

CNOOC LTD
Form 6-K
August 24, 2011

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 2011

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/ Jiang Yongzhi
Name: Jiang Yongzhi
Title: Joint Company Secretary

Dated: August 24, 2011

EXHIBIT INDEX

| Exhibit No. | Description |
|----------------|--|
| 99.1 | Announcement dated August 24, 2011, entitled “Announcement of 2011 Interim Results (Unaudited)”. |
| 99.2 | Press release dated August 24, 2011, entitled “CNOOC Limited Achieves a Significant Increase of 51.4% in Net Profit in H1 2011”. |

Exhibit 99.1

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

(Stock Code: 00883)

Announcement of 2011 Interim Results (Unaudited)

FINANCIAL AND BUSINESS
SUMMARY

| | First half of 2011 | % change over First half of 2010** |
|----------------------------------|--------------------|---------------------------------------|
| Net production of oil and gas* | 168.7 million BOE | 12.9% |
| Consolidated revenue | RMB124.57 billion | 51.2% |
| Consolidated net profit | RMB39.34 billion | 51.4% |
| Basic earnings per share | RMB0.88 | 51.4% |
| Diluted earnings per share | RMB0.88 | 51.1% |
| Interim dividend (tax inclusive) | HK\$0.25 per share | 19.0% |

* Including our interest in equity-accounted investees, which is approximately 8.8 million BOE.

** Due to the early adoption of the new IFRSs/HKFRSs, certain amounts have been restated.

CHAIRMAN'S STATEMENT

Dear shareholders,

More than half of 2011 have passed when you read this statement, and I have assumed the new position as chairman of CNOOC Limited for more than four months. Here, I would like to share with you my perception on CNOOC Limited and my thoughts on its future development.

Having benefited from the joint efforts of the board, the management and the entire staff over the past years, CNOOC Limited has become a highly recognized company in the market. During the past four months, I became increasingly aware that the Company not only possesses an ample resource base in offshore China and internationally distributed resources, but more importantly, the Company also has established a set of good corporate governance practices, a management team with strong execution capability, and a diligent workforce. These are the sources of my confidence on the future development of the Company.

The Company's 2011 interim results have further enhanced my confidence in the Company.

In the first half of 2011, the Company steadily developed each of its business segments, of which encouraging results of oil and gas production and financial performance were recorded. Our total net oil and gas production reached 168.7 million barrels-of-oil-equivalent (“BOE”), representing a 12.9% year-on-year increase. Meanwhile, benefiting from higher international oil prices and outstanding cost control measures, the Company achieved net profit of RMB39.34 billion, representing a significant increase of 51.4% year on year. During the same period, basic earnings per share of the Company reached RMB0.88. The board of directors of the Company has declared an interim dividend of HK\$0.25 (tax inclusive) for 2011 in order to share these excellent results with our shareholders.

We are of course not complacent with such accomplishments. In motivating people to make further progress, Chinese people use the saying: “To move a step further from the top of a 100-foot pole”. To CNOOC Limited, after the celebration of 10 years’ continuous production growth and the crowning of the “Energy Company of the Year 2010” by Platts Global Energy Awards, I focus my thoughts on how to keep a clear mind on the past achievements and deal with the various difficulties and challenges that gradually begin to surface.

Currently, the United States sovereign credit rating for the first time was downgraded. The ripple effect of the financial crisis in Europe still prevails. The situation in the Middle East and North Africa continues to be unstable. The inflation rates of the emerging economies are standing at a high level. The trends of global economy are becoming increasingly uncertain and international oil prices are becoming increasingly volatile. Facing the more unstable macro environment and the enlarging size of our business operation, we must enhance our consciousness on crisis and responsibility, and be more innovative and initiative.

The resource-rich offshore China is our homeland where the Company has cultivated for many years, and will continue to be an important platform for our future development. Here, we have been able to maintain a good record of safe and environmentally friendly production since the listing of the Company 10 years ago. However, the Bohai Bay oil spill incident has rung the alarm to us: the safety and environmental risk is present at every moment, and the consciousness on crisis and responsibility is something we could never address enough. Both the market and the public have paid great attention to this incident, and I felt deeply sorry. We will further improve our management system and increase the awareness of safety and environmental protection among our staff, in order to avoid the recurrence of similar incidents in the future.

Recently, with the rapid production growth, our reserve life is gradually decreasing, which raised concerns among our shareholders. In the future, we'll strive to discover more reserves in order to maintain the sustainable growth of the Company. Also, with our operation gradually extending to overseas, the Company is being exposed to more risks and challenges. We'll work hard to apply our successful experience in offshore China into overseas operation and make it an important driving force of the Company's future development.

For sustainable growth in the long run, whether it is an integrated oil company or an exploration and production company like CNOOC Limited, it will step into the area of unconventional energy that is characterized with higher technology and higher cost, such as ultra deepwater, coal bed methane, shale oil and gas, and oil sands. Lately, we have made several attempts in this area and have progressed smoothly. I strongly believe that this strategy is necessary for driving the Company's long term growth.

In the future, we will continue to carry out the Company's established strategies. While we pursue growth, we'll attach more importance on its quality and return in order to fully elevate our value creation capability. We will be applying a more comprehensive spectrum to evaluate all kinds of risks, and a more cautious attitude towards the future development of the Company. We will also take a more modest mentality towards compliments, criticism and suggestions from outside.

Despite of many challenges that lie ahead, I firmly believe that, standing on the solid foundation that we have built over the years, and with the protection of various soundly established systems, the development path of the Company will be much steadier and our business operations will be more efficient. CNOOC Limited will be able to continue its growth story and make itself a model of sustainable growth within the industry.

WANG Yilin
Chairman

Hong Kong, 24 August 2011

CEO'S STATEMENT

Dear Shareholders,

In the CEO's Statement of our 2010 Annual Report, I presented to you the management's perceptions and resolutions on the development of the Company that were "New Achievements, New Challenges, New Missions". Achievements belong to the past, challenges need to be taken up, and missions are progressing step by step. Through such measures as "cost reduction and efficiency enhancement, streamlined management and production and reserve growth", CNOOC Limited propelled its business steadily during the first half of 2011.

Having benefitted from stable production growth, higher realized prices and effective cost control, the Company has once again achieved encouraging results for the first half of 2011.

MANAGING BUSINESSES FOR SUSTAINABLE GROWTH

In the first half of 2011, the Company enhanced its management and steadily steered its business towards established objectives.

