disposition of our H shares or ADSs are not generally subject to U.S. backup withholding (provided that certain certification requirements are satisfied). U.S. Holders are advised to consult with their tax advisors regarding the application of the United States information reporting and backup withholding rules.

F. DIVIDENDS AND PAYING AGENTS

Not applicable.

G. STATEMENT BY EXPERTS

Not applicable.

H. DOCUMENTS ON DISPLAY

We filed with the Securities and Exchange Commission in Washington, D.C. a Registration Statement on Form F-1 (Registration No. 333-12502) under the Securities Act in connection with the ADSs offered in the global offering. The Registration Statement contains exhibits and schedules. Any statement in this annual report about any of our contracts or other documents is not necessarily complete. If the contract or document is filed as an exhibit to the Registration Statement, the contract or document is deemed to modify the description contained in this annual report. You must review the exhibits themselves for a complete description of the contract or documents.

You may inspect and copy our registration statements, including their exhibits and schedules, and the reports and other information we file with the Securities and Exchange Commission in accordance with the Exchange Act at the public reference facilities maintained by the Securities and Exchange Commission at Judiciary Plaza, 450 Fifth Street, Room 1024, N.W., Washington, D.C. 20549 and at the regional offices of the Securities and Exchange Commission located at 233 Broadway, New York, NY 10279 and at Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. You may also inspect the registration statements, including their exhibits and schedules, at the office of the New York Stock Exchange, Wall Street, New York, New York 10005. Copies of such material may also be obtained from the Public Reference Section of the Securities and Exchange Commission at 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. You may obtain information regarding the Washington D.C. Public Reference Room by calling the Securities and Exchange Commission at 1-800-SEC-0330 or by contacting the Securities and Exchange Commission over the internet at its website at http://www.sec.gov.

I. SUBSIDIARY INFORMATION

Not applicable.

ITEM 11. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

Our primary market risk exposures are to fluctuations in oil and gas prices, exchange rates and interest rates. Please also refer to Note 35 to the consolidated financial statements included elsewhere in this annual report for a detailed discussion of other market risks that we have exposure to.

Commodity Price Risk

We engage in oil and gas operations and are exposed to commodity price risk related to price volatility of crude oil and refined oil products. The fluctuations in prices of crude oil and refined oil products could have significant impact on us. We use derivative financial instruments, including commodity futures and swaps, to manage a portion of this risk. As of December 31, 2013 we had certain commodity contracts of crude oil and refined oil products designated as qualified cash flow hedges and economic hedges. As of December 31, 2013, the fair value assets and fair value liabilities of these derivative financial instruments were RMB 4,577 million and RMB 2,476 million, respectively.

As of December 31, 2013, it is estimated that a general increase/decrease of US$10 per barrel in crude oil and refined oil products, with all other variables held constant, would increase/decrease our net income and retained earnings by approximately RMB 18 million, and increase/decrease our other reserves by approximately RMB 2,806 million. This sensitivity analysis has been determined assuming that the change of prices was applied to our derivative financial instruments at balance sheet date with exposure to commodity price risk.

Foreign Exchange Rate Risk

The Renminbi is not a freely convertible currency. With the authorization from the PRC government, the PBOC announced that the PRC government reformed the exchange rate regime by moving into a managed floating exchange rate regime based on market supply and demand with reference to a basket of currencies on July 21, 2005. On June 19, 2010, the PRC government decided to further promote the Renminbi exchange rate formation mechanism, and enhance the flexibility of RMB exchange rate. Actions taken by the PRC government could cause future exchange rates to vary significantly from current or historical exchange rates. Fluctuations in exchange rates may adversely affect the value, translated or converted into US dollars or Hong Kong dollars, of our net assets, earnings and any declared dividends. We cannot give any assurance that any future movements in the exchange rate of the Renminbi against the US dollar and other foreign currencies will not adversely affect our results of operations and financial condition.

The following presents various market risk information regarding market-sensitive financial instruments that we held or issued as of December 31, 2013 and 2012. We conduct our business primarily in Renminbi, which is also our functional and reporting currency.

The following tables provide information regarding instruments that are sensitive to foreign exchange rates as of December 31, 2013 and 2012. For debt obligations, the table presents cash flows and related weighted average rates by expected maturity dates.

	As of December 31, 2013							
	Expected Maturity Date						Total carrying amount	Fair value
	2014	2015	2016	2017	2018	Thereafter		
Assets								
Cash and cash equivalent								
In US Dollar	2,868	-	-	-	-	-	2,868	2,868
In HK Dollar	844	-	-	-	-	-	844	844
In Japanese Yen	9	-	-	-	-	-	9	9
In Euro	82	-	-	-	-	-	82	82
Others	28	-	-	-	-	-	28	28

Time deposits with financial institutions								
In US Dollar	3	-	-	-	-	-	3	3
Liabilities								
Debts in US Dollar								
Fixed rate	26,655	51	4,594	37	6,074	10,670	48,081	50,726
Average interest rate	1.6 %	1.4 %	1.3 %	1.4 %	1.9 %	3.4 %		
Variable rate	54,918	5	-	-	-	-	54,923	54,926
Average interest rate(1)	1.1 %	2.3 %	-	-	-	-		
Debts in Japanese Yen								
Fixed rate	60	60	60	60	60	261	561	625
Average interest rate	2.6 %	2.6 %	2.6 %	2.6 %	2.6 %	2.6 %		
Variable rate	-	-	-	-	-	-		

Average interest rate(1)	-	-	-	-	-	-		
Debts in HK Dollar								
Fixed rate	10,953	-	-	-	-	-	10,953	10,953
Average interest rate	4.20 %	-	-	-	-	-		
Variable rate	-	-	-	-	-	-		
Average interest rate(1)	-	-	-	-	-	-		

(1) The average interest rates for variable rate debts are calculated based on the rates reported as of December 31, 2013.

(RMB equivalent in millions, except interest rate)

	As of December 31, 2012							
	Expected Maturity Date						Total carrying amount	Fair value
	2013	2014	2015	2016	2017	Thereafter		
Assets								
Cash and cash equivalent								
In US Dollar	1,243	-	-	-	-	-	1,243	1,243
In HK Dollar	67	-	-	-	-	-	67	67
In Japanese Yen	10	-	-	-	-	-	10	10
In Euro	38	-	-	-	-	-	38	38
Time deposits with financial institutions								
In US Dollar	5	-	-	-	-	-	5	5
Liabilities								
Debts in US Dollar								
Fixed rate	5,167	52	52	52	38	115	5,476	5,483
Average interest rate	1.0 %	1.4 %	1.4 %	1.4 %	1.4 %	1.4 %		
Variable rate	50,424	1	8	-	-	-	50,433	50,433
Average interest rate(2)	1.2 %	4.9 %	4.9 %	-	-	-		
Debts in Japanese Yen								
Fixed rate	76	76	76	76	76	405	785	867
Average interest rate	2.6 %	2.6 %	2.6 %	2.6 %	2.6 %	2.6 %		
Variable rate	-	-	-	-	-	-	-	-
Average interest rate(2)	-	-	-	-	-	-		
Debts in HK Dollar								
Fixed rate	-	10,956	-	-	-	-	10,956	10,956
	-	4.20 %	-	-	-	-		

Average interest rate								
Variable rate	-	-	-	-	-	-	-	-
Average interest rate(2)	-	-	-	-	-	-		

(2) The average interest rates for variable rate debts are calculated based on the rates reported as of December 31, 2012.

Interest Rate Risk

We are exposed to interest rate risk resulting from fluctuations in interest rates on our short-term and long-term debts. Upward fluctuations in interest rates increase the cost of new debt and the interest cost of outstanding floating rate borrowings.

Our debts consist of fixed and variable rate debt obligations with original maturities ranging from one to 22 years. Fluctuations in interest rates can lead to significant fluctuations in the fair values of our debt obligations.

The following tables present principal cash flows and related weighted average interest rates by expected maturity dates of our interest rate sensitive financial instruments as of December 31, 2013 and 2012.

(RMB equivalent in millions, except interest rate)

	As of December 31, 2013							
	Expected Maturity Date						Total carrying amount(2)	Fair value
	2014	2015	2016	2017	2018	Thereafter		
Assets								
Cash and cash equivalent								
In Renminbi	11,215	-	-	-	-	-	11,215	11,215
In US Dollar	2,868	-	-	-	-	-	2,868	2,868
In HK Dollar	844	-	-	-	-	-	844	844
In Japanese Yen	9	-	-	-	-	-	9	9
In Euro	82	-	-	-	-	-	82	82
Others	28	-	-	-	-	-	28	28
Time deposits with financial institutions								
In Renminbi	52	-	-	-	-	-	52	5
In US Dollar	3	-	-	-	-	-	3	3
Liabilities								
Debts in Renminbi								
Fixed rate	63,617	11,238	-	50,961	2,293	51,847	179,956	173,699
Average interest rate	2.3 %	3.9 %	-	3.3 %	3.4 %	1.4 %		
Variable rate	7,668	160	6,599	454	105	-	14,986	14,721
Average interest rate(1)	5.1 %	6.3 %	5.6 %	5.8 %	6.4 %	-		
Debts in US Dollar								
Fixed rate	26,655	51	4,594	37	6,074	10,670	48,081	50,726
Average interest rate	1.6 %	1.4 %	1.3 %	1.4 %	1.9 %	3.4 %		
Variable rate	54,918	5	-	-	-	-	54,923	54,926
Average interest rate(1)	1.1 %	2.3 %	-	-	-	-		
Debts in Japanese Yen								
Fixed rate	60	60	60	60	60	261	561	625
Average interest rate	2.6 %	2.6 %	2.6 %	2.6 %	2.6 %	2.6 %		
Variable rate	-	-	-	-	-	-		
Average interest rate(1)	-	-	-	-	-	-		
Debts in HK Dollar								
Fixed rate	10,953	-	-	-	-	-	10,953	10,953
Average interest rate	4.20 %	-	-	-	-	-		

Variable rate	-	-	-	-	-	-
Average interest rate(1)	-	-	-	-	-	-

(1) The average interest rates for variable rate debts are calculated based on the rates reported as of December 31, 2011.
(2) Carrying amounts are used for loans from Sinopec Group Company and its affiliates as it is not practicable to estimate their fair values because the cost of obtaining discount and borrowing rates for comparable borrowings would be excessive.

