

CNOOC LTD
Form 6-K
May 24, 2013

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 May 2013

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: May 24, 2013

EXHIBIT INDEX

| Exhibit No. | Description |
|----------------|---|
| 99.1 | Announcement dated May 24, 2013, entitled "Poll Results of Annual General Meeting Held on 24 May 2013". |

Exhibit 99.1

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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

POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 24 MAY 2013

The AGM was held at Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 24 May 2013 at 3:00 p.m., at which all the ordinary resolutions (as proposed) were duly passed by the Shareholders by way of poll.

Reference is made to the Notice of the 2012 Annual General Meeting and the explanatory statement of CNOOC Limited (the “Company”) in respect of the general mandates to issue securities and repurchase shares, re-election of directors and change of independent auditors dated 8 April 2013 (collectively the “Notices and Explanatory Statement”). Unless otherwise specified in this announcement, terms used herein shall have the same meanings as defined in the Notices and Explanatory Statement.

POLL RESULTS AT THE AGM

The annual general meeting of the Company (the “AGM”) was held at Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 24 May 2013 at 3:00 p.m.. The Board is pleased to announce that all the ordinary resolutions (as proposed) were duly passed by the Shareholders by way of poll at the AGM.

As at the date of the AGM, the total number of Shares in issue was 44,646,305,984. There is no Shareholder that is materially interested in any of the proposed resolutions at the AGM, and therefore none of the Shareholder is required to abstain from voting in respect of the relevant resolutions. Accordingly, the total number of Shares entitling the Shareholders to attend and vote in respect of the relevant resolutions at the AGM was 44,646,305,984. There were no Shares in respect of which their holders were entitled to attend and abstain from voting in favor of, or were required to abstain from voting on any of the relevant resolutions at the AGM, under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

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

| | Ordinary Resolutions | Number of votes (%) | |
|-----|--|--------------------------------|-------------------------------|
| | | For | Against |
| A1. | To receive and consider the audited Statement of Accounts together with the Report of the Directors and the Independent Auditors' Report thereon for the year ended 31 December 2012. | 38,066,266,170 (99.999153%) | 322,600 (0.000847%) |
| A2. | To declare a final dividend for the year ended 31 December 2012. | 38,038,986,106 (99.914132%) | 32,691,409 (0.085868%) |
| A3. | To re-elect Mr. Yang Hua as a Non-executive Director of the Company. | 37,414,091,178 (98.277619%) | 655,706,937 (1.722381%) |
| A4. | To re-elect Mr. Zhou Shouwei as a Non-executive Director of the Company. | 37,024,419,880 (97.263571%) | 1,041,651,135 (2.736429%) |
| A5. | To re-elect Mr. Chiu Sung Hong as an Independent Non-executive Director of the Company. | 37,944,969,141 (99.679175%) | 122,128,874 (0.320825%) |
| A6. | To authorise the Board of Directors to fix the remuneration of each of the Directors. | 37,987,345,606 (99.828082%) | 65,419,390 (0.171918%) |
| A7. | To appoint Deloitte Touche Tohmatsu as the Company and its subsidiaries' independent auditors and to authorise the Board of Directors to fix their remuneration. | 38,050,069,996 (99.960583%) | 15,004,219 (0.039417%) |
| B1. | To grant a general mandate to the Directors to repurchase shares in the capital of the Company not exceeding 10% of the share capital of the Company in issue as at the date of passing of this resolution. | 37,981,256,680 (99.787612%) | 80,839,316 (0.212388%) |
| B2. | To grant a general mandate to the Directors to issue, allot and deal with additional shares in the capital of the Company not exceeding 20% of the share capital of the Company in issue as at the date of passing of this resolution. | 30,008,212,243 (78.824591%) | 8,061,394,872 (21.175409%) |
| B3. | To extend the general mandate granted to the Directors to issue, allot and deal with shares in the capital of the Company by the aggregate number of shares repurchased, which shall not exceed 10% of the share capital of the | 30,460,367,923 (80.012281%) | 7,609,247,892 (19.987719%) |

Company in issue as at the date of
passing of this resolution.

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

Hong Kong, 24 May 2013

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