

CNOOC LTD  
Form 6-K  
November 17, 2014

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 November 2014

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: November 17, 2014

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EXHIBIT INDEX

Exhibit No.	Description
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Exhibit 99.1	Announcement of Resignation of Non-Executive Director
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Exhibit 99.2	Announcement of List of Directors and Their Role and Function
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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)

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The board of directors of CNOOC Limited (the “Company”) (the “Board”) announces that Mr. Zhang Jianwei (“Mr. Zhang”) has given notice of his intention to resign his position as a non-executive director of the Company with effect from 17 November 2014. Mr. Zhang has advised the Board that he wishes to resign from his position as a director of the Company in order to dedicate his time to his role as Chief Compliance Officer of China National Offshore Oil Corporation, the controlling shareholder of the Company.

Mr. Zhang confirmed that he has no disagreement with the Board in any respects and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to express its appreciation and gratitude to Mr. Zhang for his contribution and services to the Company during his term of office.

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

Hong Kong, 17 November 2014

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  
Kevin G. Lynch

Non-executive Directors

Wang Yilin (Chairman)  
Yang Hua (Vice Chairman)  
Lv Bo  
Wang Jiexiang

## Exhibit 99.2

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## ANNOUNCEMENT

## List of Directors and their Role and Function

The members of the board of directors (“Board”) of CNOOC Limited and their respective role and function in the Board and the Board committees are set out below:

	Board Committee	Audit Committee	Nomination Committee	Remuneration Committee
Directors				
Executive Directors				
Li Fanrong (CEO & President)		-	-	-
Wu Guangqi (Compliance Officer)		-	-	-
Non-executive Directors				
Wang Yilin (Chairman)		-	C	-
Yang Hua (Vice Chairman)		-	-	-
Lv Bo		-	-	M
Wang Jiayang		-	-	-
Independent Non-executive Directors				
Chiu Sung Hong		M	-	C
Lawrence J. Lau		M	M	-
Tse Hau Yin, Aloysius		C	-	M
Kevin G. Lynch		-	M	-

Notes:

C Chairman of Board committee  
M Member of Board committee

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

Hong Kong, 17 November 2014

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Kevin G. Lynch

Non-executive Directors

Wang Yilin (Chairman)

Yang Hua (Vice Chairman)

Lv Bo

Wang Jiaxiang

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