CNOOC LTD Form 6-K May 27, 2011

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 2011

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 chec	ck mark whether th	ie regist	rant files or will	file annual reports under cover of Form 20-F or Form	40-F
	Form 20-F	X	Form 40-F	_	
Indicate by chec 101(b)(1):	•	strant is	submitting the F	Form 6-K in paper as permitted by Regulation S-T Rule	3
Indicate by chec 101(b)(7):	•	strant is	submitting the F	Form 6-K in paper as permitted by Regulation S-T Rule	9
•		•	0	tion contained in this Form, the registrant is also therel Rule 12g3-2(b) under the Securities Exchange Act of 1	•
	Yes_		No X		
If "Yes" is mark applicable	xed, indicate below	the file	number assigne	ed to the registrant in connection with Rule 12g3-2(b):	Not

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/ Jiang Yongzhi Name: Jiang Yongzhi

Title: Joint Company Secretary

Dated: May 27, 2011

EXHIBIT INDEX

Exhibit No. Description

Announcement dated May 27, 2011, entitled "Poll Resuts of Annual General Meeting Held on 27 May 2011".

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 27 MAY 2011

The AGM was held at Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Hong Kong on 27 May 2011 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 explanatory statement of CNOOC Limited (the "Company") dated 7 April 2011, the Notice of the 2010 Annual General Meeting dated 7 April 2011 and Supplementary Notice of the 2010 Annual General Meeting dated 21 April 2011 in respect of the general mandates to issue securities and repurchase shares and re-election of directors (collectively the "Explanatory Statement and Notices"). Unless otherwise specified in this announcement, terms used herein shall have the same meanings as defined in the Explanatory Statement and Notices.

POLL RESULTS AT THE AGM

The annual general meeting of the Company (the "AGM") was held at Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Hong Kong on 27 May 2011 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 44,669,199,984. 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 44,669,199,984. There were no Shares in respect of which their holders were entitled to attend and vote only against any of the relevant resolutions at the AGM.

1

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

	Ondinam	Number of votes (%)				
	Ordinar	Ordinary Resolutions		Against		
A1.	To receive and consider	er the audited Statement of Accounts together	38,487,733,978	840,200		
	with the Reports of the	Directors and the Independent Auditors'	(99.997817%)	(0.002183%)		
	Report thereon for the					
A2.	To declare a final divid	38,525,590,087	1,150,600			
			(99.997014%)	(0.002986%)		
A3.	(i)	To re-elect Mr. Wang Yilin as	38,286,448,719	234,108,768		
		Non-executive Director;	(99.392250%)	(0.607750%)		
	(ii)	To re-elect Mr. Li Fanrong as Executive	38,068,045,615	453,321,072		
		Director;	(98.823196%)	(1.176804%)		
	(iii)	To re-elect Mr. Lawrence J. Lau as	38,500,293,498	20,902,293		
		Independent Executive Director;	(99.945738%)	(0.054262%)		
	(iv)	To re-elect Mr. Wang Tao as Independent	38,496,816,098	23,567,593		
		Executive Director; and	(99.938818%)	(0.061182%)		
	(v)	To authorise the Board of Directors to fix	38,461,375,731	3,962,200		
		the remuneration of each of the Directors.	(99.989699%)	(0.010301%)		
A4.	To re-appoint the Com	38,517,324,988	11,342,303			
	the Board of Directors	(99.970561%)	(0.029439%)			
B1.	To grant a general mar	38,526,627,891	2,282,096			
	the capital of the Comp	(99.994077%)	(0.005923%)			
	of the Company in issu					
B2.	To grant a general mar	31,806,204,436	6,680,389,951			
	with additional shares	(82.642294%)	(17.357706%)			
	20% of the share capital of the Company in issue as at the date of					
	passing of this resolution					
B3.	To extend the general i	32,231,842,841	6,186,522,615			
	issue and deal with sha	(83.896966%)	(16.103034%)			
	aggregate number of sl					
	10% of the share capita					
	passing of this resolution					

By Order of the Board CNOOC Limited Jiang Yongzhi Joint Company Secretary

Hong Kong, 27 May 2011

2

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

Executive Directors Independent Non-executive Directors

Yang Hua (Vice Chairman)

Li Fanrong

Wu Guangqi

Chiu Sung Hong

Lawrence J. Lau

Tse Hau Yin, Aloysius

Wang Tao

Non-executive Directors Wang Yilin (Chairman)

Zhou Shouwei Wu Zhenfang

3