During this period, the Company has overcome a number of challenges and achieved a net production of 168.7 million BOE, representing a 12.9% year-on-year increase. This is mainly attributable to: firstly, the new oilfields and development wells which continued to introduce new momentum to the Company's production; secondly, production contributions from newly acquired projects since 2010; and thirdly, the composite decline rate of producing oil and gas fields which has remained low through comprehensive adjustment measures.

I am glad to see that the oil and gas production in offshore China has successfully maintained at a high level similar to that of the second half of last year with only a marginal decline of 2.8% in terms of daily production. The decline is mainly due to the suspension of production of Floating, Production, Storage and Offloading (FPSO) vessel "Haiyangshiyou 102". With only one new project that came on stream in offshore China in the first half of the year, this was certainly not an easy task.

In the area of exploration, the Company has made 6 new discoveries. The first commercial discovery of Wushi 17-2 was made in Wushi Sag in the Western South China Sea. This new breakthrough is expected to make this region one of the Company's new reserve growth areas in the future. In terms of rolling exploration, two new discoveries, Qinhuangdao 33-2 and Qinhuangdao 33-3 were made following the discovery of Qinhuangdao 33-1 South, in the Shijiutuo uplift area. The size of reserves discovered in this area has significantly increased over the last two years. It is expected to improve the reserve economics through regional development, which further demonstrated the potential of the Company's traditional operation areas. In addition, a total of 18 appraisal wells were successful, which has further proved the size of the reserves on new discoveries that were made before.

The Company continued to make remarkable progress on merger and acquisition activities overseas. For the first half of the year, the Company has further extended its resource distribution in one of the most promising basins with oil and gas resources in East Africa, the Lake Albert Basin in Uganda, by acquiring a one-third interest held by Tullow Oil in each of blocks 1, 2 and 3A in Uganda. Through the acquisition of a 33.3% interest in Chesapeake's Niobrara project, the Company also enhanced its presence in the shale oil and gas sector in the United States. In addition, the acquisition of OPTI Canada Inc. at a reasonable price has increased the Company's resource base.

The resources of the unconventional oil and gas such as shale oil and gas and oil sands are very rich and are expected to become an important driving force of long term energy supply in the future. The oil industry is increasing its investments in this sector. We believe the cost of unconventional energy will come down and play a more important role in world energy supply following technology breakthrough in the future. The Company has recently put more stakes into this area which is expected to become an important resource base of the Company's long term development.

EFFECTIVE COST CONTROL ATTRIBUTED TO CONSIDERABLE RETURN

For the first half of the year, international oil prices fluctuated sharply, although generally, it sustained at a high level. Having benefited from this, the Company's average realized oil price reached US\$108.16 per barrel, 40.8% higher than that of the same period last year. The Company's average realized gas price was US\$4.92/mcf, representing an increase of 15.5% year on year.

Due to the higher realized prices and stable growth in oil and gas production, the Company achieved oil and gas sales revenue of RMB97.03 billion, 45.0% higher than that of the same period last year. On the other hand, despite escalating prices of oilfield services and raw materials, the Company's production cost has remained at a low level mainly attributed to cost savings and efficiency enhancement. The seasonality factor has also lowered the production cost. The Company's operating expenses per barrel were US\$7.00, representing a decrease of 3.8% as compared to the 2010 average of US\$7.28. The Company recorded net profit of RMB39.34 billion, representing a significant increase of 51.4% year on year. Basic earnings per share of the Company were RMB0.88. The Company has maintained a strong profitability within the industry.

As the industry cost is likely to rise, the Company will be faced with pressure on cost increase. Nevertheless, the Company will implement all of its practicable and effective cost control measures to maintain its competitive position in the industry and elevate its value creation ability.

PROMOTING ENVIRONMENTAL PROTECTION AND ACHIEVING HARMONIOUS DEVELOPMENT

The Company always considers environmental protection, production safety and occupational health as important elements for the fulfillment of its social responsibilities, which are integrated with the Company's sustainable development strategy.

The senior management members and entire staff have attached great importance to health, safety and environmental protection ("HSE"), and a good record has been kept since the establishment of the Company more than a decade ago. However, offshore oil exploration and production is characterized as a high risk industry, and the challenges on HSE always exist. The oil spill incident of Penglai 19-3, an oilfield in the Bohai Bay area and operated under a production sharing contract, posed HSE challenges to the Company. The Company initiated the emergency response system in a timely manner and actively supported ConocoPhillips China Inc., the operator of the Penglai 19-3 oilfield, to stop the spillage and carry out spilled oil collection and cleanup work.

This was quite a severe HSE accident in the Company's history and has made certain impact to the marine environment. We all regret deeply on this. Being a responsible company, we will continue to urge and assist ConocoPhillips China Inc. to stop the spillage and complete the cleanup work in a timely manner and to minimize the impact to the marine environment.

We truly realized that the Company needs to constantly improve and enhance its HSE management along with its rapid development. The Company has once again carried out a thorough inspection on all offshore oil and gas operation facilities and continues to optimize the emergency response system in order to avoid the recurrence of similar incidents in the future.

ACHIEVING WHOLE-YEAR TARGETS THROUGH CAREFUL PLANNING

During the 2011 strategy preview early this year, I shared with the market that the year of 2011 would be a year of steady growth for the Company. As there are few new oil fields coming on stream, the primary objective of the Company is to lay a solid foundation for meeting the production target of 6-10% CAGR for the years from 2011 to 2015.

Due to the combination of the progress on acquisition project and the impact from the oil spill incident, we reset the Company's annual production target to 331-341 million BOE.

For the second half of the year, on the basis of steady growth in operating results for the first half of the year, the Company will focus on the following:

- to urge and assist ConocoPhillips China Inc. to stop the spillage and complete the cleanup in the field of Penglai 19-3, and to perform the inspection on the operation facilities of both independent and PSC oil and gas fields to ensure safe and environmentally friendly production;
- to maintain the stable production of oil and gas fields, and to implement certain measures such as development wells and infill drillings, ensuring that the revised annual production targets can be achieved;
- to manage the integration and management on overseas acquisition projects and ensure that the projects progress smoothly and the staff are positioned seamlessly;

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- to continue to focus on exploration work, especially the progress on deepwater exploration; and
- to further improve cost control measures in order to maintain competitive advantage.

With the support of our shareholders and the board of directors led by our chairman, Mr. WANG Yilin, I firmly believe that the management team will adhere to a high professional integrity and quality and continue to leverage on the diligence and wisdom of our staff to achieve our annual targets.

