

EXHIBIT B

**FORM OF CERTIFICATE
TO BE DELIVERED IN CONNECTION WITH
CERTAIN TRANSFERS TO QIBs**

CITICORP INTERNATIONAL LIMITED

56/F, One Island East
18 Westlands Road
Island East Hong Kong

Attention: Agency and Trust

Re: Sinopec Group Overseas Development (2014) Limited (the “**Issuer**”)
4.375% Senior Notes due 2024 (the “**Notes**”)

Dear Sirs:

In connection with our proposed purchase of US\$_____ aggregate principal amount of the Notes, we confirm that

1. We represent and warrant that we are a “qualified institutional buyer” (a “**QIB**”) within the meaning of Rule 144A under the Securities Act of 1933, as amended (the “**Securities Act**”), and have purchased the Notes referred to above for our own account or for the account of one or more other QIBs with respect to which we exercise sole investment discretion.
2. We are aware that the sale of the Notes referred to above is being made in reliance on Rule 144A.
3. We acknowledge that we have received such information regarding China Petrochemical Corporation as we have requested pursuant to Rule 144A or have determined not to request such information.
4. We are aware that the transferor of the Notes referred to above is relying upon the foregoing representations in order to claim the exemption from registration provided by Rule 144A.
5. We hereby agree to comply with the restrictions set forth under the section entitled “Transfer Restrictions” in that offering memorandum, dated April 2, 2014, prepared in connection with the offering of the Notes.

You and the Issuer are entitled to conclusively rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matter covered hereby.

Very truly yours,

[Name of Transferee]

By: _____
Authorized Signature

FORM OF CERTIFICATE
TO BE DELIVERED IN CONNECTION WITH TRANSFERS
PURSUANT TO REGULATION S

_____, ____

CITICORP INTERNATIONAL LIMITED
56/F, One Island East
18 Westlands Road
Island East Hong Kong

Attention: Agency and Trust

Re: Sinopec Group Overseas Development (2014) Limited (the “**Issuer**”)
4.375 % Senior Notes due 2024 (the “**Notes**”)

Dear Sirs:

In connection with our proposed sale of US\$_____ aggregate principal amount of the Notes, we confirm that such sale has been effected pursuant to and in accordance with Regulation S under the Securities Act of 1933, as amended (the “**Securities Act**”), and accordingly, we represent that:

- (1) the offer of the Notes was not made to a person in the United States;
- (2) either (i) at the time the buy order was originated, the transferee was outside the United States or we and any person acting on our behalf reasonably believed that the transferee was outside the United States or (ii) the transaction was executed in, on or through the facilities of a designated off-shore securities market and neither we nor any person acting on our behalf knows that the transaction has been pre-arranged with a buyer in the United States;
- (3) no directed selling efforts have been made by us in the United States in contravention of the requirements of Rule 903(a)(2) or Rule 904(a)(2) of Regulation S, as applicable; and
- (4) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act.

In addition, if the sale is made during a restricted period and the provisions of Rule 903(b)(2) or Rule 904(b)(1) of Regulation S are applicable thereto, we confirm that such sale has been made in accordance with the applicable provisions of Rule 903(b)(2) or Rule 904(b)(1), as the case may be.

You and the Issuer are entitled to conclusively rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby. Terms used in this certificate have the meanings set forth in Regulation S.

Very truly yours,

[Name of Transferor]

By: _____
Authorized Signature