

JILIN CHEMICAL INDUSTRIAL CO LTD

Form SC TO-T

November 16, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

JILIN CHEMICAL INDUSTRIAL COMPANY LIMITED
(Name of Subject Company)

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

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

Copy to:

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CALCULATION OF FILING FEE

Transaction Valuation*

\$348,250,406

Amount of Filing Fee**

\$40,990

* Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying HK\$2.80, the per share tender offer price, by 964,778,000, the total amount of the H Shares currently outstanding, including H Shares represented by American Depositary Share, and using a US\$ / HK\$ exchange rate of US\$1

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: HK\$7.7570 as quoted by the Federal Reserve Bank of New York on November 9, 2005.

** Calculated as 0.011770% of the transaction value.

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

Amount Previously Paid: _____ Filing Party: _____

Form or Registration No.: _____ Date Filed: _____

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

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

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

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

INTRODUCTION

This Tender Offer Statement on Schedule TO (this "Schedule TO"), is filed by PetroChina Company Limited, a joint stock limited company incorporated in the People's Republic of China with limited liability ("PetroChina"). This Schedule TO relates to the offer by PetroChina to purchase (i) all outstanding foreign invested shares, par value RMB 1.00 per share (the "H Shares") of Jilin Chemical Industrial Company Limited, a joint stock limited company incorporated in the People's Republic of China with limited liability ("Jilin"), at a purchase price of HK\$2.80 per H Share, to the seller in cash, and (ii) all H Shares represented by American Depositary Shares (the "ADSs") of Jilin, at a purchase price of \$HK280.00 per 100 H Shares represented by each ADS, to the seller in cash, in each case without interest thereon and less any required withholding taxes and Hong Kong stamp duties, upon the terms and subject to the conditions set forth in the Composite Offer and Response Document Relating to the H Share Offer Class Meeting of the Jilin H Shareholders, dated November 16, 2005 (the "Composite Document") and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1) and (a)(2) (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). As more specifically outlined below, the information set forth in the Composite Document and the related Letter of Transmittal is incorporated herein by reference.

Item 1. Summary Term Sheet.

This information is set forth in the section of the Composite Document entitled "SUMMARY OF TERMS" and "QUESTIONS AND ANSWERS ABOUT THE H SHARE OFFER" and is incorporated herein by reference.

Item 2. Subject Company Information.

(a) (b) This information is set forth in the section of Appendix VI to the Composite Document entitled "Information of Jilin" and is incorporated herein by reference.

(c) This information is set forth in the section of the Composite Document entitled "SPECIAL FACTORS REGARDING THE H SHARE OFFER - Historical Share Trading and Dividend Information" and is incorporated herein by reference.

Item 3. Identity and Background of Filing Person.

(a) (c)(1) (5) This information is set forth in the section of the Composite Document entitled "SPECIAL FACTORS REGARDING THE H SHARE OFFER - Background of the H Share Offer" and the sections of Appendix V to the Composite Document entitled "Information on PetroChina" and "Information on CNPC" and is incorporated herein by reference.

Item 4. Terms of the Transaction.

(a) This information is set forth in the sections of the Composite Document entitled "SUMMARY OF TERMS", "QUESTIONS AND ANSWERS ABOUT THE H SHARE OFFER", "LETTER FROM PETROCHINA - Our Intention With Respect to Jilin", "LETTER

FROM CITIGROUP Information on the H Share Offer , SPECIAL FACTORS REGARDING THE H SHARE OFFER PetroChina's Reasons for the H Share Offer and the A Share Offer , SPECIAL FACTORS REGARDING THE H SHARE OFFER Certain Effects of the H Share Offer , SPECIAL FACTORS REGARDING THE H SHARE OFFER Material United States Federal Income Tax Consequences and SPECIAL FACTORS REGARDING THE H SHARE OFFER Accounting Treatment and in Appendix I to the Composite Document and is incorporated herein by reference.

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

(a) This information is set forth in the section of the Composite Document entitled SPECIAL FACTORS REGARDING THE H SHARE OFFER Related Party Transactions and note 29 on page II-35 of Appendix II to the Composite Document and is incorporated herein by reference.

(b) This information is set forth in the section of Appendix I to the Composite Document entitled SPECIAL FACTORS REGARDING THE H SHARE OFFER Background of the H Share Offer and is incorporated herein by reference.

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

(a) This information is set forth in the section of the Composite Document entitled LETTER FROM PETROCHINA Reasons for the H Share Offer and the A Share Offer and the section of the Composite Document entitled SPECIAL FACTORS REGARDING THE H SHARE OFFER PetroChina's Reasons for the H Share Offer and the A Share Offer and is incorporated herein by reference.