YANG Hua
Chief Executive Officer

Hong Kong, 24 August 2011

INTERIM RESULTS

The board of directors (the “Board”) of CNOOC Limited (the “Company”) is pleased to announce the unaudited interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2011 as follows:

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2011

(All amounts expressed in millions of Renminbi, except per share data)

| | | Six months ended 30 | |
|--|-------|---------------------|--------------------------|
| | | June | |
| | | 2011 | 2010 |
| | | (Unaudited) | (Unaudited and Restated) |
| | Notes | (Unaudited) | Restated) |
| REVENUE | | | |
| Oil and gas sales | 3 | 97,030 | 66,903 |
| Marketing revenues | 3 | 27,110 | 14,941 |
| Other income | | 428 | 569 |
| | | 124,568 | 82,413 |
| EXPENSES | | | |
| Operating expenses | | (7,322) | (6,793) |
| Taxes other than income tax | 5(ii) | (4,864) | (3,121) |
| Exploration expenses | | (1,538) | (1,900) |
| Depreciation, depletion and amortisation | | (13,950) | (12,385) |
| Special oil gain levy | | (17,274) | (7,984) |
| Crude oil and product purchases | 3 | (27,026) | (14,830) |
| Selling and administrative expenses | | (1,204) | (1,317) |
| Others | | (603) | (323) |
| | | (73,781) | (48,653) |
| PROFIT FROM OPERATING ACTIVITIES | | | |
| | | 50,787 | 33,760 |
| Interest income | | 442 | 383 |
| Finance costs | 4 | (566) | (414) |
| Exchange gains, net | | 294 | 481 |
| Investment income | | 663 | 56 |
| Share of profits of associates | | 177 | 110 |
| Share of profits of a joint venture | 1 | 317 | 65 |
| Non-operating (expenses)/income, net | | (38) | 13 |
| PROFIT BEFORE TAX | | | |
| | | 52,076 | 34,454 |
| Income tax expense | 5(i) | (12,733) | (8,466) |
| | | 39,343 | 25,988 |

PROFIT FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT

OTHER COMPREHENSIVE LOSS

| | | |
|---|----------|--------|
| Exchange differences on translation of foreign operations | (1,752) | (697) |
| Net gain on available-for-sale financial assets, net of tax | 1,210 | - |
| Share of other comprehensive income/(loss) of associates | 10 | (17) |

| | | |
|---|--------|--------|
| OTHER COMPREHENSIVE LOSS FOR THE PERIOD, NET OF TAX | (532) | (714) |
|---|--------|--------|

| | | |
|--|--------|--------|
| TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT | 38,811 | 25,274 |
|--|--------|--------|

EARNINGS PER SHARE FOR THE PERIOD ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

| | | | |
|---------|---|---------|---------|
| Basic | 6 | RMB0.88 | RMB0.58 |
| Diluted | 6 | RMB0.88 | RMB0.58 |

DIVIDEND

| | | | |
|--|---|-------|-------|
| Interim dividend declared(tax inclusive) | 8 | 9,287 | 8,183 |
|--|---|-------|-------|

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

30 June 2011

(All amounts expressed in millions of Renminbi)

| | Notes | 30 June 2011 (Unaudited) | 31 December 2010 (Audited and Restated) |
|---|-------|--------------------------------|--|
| NON-CURRENT ASSETS | | | |
| Property, plant and equipment | | 196,329 | 186,678 |
| Intangible assets | | 1,143 | 1,148 |
| Investments in associates | | 1,908 | 1,781 |
| Investment in a joint venture | 1 | 20,665 | 20,823 |
| Available-for-sale financial assets | | 9,629 | 8,616 |
| Total non-current assets | | 229,674 | 219,046 |
| CURRENT ASSETS | | | |
| Inventories and supplies | | 3,916 | 3,975 |
| Trade receivables | | 22,278 | 19,680 |
| Held-to-maturity financial assets | | - | 3,040 |
| Available-for-sale financial assets | | 38,375 | 18,940 |
| Other current assets | | 18,186 | 14,486 |
| Time deposits with maturity over three months | | 26,976 | 11,976 |
| Cash and cash equivalents | | 23,022 | 27,287 |
| Total current assets | | 132,753 | 99,384 |
| CURRENT LIABILITIES | | | |
| Loans and borrowings | | 21,991 | 21,194 |
| Trade and accrued payables | | 17,418 | 18,056 |
| Other payables and accrued liabilities | | 19,705 | 18,124 |
| Taxes payable | | 12,020 | 11,049 |
| Total current liabilities | | 71,134 | 68,423 |
| NET CURRENT ASSETS | | 61,619 | 30,961 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 291,293 | 250,007 |
| NON-CURRENT LIABILITIES | | | |
| Loans and borrowings | | 18,667 | 9,859 |
| Provision for dismantlement | | 16,705 | 15,825 |
| Deferred tax liabilities | | 7,159 | 6,841 |
| Other non-current liabilities | | 3,368 | 1,716 |

| | | | |
|---|---|---------|---------|
| Total non-current liabilities | | 45,899 | 34,241 |
| NET ASSETS | | 245,394 | 215,766 |
| EQUITY | | | |
| Equity attributable to owners of the parent | | | |
| Issued capital | 7 | 949 | 949 |
| Reserves | | 244,445 | 214,817 |
| TOTAL EQUITY | | 245,394 | 215,766 |

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2011

(All amounts expressed in millions of Renminbi)

| | Equity attributable to owners of the parent | | | | | | | Total |
|---|---|--|--------------------------------|---|----------------|-------------------|-------------------------|---------|
| | Issued capital | Share premium and capital redemption reserve | Cumulative translation reserve | Statutory and non-distributive reserves | Other reserves | Retained earnings | Proposed final dividend | |
| Balances at 1 January 2010 | 949 | 42,129 | (10,865) | 20,000 | 5,173 | 108,694 | 7,856 | 173,936 |
| Profit for the period | — | — | — | — | — | 25,988 | — | 25,988 |
| Other comprehensive loss, net of tax | — | — | (697) | — | (17) | — | — | (714) |
| Total comprehensive income | — | — | (697) | — | (17) | 25,988 | — | 25,274 |
| 2009 final dividend | — | — | — | — | — | 62 | (7,856) | (7,794) |
| Equity-settled share option expenses | — | — | — | — | 87 | — | — | 87 |
| Appropriation and utilisation of safety fund, net | — | — | — | — | (12) | 12 | — | — |
| Balances at 30 June 2010 (Unaudited) | 949 | 42,129 | (11,562) | 20,000 | 5,231 | 134,756 | — | 191,503 |
| Balances at 1 January 2011 | 949 | 42,129 | (13,361) | 20,000 | 10,972 | 145,656 | 9,421 | 215,766 |
| Profit for the period | — | — | — | — | — | 39,343 | — | 39,343 |
| Other comprehensive loss, net of tax | — | — | (1,752) | — | 1,220 | — | — | (532) |
| Total comprehensive income | — | — | (1,752) | — | 1,220 | 39,343 | — | 38,811 |
| 2010 final dividend | — | — | — | — | — | 134 | (9,421) | (9,287) |

| | | | | | | | | |
|---|-----|--------|----------|--------|--------|---------|---|---------|
| Equity-settled share | | | | | | | | |
| option expenses | — | — | — | — | 103 | — | — | 103 |
| Appropriation and utilisation of safety fund, net | — | — | — | — | 1 | — | — | 1 |
| Balances at 30 June 2011 (Unaudited) | 949 | 42,129 | (15,113) | 20,000 | 12,296 | 185,133 | — | 245,394 |