(RMB equivalent in millions, except interest rate)

	As of December 31, 2012							
	Expected Maturity Date						Total carrying amount(4)	Fair value
	2013	2014	2015	2016	2017	Thereafter		
Assets								
Cash and cash equivalent								
In Renminbi	9,098	-	-	-	-	-	9,098	9,098
In US Dollar	1,243	-	-	-	-	-	1,243	1,243
In HK Dollar	67	-	-	-	-	-	67	67
In Japanese Yen	10	-	-	-	-	-	10	10
In Euro	38	-	-	-	-	-	38	38
Time deposits with financial institutions								
In Renminbi	403	-	-	-	-	-	403	403
In US Dollar	5	-	-	-	-	-	5	5
Liabilities								
Debts in Renminbi								
Fixed rate	45,220	31,827	11,245	-	52,066	51,850	192,208	186,093
Average interest rate	2.4 %	2.1 %	2.5 %	2.4 %	2.5 %	1.4 %		
Variable rate	15,094	1,391	220	703	832	-	18,240	18,240
Average interest rate(3)	4.9 %	5.4 %	5.6 %	6.0 %	6.0 %	-		

Debts in US Dollar													
Fixed rate	5,167		52		52		52		38		115	5,476	5,483
Average interest rate	1.0	%	1.4	%	1.4	%	1.4	%	1.4	%	1.4 %		
Variable rate	50,424		1		8		-		-		-	50,433	50,433
Average interest rate(3)	1.2	%	4.9	%	4.9	%	-		-		-		
Debts in Japanese Yen													
Fixed rate	76		76		76		76		76		405	785	867
Average interest rate	2.6	%	2.6	%	2.6	%	2.6	%	2.6	%	2.6 %		
Variable rate	-		-		-		-		-		-	-	-
Average interest rate(3)	-		-		-		-		-		-		
Debts in HK Dollar													
Fixed rate	-		10,956		-		-		-		-	10,956	10,956
Average interest rate	-		4.20	%	-		-		-		-		
Variable rate	-		-		-		-		-		-	-	-
Average interest rate(3)	-		-		-		-		-		-		

(3) The average interest rates for variable rate debts are calculated based on the rates reported as of December 31, 2012.
(4) Carrying amounts are used for loans from Sinopec Group Company and its affiliates as it is not practicable to estimate their fair values because the cost of obtaining discount and borrowing rates for comparable borrowings would be excessive.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

Depositary Fees and Charges

Under the terms of the Deposit Agreement for China Petroleum & Chemical Corporation’s American Depositary Shares (ADSs), an ADS holder may have to pay the following services fees to the Depositary:

Services	Fees
Issuance of ADSs	$5.00 (or less) per 100 ADSs (or portion of 100 ADSs) issued
Cancellation of ADSs	$5.00 (or less) per 100 ADSs (or portion of 100 ADSs) canceled
Distribution of cash dividends or other cash distributions	$2.00 (or less) per 100 ADSs (or portion of 100 ADSs) held
Distribution of ADSs pursuant to stock dividends, free stock distributions or exercises of rights	$5.00 (or less) per 100 ADSs (or portion of 100 ADSs) held
Distribution of securities other than ADSs or rights to purchase additional ADSs	$5.00 (or less) per 100 ADSs (or portion of 100 ADSs) held

An ADS holder will also be responsible to pay certain fees and expenses incurred by the Depositary and certain taxes and governmental charges such as:

- Taxes (including relevant interests and fines) and other governmental charges;

- such registration fees as may from time to time be in effect, for the registration of deposited securities in the register of members, or for the registration of transfers of deposited securities to the name of the Depositary or its nominee or the Custodian or its nominee on the making of deposits or withdrawals;
- such cable, telex and facsimile transmission expenses as are expressly provided in the Deposit Agreement;
- such expenses as are incurred by the Depositary in the conversion of foreign currency;
- such expenses as are incurred with the compliance with the foreign currency control, ADSs and other deposited securities related laws, regulations and rules; and
- any other charge payable by the Depositary, any of the Depositary's agents, including the Custodian, Depositary, or the agents of the Custodian or Depositary, in connection with the servicing of deposited securities.

Depositary Payments for the Year 2013

In 2013, Citibank, N.A., the Depositary for our ADR program, provided reimbursement for our expenses related to the listing and investor' relations activities as follows:

- reimbursement of application fees: US$175,572.53
- reimbursement of data infrastructure fees: US$800.06
- reimbursement of proxy procedure fees: US$117,802.3
- reimbursement of investor relations expenses (including expenses related to non-deal road show, investor meeting and investor relations agency): US$534,849.35
- the accounting committee and accounting standard committee of public company: US$20,428.57
- Total: US$849,452.81

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

A. MATERIAL MODIFICATIONS TO THE RIGHTS TO SECURITIES HOLDERS

None.

B. USE OF PROCEEDS

Not applicable.

ITEM 15. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure the information required to be disclosed in reports filed by us under the U.S. Securities Exchange Act of 1934 (the "Exchange Act"), as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our principal executive officer and principal officer, as appropriate, to allow for timely decisions regarding required disclosure. Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of December 31, 2013 (the "Evaluation Date"), the end of the fiscal year covered by this annual report. Based on this evaluation, our principal executive officer and principal financial officer have concluded that, as of the Evaluation Date, our disclosure controls and procedures were effective.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) of the Securities Exchange Act of 1934). The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting based upon the criteria established in Internal Control -- Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission as of December 31, 2013. Based on that evaluation, our management has concluded that our internal control over financial reporting was effective as of December 31, 2013 based on these criteria.

PricewaterhouseCoopers Zhong Tian LLP, an independent registered public accounting firm, has audited the consolidated financial statements included in this annual report on Form 20-F and, as part of the audit, has issued a report, included herein, on the effectiveness of our internal control over financial reporting.

Changes in Internal Control over Financial Reporting

During the year ended December 31, 2013, there have been no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16. RESERVED

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

The board of directors has determined that Ms. Bao Guoming qualifies as an audit committee financial expert in accordance with the terms of Item 16.A of Form 20-F. Ms. Bao was appointed as an independent non-executive director and a manager of the audit committee of the fifth board of our company in 2012. For Ms. Bao's biographical information, see "Item 6 Directors, Senior Management and Employees – A. Directors, members of the supervisory committee and senior management."

ITEM 16B. CODE OF ETHICS

As of the date of this annual report, we do not have, in form, a code of ethics that solely applies to our principal executive officer, principal financial officer and principal accounting officer. Our principal executive officers, Mr. Fu

Chengyu (Chairman) and Mr. Li Chunguang (President), currently also serve as our directors and are thus subject to the director service contracts that they have with us. Our principal financial officer, Mr. Wang Xinhua (CFO) is subject to the employment contract that he has with us. Under such contracts, each of them agrees that he owes a fiduciary and diligence obligation to our company and that he shall not engage in any activities in competition with our business or carry any activities detrimental to the interests of our company. Each of them also agrees to perform his respective duties as a director and senior officer in accordance with the Company Law of the PRC, relevant rules and regulations promulgated by China Securities Regulatory Commission and the Mandatory Provisions of Articles of Association of Overseas Listed Companies.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets forth the aggregate audit fees, audit-related fees, tax fees of our principal accountants and all other fees billed for products and services provided by our principal accountants other than the audit fees, audit-related fees and tax fees for each of the fiscal years 2012 and 2013.

	Audit Fees	Audit-Related Fees	Tax Fees	Other Fees
2012	RMB 83 million	—	—	—
2013	RMB 67 million	—	—	—

Before our principal accountants were engaged by our company or our subsidiaries to render audit or non-audit services, the engagement has been approved by our audit committee.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

None.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

KPMG served as our independent registered public accounting firm for the audit of our consolidated financial statements for more than 10 years. On March 22, 2013, our board of directors approved the proposed change of our independent registered public accounting firm, KPMG, after the completion of the audit of our consolidated financial statements for the year ended December 31, 2012 and the effectiveness of our internal control over financial reporting as of December 31, 2012, based on recommendation from our audit committee. Such change in our principal accountants was due to the relevant regulations issued by the Ministry of Finance and the State-Owned Assets Supervision and Administration Commission of the PRC. According to the relevant regulations, there are restrictions in respect of the number of years of audit services that an accounting firm can continuously provide to a State-owned enterprise and its subsidiaries. As a result, we were required not to re-appoint KPMG as our principal accountant at the annual general meeting held in May 2013.

The audit reports of KPMG on our consolidated financial statements as of and for the fiscal years ended December 31, 2011 and 2012 contain no adverse opinion or disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope, or accounting principles.

During the two fiscal years ended December 31, 2011 and 2012 and through April 11, 2013, there were no disagreements with KPMG on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements if not resolved to the satisfaction of KPMG, would have caused them to make reference to the subject matter of the disagreement in connection with their report, nor have there been any reportable events (as defined in Item 16F(a)(1)(v) of Form 20-F).We provided a copy of the foregoing disclosure to KPMG and requested that KPMG furnish a letter addressed to the SEC stating whether or not KPMG agreed with such disclosure. A copy of the letter from KPMG addressed to the SEC, dated April 11, 2013, was filed as Exhibit 15.1 to our Annual Report on Form 20-F filed with SEC on April 11, 2013.

With the approvals of our board, the audit committee and shareholders, we appointed PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited Company (the name has been changed to PricewaterhouseCoopers Zhong Tian LLP), or PwC, as our principal independent registered public accounting firm for the year 2013.

During the two fiscal years ended December 31, 2011 and 2012 and through April 11, 2013, neither we nor anyone on our behalf consulted PwC regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the registrant's financial statements, or (ii) any matter that was either the subject of a "disagreement" (as defined in Item 16F(a)(1)(iv) of Form 20-F and related instructions to Item 16-F of Form 20-F) with PwC or a "reportable event" (as described in Item 16F(a)(1)(v) of Form 20-F). Also, during the two fiscal years ended December 31, 2011 and 2012 and through April 11, 2013, we did not obtain any written report or oral advice that PwC concluded was an important factor considered by us in reaching a decision as to the accounting, auditing or financial reporting issue.

ITEM 16G. COMPARISON OF NEW YORK STOCK EXCHANGE CORPORATE GOVERNANCE RULES AND CHINA CORPORATE GOVERNANCE RULES FOR LISTED COMPANIES

Under the amended Corporate Governance Rules of New York Stock Exchange (NYSE), foreign issuers (including us) listed on the NYSE are required to disclose a summary of the significant differences between their domestic corporate governance rules and NYSE corporate governance rules that would apply to a U.S. domestic issuer. A summary of such differences is listed below:

NYSE corporate governance rules	Corporate governance rules applicable to the domestically listed companies in China and the Company's governance practices
Corporate governance guidelines	
Listed companies must adopt and disclose corporate governance guidelines, involving director qualification standards, director responsibilities, director compensation, director continuing education, annual performance evaluation of the board of directors, etc.	PRC corporate governance rules promulgated by China Securities Regulatory Commission prescribe detailed guidelines on directors of the listed companies, including director selection, the structure of the board of directors and director performance evaluation etc. The Company has complied with the above mentioned laws or rules.
Director Independence	
A listed company must have a majority of independent directors on its board of directors. No director qualifies as "independent'' unless the board of directors affirmatively determines that the director has no material relationship with the listed company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company). In addition, a director must meet certain standards to be deemed independent. For example, a director is not independent if the director is, or has been within the last three years, an employee of the	It is required in China that any listed company must establish an independent director system and set forth specific requirements for the qualification of independent directors. For example, an independent director shall not hold any other position in the listed company other than being a director and shall not be influenced by the main shareholders or the controlling persons of the listed company, or by any other entities or persons with whom the listed company has a significant relationship. The Company has complied with the relevant Chinese

listed company, or an immediate family member is, or has been within the last three years, an executive officer of the listed company, or if the director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than US$120,000 in direct compensation from the listed company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).	corporate governance rules and has implemented internal rules governing the independence and responsibilities of independent directors. The Company determines the independence of independent directors every year.
To empower non-management directors to serve as a more effective check on management, the non-management directors of each listed company must meet at regularly scheduled executive sessions without management.	No similar requirements.
Nominating/Corporate Governance Committee	
Listed companies must have a nominating/corporate governance committee composed entirely of independent directors.	It is stipulated in China that the board of directors of a listed company may, through the resolution of the shareholders' meeting, establish a nominating committee composed entirely of directors, of which the independent directors shall be the majority and the convener. Up to now, the Company has not set up any nominating committee.
The nominating/corporate governance committee must have a written charter that addresses the committee's purposes and responsibilities which, at minimum, must be to: search for eligible people for the board of directors, select and nominate directors for the next session of the shareholders' annual meeting, study and propose corporate governance guidelines, supervise the evaluation of the board of directors and management, and evaluate the performance of the committee every year.	Relevant responsibilities of the nominating/corporate governance committee are similar to those stipulated by the NYSE rules, but the main responsibilities do not include the research and recommendation of corporate governance guidelines, the supervision of the evaluation of the board of directors and management, or the annual evaluation of the committee.
Compensation Committee	

Listed companies must have a compensation committee composed entirely of independent directors.	It is stipulated in China that the board of directors of a listed company may, subject to shareholders' resolution, have a compensation and assessment committee composed entirely of directors, of whom the independent directors are the majority and act as the convener.
The compensation committee must have a written charter that addresses, at least, the following purposes and responsibilities: (1) review and approve the corporate goals associated with CEO's compensation, evaluate the performance of the CEO in fulfilling these goals, and, either as a committee or together with the other independent directors (as directed by the board), based on such evaluation, determine and approve the CEO's compensation level; (2) make recommendations to the board with respect to non-CEO executive officer compensation, and incentive-compensation and equity-based plans that are subject to board approval;	It is stipulated in China that the responsibilities of the compensation committee are: (1) to study evaluation standards on the performance of directors and the senior management and submit suggestion to the board of directors; (2) to study and review the compensation policies on the directors and the senior management. It is also stipulated that the committee shall produce a report about the committee's performance in the annual report. But the committee is not required to produce a report on the executive compensation or make an annual performance evaluation of the committee.

