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CNOOC LTD
Form 6-K
June 15, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

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

For June 15, 2004

CNOOC Limited

(Translation of registrant's name into English)

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

(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

X

Form 40-F

(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

X

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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.)

CNOOC LIMITED
[CHINESE CHARACTERS OMITTED]
(stock code: 883)
(Incorporated in Hong Kong with limited liability)

ANNUAL GENERAL MEETING HELD ON 14 JUNE 2004 POLL RESULTS

CNOOC Limited ("the Company") is pleased to announce the poll results in respect of the resolutions proposed at the Annual General Meeting of the Company held on 14 June 2004 as follows :-

Resolutions	Number of Votes
	For
To re-elect Mr. Zhou Shouwei as Executive Director.	33,135,305,363 99.5585%
As more than 50% of the votes cast were in favour of the resolution, the resolution was passed as an ordinary resolution.	
To re-elect Dr. Kenneth S. Courtis as Independent Non-executive Director.	33,132,986,863 99.5515%
As more than 50% of the votes cast were in favour of the resolution, the resolution was passed as an ordinary resolution.	
To re-elect Dr. Erwin Schurtenberger as Independent Non-executive Director.	33,132,899,763 99.5512%
As more than 50% of the votes cast were in favour of the resolution, the resolution was passed as an ordinary resolution.	
To re-elect Mr. Evert Henkes as Independent Non-executive Director.	33,135,826,863 99.5599%
As more than 50% of the votes cast were in favour of the resolution, the resolution was passed as an ordinary resolution.	
To re-appoint Ernst & Young as Auditors and to authorize the Directors to fix their remuneration.	33,297,055,498 99.9984%
As more than 50% of the votes cast were in favour of the resolution, the resolution was passed as an ordinary resolution.	
To grant a general mandate to the Directors to repurchase	33,636,115,298

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shares in the Company not exceeding 10% of the aggregate nominal amount of the existing issued share capital.	99.1072%
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As more than 50% of the votes cast were in favour of the resolution, the resolution was passed as an ordinary resolution.

To grant a general mandate to the Directors to issue, allot and deal with additional shares not exceeding 20% of the existing issued share capital.	30,662,473,771 89.5724%
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As more than 50% of the votes cast were in favour of the resolution, the resolution was passed as an ordinary resolution.

To extend the general mandate granted to the Directors to issue, allot and deal with shares by the number of shares repurchased.	33,561,459,498 99.7712%
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As more than 50% of the votes cast were in favour of the resolution, the resolution was passed as an ordinary resolution.

To amend the articles of association of the Company.	33,442,853,043 99.9125%
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As more than 75% of the votes cast were in favour of the resolution, the resolution was passed as a special resolution.

Notes

- (1) The total number of shares of the Company entitling the holders to attend and vote for or against any resolution at the AGM: 41,061,951,275

Every member present in person or by proxy has one vote for every share of which he is the holder

- (2) The total number of shares entitling the shareholder of the Company to attend and vote only against any resolution at the AGM: Nil

- (3) Computershare Hong Kong Investor Services Limited acted as the scrutineer for the vote-taking at the AGM.

The Board comprises:
 Executive Directors
 Fu Chengyu (Chairman)
 Jiang Longsheng
 Zhou Shouwei
 Luo Han

Independent non-executive Directors:
 Chiu Sung Hong
 Dr. Kenneth S. Courtis

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Dr. Erwin Schurtenberger
Evert Henkes

For and on behalf of
CNOOC Limited
Cao Yunshi
Company Secretary

Hong Kong, 14 June 2004

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report on Form 6-K to be signed on its behalf by the undersigned, thereunto duly authorized.

CNOOC Limited

By: /s/ Cao Yunshi

Name: Cao Yunshi
Title: Company Secretary

Dated: June 15, 2004