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

30 June 2011

(All amounts expressed in millions of Renminbi, except number of shares and unless otherwise stated)

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

Basis of preparation

The interim condensed consolidated financial statements for the six months ended 30 June 2011 have been prepared in accordance with International Accounting Standards (“IAS”) 34 and Hong Kong Accounting Standards (“HKAS”) 34 Interim Financial Reporting.

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements as at 31 December 2010.

Significant accounting policies

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2010, except for the adoption of the following new Standards effective on 1 January 2011:

Mandatorily adopted as of 1 January 2011:

IAS 24/HKAS 24 (Revised) – Related Party Disclosures

IAS 24/HKAS 24 (Revised) clarifies and simplifies the definition of related parties. It also provides for a partial exemption of related party disclosure to government-related entities for transactions with the same government or entities that are controlled, jointly controlled or significantly influenced by the same government. IAS 24/HKAS 24 (Revised) are effective for annual periods beginning on or after 1 January 2011. The adoption of IAS 24/HKAS 24 (Revised) does not have significant impact on the Group’s interim condensed consolidated financial statements.

Early adopted before the mandatory effective dates:

IFRS 10/HKFRS 10 – Consolidated Financial Statements

IFRS 10/HKFRS 10 replaces the portion of IAS 27/HKAS 27 that addresses the accounting for consolidated financial statements. It establishes a single control model that applies to all entities. It requires management to exercise significant judgement to determine which entities are controlled, and therefore are required to be consolidated by a parent.

The standard introduces a new definition on control under which control of investee requires an investor to possess all the following three elements: 1) the power over the investee; 2) the exposure or rights to variable returns from its involvement with the investee; and 3) the ability to use its power over the investee to affect the amount of the investor’s returns.

IFRS 11/HKFRS 11 – Joint Arrangements

IFRS 11/HKFRS 11 replaces IAS 31/HKAS 31 Interests in Joint Ventures and Standing Interpretation Committee-13 Jointly-controlled Entities — Non-monetary Contributions by Venturers. IFRS 11/HKFRS 11 addresses only two forms of joint arrangements (joint operations and joint ventures) where there is joint control. In determining the type of arrangements, IFRS 11/HKFRS 11 requires parties to the arrangement to assess: 1) the legal form of the separate vehicle; 2) the terms of the contractual arrangement; and 3) other facts and circumstances that give them right to the assets and obligations for the liabilities or right to the net assets of the vehicle. A joint arrangement that meets the definition of a joint venture must be accounted for using the equity method. For a joint operation, an entity recognises its assets, liabilities, revenues and expenses relating to its relative shares thereof.

IFRS 12/HKFRS 12 – Disclosure of Interests in Other Entities

IFRS 12/HKFRS 12 establishes the disclosure objectives for an entity to disclose information concerning its interest in a subsidiary, a joint arrangement, and associate or an unconsolidated structured entity. It also requires an entity to disclose the significant judgements and assumptions it has made in determining the nature of its interest in another entity or arrangement, also in determining the type of joint arrangement in which it has an interest.

IAS 27/HKAS 27 (Revised) – Separate Financial Statements

Revisions are made resulting from the issuance of IFRS 10/HKFRS 10 and consolidated financial statements are now addressed by IFRS 10/HKFRS 10. Therefore, IAS 27/HKAS 27 are revised to only address separate financial statements, including how to prepare separate financial statements of an investor and what disclosures should be made in the separate financial statements.

IAS 28/HKAS 28 (Revised) – Investments in Associates and Joint Ventures

Revisions are made resulting from the issuance of IFRS 11/HKFRS 11. An entity applies IFRS 11/HKFRS 11 to determine the type of a joint arrangement in which it is involved. Once it has determined that it has an interest in a joint venture, the entity recognises an investment and accounts for it using the equity method.

Except for IAS 24/ HKAS 24, all the other five new or revised standards are mandatorily effective for annual periods beginning on or after 1 January 2013 and should be applied in accordance with respective transition requirements. Early application is permitted so long as all of the five new or revised standards are applied early. The Group has adopted these five new or revised standards on 1 January 2011.

Impacts of adopting new accounting standards:

The adoption of IFRS 10/HKFRS 10, IAS 24/HKAS 24, IAS 27/HKAS 27 and IAS 28/HKAS 28 has no material impact on the accounting policies of the Group and has no material financial impacts on the Group's interim condensed consolidated financial statements.

Summarized below are the significant assumptions and judgements adopted by the Company in determining the nature of its interest in another entity or arrangement and the type of joint arrangement in which it has an interest:

Subsidiaries

The Company directly or indirectly holds more than 50% of equity interest and substantive voting rights in all of its subsidiaries, giving it the power to direct the operating and financing activities that significantly affect the returns of the subsidiaries. Therefore, the Company controls the subsidiaries for the purpose of consolidation.

Associates

Based on the Group's ownership percentage (considering its direct ownership as well as potentially exercisable or convertible shares) and other contractual rights, the Group has significant influence over its associates, rather than the power to control.

Joint arrangements

Certain of the Group's activities are conducted through joint arrangements.

Some arrangements have been assessed by the Group as joint operations as both parties to the contract are responsible for the assets and obligations in proportion to their respective interest. This evaluation applies to both the Group's interests in production sharing arrangements and certain jointly-controlled entities.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Bridas Corporation is a separate legal entity that controls its own assets, earns its own income and incurs its own expenses and liabilities. The Group's rights as a shareholder of Bridas Corporation are limited to dividends or distributions of the net assets of Bridas Corporation, rather than having direct rights to any operating assets, liabilities or production output. Accordingly, the Group has evaluated its interest in Bridas Corporation as an investment in joint venture under IFRS 11/HKFRS 11.

