

CNOOC LTD  
Form 6-K  
April 28, 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 April 2014**  
**Commission File Number 1-14966**

**CNOOC Limited**  
**(Translation of registrant's name into English)**

**65th Floor**  
**Bank of China Tower**  
**One Garden Road**

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**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 28, 2014

**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Announcement dated April 28, 2014, 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.*

*This announcement is not an offer to sell or a solicitation of any offer to buy the securities of CNOOC Limited (the **Company** ) or any of its subsidiaries (the **Securities** ) in the United States or in any other jurisdiction. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933. Any public offering of the Company's securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and that will contain detailed information about the Company and management, as well as financial statements. The Company is conducting a public offering of the securities as described herein in the United States pursuant to the Company's shelf registration statement on Form F-3 (File No. 333-188261) filed with the United States Securities and Exchange Commission (the **SEC** ) on 1 May 2013, as amended by the post-effective amendment No.1 to the registration statement filed with the SEC on 22 April 2014.*

**NOTICE OF LISTING ON**

**THE STOCK EXCHANGE OF HONG KONG LIMITED**

**CNOOC Nexen Finance (2014) ULC**

*(Incorporated as an unlimited company under the Companies Act (Nova Scotia), Canada) as Issuer*

**US\$1,250,000,000 1.625% Guaranteed Notes due 2017**

*(Stock Code: 5737)*

**US\$2,250,000,000 4.250% Guaranteed Notes due 2024**

*(Stock Code: 5738)*

**US\$500,000,000 4.875% Guaranteed Notes due 2044**

*(Stock Code: 5739)*

***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)*

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BOC International  
Goldman Sachs (Asia) L.L.C.

Citigroup  
J.P. Morgan

Credit Suisse  
Morgan Stanley

Deutsche Bank  
UBS

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\$1,250,000,000 aggregate principal amount of 1.625% notes due 2017, US\$2,250,000,000 aggregate principal amount of 4.250% notes due 2024 and US\$500,000,000 aggregate principal amount of 4.875% notes due 2044 guaranteed by CNOOC Limited (together, the **Notes** ) by way of debt issue to professional investors only as described in the prospectus dated 22 April 2014, the free writing prospectus dated 23 April 2014 and the prospectus supplement dated 23 April 2014 and such permission to deal in the Notes is expected to become effective on or about 2 May 2014.

Hong Kong, 28 April 2014

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

Zhong Hua

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

Zhang Jianwei

Wang Jiaxiang