(3) produce a committee report on executive compensation as required by the SEC to be included in the annual proxy statement or annual report filed with the SEC. The charter must also include the requirement for an annual performance evaluation of the compensation committee.	The board of directors of the Company has established a compensation and performance evaluation committee composed mainly of independent directors who act as the convener, and the committee has established a written charter complying with the domestic corporate governance rules.
Audit Committee Listed companies must have an audit committee that satisfies the requirements of Rule 10A-3 of Securities Exchange Act of 1934 (the "Exchange Act"). It must have a minimum of three members, and all audit committee members must satisfy the requirements for independence set forth in Section 303A.02 of NYSE Corporate Governance Rules as well as the requirements of Rule 10A-3(b)(1) of the Exchange Act.	It is stipulated in China that the board of directors of a listed company may, subject to shareholders' resolution, establish an audit committee composed entirely of competent directors with expertise and business experience, of which the independent directors are the majority and act as the convener, and, at minimum, one independent director is an accounting professional.
The audit committee must have a written charter that specifies the purpose of the audit committee is, at minimum, to assist the board oversight of the integrity of financial statements, the company's compliance with legal and regulatory requirements, qualifications and independence of independent auditors and the performance of the listed company's internal audit function and independent auditors.	The responsibilities of the audit committee are similar to those stipulated by the NYSE rules. It is also stipulated that the committee shall produce a report about the committee's performance in the annual report. The board of directors shall evaluate the independence and performance of members of the audit committee periodically, and may replace any member who is no longer suitable for the position. The company shall disclose the performance of the audit committee in its annual report, including meetings convened by the audit committee.
In addition, the written charter must require the audit committee to prepare an audit committee report as required by the SEC to be included in the listed company's annual proxy statement as well as an annual performance evaluation of the audit committee.	The Board of Directors of the Company has established an audit committee that satisfies relevant domestic and overseas requirements and the audit committee has a written charter.
The written charter must also specify the duties and responsibilities of the audit committee, which, at a minimum, must include those set out in Rule 10A-3(b)(2), (3), (4) and (5) of the Exchange Act, as well as other duties and responsibilities such as	

to obtain and review a report by the independent auditor at least annually, meet to review and discuss the listed company's annual audited financial statements and quarterly financial statements with management and independent auditor.	
Each listed company must have an internal audit department.	China has a similar regulatory provision, and the Company has an internal audit department.
Shareholder approval of equity compensation plan	
Shareholders must be given the opportunity to vote on all equity-compensation plans and material revisions thereto, except for, among others, plans that are made available to shareholders generally, such as typical dividend reinvestment plan and certain awards and plans in the context of mergers and acquisitions.	The relevant regulations of China require the board of directors propose plans on the amount and types of director compensation for the shareholders' meeting to approve. The compensation plan of executive officers shall be approved by the board and disclosed to the public. The Company has complied with the above mentioned laws or rules.
Code of ethics for directors, officers and	

employees	
Listed companies must adopt and disclose a code of business conduct and ethics for directors, officers and employees, and promptly disclose any waivers of the code for directors or executive officers. Each code of business conduct and ethics must require that any waiver of the code for executive officers or directors may be made only by the board or a board committee.	China does not have such requirement for a code for ethics. But, since the directors and officers of the Company have all signed the Director Service Agreement or employment agreement, as applicable, they are bound by their fiduciary duties to the Company. In addition, the directors and officers must perform their legal responsibilities in accordance with the Company Law of PRC, relative requirements of CSRS and Mandatory Provisions to the Charter of Companies Listed Overseas. Meanwhile, the Company establishes The Model Code of Securities Transactions by Corporate Employees and The Rules of The Company's Shares Transactions by Corporate Directors, Superiors and Senior Managements to regulate the above mentioned people when transacting related securities. The Company also promulgated the Code for Employees of the Company as the standards of business conduct and ethics of the employees.
Each listed company CEO must certify to the NYSE each year that he or she is not aware of any violation by the listed company of NYSE corporate governance listing standards and he or she must promptly notify the NYSE in writing of any non-compliance with any applicable provisions of Section 303A.	No similar requirements.

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 17. FINANCIAL STATEMENTS

Not applicable.

ITEM 18. FINANCIAL STATEMENTS

See F-pages following Item 19.

ITEM 19. EXHIBITS

1 ** Articles of Association of the Registrant, amended and adopted by the shareholders' meeting on May 22, 2009 (English translation), incorporated by reference to Exhibit 1.2 to our Annual Report on Form 20-F

filed with the Securities and Exchange Commission on April 30, 2010 (File Number: 001-15138).

1.1**	Amendment to Articles of Association of China Petroleum & Chemical Corporation, adopted by the shareholders' meeting on May 11, 2012 (English translation), incorporated by reference to Exhibit 1.1 to our Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 11, 2013 (File Number: 001-15138).
1.2**	Amendment to Articles of Association of China Petroleum & Chemical Corporation, adopted by the shareholders' meeting on October 16, 2012 (English translation), incorporated by reference to Exhibit 1.2 to our Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 11, 2013 (File Number: 001-15138).
1.3*	Amendment to Articles of Association of China Petroleum & Chemical Corporation, adopted by the shareholders' meeting on May 29, 2013 (English translation).
4.1**	Forms of Director Service Contracts dated May 11, 2012 (English translation), , incorporated by reference to Exhibit 4.1 to our Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 11, 2013 (File Number: 001-15138).

4.2** Forms of Supervisor Service Contracts dated May 11, 2012 (English translation), , incorporated by reference to Exhibit 4.2 to our Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 11, 2013 (File Number: 001-15138).

4.3** Reorganization Agreement between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated June 3, 2000 (including English translation), incorporated by reference to Exhibit 10.1 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on October 10, 2000 (File Number: 333-12502).

4.4** Agreement for Mutual Provision of Products and Ancillary Services between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated June 3, 2000 (including English translation), incorporated by reference to Exhibit 10.3 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on October 10, 2000 (File Number: 333-12502).

4.5** Agreement for Provision of Cultural, Educational, Hygiene and Community Services between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated June 3, 2000 (including English translation), incorporated by reference to Exhibit 10.4 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on October 10, 2000 (File Number: 333-12502).

4.6** Trademark License Agreement between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated June 3, 2000 (including English translation), incorporated by reference to Exhibit 10.6 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on October 10, 2000 (File Number: 333-12502).

4.7** Patents and Proprietary Technology License Contract between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated June 3, 2000 (including English translation), incorporated by reference to Exhibit 10.7 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on October 10, 2000 (File Number: 333-12502).

4.8** Computer Software License Contract between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated June 3, 2000 (including English translation), incorporated by reference to Exhibit 10.8 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on October 10, 2000 (File Number: 333-12502).

4.9** Assets Swap Contract between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated June 3, 2000 (including English translation), incorporated by reference to Exhibit 10.9 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on October 10, 2000 (File Number: 333-12502).

4.10** Land Use Rights Leasing Contract between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated June 3, 2000 (including English translation), incorporated by reference to Exhibit 10.10 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on October 10, 2000 (File Number: 333-12502).

4.12** Property Leasing Contract between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated June 3, 2000 (including English translation), incorporated by reference to Exhibit 10.11 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on October 10, 2000 (File Number: 333-12502).

4.13**	Accounts Collectable Contract between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated August 16, 2000 (including English translation), incorporated by reference to Exhibit 10.17 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on October 10, 2000 (File Number: 333-12502).
4.14**	Loan Transfer and Adjustment Contract between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated August 16, 2000 (including English translation), incorporated by reference to Exhibit 10.18 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission on October 10, 2000 (File Number: 333-12502).

4.15** Agreement on Adjustment to Related Party Transactions between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated June 11, 2001 (English translation), incorporated by reference to Exhibit 4.15 to our Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 13, 2007 (File Number: 001-15138).

4.16** Land Use Right Leasing Agreement between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated August 22, 2003 (English translation), incorporated by reference to Exhibit 4.16 to our Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 13, 2007 (File Number: 001-15138).

4.17** 2004 Agreement on Adjustment to Related Party Transactions between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated October 31, 2004 (English translation) , incorporated by reference to Exhibit 4.17 to our Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 13, 2007 (File Number: 001-15138).

4.18** Memorandum on Adjustment of Rent of Land Use Rights between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated March 31, 2006 (English translation) , incorporated by reference to Exhibit 4.18 to our Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 13, 2007 (File Number: 001-15138).

4.19** Supplemental Agreement on Related Party Transactions between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated March 31, 2006 (English translation) , incorporated by reference to Exhibit 4.19 to our Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 13, 2007 (File Number: 001-15138).

4.19.1** Continuing Connected Transactions Second Supplemental Agreement between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated August 21, 2009 (English translation), incorporated by reference to Exhibit 4.21 to our Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 30, 2010 (File Number: 001-15138).

4.19.2** Continuing Connected Transactions Third Supplemental Agreement between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated August 24, 2012 (English translation), incorporated by reference to Exhibit 4.19.2 to our Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 11, 2013 (File Number: 001-15138).

4.20** Memorandum on Adjustment of Rent of Land Use Rights between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated August 22, 2008 (English Translation), incorporated by reference to Exhibit 4.20 to our Annual Report on Form 20-F filed with the Securities and Exchange Commission on May 20, 2009 (File Number: 001-15138).

4.20.1** Land Use Rights Leasing Agreement Third Amendment Memo between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated August 24, 2012 (English Translation), incorporated by reference to Exhibit 4.20.1 to our Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 11, 2013 (File Number: 001-15138).

4.21** Non-Compete Agreement Between China Petrochemical Corporation and China Petroleum & Chemical Corporation dated June 3, 2000 and its related Undertakings (English translation), incorporated by reference to Exhibit 4.21 to our Annual Report on Form 20-F filed with the Securities and Exchange

	Commission on September 26, 2013 (File Number: 001-15138).
8*	A list of the Registrant's subsidiaries.
12.1*	Certification of Chairman pursuant to Rule 13a-14(a).
12.2*	Certification of President pursuant to Rule 13a-14(a).
12.3*	Certification of CFO pursuant to Rule 13a-14(a).
13*	Certification of CEO and CFO pursuant to 18 U.S.C. §1350, and Rule 13a-14(b).