Prior to 2011, the Group's interest in Bridas Corporation was accounted for as an investment in a jointly-controlled entity and was included in the consolidated financial statements in proportion to the Group's interests in its income, expenses, assets and liabilities since the acquisition date in accordance with IAS 31/HKAS 31. Upon the adoption of IFRS 11/HKFRS 11, the Company changed the accounting for its investment in Bridas Corporation from proportionate consolidation to the equity method from the date of acquisition on 4 May 2010. The comparative period has been restated with the investments in Bridas Corporation being equity accounted since the date of acquisition. The effect on the consolidated statement of financial position as at 31 December 2010 and the consolidated statement of comprehensive income for the six-month period ended 30 June 2011 and 2010 are shown below.

The following presents the effect of adopting IFRS 11/HKFRS 11 on the consolidated statement of financial position comparing the restated 2010 balances to the balances previously reported, and the 2011 recorded balances to what would have been reported had the Group continued to proportionately consolidate Bridas Corporation:

| Increase/(decrease) | At 30 June 2011 (Unaudited) | At 31 December 2010 (Audited) |
|--------------------------------|--------------------------------|-------------------------------------|
| Assets: | | |
| Property, plant and equipment | (25,104) | (25,653) |
| Intangible assets and goodwill | (1,831) | (1,874) |
| Investment in a joint venture | 20,665 | 20,823 |
| Other non-current assets | (13,085) | (1,523) |
| Trade receivables | (548) | (555) |
| Cash and cash equivalents | (863) | (12,284) |
| Other current assets | 11,286 | 11,570 |
| | (9,480) | (9,496) |
| Liabilities: | | |
| Loans and borrowings | (2,184) | (2,294) |
| Other non-current liabilities | (387) | (371) |
| Deferred tax liabilities | (5,995) | (6,281) |
| Trade payables | (538) | (494) |
| Other current liabilities | (376) | (56) |
| | (9,480) | (9,496) |

The following presents the effect of adopting IFRS 11/HKFRS 11 on the consolidated statement of comprehensive income comparing the restated 2010 amounts to the amounts previously reported, and the 2011 recorded amounts to what would have been reported had the Group continued to proportionately consolidate Bridas Corporation:

| | Six-month period ended 30 June | |
|--|--------------------------------|---------------------|
| | 2011 (Unaudited) | 2010 (Unaudited) |
| (Decrease) in revenue | (2,415) | (742) |
| Decrease in operating expenses | 427 | 118 |
| Decrease in taxes other than income tax | 688 | 249 |
| Decrease in depreciation, depletion and amortisation | 703 | 257 |
| Decrease in other expenses | 148 | 31 |
| Decrease in income tax expense | 132 | 22 |
| Increase in share of profits of a joint venture | 317 | 65 |
| Total increase in net profit | - | - |

The adoption of IFRS 11/HKFRS 11 has no material impact on basic and diluted earnings per share for the six-month period ended 30 June 2011 and 2010.

Recognition of the Company's interest in Bridas Corporation as at 31 December 2010:

| | At 31 December 2010 (Audited) |
|--------------------------------|--|
| Assets: | |
| Property, plant and equipment | 25,653 |
| Intangible assets and goodwill | 1,874 |
| Other non-current assets | 1,523 |
| Trade receivables | 555 |
| Cash and cash equivalents | 12,284 |
| Other current assets | 118 |
| Liabilities: | |
| Loans and borrowings | (2,294) |
| Other non-current liabilities | (371) |
| Deferred tax liabilities | (6,281) |
| Trade payables | (494) |
| Other current liabilities | (11,744) |
| Investment in a joint venture | 20,823 |

Improvements to IFRSs/HKFRSs

Apart from the above, the IASB/HKICPA has also issued improvements to IFRSs/HKFRSs which set out amendments to a number of IFRSs/HKFRSs primarily with a view to remove inconsistencies and clarify wording. The adoption of those amendments upon their effective dates did not have any material impact on the accounting policies, interim financial position or performance of the Group.

2. ACQUISITIONS AND OTHER VENTURE

- (i) The Company and Bidas Energy Holdings Ltd. (“BEH”), through Bidas Corporation, entered into a share purchase agreement with BP PLC (“BP”) on 28 November 2010, pursuant to which Bidas Corporation will acquire a 60% equity interest in Pan American Energy LLC (“PAE”) from BP for a consideration of approximately US\$7.06 billion. The acquisition excludes PAE’s assets in Bolivia.

CNOOC International Limited (“CNOOC International”) and BEH have agreed to contribute an aggregate amount of approximately US\$4.94 billion to Bidas Corporation, to finance 70% of the consideration of the acquisition. The contribution will be made in equal amounts, i.e. approximately US\$2.47 billion, by each of CNOOC International and BEH. The remaining 30% of the consideration, or approximately US\$2.12 billion, will be satisfied by third party loans to be arranged by Bidas Corporation and/or additional contributions from CNOOC International and BEH.

Completion of the acquisition is conditional on, amongst others, all necessary governmental and regulatory approvals.

- (ii) On 29 January 2011, CNOOC International through its wholly-owned subsidiary, OOGC America, Inc., signed a purchase agreement with Chesapeake Exploration, LLC, a subsidiary of Chesapeake Energy Corporation to purchase a 33.3% undivided interest in the Denver-Julesburg (DJ) and Powder River Basins in northeast Colorado and southeast Wyoming with a cash consideration of US\$570 million. In addition, CNOOC International has agreed to fund 66.7% of Chesapeake’s share of drilling and completion costs in the project until an additional US\$697 million has been paid. The deal was closed on 11 February 2011.
- (iii) On 29 March 2011, CNOOC Uganda Limited, a wholly-owned subsidiary of CNOOC International, entered into a sales and purchase agreement with Tullow Uganda Limited and Tullow Uganda Operation Pty. Limited, wholly-owned subsidiaries of Tullow Oil Plc., to acquire a 33.3333% working interest in Uganda block 1, 2 and 3A (the “Assets”) respectively, for an initial cash consideration of US\$1.467 billion. Final consideration is subject to adjustments on actual cash expenditure of the Assets before the completion of the transaction. The closing of the transaction is subject to obtaining all governmental and regulatory approvals, permissions and consents among other terms and conditions.

3. OIL AND GAS SALES AND MARKETING REVENUES

Oil and gas sales represent the invoiced value of sales of oil and gas attributable to the interests of the Group, net of royalties and the government share oil that is lifted and sold on behalf of the government. Revenue from the sale of oil is recognised when the significant risks and rewards of ownership have been transferred, which is when title passes to the customer. Revenue from the production of oil and gas in which the Group has a joint interest with other producers is recognised based on the Group’s working interest and the terms of the relevant production sharing contracts. Differences between production sold and the Group’s share of production are not significant.

