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CNOOC LTD
Form 6-K
February 01, 2006

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 February 1, 2006

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 Form 20-F or Form 40-F)

Form 20-F X Form 40-F

(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.)

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Yes ----- No X -----

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A.)

Company Announcement

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.

[LOGO OMITTED]
CNOOC Limited
[Company Name in Chinese Characters Omitted]
(Incorporated in Hong Kong with limited liability under the Companies Ordinance)
(Stock Code: 883)

DELAY IN DESPATCH OF CIRCULAR

DISCLOSEABLE TRANSACTION RELATING TO ACQUISITION OF INTERESTS
IN OFFSHORE NIGERIAN OIL MINING LICENSE

The Company has applied to the Stock Exchange for an extension of time for despatch of the Circular regarding the discloseable transaction, from on or before 31 January 2006 to on or before 21 February 2006.

Shareholders and potential investors should be aware that the implementation of the Acquisition is subject to the conditions to the Sale and Purchase Agreement being fulfilled (or waived, as applicable), and the Acquisition may or may not be completed. Shareholders and potential investors are reminded to exercise caution when dealing in the Company's securities.

Reference is made to the announcement of CNOOC Limited (the "Company") dated 9 January 2006 (the "Announcement") in relation to the discloseable transaction relating to an acquisition of interests in offshore Nigerian oil mining license OML 130 (the "Acquisition"). Unless otherwise defined herein, capitalised terms used herein shall have the meanings ascribed thereto in the Announcement.

According to Rule 14.38 of the Listing Rules, the circular in relation to the Acquisition (the "Circular") is required to be sent to the shareholders of the Company within 21 days after publication of the Announcement, which is, on or before 31 January 2006.

As the Company requires additional time to finalise the Circular, the Company has accordingly applied to the Stock Exchange for an extension of time for despatch of the Circular regarding the discloseable transaction, from on or

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before 31 January 2006 to on or before 21 February 2006. The Company will despatch the Circular to the shareholders of the Company as soon as possible once it has been finalised.

Shareholders and potential investors should be aware that the implementation of the Acquisition is subject to the conditions to the Sale and Purchase Agreement being fulfilled (or waived, as applicable), and the Acquisition may or may not be completed. Shareholders and potential investors are reminded to exercise caution when dealing in the Company's securities.

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

| | |
|-----------------------|-------------------------------------|
| Executive Directors | Independent non-executive Directors |
| Fu Chengyu (Chairman) | Sung Hong Chiu |
| Luo Han | Kenneth S. Courtis |
| Zhou Shouwei | Evert Henkes |
| Cao Xinghe | Tse Hau Yin, Aloysius |
| Wu Zhenfang | Lawrence J. Lau |
| Wu Guangqi | |
| Yang Hua | |

By Order of the Board
CNOOC Limited
Cao Yunshi
Company Secretary

Hong Kong, 27 January 2006

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report on Form 6-K to be signed on its behalf by the undersigned, thereunto duly authorized.

CNOOC Limited

By: /s/ Cao Yunshi

Name: Cao Yunshi
Title: Company Secretary

Dated: February 1, 2006