15.1**	Letter from KPMG regarding Item 16F of this annual report, incorporated by reference to Exhibit 15.1 to our Annual Report on Form 20-F filed with the Securities and Exchange Commission on September 26, 2013 (File Number: 001-15138).

* Filed herewith.
** Incorporated by reference.

SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

China Petroleum & Chemical Corporation

By:	/s/ Huang Wensheng
Name:	Huang Wensheng
Title:	Secretary to the Board of Directors

Date: April 22, 2014

CHINA PETROLEUM & CHEMICAL CORPORATION AND SUBSIDIARIES

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
China Petroleum & Chemical Corporation:

We have audited the accompanying consolidated balance sheet of China Petroleum & Chemical Corporation and its subsidiaries as of December 31, 2012, and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the year in the two-year period ended December 31, 2012. These consolidated financial statements are the responsibility of China Petroleum & Chemical Corporation's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of China Petroleum & Chemical Corporation and its subsidiaries as of December 31, 2012, and the results of their operations and their cash flows for each of the year in the two-year period ended December 31, 2012 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

As described in note 11, the basic and diluted earnings per share in the 2011 and 2012 consolidated financial statements have been restated to apply the bonus shares issuance and capitalization during the year of 2013. We audited the retrospectively adjustments as a result of the bonus shares issuance and capitalization in the 2011 and 2012 consolidated financial statements. In our opinion, such adjustments are appropriate and have been properly applied.

/S/ KPMG
Hong Kong, China
March 22, 2013, except note 11,
which is as of March 21, 2014

Report of Independent Registered Public Accounting Firm

To the Shareholders of China Petroleum & Chemical Corporation,

In our opinion, the accompanying consolidated balance sheet and the related consolidated statement of income, comprehensive income, changes in equity and cash flows present fairly, in all material respects, the financial position of China Petroleum & Chemical Corporation (the "Company") and its subsidiaries (collectively referred to as the "Group") at December 31, 2013, and the results of their operations and their cash flows for the year then ended in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the Management's Report on Internal Control over Financial Reporting appearing under Item 15. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers Zhong Tian LLP
Shanghai, the People's Republic of China

March 21, 2014

CHINA PETROLEUM & CHEMICAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF INCOME
FOR THE YEARS ENDED DECEMBER 31, 2011, 2012 AND 2013
(Amounts in millions, except per share data)

	Note	Years ended December 31, 2011 RMB	2012 RMB	2013 RMB
Operating revenues				
Sales of goods		2,463,767	2,733,618	2,833,247
Other operating revenues	3	41,916	52,427	47,064
		2,505,683	2,786,045	2,880,311
Operating expenses				
Purchased crude oil, products and operating supplies and expenses		(2,027,646)	(2,301,199)	(2,371,858)
Selling, general and administrative expenses	4	(58,960)	(61,174)	(69,928)
Depreciation, depletion and amortization		(63,816)	(70,456)	(81,265)
Exploration expenses, including dry holes		(13,341)	(15,533)	(12,573)
Personnel expenses	5	(45,428)	(51,767)	(55,353)
Taxes other than income tax	6	(189,949)	(188,483)	(190,672)
Other operating (expenses) / income, net	7	(1,013)	1,229	(1,877)
Total operating expenses		(2,400,153)	(2,687,383)	(2,783,526)
Operating income		105,530	98,662	96,785
Finance costs				
Interest expense	8	(9,241)	(11,217)	(10,602)
Interest income		1,584	1,254	1,568
Unrealized gain / (loss) on embedded derivative component of the convertible bonds	24(iii) and (v)	1,259	(62)	2,028
Net foreign currency exchange gains		1,113	144	2,760
Net finance costs		(5,285)	(9,881)	(4,246)
Investment income		168	235	154
Share of profits less losses from associates and joint ventures		4,152	1,626	2,359
Earnings before income tax		104,565	90,642	95,052
Tax expense	9	(26,120)	(23,846)	(24,763)
Net income		78,445	66,796	70,289
Attributable to:				
Owners of the Company		73,225	63,879	66,132

Non-controlling interests		5,220	2,917	4,157
Net income		78,445	66,796	70,289
Earnings per share:				
Basic	11	0.65	0.57	0.57
Diluted	11	0.63	0.55	0.53

See accompanying notes to consolidated financial statements.

CHINA PETROLEUM & CHEMICAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2011, 2012 AND 2013
(Amounts in millions)

	Note	2011 RMB	2012 RMB	2013 RMB
Net income		78,445	66,796	70,289
Other comprehensive income:	10			
Items that may be reclassified subsequently to profit or loss (after tax and reclassification adjustments):				
Cash flow hedges		142	(151)	604
Available-for-sale securities		(15)	26	1,314
Share of other comprehensive income of associates		(179)	80	(297)
Foreign currency translation differences		(676)	(44)	(689)
Total items that may be reclassified subsequently to profit or loss		(728)	(89)	932
Total other comprehensive income		(728)	(89)	932
Total comprehensive income for the year		77,717	66,707	71,221
Attributable to:				
Owners of the Company		72,735	63,814	67,312
Non-controlling interests		4,982	2,893	3,909
Total comprehensive income for the year		77,717	66,707	71,221

Years ended December 31 (2011, 2012, 2013).

See accompanying notes to consolidated financial statements.

CHINA PETROLEUM & CHEMICAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2012 AND 2013
(Amounts in millions)

	Note	December 31, 2012 RMB	December 31, 2013 RMB
ASSETS			
Current assets			
Cash and cash equivalents		10,456	15,046
Time deposits with financial institutions		408	55
Trade accounts receivable, net	12	81,395	68,466
Bills receivable		20,045	28,771
Inventories	13	218,262	221,906
Prepaid expenses and other current assets	14	34,449	38,766
Total current assets		365,015	373,010
Non-current assets			
Property, plant and equipment, net	15	588,969	669,595
Construction in progress	16	168,977	160,630
Goodwill	17	6,257	6,255
Interest in associates	18	28,812	28,444
Interest in joint ventures	19	21,388	46,874
Investments	20	2,001	3,730
Deferred tax assets	21	5,539	4,141
Lease prepayments	22	36,240	43,270
Long-term prepayments and other assets	23	34,746	46,967
Total non-current assets		892,929	1,009,906
Total assets		1,257,944	1,382,916
LIABILITIES AND EQUITY			
Current liabilities			
Short-term debts	24	73,063	109,806
Loans from Sinopec Group Company and fellow subsidiaries	24	42,919	54,064
Trade accounts payable	25	215,628	202,724
Bills payable	25	6,656	4,526
Accrued expenses and other payables	26	169,062	197,606
Income tax payable		6,045	3,096
Total current liabilities		513,373	571,822
Non-current liabilities			
Long-term debts	24	124,518	107,234
Loans from Sinopec Group Company and fellow subsidiaries	24	37,598	38,356
Deferred tax liabilities	21	7,294	7,977
Provisions	27	21,591	26,080

Other long-term liabilities		5,534	9,821
Total non-current liabilities		196,535	189,468
Total liabilities		709,908	761,290
Equity			
Share capital	28	86,820	116,565
Reserves	29	424,094	452,238
Total equity attributable to owners of the Company		510,914	568,803
Non-controlling interests		37,122	52,823
Total equity		548,036	621,626
Total liabilities and equity		1,257,944	1,382,916

See accompanying notes to consolidated financial statements.

CHINA PETROLEUM & CHEMICAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2011, 2012 AND 2013
(Amounts in millions)

	Share capital RMB	Capital reserve RMB	Share premium RMB	Statutory surplus reserve RMB	Dis-cretionary surplus reserve RMB	Other reserves RMB	Retained earnings RMB	Total equity attributable to owners of the Company RMB	Non-controlling interests RMB	Tot equi RM
Balance as of January 1, 2011	86,702	(33,138)	24,953	54,711	87,000	1,635	197,741	419,604	31,432	451,03
Net income	—	—	—	—	—	—	73,225	73,225	5,220	78,445
Other comprehensive income (Note 10)	—	—	—	—	—	(490)	—	(490)	(238)	(728
Total comprehensive income for the year	—	—	—	—	—	(490)	73,225	72,735	4,982	77,717
Transactions with owners recorded directly in equity:										
Contributions by and distributions to owners:										
Final dividend for 2010	—	—	—	—	—	—	(11,271)	(11,271)	—	(11,27
Interim dividend for 2011	—	—	—	—	—	—	(8,670)	(8,670)	—	(8,670
Appropriation (Note 29 (c) and (d))	—	—	—	6,552	30,000	—	(36,552)	—	—	—
Distribution to Sinopec Group Company	—	(27)	—	—	—	—	—	(27)	—	(27
Distributions by subsidiaries to non-controlling interests net of contributions	—	—	—	—	—	—	—	—	(1,374)	(1,374
Total contributions by and distributions to owners	—	(27)	—	6,552	30,000	—	(56,493)	(19,968)	(1,374)	(21,34
Changes in ownership interests in subsidiaries that do not result in a loss of control:										
Acquisitions of non-controlling interests of subsidiaries	—	(43)	—	—	—	—	—	(43)	(24)	(67
	—	(70)	—	6,552	30,000	—	(56,493)	(20,011)	(1,398)	(21,40

Total transactions with owners										
Others (Note 29(h))	—	—	—	—	—	1,790	(1,790)	—	—	—
Balance as of December 31, 2011	86,702	(33,208)	24,953	61,263	117,000	2,935	212,683	472,328	35,016	507,34

See accompanying notes to consolidated financial statements.

CHINA PETROLEUM & CHEMICAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)
FOR THE YEARS ENDED DECEMBER 31, 2011, 2012 AND 2013
(Amounts in millions)

	Share capital RMB	Capital reserve RMB	Share premium RMB	Statutory surplus reserve RMB	Dis-cretionary surplus reserve RMB	Other reserves RMB	Retained earnings RMB	Total equity attributable to owners of the Company RMB	Non-controlling interests RMB	Tot equi RM
Balance as of January 1, 2012	86,702	(33,208)	24,953	61,263	117,000	2,935	212,683	472,328	35,016	507,34
Net income	—	—	—	—	—	—	63,879	63,879	2,917	66,796
Other comprehensive income (Note 10)	—	—	—	—	—	(65)	—	(65)	(24)	(89
Total comprehensive income for the year	—	—	—	—	—	(65)	63,879	63,814	2,893	66,707
Transactions with owners, recorded directly in equity:										
Contributions by and distributions to owners:										
Exercise of Conversion of the 2011 Convertible Bonds (Note 24)	118	—	799	—	—	—	—	917	—	917
Final dividend for 2011	—	—	—	—	—	—	(17,364)	(17,364)	—	(17,36
Interim dividend for 2012	—	—	—	—	—	—	(8,682)	(8,682)	—	(8,682
Appropriation (Note 29 (c))	—	—	—	6,340	—	—	(6,340)	—	—	—
Rights issue of shares by a subsidiary, net of issuance costs (Note 29(g))	—	(18)	—	—	—	—	—	(18)	781	763
Distribution to Sinopec Group Company	—	(2)	—	—	—	—	—	(2)	—	(2
Distributions by subsidiaries to non-controlling interests, net of contributions	—	—	—	—	—	—	—	—	(1,462)	(1,462
Total contributions by and distributions to owners	118	(20)	799	6,340	—	—	(32,386)	(25,149)	(681)	(25,83
Changes in ownership interests in subsidiaries that do not result in a loss										

of control:										
Acquisitions of non-controlling interests of subsidiaries	—	(79)	—	—	—	—	—	(79)	(106)	(185
Total transactions with owners	118	(99)	799	6,340	—	—	(32,386)	(25,228)	(787)	(26,01
Others (Note 29(h))	—	—	—	—	—	435	(435)	—	—	—
Balance as of December 31, 2012	86,820	(33,307)	25,752	67,603	117,000	3,305	243,741	510,914	37,122	548,03

See accompanying notes to consolidated financial statements.