Marketing revenues principally represent the sales of oil and gas purchased from the foreign partners under the production sharing contracts and revenues from the trading of oil and gas through the Company’s subsidiaries. The cost of the oil and gas sold is included in “Crude oil and product purchases” in the interim condensed consolidated statement of comprehensive income.

4. FINANCE COSTS

Accretion expenses of approximately RMB421 million (six months ended 30 June 2010: approximately RMB304 million) relating to the provision for dismantlement liabilities has been recognised in the interim condensed consolidated statement of comprehensive income for the six months ended 30 June 2011.

5.

TAX

(i)

Income tax

The Company and its subsidiaries are subject, on an entity basis, to income taxes on profits arising in or derived from the tax jurisdictions in which the entities of the Group are domiciled and operate. The Company is subject to profits tax at a rate of 16.5% (2010: 16.5%) on profits arising in or derived from Hong Kong, which is qualified as a foreign tax credit to offset the PRC enterprise income tax starting from 1 January 2008.

The Company is regarded as a Chinese resident enterprise (as defined in the “Enterprise Income Tax Law of the People’s Republic of China”) by the State Administration of Taxation of the PRC. As a result, the Company is subject to the PRC enterprise income tax at the rate of 25% starting from 1 January 2008.

The Company’s subsidiary in Mainland China, CNOOC China Limited, is a wholly-owned foreign enterprise. It is subject to enterprise income tax at the rate of 25% under the prevailing tax rules and regulations.

Subsidiaries of the Group domiciled outside the PRC are subject to income tax at rates ranging from 10% to 56%.

(ii)

Other taxes

The Company’s PRC subsidiaries pay the following other taxes:

- Production taxes at the rate of 5% on independent production and production under production sharing contracts;
- Export tariffs at the rate of 5% on the export value of petroleum oil;
- Business tax at rates of 3% to 5% on other income;
- City construction tax at the rate of 1% or 7% on the actual paid production taxes and business tax; and
- Educational surcharge at the rate of 3% on the actual paid production taxes and business tax.

In addition, other taxes paid and payable for the Company's non-PRC subsidiaries and jointly-controlled entities include gross production assessments, duties and export tariffs as well as taxes levied on petroleum related income, profit, budgeted operating and capital expenditures.

6. EARNINGS PER SHARE

| | Six months ended 30 June 2011 (Unaudited) | 2010 (Unaudited and Restated) |
|--|---|-------------------------------------|
| Earnings: | | |
| Profit for the period attributable to ordinary equity holders for the basic and diluted earnings per share calculation | RMB39,343 million | RMB25,988 million |
| Number of shares: | | |
| Number of ordinary shares issued at the beginning of the period | 44,669,199,984 | 44,669,199,984 |
| Weighted average number of ordinary shares for the purpose of basic earnings per share | 44,669,199,984 | 44,669,199,984 |
| Effect of dilutive potential ordinary shares under the share option schemes | 220,916,382 | 144,031,917 |
| Weighted average number of ordinary shares for the purpose of diluted earnings per share | 44,890,116,366 | 44,813,231,901 |
| Earnings per share – Basic | RMB0.88 | RMB0.58 |
| – Diluted | RMB0.88 | RMB0.58 |

7. ISSUED CAPITAL

| Shares | Number of shares | Share capital HK\$ million | Issued share capital equivalent of RMB million |
|--|---------------------|-------------------------------|---|
| Authorised: | | | |
| Ordinary shares of HK\$0.02 each as at 30 June 2011 and 31 December 2010 | 75,000,000,000 | 1,500 | |
| Issued and fully paid: | | | |
| Ordinary shares of HK\$0.02 each as at 1 January 2010 | 44,669,199,984 | 893 | 949 |
| As at 31 December 2010 (audited) | 44,669,199,984 | 893 | 949 |
| As at 30 June 2011 (unaudited) | 44,669,199,984 | 893 | 949 |

8.

DIVIDEND

On 24 August 2011, the board of Directors (the "Board") declared an interim dividend of HK\$0.25 (tax inclusive) per share (six months ended 30 June 2010: HK\$0.21 (tax inclusive) per share), totalling approximately HK\$11,167 million (tax inclusive) (equivalent to approximately RMB9,287 million (tax inclusive)) (six months ended 30 June 2010: approximately RMB8,183 million (tax inclusive)), based on the number of issued shares as at 30 June 2011.

Pursuant to the Enterprise Income Tax Law of the People's Republic of China and related laws and regulations, the Company is regarded as a Chinese resident enterprise, and thus is required to withhold enterprise income tax at the rate of 10% when it distributes dividends to its non-resident enterprise as defined in the "Enterprise Income Tax Law of the People's Republic of China" shareholders, with effect from the distribution of the 2008 final dividend. In respect of all shareholders whose names appear on the Company's register of members at relevant record date and who are not individual natural person (including HKSCC Nominees Limited, corporate nominees or trustees such as securities companies and banks, and other entities or organizations, which are all considered as non-resident enterprise shareholders), the Company distributes the dividend after deducting enterprise income tax of 10%. The Company does not withhold or pay individual income tax in respect of dividend payable to any natural person shareholders whose names appear on the Company's register of members as at relevant record date.

12

9.

SEGMENT INFORMATION

The Group is organised on a worldwide basis into three major operating segments. The Group is involved in the upstream operating activities of the petroleum industry that comprise independent operations, operations under production sharing contracts or the joint arrangement and trading business. These segments are determined primarily because the Group's chief operating decision maker makes key operating decisions and assesses performance of the segments separately. The Group evaluates the performance of each segment based on profit or loss from operations before income tax.

The Group engages in the exploration, development, production and sales of crude oil, natural gas and other petroleum products in offshore China. Activities outside the PRC are mainly conducted in Indonesia, Australia, Nigeria, Argentina, the United States of America, Canada and Singapore.

