

CNOOC LTD  
Form 6-K  
August 21, 2012

UNITED STATES  
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 the month of August 2012

Commission File Number 1-14966

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 of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

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

Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): Not applicable

Signature

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

CNOOC Limited

By: /s/ Hua Zhong  
Name: Hua Zhong  
Title: Joint Company Secretary

Dated: August 21, 2012

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EXHIBIT INDEX

Exhibit No.	Description
99.1	Announcement dated August 21, 2012, entitled “Poll Results of Extraordinary General Meeting Held on 21 August 2012”.

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Exhibit 99.1

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(Incorporated in Hong Kong with limited liability under the Companies Ordinance)  
(Stock Code: 00883)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING  
HELD ON 21 AUGUST 2012

The extraordinary general meeting (the “EGM”) was held at Island Shangri-La Pacific Place, Supreme Court Road, Central, Hong Kong on 21 August 2012 at 5:30 p.m., at which the ordinary resolution in respect of the Coalbed Methane Resources Exploration and Development Cooperation Agreement dated 3 August 2012 between CNOOC China and CUCBM (the “Agreement”) and the transactions contemplated thereunder was duly passed by the Independent Shareholders by way of poll.

Reference is made to the Notice of EGM and Circular of CNOOC Limited (the “Company”) dated 3 August 2012 in respect of the Agreement (the “Notice and Circular”). Unless otherwise specified in this announcement, terms used herein shall have the same meanings as defined in the Notice and Circular.

POLL RESULTS AT THE EGM

The EGM was held at Island Shangri-La Pacific Place, Supreme Court Road, Central, Hong Kong on 21 August 2012 at 5:30 p.m., at which the ordinary resolution in respect of the Agreement and the transactions contemplated thereunder was duly passed by the Independent Shareholders by way of poll.

As at the date of the EGM, the total number of Shares in issue was 44,646,305,984. As explained in the Circular, OOGC, CNOOC BVI and their respective associates were required to, and did, abstain from voting in relation to the ordinary resolution in respect of the Agreement and the transactions contemplated thereunder. As at the date of the EGM, OOGC, CNOOC BVI and their respective associates held in aggregate 28,772,727,273 Shares. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote on the ordinary resolution at the EGM was 15,873,578,711 representing approximately 35.5% of the total number of Shares in issue. There were no Shares entitling the holders to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Listing Rules.

The vote-taking at the EGM was scrutinized by representatives from Hong Kong Registrars Limited. The results of the poll at the EGM were as follows:

	Number of votes (%)		Total number of votes cast
	For	Against	
Ordinary Resolution To approve the Agreement and the transactions contemplated thereunder, as described in the Notice of Extraordinary General Meeting dated 3 August 2012	9,490,910,199 (98.519513%)	142,623,200 (1.480487%)	9,633,533,399

By Order of the Board  
CNOOC Limited  
Zhong Hua  
Joint Company Secretary

Hong Kong, 21 August 2012

As at the date of this announcement, the Board comprises the following:

Executive Directors

Li Fanrong  
Wu Guangqi

Independent Non-executive Directors

Chiu Sung Hong  
Lawrence J. Lau  
Tse Hau Yin, Aloysius  
Wang Tao

Non-executive Directors

Wang Yilin (Chairman)  
Yang Hua (Vice Chairman)  
Zhou Shouwei  
Wu Zhenfang