(c)(1)-(7) This information is set forth in the sections of the Composite Document entitled SUMMARY OF TERMS , QUESTIONS AND ANSWERS ABOUT THE H SHARE OFFER , LETTER FROM PETROCHINA Our Intention with Respect to Jilin , LETTER FROM CITIGROUP Further Terms of the H Share Offer and the A Share Offer , SPECIAL FACTORS REGARDING THE H SHARE OFFER PetroChina's Reasons for the H Share Offer and the A Share Offer and SPECIAL FACTORS REGARDING THE H SHARE OFFER Certain Effects of the H Share Offer and is incorporated herein by reference.

Item 7. Source and Amount of Funds or Other Consideration.

(a) This information is set forth in the sections of the Composite Document entitled LETTER FROM CITIGROUP Information on the H Share Offer Consideration for H Share Offer , LETTER FROM CITIGROUP Information on the H Share Offer Financial Resources Available for the H Share Offer and QUESTIONS AND ANSWERS ABOUT THE H SHARE OFFER and is incorporated herein by reference.

(b) None.

(d) Not applicable.

Item 8. Interest in Securities of the Subject Company.

(a) This information is set forth in the sections of the Composite Document entitled SPECIAL FACTORS REGARDING THE H SHARE OFFER Interests of Certain Persons in the H Share Offer , SPECIAL FACTORS REGARDING THE H SHARE OFFER

Transactions of Arrangements Concerning the Jilin A Shares or the Jilin H Shares and the section of Appendix V to the Composite Document entitled Interests in the Jilin Shares and is incorporated herein by reference.

(b) This information is set forth in the section of Appendix V to the Composite Document entitled Dealings in the Jilin Shares and is incorporated herein by reference.

Item 9. Persons/Assets, Retained, Employed, Compensated or Used.

(a) This information is set forth in the section of the Composite Document entitled SPECIAL FACTORS REGARDING THE H SHARE OFFER Persons Retained, Employed, Compensated or Used and is incorporated herein by reference.

Item 10. Financial Statements.

Not applicable.

Item 11. Additional Information.

(a)(1) Not applicable.

(a)(2) This information is set forth in the section of the Composite Document entitled SPECIAL FACTORS REGARDING THE H SHARE OFFER Regulatory Approvals and is incorporated herein by reference.

(a)(3) Not applicable.

(a)(4) This information is set forth in the section of the Composite Document entitled SPECIAL FACTORS REGARDING THE H SHARE OFFER Certain Effects of the H Share Offer and is incorporated herein by reference.

(a)(5) Not applicable.

(b) None.

Item 12. Material to Be Filed as Exhibits.

(a)(1) Composite Document dated November 16, 2005 (incorporated herein by reference to Exhibit (a)(1) of the Schedule 13E-3 filed by PetroChina and Jilin with the SEC on November 16, 2005).

(a)(2) Form of Letter of Transmittal (incorporated herein by reference to Exhibit (a)(2) of the Schedule 13E-3 filed by PetroChina and Jilin with the SEC on November 16, 2005).

(a)(3) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated herein by reference to Exhibit (a)(3) of the Schedule 13E-3 filed by PetroChina and Jilin with the SEC on November 16, 2005).

(a)(4) Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Nominees to Clients (incorporated herein by reference to Exhibit (a)(4) of the Schedule 13E-3 filed by PetroChina and Jilin with the SEC on November 16, 2005).

- (a)(5) Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 (incorporated herein by reference to Exhibit (a)(5) of the Schedule 13E-3 filed by PetroChina and Jilin with the SEC on November 16, 2005).
- (a)(6) Press Release issued by PetroChina on October 31, 2005 (incorporated herein by reference to the Schedule TO-C filed by PetroChina with the SEC on October 31, 2005).
- (a)(7) Joint Announcement by PetroChina and Jilin, dated October 28, 2005 and issued on October 31, 2005 (incorporated herein by reference to the Schedule TO-C filed by PetroChina with the SEC on October 31, 2005).
- (a)(8) Second Joint Announcement by PetroChina and Jilin, dated November 15, 2005 and issued on November 16, 2005 (incorporated herein by reference to Exhibit (a)(10) of the Schedule 13E-3 filed by PetroChina and Jilin with the SEC on November 16, 2005).

Item 13. Information Required by Schedule 13E-3.

Not applicable.

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

Dated: November 16, 2005

PETROCHINA COMPANY LIMITED

By: /s/ Jiang Jiemin

Name: Jiang Jiemin

Title: Vice Chairman and President

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EXHIBIT INDEX

Exhibit No.

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