The following table presents revenue, profit and assets information for the Group's operating segments.

| Segment | Independent operations | | Production sharing contracts/Other joint arrangements | | Trading business | | Corporate | | Eliminations | | Consolidated | |
|------------------------------|--------------------------|---------------|---|---------------|--------------------------|---------------|--------------------------|-------------|--------------------------|----------------|--------------------------|---------------|
| | Six months ended 30 June | | Six months ended 30 June | | Six months ended 30 June | | Six months ended 30 June | | Six months ended 30 June | | Six months ended 30 June | |
| | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | Restated | Restated | Restated | Restated | Restated | Restated | Restated | Restated | Restated | Restated | Restated | Restated |
| Segment revenue | | | | | | | | | | | | |
| Sales to external customers: | | | | | | | | | | | | |
| Oil and gas sales | 56,731 | 39,443 | 40,299 | 27,460 | - | - | - | - | - | - | 97,030 | 66,000 |
| Marketing revenues | - | - | - | - | 27,110 | 14,941 | - | - | - | - | 27,110 | 14,941 |
| Intersegment revenues | - | - | 10,114 | 8,394 | - | - | - | - | (10,114) | (8,394) | - | - |
| Other income | 149 | 36 | 223 | 303 | - | - | 56 | 230 | - | - | 428 | 569 |
| Total | 56,880 | 39,479 | 50,636 | 36,157 | 27,110 | 14,941 | 56 | 230 | (10,114) | (8,394) | 124,568 | 82,510 |
| Segment results | | | | | | | | | | | | |
| Profit before tax | 30,188 | 21,268 | 31,035 | 21,352 | 84 | 111 | 883 | 117 | (10,114) | (8,394) | 52,076 | 34,000 |
| | 30,188 | 21,268 | 31,035 | 21,352 | 84 | 111 | (11,850) | (8,349) | (10,114) | (8,394) | 39,343 | 25,000 |

Profit for the
period

| | Independent operations | | Production sharing contracts/Other joint arrangements | | Trading business | | Corporate | | Eliminations | | Consolidated | |
|---------------------------|------------------------|------------------|---|------------------|------------------|------------------|--------------|------------------|--------------|------------------|--------------|------------------|
| | 30 June 2011 | 31 December 2010 | 30 June 2011 | 31 December 2010 | 30 June 2011 | 31 December 2010 | 30 June 2011 | 31 December 2010 | 30 June 2011 | 31 December 2010 | 30 June 2011 | 31 December 2010 |
| | (Unaudited) | (Audited) | (Unaudited) | Restated | (Unaudited) | (Audited) | (Unaudited) | (Audited) | (Unaudited) | (Audited) | (Unaudited) | Restated |
| Other segment information | | | | | | | | | | | | |
| Segment assets | 93,525 | 93,405 | 179,244 | 161,921 | 3,470 | 3,160 | 86,188 | 59,944 | - | - | 362,427 | 318,430 |

10. SUBSEQUENT EVENT

On 20 July 2011, the Company entered into an Arrangement Agreement, through its indirect wholly-owned subsidiary, CNOOC Luxembourg S.à r.l, to acquire OPTI Canada Inc (“OPTI”) with a total consideration of approximately US\$2.1 billion, which includes an aggregate cash consideration of US\$1.25 billion payable to the holders of the OPTI shares (US\$34 million) and the Second Lien Noteholders (US\$1.216 billion). In addition, due to a change in control of OPTI as a result of the transaction, OPTI will be required to offer to repay the holders of its outstanding First Lien Notes (US\$825 million in principal amount) pursuant to the indentures governing the First Lien Notes.

The transaction is subject to approvals by the Second Lien Noteholders at a special meeting that is expected to be held in September 2011. Completion of the acquisition is also conditional on, amongst others, all necessary government and regulatory approvals by relevant authorities in Canada and the People’s Republic of China, and Canadian court approval. The transaction is expected to be completed in the fourth quarter of 2011. Upon completion of the transaction, OPTI will become an indirect wholly-owned subsidiary of the Company. It is expected that the OPTI shares will be delisted from the Toronto Stock Exchange on or prior to the completion of the transaction.

11. COMPARATIVE AMOUNTS

Certain comparative amounts have been adjusted to conform to the current period’s presentation. In addition, due to the adoption of the new and revised IFRSs/HKFRSs during the current period, certain comparative amounts were restated accordingly (note 1).

AUDIT COMMITTEE

The Audit Committee of the Board has reviewed together with the management the accounting principles and practices adopted by the Group and discussed the internal control and financial reporting matters. The interim results for the six months ended 30 June 2011 are unaudited, but have been reviewed by Ernst & Young in accordance with Hong Kong Standard on Review Engagements 2410 Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Hong Kong Institute of Certified Public Accountants. This interim report has been reviewed by the Audit Committee of the Board.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

There was no purchase, sale or redemption of the Company's shares by the Company or any of its subsidiaries during the six months ended 30 June 2011.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions of the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of Listing Rules throughout the six months ended 30 June 2011, except for the deviations from the code provisions ("Code Provision") A.4.1 only. The following summarises the requirement under the relevant Code Provisions and the Company's reasons for such deviation.

Code Provision A.4.1

Under Code Provision A.4.1, non-executive directors should be appointed for a specific term and be subject to re-election.

None of the existing Independent Non-executive Directors of the Company is appointed for a specific term. This constitutes a deviation from Code Provision A.4.1. However, all the Directors are subject to the retirement provisions under article 97 of the articles of association of the Company ("Article 97"). According to Article 97, one-third of the Directors for the time being must retire from the office by rotation at each annual general meeting. The Company has observed the need for good corporate governance practices. All the incumbent Non-executive Directors and Independent Non-executive Directors of the Company have retired from the office by rotation and have been re-elected in the past three years according to Article 97. Therefore, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted a code of ethics ("Code of Ethics") incorporating the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules. All Directors have confirmed that they complied, during the six months ended 30 June 2011, with the Company's Code of Ethics and the required standards set out in the Model Code.

CHANGES IN CHAIRMAN AND NON-EXECUTIVE DIRECTORS

During the six months ended 30 June 2011, there were changes in chairman and non-executive directors.

On 15 April 2011, Mr. Fu Chengyu resigned as the Chairman of the Board and Non-executive Director of the Company and Mr. Wang Yilin was appointed as the Chairman of Board and Non-executive Director of the Company with effect from the same day.

STATEMENT OF SIGNIFICANT DIFFERENCES IN CORPORATE GOVERNANCE PRACTICES FOR PURPOSES OF SECTION 303A.11 OF THE NEW YORK STOCK EXCHANGE LISTED COMPANY MANUAL

The Company is incorporated under the laws of Hong Kong. The principal trading market for the ordinary shares of the Company is The Stock Exchange of Hong Kong Limited. In addition, because the Company's ordinary shares are registered with the United States Securities and Exchange Commission and are listed on the New York Stock Exchange (the "NYSE"), the Company is subject to certain corporate governance requirements. However, many of the corporate governance rules in the NYSE Listed Company Manual (the "NYSE Standards") do not apply to the Company as a "foreign private issuer" and the Company is permitted to follow its home country corporate governance practices in lieu of most corporate governance standards contained in the NYSE Standards. Section 303A.11 of the NYSE Listed Company Manual requires NYSE-listed foreign private issuers to describe the significant differences between their corporate governance practices and the corporate governance standards applicable to U.S. companies listed on the NYSE. The Company has posted a brief summary of such significant differences on its website, which may be accessed through the following web page:

<http://www.cnoc ltd.com/encnoc ltd/gsgz/socg/default.shtml>

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 7 September 2011 to 14 September 2011 (both days inclusive) during which no transfer of shares of the Company can be registered. In order to qualify for the interim dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's registrar, Hong Kong Registrars Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on 6 September 2011. The interim dividend will be paid on or around 30 September 2011 to those shareholders on the register of members on 14 September 2011 (the "Record Date").