CHINA PETROLEUM & CHEMICAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)
FOR THE YEARS ENDED DECEMBER 31, 2011, 2012 AND 2013
(Amounts in millions)

	Share capital RMB	Capital reserve RMB	Share premium RMB	Statutory surplus reserve RMB	Dis-cretionary surplus reserve RMB	Other reserves RMB	Retained earnings RMB	Total equity attributable to owners of the Company RMB	Non-controlling interests RMB	T eq R
Balance as of January 1, 2013	86,820	(33,307)	25,752	67,603	117,000	3,305	243,741	510,914	37,122	548,
Net income	—	—	—	—	—	—	66,132	66,132	4,157	70,2
Other comprehensive income (Note 10)	—	—	—	—	—	1,180	—	1,180	(248)	932
Total comprehensive income for the year	—	—	—	—	—	1,180	66,132	67,312	3,909	71,2
Transactions with owners, recorded directly in equity:										
Contributions by and distributions to owners:										
Exercise of Conversion of the 2011 Convertible Bonds (Note 28)	—	—	1	—	—	—	—	1	—	1
Final dividend for 2012	—	—	—	—	—	—	(17,933)	(17,933)	—	(17,
Interim dividend for 2013	—	—	—	—	—	—	(10,491)	(10,491)	—	(10,
Appropriation (Note 29 (c))	—	—	—	5,734	—	—	(5,734)	—	—	—
Rights issue of H shares, net of issuance costs (Note 28)	2,845	—	16,561	—	—	—	—	19,406	—	19,4
Contributions to subsidiaries from non-controlling interests	—	600	—	—	—	—	—	600	12,096	12,6
Distributions to non-controlling interests	—	—	—	—	—	—	—	—	(1,261)	(1,2
Total contributions by and distributions to owners	2,845	600	16,562	5,734	—	—	(34,158)	(8,417)	10,835	2,41
Bonus issues (Note 28)	17,933	—	—	—	—	—	(17,933)	—	—	—
Capitalisation (Note 28)	8,967	—	(8,967)	—	—	—	—	—	—	—

Changes in ownership interests in subsidiaries that do not result in a loss of control:										
Non-tradable shares reform	—	(986)	—	—	—	—	—	(986)	986	—
Acquisitions of non-controlling interests of subsidiaries	—	(20)	—	—	—	—	—	(20)	(29)	(49
Total changes in ownership interests in subsidiaries that do not result in a loss of control	—	(1,006)	—	—	—	—	—	(1,006)	957	(49
Total transactions with owners	29,745	(406)	7,595	5,734	—	—	(52,091)	(9,423)	11,792	2,36
Others (Note 29(h))	—	—	—	—	—	(1,994)	1,994	—	—	—
Balance as of December 31, 2013	116,565	(33,713)	33,347	73,337	117,000	2,491	259,776	568,803	52,823	621,

See accompanying notes to consolidated financial statements.

CHINA PETROLEUM & CHEMICAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2011, 2012 AND 2013
(Amounts in millions)

	Note	Years ended December 31, 2011 RMB	2012 RMB	2013 RMB
Net cash generated from operating activities	(a)	150,622	142,380	151,893
Investing activities				
Capital expenditure		(131,737)	(145,663)	(144,972)
Exploratory wells expenditure		(10,517)	(11,403)	(9,974)
Purchase of investments, investments in associates and investments in joint ventures	19	(7,488)	(10,246)	(33,487)
Proceeds from disposal of investments and investments in associates		3,039	1,384	4,198
Proceeds from disposal of property, plant and equipment and other non-current assets		1,216	325	1,550
Decrease in time deposits with maturities over three months		582	142	353
Interest received		1,584	1,254	1,456
Investment and dividend income received		2,961	2,429	2,136
Purchase of derivative financial instruments, net		(89)	(419)	—
Net cash used in investing activities		(140,449)	(162,197)	(178,740)
Financing activities				
Increase in borrowings		564,286	930,317	1,142,890
Repayments of borrowings		(538,703)	(888,567)	(1,105,457)
Proceeds from issuing shares		—	—	19,406
Contributions to subsidiaries from non-controlling interests		117	1,474	12,696
Dividends paid by the Company		(19,469)	(25,486)	(28,298)
Distributions by subsidiaries to non-controlling interests		(1,812)	(2,807)	(1,346)
Interest paid		(6,899)	(9,151)	(8,323)
Acquisitions of non-controlling interests of subsidiaries		(36)	(152)	(49)
Net cash (used in) / generated from financing activities		(2,516)	5,628	31,519
Net increase / (decrease) in cash and cash equivalents		7,657	(14,189)	4,672
Cash and cash equivalents as of January 1		17,008	24,647	10,456
Effect of foreign currency exchange rate changes		(18)	(2)	(82)
Cash and cash equivalents as of December 31		24,647	10,456	15,046

See accompanying notes to consolidated financial statements.

CHINA PETROLEUM & CHEMICAL CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2011, 2012 AND 2013
(Amounts in millions)

(a) Reconciliation of earnings before income tax to net cash generated from operating activities

	Years ended December 31,		
	2011	2012	2013
	RMB	RMB	RMB
Operating activities			
Earnings before income tax	104,565	90,642	95,052
Adjustment for:			
Depreciation, depletion and amortization	63,816	70,456	81,265
Dry hole costs written off	5,979	7,988	5,599
Income from associates and joint ventures	(4,152)	(1,626)	(2,359)
Investment income	(168)	(235)	(154)
Interest income	(1,584)	(1,254)	(1,568)
Interest expense	9,241	11,217	10,602
Gain on foreign currency exchange rate changes and derivative financial instruments	(1,679)	(190)	(934)
(Gain) / Loss on disposal of property, plant, equipment and other non-current assets, net	(754)	(16)	826
Impairment losses on assets	2,809	1,014	4,044
Unrealized (gain) / loss on embedded derivative component of the convertible bonds	(1,259)	62	(2,028)
	176,814	178,058	190,345
Accounts receivable and other current assets	(30,789)	(25,593)	(7,515)
Inventories	(46,871)	(14,845)	(5,096)
Accounts payable and other current liabilities	81,266	27,438	151
	180,420	165,058	177,885
Income tax paid	(29,798)	(22,678)	(25,992)
Net cash generated from operating activities	150,622	142,380	151,893

See accompanying notes to consolidated financial statements.

CHINA PETROLEUM & CHEMICAL CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(All amounts in millions, except per share data and except otherwise stated)

1 PRINCIPAL ACTIVITIES, ORGANIZATION AND BASIS OF PRESENTATION

Principal activities

China Petroleum & Chemical Corporation (the "Company") is an energy and chemical company that, through its subsidiaries (hereinafter collectively referred to as the "Group"), engages in oil and gas and chemical operations in the People's Republic of China (the "PRC"). Oil and gas operations consist of exploring for, developing and producing crude oil and natural gas; transporting crude oil and natural gas by pipelines; refining crude oil into finished petroleum products; and marketing crude oil, natural gas and refined petroleum products. Chemical operations include the manufacture and marketing of a wide range of chemicals for industrial uses.

Organization

The Company was established in the PRC on February 25, 2000 as a joint stock limited company as part of the reorganization (the "Reorganization") of China Petrochemical Corporation ("Sinopec Group Company"), the ultimate holding company of the Group and a ministry-level enterprise under the direct supervision of the State Council of the PRC. Prior to the incorporation of the Company, the oil and gas and chemical operations of the Group were carried on by oil administration bureaux, petrochemical and refining production enterprises and sales and marketing companies of Sinopec Group Company.

As part of the Reorganization, certain of Sinopec Group Company's core oil and gas and chemical operations and businesses together with the related assets and liabilities were transferred to the Company. On February 25, 2000, in consideration for Sinopec Group Company transferring such oil and gas and chemical operations and businesses and the related assets and liabilities to the Company, the Company issued 68.8 billion domestic state-owned ordinary shares with a par value of RMB 1.00 each to Sinopec Group Company. The shares issued to Sinopec Group Company on February 25, 2000 represented the entire registered and issued share capital of the Company as of that date. The oil and gas and chemical operations and businesses transferred to the Company were related to (i) the exploration, development and production of crude oil and natural gas, (ii) the refining, transportation, storage and marketing of crude oil and petroleum products, and (iii) the production and sales of chemicals.

Basis of preparation

The accompanying financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). IFRS includes International Accounting Standards ("IAS") and related interpretations. A summary of the significant accounting policies adopted by the Group are set out in Note 2. The accompanying financial statements were authorized for issue by the Board of Directors on March 21, 2014.

The following relevant IFRSs, amendments to existing IFRSs and interpretation of IFRS have been published and are mandatory for accounting periods beginning on or after January 1, 2013 or later periods and have been adopted by the Group in current accounting period:

Amendment to IAS 1, 'Financial statement presentation' regarding other comprehensive income. The main change resulting from these amendments is a requirement for entities to group items presented in 'other comprehensive income' on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments).

IFRS 10, 'Consolidated financial statements'. Under IFRS 10, subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group has power over an entity, is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect these returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. The standard provides additional guidance to assist in the determination of control where this is difficult to assess.

IFRS 11, 'Joint arrangements'. Under IFRS 11 Investments in joint arrangements are classified either as joint operations or joint ventures, depending on the contractual rights and obligations each investor has rather than the legal structure of the joint arrangement. Joint operations arise where the investors have rights to the assets and obligations for the liabilities of an arrangement. A joint operator accounts for its share of the assets, liabilities, revenue and expenses. Joint ventures arise where the investors have rights to the net assets of the arrangement; joint ventures are accounted for under the equity method. Proportional consolidation of joint arrangements is no longer permitted.

IFRS 12, 'Disclosure of interests in other entities', IFRS 12 was issued in May 2011, and provides disclosure requirements on interests in subsidiaries, associates, joint ventures, and unconsolidated structured entities.

IFRS 13, 'Fair value measurement', aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements, which are largely aligned between IFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs.

There have been no significant changes to the accounting policies applied in these financial statements for the periods presented as a result of these developments.

The Group has not adopted any new standard or interpretation that is not yet effective for the current accounting period (Note 37).

The accompanying financial statements are prepared on the historical cost basis except for the remeasurement of available-for-sale securities (Note 2(k)), securities held for trading (Note 2(k)), derivative financial instruments (Note 2(l) and (m)) and derivative component of the convertible bonds (Note 2(q)) to their fair values.

The preparation of the financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key assumptions and estimation made by management in the application of IFRS that have significant effect on the financial statements and the major sources of estimation uncertainty are disclosed in Note 36.

Certain comparative figures have been reclassified to conform with presentation adopted in the financial statements.

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

The consolidated financial statements comprise the Company and its subsidiaries, and the Group's interest in associates and joint ventures.

(i) Subsidiaries and non-controlling interests

Subsidiaries are those entities controlled by the Group. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control effectively commences until the date that control effectively ceases.

Non-controlling interests at the balance sheet date, being the portion of the net assets of subsidiaries attributable to equity interests that are not owned by the Company, whether directly or indirectly through subsidiaries, are presented in the consolidated balance sheet and consolidated statement of changes in equity within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognized.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognized in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognized at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (note 2(k)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (note 2a(ii)).

