

CNOOC LTD  
Form 6-K  
October 10, 2006

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**United States**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13A-16 OR 15D-16**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Month of October, 2006

Commission File Number: 1-14966

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**CNOOC Limited**

(Translation of registrant's name into English)

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**65th Floor**

**Bank of China Tower**

**One Garden Road**

**Central, Hong Kong**

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F

Form 20-F  Form 40-F

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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 the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes \_\_\_\_\_ No  X

(If  Yes  is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):  Not Applicable  )

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**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/ Victor Zhikai Gao  
Name: Victor Zhikai Gao  
Title: Company Secretary

Dated: October 10, 2006

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press release dated September 29, 2006, entitled Result of Extraordinary General Meeting<br>Held on 29 September 2006. |

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 883)

**RESULT OF EXTRAORDINARY GENERAL MEETING**

**HELD ON 29 SEPTEMBER 2006**

The EGM was held on 29 September 2006 at 3:00 p.m. at Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong, at which the ordinary resolution in respect of the Revised Caps for the Relevant Category of continuing connected transactions (as proposed) was duly passed by the Independent Shareholders by way of poll.

Reference is made to the circular of the Company dated 4 September 2006 (the Circular) in respect of the Revised Caps for the Relevant Category of continuing connected transactions. Unless otherwise specified in this announcement, terms used herein shall have the same meanings as defined in the Circular.

The extraordinary general meeting (EGM) was held on 29 September 2006 at 3:00 p.m. at Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong, at which the ordinary resolution in respect of the Revised Caps for the Relevant Category of continuing connected transactions (as proposed) was duly passed by the Independent Shareholders by way of poll.

As explained in the Circular, OOGC, CNOOC BVI and their respective associates were required to, and did, abstain from voting in relation to the ordinary resolution approving the Revised Caps for the Relevant Category. There were no Shares in respect of which their holders were entitled to attend and vote only against the resolution at the EGM.

**Poll result at the EGM**

As at the date of the EGM, the total number of Shares in issue were 43,328,552,648 Shares, and the total number of Shares entitling the Independent Shareholders to attend and vote in respect of the ordinary resolution approving the Revised Caps for the Relevant Category (excluding the number of Shares held by OOGC, CNOOC BVI and their respective associates who are required to abstain from voting in favour of the resolution) at the EGM were 14,555,825,375 Shares, representing approximately 33.59% of the total number of Shares in issue.

The vote-taking at the EGM was scrutinized by representatives of Computershare Hong Kong Investor Services Limited. The result of the poll at the EGM was as follows:

| Ordinary Resolution   | Number of votes (%)         |                      |
|---|-----------------------------|----------------------|
|   | For                         | Against              |
| To approve the Revised Caps for 2006 and 2007 for the Sales of petroleum and natural gas products category of continuing connected transactions | 5,943,056,356<br>(99.9945)% | 324,000<br>(0.0055)% |

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

| <i>Executive Directors</i> | <i>Independent Non-executive Directors</i> |
|----------------------------|--|
| Fu Chengyu (Chairman)      | Edgar W. K. Cheng                          |
| Zhou Shouwei               | Sung Hong Chiu                             |

Wu Guangqi

Evert Henkes

Yang Hua

Lawrence J. Lau

Tse Hau Yin, Aloysius

*Non-executive Directors*

Luo Han

Cao Xinghe

Wu Zhenfang

By Order of the Board

**CNOOC Limited**

**Victor Zhikai Gao**

*Company Secretary*

Hong Kong, 29 September 2006