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CNOOC LTD  
Form 6-K  
December 09, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 6-K  
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REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934

For December 9, 2002

CNOOC Limited

(Translation of registrant's name into English)

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65th Floor  
Bank of China Tower  
One Garden Road  
Central, Hong Kong  
(Address of principal executive offices)

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(Indicate by check mark whether the registrant files or will file  
annual reports under cover Form 20-F or Form 40-F)

Form 20-F  Form 40-F   
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(Indicate by check mark whether the registrant by furnishing the information  
contained in this Form is also thereby furnishing the information to the  
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of  
1934.)

Yes  No   
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(If "Yes" is marked, indicate below the file number assigned to the registrant  
in connection with Rule 12g3-2(b): N/A.)

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CNOOC LIMITED

JPMorgan Chase Bank, Depository
P.O. Box 43062, Providence, RI 02940-5115

The undersigned, a holder of record on December 9, 2002, of American Depository Receipts representing Hong Kong Shares of CNOOC Limited, hereby requests and authorizes JPMorgan Chase Bank, Depository, through its Nominee or Nominees, to vote or execute a proxy to vote the underlying Hong Kong Shares of the Company, represented by American Depository Receipts, registered in the name of the undersigned at the Extraordinary General Meeting of CNOOC Limited to be held at Island Shangri-la Hong Kong, Two Pacific Place, Supreme Court Road, Hong Kong, on Monday, December 23, 2002, at 11:00 a.m. (Hong Kong time), or at any adjournment thereof.

These instructions, when properly signed and dated, will be voted in the manner directed herein. If you mark the box to indicate that you wish to give a discretionary proxy to the Chairman of the Meeting, the underlying Hong Kong Shares represented by your American Depository Receipts will be voted by the Chairman of the Meeting in his or her discretion.(1)

NOTE: In order to have the aforesaid Hong Kong Shares voted, this Voting Instruction Card MUST be returned to the Depository via facsimile or mail before 3:00 p.m., December 19, 2002, to JPMorgan Chase Bank, P.O. Box 43062, Providence, RI 02940-5115, fax number (781)575-2121.

PLEASE VOTE, DATE AND SIGN ON REVERSE AND RETURN PROMPTLY
IN THE ENCLOSED ENVELOPE.

Please sign this Voting Instruction Card exactly as your name(s) appear(s) on the books of the Depository. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

HAS YOUR ADDRESS CHANGED?

DO YOU HAVE ANY COMMENTS?

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Extraordinary General Meeting

Ordinary Resolution

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THAT the ongoing connected transactions as described in the Announcement made by the Company on December 5, 2002(2), which the Company expects to occur on a regular and continuous basis in the ordinary and usual course of business of the Company and its subsidiaries, as the case may be, be and are hereby generally and unconditionally approved and the directors of the Company are hereby authorized to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such transactions.

- 1 Please refer to the discretionary box on the reverse of this form.
2 Details of the Announcement are set out in full in the "Letter from the Board" contained in the Shareholders' Circular.

[ X ] PLEASE MARK VOTES
[ ] AS IN THIS EXAMPLE

Extraordinary General Meeting

CNOOC LIMITED

For
[ ]
[ ]
Ordinary Resolution

PLEASE REFER TO THE REVERSE OF THIS FORM FOR THE RESOLUTION TO BE VOTED AT THE MEETING.

CONTROL NUMBER:

Mark box at right if you wish to proxy to the Chairman of the Meeting. Marking the box to the right voids the instructions indicated above.

Please be sure to sign and date this Voting Instruction Card. Date

Mark box at right if an address has been noted on the reverse of this card.

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|  
|\_\_ ADR holder sign here \_\_\_\_\_ Co-owner sign here \_\_\_\_\_|

DETACH CARD

TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY RECEIPTS ("ADRs")  
REPRESENTING HONG KONG SHARES OF  
CNOOC LIMITED

JPMorgan Chase Bank (the "Depositary") has received advice that an Extraordinary General Meeting of shareholders of CNOOC Limited (the "Company") will be held at Island Shangri-La Hotel, Two Pacific Place, Supreme Court Road, Hong Kong, on Monday, December 23, 2002, at 10:00 a.m. (Hong Kong time), for the purposes set forth on the reverse of this form.

If you are desirous of having the Depositary, through its Nominee or Nominees, vote or abstain to vote the Hong Kong Shares represented by your American Depositary Receipts for or against a Resolution to be proposed, at the Meeting, kindly execute and forward to JPMorgan Chase Bank the attached Voting Instruction Card. The enclosed postage paid envelope is provided for this purpose. This Voting Instruction Card should be executed in such manner as to show clearly whether you wish the Nominee or the Nominees of the Depositary to vote for or against the Resolution, as proposed. Alternatively, you may include instructions to give a discretionary proxy to the Chair of the Meeting. The Voting Instruction Card MUST be forwarded in sufficient time to reach the Depositary before 3:00 p.m., December 19, 2002. Only the registered holders of record at the close of business on December 9, 2002, will be entitled to execute the attached Voting Instruction Card.

Completion and delivery of the Voting Instruction Card will not preclude you from attending the Meeting if you so wish. In such event, this Voting Instruction Card shall be deemed to be submitted.

NOTE: Due to the limited amount of time available before the proxy deadline, the completion of the Voting Instruction Card can be faxed (with the original to follow by mail) to: Kent Leonard, JPMorgan Chase Bank, 100 Wall Street, New York, NY 10038-6000, Attention: ADR Center - ADR fax number (781) 575-2121.

JPMorgan Chase Bank, Depositary

Dated: December 9, 2002

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be issued on its behalf by the undersigned, thereunto duly authorized.

CNOOC Limited

By: /s/ Cao Yunshi

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Name: Cao Yunshi  
Title: Company Secretary

Dated: December 9, 2002