The particulars of the Group's principal subsidiaries are set out in Note 34.

(ii) Associates and joint ventures

An associate is an entity, not being a subsidiary, in which the Group exercises significant influence over its management. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor has rather than the legal structure of the joint arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

Investments in associates and joint ventures are accounted for in the consolidated financial statements using the equity method from the date that significant influence or joint control commences until the date that significant influence or joint control ceases. Under the equity method, the investment is initially recorded at cost and adjusted thereafter for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (Note 2(j) and (n)).

The Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognized in the consolidated statement of income, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognized in the consolidated statement of comprehensive income.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognized in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognized at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2(k)) or, when appropriate, the cost on initial recognition of an investment in an associate (see note 2a (ii)).

(iii) Transactions eliminated on consolidation

Inter-company balances and transactions and any unrealized gains arising from inter-company transactions are eliminated on consolidation. Unrealized gains arising from transactions with associates and joint ventures are eliminated to the extent of the Group's interest in the entity. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

(b) Translation of foreign currencies

The presentation currency of the Group is Renminbi. Foreign currency transactions during the year are translated into Renminbi at the applicable rates of exchange quoted by the People's Bank of China ("PBOC") prevailing on the transaction dates. Foreign currency monetary assets and liabilities are translated into Renminbi at the PBOC's rates at the balance sheet date.

Exchange differences, other than those capitalized as construction in progress, are recognized as income or expenses in the "finance costs" section of the consolidated statement of income.

The results of foreign operations are translated into Renminbi at the applicable rates quoted by the PBOC prevailing on the transaction dates. Balance sheet items, including goodwill arising on consolidation of foreign operations are translated into Renminbi at the closing foreign exchange rates at the balance sheet date. The resulting exchange differences are recognized in other comprehensive income and accumulated in equity in the other reserves.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to the consolidated statement of income when the profit or loss on disposal is recognized.

(c) Cash and cash equivalents

Cash equivalents consist of time deposits with financial institutions with an initial term of less than three months when purchased. Cash equivalents are stated at cost, which approximates fair value.

(d) Trade, bills and other receivables

Trade, bills and other receivables are initially recognized at fair value and thereafter stated at amortized cost using the effective interest method, less impairment losses for bad and doubtful debts (Note 2(n)). Trade, bills and other receivables are derecognized if the Group's contractual rights to the cash flows from these financial assets expire or if the Group transfers these financial assets to another party without retaining control or substantially all risks and rewards of the assets.

(e) Inventories

Inventories, other than spare parts and consumables, are stated at the lower of cost and net realizable value. Cost includes the cost of purchase computed using the weighted average method and, in the case of work in progress and finished goods, direct labor and an appropriate proportion of production overheads. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Spare parts and consumables are stated at cost less any provision for obsolescence.

(f) Property, plant and equipment

An item of property, plant and equipment is initially recorded at cost, less accumulated depreciation and impairment losses (Note 2(n)). The cost of an asset comprises its purchase price, any directly attributable costs of bringing the asset to working condition and location for its intended use. The Group recognizes in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred, when it is probable that the future economic benefits embodied with the item will flow to the Group and the cost of the item can be measured reliably. All other expenditure is recognized as an expense in the consolidated statement of income in the year in which it is incurred.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment, other than oil and gas properties, are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognized as income or expense in the consolidated statement of income on the date of retirement or disposal.

Depreciation is provided to write off the cost amount of items of property, plant and equipment, other than oil and gas properties, over its estimated useful life on a straight-line basis, after taking into account its estimated residual value, as follows:

Buildings	12 to 50 years
Equipment, machinery and others	4 to 30 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reassessed annually.

(g) Oil and gas properties

The Group uses the successful efforts method of accounting for its oil and gas producing activities. Under this method, costs of development wells, the related supporting equipment and proved mineral interests in properties are capitalized. The cost of exploratory wells is initially capitalized as construction in progress pending determination of whether the well has found proved reserves. The impairment of exploratory well costs occurs upon the determination that the well has not found proved reserves. The exploratory well costs are usually not carried as an asset for more than one year following completion of drilling, unless (i) the well has found a sufficient quantity of reserves to justify its completion as a producing well if the required capital expenditure is made; (ii) drilling of the additional exploratory wells is under way or firmly planned for the near future; or (iii) other activities are being undertaken to sufficiently progress the assessing of the reserves and the economic and operating viability of the project. All other exploration costs, including geological and geophysical costs, other dry hole costs and annual lease rentals, are expensed as incurred. Capitalized costs relating to proved properties are amortized at the field level on a unit-of-production method. The amortization rates are determined based on oil and gas reserves estimated to be recoverable from existing facilities over the shorter of the economic lives of crude oil and natural gas reservoirs and the terms of the relevant production licenses.

Management estimates future dismantlement costs for oil and gas properties with reference to engineering estimates after taking into consideration the anticipated method of dismantlement required in accordance with the industry practices and the future cash flows are adjusted to reflect such risks specific to the liability, as appropriate. These estimated future dismantlement costs are discounted at a pre-tax risk-free rate and are capitalized as oil and gas properties, which are subsequently amortized as part of the costs of the oil and gas properties.

(h) Lease prepayments

Lease prepayments represent land use rights paid to the relevant government authorities. Land use rights are carried at cost less the accumulated amount charged to expense and impairment losses (Note 2(n)). The cost of lease prepayments is charged to expense on a straight-line basis over the respective periods of the rights.

(i) Construction in progress

Construction in progress represents buildings, oil and gas properties, various plant and equipment under construction and pending installation, and is stated at cost less impairment losses (Note 2(n)). Cost comprises direct costs of construction as well as interest charges, and foreign exchange differences on related borrowed funds to the extent that they are regarded as an adjustment to interest charges, during the periods of construction.

Construction in progress is transferred to property, plant and equipment when the asset is substantially ready for its intended use.

No depreciation is provided in respect of construction in progress.

(j) Goodwill

Goodwill represents amounts arising on acquisition of subsidiaries, associates or joint ventures. Goodwill represents the difference between the cost of acquisition and the fair value of the net identifiable assets acquired.

Prior to January 1, 2008, the acquisition of the non-controlling interests of a consolidated subsidiary was accounted for using the acquisition method whereby the difference between the cost of acquisition and the fair value of the net identifiable assets acquired (on a proportionate share) was recognized as goodwill. From January 1, 2008, any difference between the amount by which the non-controlling interest is adjusted (such as through an acquisition of the non-controlling interests) and the cash or other considerations paid is recognized in equity.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit the synergies of the combination and is tested annually for impairment (Note 2(n)). In respect of associates and joint ventures, the carrying amount of goodwill is included in the carrying amount of the interest in the associates or joint ventures and the investment as a whole is tested for impairment whenever there is objective evidence of impairment (Note 2(n)).

(k) Investments

Investments in available-for-sale securities are carried at fair value with any change in fair value recognized in other comprehensive income and accumulated separately in equity in other reserves. When these investments are derecognized or impaired, the cumulative gain or loss is reclassified from equity to the consolidated statement of income. Investments in equity securities, other than investments in associates and joint ventures, that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognized in the balance sheet at cost less impairment losses (Note 2(n)).

Investments in securities held for trading are classified as current assets. Any attributable transaction costs are recognized in the consolidated statement of income as incurred. At each balance sheet date, the fair value is remeasured, with any resultant gain or loss being recognized in the consolidated statement of income.

(l) Derivative financial instruments

Derivative financial instruments are recognized initially at fair value. At each balance sheet date, the fair value is remeasured. The gain or loss on re-measurement to fair value is recognized immediately in the consolidated statement of income, except where the derivatives qualify for cash flow hedge accounting or the hedge of the net investment in a foreign operation, in which case recognition of any resulting gain or loss depends on the nature of the item being hedged (Note 2(m)).

(m) Hedging

(i) Cash flow hedges

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk of a committed future transaction, the effective portion of any gains or losses on re-measurement of the derivative financial instrument to fair value are recognized in other comprehensive income and accumulated separately in equity in other reserves. The ineffective portion of any gain or loss is recognized immediately in the consolidated statement of income.

If a hedge of a forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability, the associated gain or loss is reclassified from equity to be included in the initial cost or other carrying amount of the non-financial asset or liability.

If a hedge of a forecast transaction subsequently results in the recognition of a financial asset or a financial liability, the associated gain or loss is reclassified from equity to the consolidated statement of income in the same period or periods during which the asset acquired or liability assumed affects the consolidated statement of income (such as when interest income or expense is recognized).

For cash flow hedges, other than those covered by the preceding two policy statements, the associated gain or loss is reclassified from equity to the consolidated statement of income in the same period or periods during which the hedged forecast transaction affects the consolidated statement of income.

When a hedging instrument expires or is sold, terminated, exercised, or the entity revokes designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity until the transaction occurs and it is recognized in accordance with the above policy. If the hedged transaction is no longer expected to take place, the cumulative unrealized gain or loss is reclassified from equity to the consolidated statement of income immediately.

(ii) Hedge of net investments in foreign operations

The portion of the gain or loss on re-measurement to fair value of an instrument used to hedge a net investment in a foreign operation that is determined to be an effective hedge is recognized in other comprehensive income and accumulated separately in equity in the exchange reserve until the disposal of the foreign operation, at which time the cumulative gain or loss is reclassified from equity to the consolidated statement of income. The ineffective portion is recognized immediately in the consolidated statement of income. In this year no hedge of net investment in foreign operations was hold by the Group.

(n) Impairment of assets

(i) Trade accounts receivable, other receivables and investment in equity securities that do not have an quoted market price in an active market are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. If any such evidence exists, an impairment loss is determined and recognized.

The impairment loss is measured as the difference between the asset's carrying amount and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material, and is recognized as an expense in the consolidated statement of income. Impairment losses for trade and other receivables are reversed through the consolidated statement of income if in a subsequent period the amount of the impairment losses decreases. Impairment losses for equity securities carried at cost are not reversed.

For investments in associates and joint ventures accounted under the equity method (Note 2(a)(ii)), the impairment loss is measured by comparing the recoverable amount of the investment as a whole with its carrying amount in accordance with the accounting policy set out in Note 2(n)(ii). The impairment loss is reversed if there has been a favorable change in the estimates used to determine the recoverable amount in accordance with the accounting policy set out in Note 2(n)(ii).

(ii) Impairment of other long-lived assets is accounted as follows:

The carrying amounts of other long-lived assets, including property, plant and equipment, construction in progress, lease prepayments and other assets, are reviewed at each balance sheet date to identify indicators that the assets may be impaired. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to the recoverable amount. For goodwill, the recoverable amount is estimated at each balance sheet date.

The recoverable amount is the greater of the fair value less costs to sell and the value in use. In determining the value in use, expected future cash flows generated by the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

The amount of the reduction is recognized as an expense in the consolidated statement of income. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit and then, to reduce the carrying amount of the other assets in the unit on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

Management assesses at each balance sheet date whether there is any indication that an impairment loss recognized for a long-lived asset, except in the case of goodwill, in prior years may no longer exist. An impairment loss is reversed if there has been a favorable change in the estimates used to determine the recoverable amount. A subsequent increase in the recoverable amount of an asset, when the circumstances and events that led to the write-down or write-off cease to exist, is recognized as an income. The reversal is reduced by the amount that would have been recognized as depreciation had the write-down or write-off not occurred. An impairment loss in respect of goodwill is not reversed.

(o) Trade, bills and other payables

Trade, bills and other payables are initially recognized at fair value and thereafter stated at amortized cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(p) Interest-bearing borrowings

Interest-bearing borrowings are recognized initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the consolidated statement of income over the period of borrowings using the effective interest method.

