

CNOOC LTD
Form 6-K
April 27, 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 April 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: April 27, 2012

EXHIBIT INDEX

Exhibit No.	Description
99.1	Announcement dated April 27, 2012, entitled “Notice of Listing on the Stock Exchange of Hong Kong Limited”.

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.

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NOTICE OF LISTING ON
THE STOCK EXCHANGE OF HONG KONG LIMITED

CNOOC FINANCE (2012) LIMITED

(Incorporated in the British Virgin Islands with limited liability under the BVI Business Companies Act 2004)

as Issuer

US\$1,500,000,000.00 3.875% Guaranteed Notes due 2022
(Stock Code: 4546)

US\$500,000,000.00 5.000% Guaranteed Notes due 2042
(Stock Code: 4547)

Unconditionally and irrevocably guaranteed by

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

Joint Lead Managers and Joint Bookrunners
(in alphabetical order)

Barclays

BOC International

Citigroup

Application has been made by the Issuer to The Stock Exchange of Hong Kong Limited for the listing of and permission to deal in US\$1,500,000,000.00 aggregate principal amount of 3.875% notes due 2022 and US\$500,000,000.00 aggregate principal amount of 5.000% notes due 2042 (guaranteed by CNOOC Limited) (the “Notes”) by way of debt issue to professional investors only as described in the Offering Circular dated 25 April 2012

and such permission to deal in the Notes is expected to become effective on or about 3 May 2012.

Hong Kong, 27 April 2012

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

CNOOC Limited

As at the date of this announcement, the Board of CNOOC Limited comprises:

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