

CNOOC LTD  
Form 6-K  
August 10, 2012

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 August 2012

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: August 10, 2012

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EXHIBIT INDEX

Exhibit No.	Description
99.1	Announcement dated August 10, 2012, entitled “Delay in Dispatch of Circular in relation to the Major Transaction of the Proposed Acquisition of Nexen”.

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Exhibit 99.1

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(Incorporated in Hong Kong with limited liability under the Companies Ordinance)  
(Stock Code: 00883)

DELAY IN DISPATCH OF CIRCULAR  
IN RELATION TO THE MAJOR TRANSACTION OF THE PROPOSED ACQUISITION OF NEXEN

Reference is made to the Company's announcement dated 23 July 2012 (the "Announcement") in relation to the Proposed Acquisition by the Company (through its wholly-owned subsidiary, the Purchaser) of the Nexen Shares pursuant to a Plan of Arrangement under the CBCA. Capitalized terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

This announcement is made pursuant to Rule 14.36A of the Listing Rules.

Pursuant to Rules 14.41 of the Listing Rules, the Company is required to dispatch to the Shareholders a circular in relation to the Proposed Acquisition within 15 business days after the publication of the Announcement, that is, on or before 13 August 2012. As disclosed in the Announcement, the Company may not be able to dispatch the circular within such period due to the time required to prepare the relevant financial and other information to be included in the circular under the Listing Rules.

As more time is required for the Company to prepare and finalize the aforementioned information for inclusion in the circular, the Hong Kong Stock Exchange has granted a waiver to the Company from strict compliance with Rule 14.41 of the Listing Rules so as to extend the dispatch date of the circular to on or before 13 December 2012.

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

Hong Kong, 10 August 2012

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  
Wang Tao

Non-executive Directors

Wang Yilin (Chairman)  
Yang Hua (Vice Chairman)  
Zhou Shouwei

Wu Zhenfang

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