(q) Convertible bonds

(i) Convertible bonds that contain an equity component

Convertible bonds that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments that contain both a liability component and an equity component.

At initial recognition, the liability component of the convertible bonds is measured as the present value of the future interest and principal payments, discounted at the market rate of interest applicable at the time of initial recognition to similar liabilities that do not have a conversion option. Any excess of proceeds over the amount initially recognized as the liability component is recognized as the equity component. Transaction costs that relate to the issuance of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortized cost. The interest expense on the liability component is calculated using the effective interest method. The equity component is recognized in the capital reserve until the bond is converted or redeemed.

If the bond is converted, the capital reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the bond is redeemed, the capital reserve is transferred to share premium.

(ii) Other convertible bonds

Convertible bonds issued with a cash settlement option and other embedded derivative features are accounted for as compound financial instruments that contain a liability component and a derivative component.

At initial recognition, the derivative component of the convertible bonds is measured at fair value. Any excess of proceeds over the amount initially recognized as the derivative component is recognized as the liability component. Transaction costs that relate to the issuance of the convertible bonds are allocated to the liability and derivative components in proportion to the allocation of proceeds. The portion of the transaction costs relating to the liability component is recognized initially as part of the liability. The portion relating to the derivative component is recognized immediately as an expense in the consolidated statement of income.

The derivative component is subsequently remeasured at each balance sheet date and any gains or losses arising from change in the fair value are recognized in the consolidated statement of income. The liability component is subsequently carried at amortized cost until extinguished on conversion or redemption. The interest expense recognized in the consolidated statement of income on the liability component is calculated using the effective interest method. Both the liability and the related derivative components are presented together for financial statements reporting purposes.

If the convertible bonds are converted, the carrying amounts of the derivative and liability components are transferred to share capital and share premium as consideration for the shares issued. If the convertible bonds are redeemed, any difference between the amount paid and the carrying amounts of both components is recognized in the consolidated statement of income.

(r) Provisions and contingent liability

A provision is recognized for liability of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, when it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made.

When it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Provisions for future dismantlement costs are initially recognized based on the present value of the future costs expected to be incurred in respect of the Group's expected dismantlement and abandonment costs at the end of related oil and gas exploration and development activities. Any subsequent change in the present value of the estimated costs, other than the change due to passage of time which is regarded as interest cost, is reflected as an adjustment to the provision of oil and gas properties.

(s) Revenue recognition

Revenues associated with the sale of crude oil, natural gas, petroleum and chemical products and ancillary materials are recorded when the customer accepts the goods and the significant risks and rewards of ownership and title have been transferred to the buyer. Revenue from the rendering of services is recognized in the consolidated statement of income upon performance of the services. No revenue is recognized if there are significant uncertainties regarding recovery of the consideration due, the possible return of goods, or when the amount of revenue and the costs incurred or to be incurred in respect of the transaction cannot be measured reliably.

Interest income is recognized on a time apportioned basis that takes into account the effective yield on the asset.

A government grant that becomes receivable as compensation for expenses or losses already incurred with no future related costs is recognized as income in the period in which it becomes receivable.

(t) Borrowing costs

Borrowing costs are expensed in the consolidated statement of income in the period in which they are incurred, except to the extent that they are capitalized as being attributable to the construction of an asset which necessarily takes a period of time to get ready for its intended use.

(u) Repairs and maintenance expenditure

Repairs and maintenance expenditure is expensed as incurred.

(v) Environmental expenditures

Environmental expenditures that relate to current ongoing operations or to conditions caused by past operations are expensed as incurred.

Liabilities related to future remediation costs are recorded when environmental assessments and / or cleanups are probable and the costs can be reasonably estimated. As facts concerning environmental contingencies become known to the Group, the Group reassesses its position both with respect to accrued liabilities and other potential exposures.

(w) Research and development expense

Research and development expenditures are expensed in the period in which they are incurred. Research and development expense amounted to RMB 4,862, RMB 5,842 and RMB 6,335 for the years ended December 31, 2011, 2012 and 2013, respectively.

(x) Operating leases

Operating lease payments are charged to the consolidated statement of income on a straight-line basis over the period of the respective leases.

(y) Employee benefits

The contributions payable under the Group’s retirement plans are recognized as an expense in the consolidated statement of income as incurred and according to the contribution determined by the plans. Further information is set out in Note 32.

Termination benefits, such as employee reduction expenses, are recognized when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

(z) Income tax

Income tax comprises current and deferred tax. Current tax is calculated on taxable income by applying the applicable tax rates. Deferred tax is provided using the balance sheet liability method on all temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes only to the extent that it is probable that future taxable income will be available against which the assets can be utilized. Deferred tax is calculated on the basis of the enacted tax rates or substantially enacted tax rates that are expected to apply in the period when the asset is realized or the liability is settled. The effect on deferred tax of any changes in tax rates is charged or credited to the consolidated statement of income, except for the effect of a change in tax rate on the carrying amount of deferred tax assets and liabilities which were previously charged or credited to other comprehensive income or directly in equity.

The tax value of losses expected to be available for utilization against future taxable income is set off against the deferred tax liability within the same legal tax unit and jurisdiction to the extent appropriate, and is not available for set off against the taxable profit of another legal tax unit. The carrying amount of a deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(aa) Dividends

Dividends are recognized as a liability in the period in which they are declared.

(bb) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group’s chief operating decision maker for the purposes of allocating resources to, and assessing the performance of the Group’s various lines of business.

3. OTHER OPERATING REVENUES

	Years ended December 31, 2011 RMB	2012 RMB	2013 RMB
Sale of materials, service and others	41,479	51,918	46,452
Rental income	437	509	612
	41,916	52,427	47,064

4. SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

The following items are included in selling, general and administrative expenses:

	Years ended December 31, 2011 RMB	2012 RMB	2013 RMB
Operating lease charges	11,231	11,646	14,171
Impairment losses			
- trade accounts receivable	51	44	36
- other receivables	212	47	25

5. PERSONNEL EXPENSES

	Years ended December 31, 2011 RMB	2012 RMB	2013 RMB
Salaries, wages and other benefits	40,034	45,164	48,094
Contributions to retirement schemes (Note 32)	5,394	6,603	7,259
	45,428	51,767	55,353

6. TAXES OTHER THAN INCOME TAX

	Years ended December 31, 2011 RMB	2012 RMB	2013 RMB
Consumption tax (i)	126,023	129,044	133,312
Special oil income levy (ii)	37,600	29,319	25,541
City construction tax (iii)	13,018	12,443	13,283
Education surcharge	9,441	9,436	10,065
Resources tax	3,185	7,610	7,329
Other	682	631	1,142
	189,949	188,483	190,672

Note:

(i) The consumption tax rates on gasoline, diesel, naphtha, solvent oil, lubricant oil, fuel oil and jet fuel oil are RMB 1,388.0 per tonne, RMB 940.8 per tonne, RMB 1,385.0 per tonne, RMB 1,282.0 per tonne, RMB 1,126.0 per tonne, RMB 812.0 per tonne and RMB 996.8 per tonne, respectively.

(ii) Before November 1, 2011, special oil income levy is levied on oil exploration and production entities based on the progressive rates ranging from 20% to 40% on the portion of the monthly weighted average sales price of the crude oil produced in the PRC exceeding USD 40 per barrel. Effective from November 1, 2011, special oil income levy is levied on oil exploration and production entities based on the progressive rates ranging from 20% to 40% on the portion of the monthly weighted average sales price of the crude oil produced in the PRC exceeding USD 55 per barrel.

(iii) City construction tax is levied on an entity based on its total paid amount of value-added tax, consumption tax and business tax.

7. OTHER OPERATING (EXPENSES) / INCOME, NET

	Years ended December 31, 2011 RMB	2012 RMB	2013 RMB
Fines, penalties and compensations	(236)	(181)	(47)
Donations	(90)	(231)	(245)
Gain / (loss) on disposal of property, plant, equipment and other non-current assets, net	754	133	(826)
Impairment losses on long-lived assets (Note i)	(2,809)	(1,014)	(2,661)
Net realized and unrealized (loss) / gain on derivative financial instruments not qualified as hedging	(132)	(68)	56
Ineffective portion of change in fair value of cash flow hedges	134	1	(34)
Government grants (Note ii)	1,497	2,926	2,487
Others	(131)	(337)	(607)
	(1,013)	1,229	(1,877)

Note:

(i) The primary factor resulting in the exploration and production ("E&P") segment impairment losses of RMB 2,153, RMB 1,006 and RMB 2,523 on property, plant and equipment for the years ended December 31, 2011, 2012 and 2013, respectively, was unsuccessful development drilling and high operating and development costs for certain oil fields. The carrying values of these E&P properties were written down to respective recoverable amounts which were determined based on the present values of the expected future cash flows of the asset using a pre-tax discount rate for the years ended December 31, 2011, 2012 and 2013, respectively. The oil and gas pricing was a factor used in the determination of the present values of the expected future cash flows of the asset and had an impact on the recognition of the asset impairment.

Impairment losses recognized for the chemicals segment were RMB 308, nil and nil for the years ended December 31, 2011, 2012 and 2013, respectively, and comprised of impairment losses of RMB 308 on property, plant and equipment for the year ended December 31, 2011. Impairment losses recognized for the refining segment were RMB78, nil and RMB 88 for the years ended December 31, 2011, 2012 and 2013, respectively, and comprised of impairment losses of RMB 78 and RMB 88 on property, plant and equipment for the years ended December 31, 2011 and 2013, respectively. These impairment losses relate to certain refining and chemicals production facilities that are held for use. The carrying values of these facilities were written down to their recoverable amounts that were primarily determined based on the asset held for use model using the present value of estimated future cash flows of the production facilities using the pre-tax discount rates for the years ended December 31, 2011, 2012 and 2013, respectively. The primary factor resulting in the impairment losses on long-lived assets of the refining and chemicals segments was due to higher operating and production costs caused by the increase in the prices of raw materials that are not expected to be covered through an increase in selling price.

Impairment losses recognized on long-lived assets of the marketing and distribution segment were RMB 269, RMB 8 and RMB 35 for the years ended December 31, 2011, 2012 and 2013, respectively, and comprised of impairment losses of RMB 241, RMB 8 and RMB 18 on property, plant and equipment for the years ended December 31, 2011, 2012 and 2013, respectively, impairment losses of RMB 28, nil, and RMB 15 on construction in progress for the years ended December 31, 2011 and 2013, and impairment losses of RMB 2 on investments of the year ended December 31, 2013, primarily relate to certain service stations and certain construction in progress that were closed or abandoned during respective years. In measuring the amounts of impairment charges, the carrying amounts of these assets were compared to the present value of the expected future cash flows of the assets, as well as information about sales and purchases of similar properties in the same geographic area.

Impairment losses recognized on long-lived assets of the corporate and others segment were RMB nil, RMB nil and RMB 15 for the years ended December 31, 2011, 2012 and 2013, respectively, and comprised of impairment losses of RMB 15 on property, plant and equipment for the year ended December 31, 2013.

(ii) Government grants for the years ended December 31, 2011, 2012 and 2013 primarily represent financial appropriation income and non-income tax refunds received from respective government agencies without conditions or other contingencies attached to the receipts of these grants.

