

CNOOC LTD
Form 6-K
March 03, 2008

**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 March 2008

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/ Kang Xin
Name: Kang Xin
Title: Company Secretary

Dated: March 3, 2008

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|---|
| 99.1 | Announcement dated March 3, 2008, entitled “Withdrawal of Listing of US\$1,000,000,000 Zero Coupon Guaranteed Convertible Bonds due 2009 on the Stock Exchange of Hong Kong Limited”. |

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

CNOOC FINANCE (2004) LIMITED
*(Incorporated in the British Virgin Islands
with limited liability)*
(Stock Code: 2509; ISIN Code:
XS0207120154)

*(Incorporated in Hong Kong with limited
liability)*
(Stock Code: 883)

JOINT ANNOUNCEMENT

**Withdrawal of Listing of
US\$1,000,000,000
ZERO COUPON GUARANTEED CONVERTIBLE BONDS DUE 2009
ON THE STOCK EXCHANGE OF HONG KONG LIMITED**

Reference is made to the joint announcement dated 22 January 2008 issued by CNOOC Limited (the "**Company**") and CNOOC Finance (2004) Limited (the "**Issuer**") in relation to the redemption of US\$1,000,000,000 zero coupon guaranteed convertible bonds due 2009 (the "**Bonds**") (the "**Previous Announcement**"). Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those ascribed in the Previous Announcement.

On 21 February 2008, all the outstanding Bonds were fully redeemed.

Application has been made to the Stock Exchange by the Issuer for withdrawal of listing of the Bonds on the Stock Exchange and such withdrawal of listing is expected to become effective at the close of business on 6 March 2008.

By order of the Board
CNOOC Limited
Kang Xin
Company Secretary

By order of the Board
CNOOC Finance (2004) Limited
CNOOC Limited
Director

Hong Kong, 3 March 2008

As at the date of this announcement, the board of directors of the Company comprises:

Executive Directors

Fu Chengyu (*Chairman*)
Zhou Shouwei
Wu Guangqi
Yang Hua

Independent Non-executive Directors

Edgar W. K. Cheng
Chiu Sung Hong
Evert Henkes
Lawrence J. Lau
Tse Hau Yin, Aloysius

Non-executive Directors

Luo Han
Cao Xinghe
Wu Zhenfang

As at the date of this announcement, CNOOC Limited is the sole corporate director of the Issuer.