8. INTEREST EXPENSE

	Years ended December 31, 2011 RMB	2012 RMB	2013 RMB
Interest expense incurred	9,398	12,069	11,435
Less: Interest expense capitalized*	(898)	(1,708)	(1,710)
	8,500	10,361	9,725
Accretion expenses (Note 27)	741	856	877
Interest expense	9,241	11,217	10,602
* Interest rates per annum at which borrowing costs were Capitalized for construction in progress	3.1% to 6.9%	2.6% to 6.2%	0.9% to 6.4%

9. TAX EXPENSE

Tax expense in the consolidated statement of income represents:

	Years ended December 31, 2011 RMB	2012 RMB	2013 RMB
Current tax			
- Provision for the year	22,731	23,950	22,741
- Adjustment of prior years	367	572	302
Deferred taxation (Note 21)	3,022	(676)	1,720
	26,120	23,846	24,763

Reconciliation between actual income tax expense and the expected income tax at applicable statutory tax rates is as follows:

	Years ended December 31, 2011 RMB	2012 RMB	2013 RMB
Earnings before income tax	104,565	90,642	95,052
Expected PRC income tax expense at statutory tax rates of 25%	26,141	22,661	23,763
Tax effect of preferential tax rate (Note)	(1,825)	(2,080)	(1,962)
Effect of income taxes from foreign operations in excess of taxes at the PRC statutory tax rate (Note)	1,587	1,911	2,171
Tax effect of non-deductible expenses	542	536	805
Tax effect of non-taxable income	(1,565)	(707)	(1,327)
Tax effect of utilization of previously unrecognized tax losses and temporary differences	(394)	(190)	(575)
Tax effect of tax losses not recognized	734	963	660
Write-down of deferred tax assets	533	180	926
Adjustment of prior years	367	572	302
Actual income tax expense .	26,120	23,846	24,763

Note:

The provision for PRC current income tax is based on a statutory income tax rate of 25% of the assessable income of the Group as determined in accordance with the relevant income tax rules and regulations of the PRC, except for certain entities of the Group in western regions in the PRC that are taxed at preferential income tax rate of 15% through the year 2020, and the foreign operation in Republic of Angola ("Angola") that is taxed at 50% of the assessable income as determined in accordance with the relevant income tax rules and regulations of Angola.

10 OTHER COMPREHENSIVE INCOME

	Years ended December 31,								
	2011			2012			2013		
	Before-tax amount RMB	Tax effect RMB	Net-of-tax amount RMB	Before-tax amount RMB	Tax effect RMB	Net-of-tax amount RMB	Before-tax amount RMB	Tax effect RMB	Net-of-tax amount RMB
Cash flow hedges:									
Effective portion of changes in fair value of hedging instruments recognized during the year	(2,926)	423	(2,503)	(438)	71	(367)	1,271	(210)	1,061
Amounts transferred to initial carrying amount of hedged items	(14)	2	(12)	—	—	—	(9)	1	(8)
Reclassification adjustments for amounts transferred to the consolidated income statement	3,106	(449)	2,657	258	(42)	216	(538)	89	(449)
Net movement during the year recognised in other comprehensive income	166	(24)	142	(180)	29	(151)	724	(120)	604
Available-for-sale securities:									
Changes in fair value recongnised during the year	(16)	1	(15)	26	—	26	1,747	(433)	1,314
Net movement during the year recognised in other comprehensive income	(16)	1	(15)	26	—	26	1,747	(433)	1,314
Share of other comprehensive income of associates	(179)	—	(179)	80	—	80	(297)	—	(297)
Foreign currency translation differences	(676)	—	(676)	(44)	—	(44)	(689)	—	(689)
Other comprehensive income	(705)	(23)	(728)	(118)	29	(89)	1,485	(553)	932

11. BASIC AND DILUTED EARNINGS PER SHARE

The calculation of basic earnings per share for the years ended December 31, 2011, 2012 and 2013 is based on the net income attributable to ordinary owners of the Company of RMB 73,225 , RMB 63,879 and RMB 66,132, respectively, and the weighted average number of the shares of 112,713,299,453, 112,853,724,741 and 116,102,910,373, respectively. The weighted average number of shares for the year ended December 31, 2011 and 2012 has been retrospectively adjusted as a result of bonus shares issuance and capitalization during the year (Note 28) and the basic earnings and diluted earnings per share have been adjusted retrospectively. The calculation of diluted earnings per share for the years ended December 31, 2011, 2012 and 2013 is based on the net income attributable to ordinary owners of the Company of RMB 72,938, RMB 64,482 and RMB 65,087, respectively, and the weighted average number of the shares of 116,733,935,215, 118,412,133,133 and 121,858,818,276, respectively, calculated as follows:

(i) Net income attributable to ordinary owners of the Company (diluted)

	2011 RMB	2012 RMB	2013 RMB
Net income attributable to ordinary owners of the Company	73,225	63,879	66,132
After tax effect of interest expenses (net of exchange gain) of the 2007 Convertible Bonds and the 2011 Convertible Bonds	657	556	476
After tax effect of unrealised gain (net of unrealised loss) on embedded derivative components of the 2007 Convertible Bonds and the 2011 Convertible Bonds	(944)	47	(1,521)
Net income attributable to ordinary owners of the Company (diluted)	72,938	64,482	65,087

(ii) Weighted average number of shares (diluted)

	2011 Number of shares	2012 Number of shares	2013 Number of shares
Weighted average number of shars as of December 31	112,713,299,453	112,853,724,741	116,102,910,373
Effect of conversion of the 2007 Convertible Bonds	1,410,317,416	1,421,733,118	1,439,688,889
Effect of conversion of the 2011 Convertible Bonds	2,610,318,346	4,136,675,274	4,316,219,014
Weighted average number of shares (diluted) as of December 31	116,733,935,215	118,412,133,133	121,858,818,276

12. TRADE ACCOUNTS RECEIVABLE, NET

	December 31, 2012 RMB	2013 RMB
Amounts due from third parties	63,311	50,638
Amounts due from Sinopec Group Company and fellow subsidiaries	7,207	9,311
Amounts due from associates and joint ventures	11,576	9,091
	82,094	69,040
Less: Impairment losses for bad and doubtful debts	(699)	(574)
Trade accounts receivable, net	81,395	68,466

Impairment losses for bad and doubtful debts are analyzed as follows:

	2011 RMB	2012 RMB	2013 RMB
Balance as of January 1	1,322	1,012	699
Impairment losses recognized for the year	51	44	36
Reversal of impairment losses	(124)	(155)	(38)
Written off	(237)	(202)	(123)
Balance as of December 31	1,012	699	574

Sales are generally on a cash term. Credit is generally only available for major customers with well-established trading records. Amounts due from Sinopec Group Company and fellow subsidiaries are repayable under the same terms.

Trade accounts receivable (net of impairment losses for bad and doubtful debts) primarily represents receivables that are neither past due nor impaired. These receivables relate to a wide range of customers for whom there is no recent history of default.

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13. INVENTORIES

	December 31, 2012 RMB	2013 RMB
Crude oil and other raw materials	115,025	124,198
Work in progress	20,734	21,181
Finished goods	79,494	76,289
Spare parts and consumables	3,500	1,989
	218,753	223,657
Less: Allowance for diminution in value of inventories	(491)	(1,751)
	218,262	221,906

Allowance for diminution in value of inventories is analyzed as follows:

	2011 RMB	2012 RMB	2013 RMB
Balance as of January 1	1,091	1,382	491
Allowance for the year	3,264	7,419	1,453
Reversal of allowance on disposal	(122)	(378)	(1)
Written off	(2,851)	(7,943)	(192)
Other increase	—	11	—
Balance as of December 31	1,382	491	1,751

During the years ended December 31, 2011, 2012 and 2013, costs of inventories recognized as an expense in the consolidated statement of income were RMB 2,092,421, RMB 2,372,215 and RMB 2,433,886, respectively. Such costs include the write-down of inventories that was primarily related to the refining and chemicals segment, of RMB 3,264, RMB 7,419 and RMB 1,453, respectively, and the reversal of write-down of inventories of RMB 122, RMB 378 and RMB 1, respectively. The write-down of inventories and the reversal of write-down of inventories were recorded in purchased crude oil, products and operating supplies and expenses in the consolidated statement of income. The write-down of inventories for the year ended December 31, 2011, 2012 and 2013 were RMB 2,851, RMB 7,943 and RMB 192, which were realized primarily with the sales of inventories.

14. PREPAID EXPENSES AND OTHER CURRENT ASSETS

	December 31, 2012 RMB	2013 RMB
Receivables	8,622	10,130
Advances to suppliers	4,370	4,216
Value-added tax input tax deduction to stay	20,264	19,756

Derivative financial instruments	1,193	4,664
	34,449	38,766

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15. PROPERTY, PLANT AND EQUIPMENT

	Plants and buildings RMB	Oil and gas properties RMB	Equipment, machinery and others RMB	Total RMB
Cost:				
Balance as of January 1, 2012	68,476	469,178	611,005	1,148,659
Additions	369	2,848	1,121	4,338
Transferred from construction in progress	4,445	44,829	48,509	97,783
Reclassifications	15,696	(65,498)	49,802	—
Contribution to a joint venture	—	—	(271)	(271)
Reclassification to lease prepayments and other long-term assets	(1,740)	—	(8,393)	(10,133)
Disposals	(1,029)	—	(8,189)	(9,218)
Exchange adjustments	(2)	(69)	(1)	(72)
Balance as of December 31, 2012	86,215	451,288	693,583	1,231,086
Balance as of January 1, 2013	86,215	451,288	693,583	1,231,086
Additions	100	4,188	1,058	5,346
Transferred from construction in progress	10,385	61,144	87,573	159,102
Reclassifications	1,010	10	(1,020)	—
Contribution to a joint venture	(2)	—	(53)	(55)
Reclassification to lease prepayments and other long-term assets	(252)	—	(3,329)	(3,581)
Disposals	(619)	—	(9,645)	(10,264)
Exchange adjustments	(50)	(929)	(65)	(1,044)
Balance as of December 31, 2013	96,787	515,701	768,102	1,380,590
Accumulated depreciation:				
Balance as of January 1, 2012	35,088	237,592	310,043	582,723
Depreciation for the year	2,757	30,293	35,130	68,180
Impairment losses for the year	—	1,006	8	1,014
Reclassifications	(2,864)	(16,645)	19,509	—
Contribution to a joint venture	—	—	(219)	(219)
Reclassification to lease prepayments and other long-term assets	(158)	—	(2,110)	(2,268)

Written back on disposals	(333)	—	(6,948)	(7,281)
Exchange adjustments	—	(32)	—	(32)
Balance as of December 31, 2012	34,490	252,214	355,413	642,117
Balance as of January 1, 2013	34,490	252,214	355,413	642,117
Depreciation for the year	3,109	34,347	38,065	75,521
Impairment losses for the year	23	2,520	101	2,644
Transferred from construction in progress	516	—	—	516
Reclassifications	83	7	(90)	—
Contribution to a joint venture	(1)	—	(34)	(35)
Reclassification to lease prepayments and other long-term assets	(40)	—	(394)	(434)
Written back on disposals	(483)	—	(8,312)	(8,795)
Exchange adjustments	(17)	(494)	(28)	(539)
Balance as of December 31, 2013	37,680	288,594	384,721	710,995
Net book value:				
Balance as of January 1, 2012	33,388	231,586	300,962	565,936
Balance as of December 31, 2012	51,725	199,074	338,170	588,969
Balance as of December 31, 2013	59,107	227,107	383,381	669,595

Note:

The additions to the oil and gas properties of the Group for the years ended December 31, 2012 and 2013 included RMB 2,833 and RMB 4,188, respectively, of the estimated dismantlement costs for site restoration (Note 27).