WITHHOLDING AND PAYMENT OF ENTERPRISE INCOME TAX FOR NON-RESIDENT ENTERPRISES IN RESPECT OF 2011 INTERIM DIVIDEND

Pursuant to the "Enterprise Income Tax Law of the People's Republic of China", the "Detailed Rules for the Implementation of the Enterprise Income Tax Law of the People's Republic of China" and the "Notice regarding Matters on Determination of Tax Residence Status of Chinese-controlled Offshore Incorporated Enterprises under Rules of Effective Management", the Company has been confirmed as a resident enterprise of People's Republic of China ("PRC") and the withholding and payment obligation lies with the Company. The Company is required to withhold and pay 10% enterprise income tax when it distributes the 2011 interim dividend to its non-resident enterprise (as defined in the "Enterprise Income Tax Law of the People's Republic of China") shareholders. In respect of all shareholders whose names appear on the Company's register of members as at the Record Date who are not individual natural person (including HKSCC Nominees Limited, corporate nominees or trustees such as securities companies and banks, and other entities or organizations, which are all considered as non-resident enterprise shareholders), the Company will distribute the 2011 interim dividend after deducting enterprise income tax of 10%. The Company will not withhold and pay the income tax in respect of the 2011 interim dividend payable to any natural person shareholders whose names appear on the Company's register of members as at the Record Date.

If any resident enterprise (as defined in the "Enterprise Income Tax Law of the People's Republic of China") listed on the Company's register of members which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, or any non-resident enterprise shareholder who is subject to a withholding tax rate of less than 10% pursuant to any tax treaty between the country of residence of such shareholder and the PRC or tax arrangements between the mainland of China and Hong Kong or Macau, or any other enterprise shareholder who may be entitled to a deduction or exemption of enterprise income tax in accordance with the applicable PRC rules, does not desire to have the Company withhold and pay the total amount of the said 10% enterprise income tax, it shall lodge with Hong Kong Registrars Limited documents from its governing tax authority confirming its PRC resident enterprise status, or the documents in support that a withholding tax of less than 10% is required to be paid pursuant to the above-mentioned tax treaty or arrangements, or the documents confirming its entitlement to a deduction or exemption of enterprise income tax in accordance with the applicable PRC rules at or before 4:00 p.m. on 6 September 2011.

If anyone would like to change the identity of the holders in the register of members, please enquire about the relevant procedures with the nominees or trustees. The Company will withhold for payment of the enterprise income tax for its non-resident enterprise shareholders strictly in accordance with the relevant laws and requirements of the relevant government departments and adhere strictly to the information set out in the Company's register of members on the Record Date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the shareholders at the aforesaid date or any disputes over the mechanism of withholding.

PUBLICATION OF INTERIM RESULTS AND INTERIM REPORT

This interim results announcement is published on the website of The Stock Exchange of Hong Kong Limited (<http://www.hkex.com.hk>) and on the Company's website (<http://www.cnoocld.com>). The interim report will be dispatched to the shareholders of the Company and will be available at the website of The Stock Exchange of Hong Kong Limited and the website of the Company as soon as practicable.

By Order of the Board
CNOOC Limited
Jiang Yongzhi
Joint Company Secretary

Hong Kong, 24 August 2011

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

Executive Directors

Yang Hua (Vice Chairman)

Li Fanrong

Wu Guangqi

Independent Non-executive Directors

Edgar W. K. Cheng

Chiu Sung Hong

Lawrence J. Lau

Tse Hau Yin, Aloysius

Wang Tao

Non-executive Directors

Wang Yilin (Chairman)

Zhou Shouwei

Wu Zhenfang

FORWARD-LOOKING STATEMENTS

This interim report includes “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995, including statements regarding expected future events, business prospectus or financial results. The words “believe,” “intend,” “expect,” “anticipate,” “project,” “estimate,” “plan,” “predict” and similar expressions are intended to identify such forward-looking statements.

These statements are based on assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors the Company believes are appropriate under the circumstances. However, whether actual results and developments will meet the expectations and predictions of the Company depends on a number of risks and uncertainties which could cause the actual results, performance and financial condition to differ materially from the Company’s expectations, including those associated with fluctuations in crude oil and natural gas prices, the exploration or development activities, the capital expenditure requirements, the business strategy, the highly competitive nature of the oil and natural gas industries, the foreign operations, environmental liabilities and compliance requirements, and economic and political conditions in the People’s Republic of China. For a description of these and other risks and uncertainties, please see the documents the Company files from time to time with the United States Securities and Exchange Commission, including the 2010 Annual Report on Form 20-F filed on 29 April 2011. Consequently, all of the forward-looking statements made in this interim report are qualified by these cautionary statements. The Company cannot assure that the actual results or developments anticipated will be realised or, even if substantially realised, that they will have the expected effect on the Company, its business or operations.

Exhibit 99.2

CNOOC LIMITED

For Immediate Release

CNOOC Limited Achieves a Significant Increase of 51.4% in Net Profit in H1 2011

(Hong Kong, August 24, 2011) - CNOOC Limited (the "Company", NYSE: CEO, SEHK: 0883) announced its interim results as of June 30, 2011.

The Company's total net oil and gas production amounted to 168.7 million barrels of oil equivalent (BOE), representing an increase of 12.9% year-on-year (YOY). This is mainly attributed to: firstly, the new oilfields and development wells which continued to introduce new momentum to the Company's production; secondly, production contributions from newly acquired projects since 2010; and thirdly, the composite decline rate of producing oil and gas fields which has remained low through comprehensive adjustment measures.

Meanwhile, international oil prices fluctuated sharply, although generally, it sustained at a high level. Having benefited from this, the Company's realized oil price reached US\$108.16/barrel, 40.8% higher than that of the same period last year. The Company's realized gas price was US\$4.92/mcf, increasing 15.5% YOY.

Due to stable oil and gas production growth, as well as higher realized prices, the Company's oil and gas sales revenue for the first half of the year surged 45.0% YOY to RMB97.03 billion. Despite escalating prices of oilfield services and raw materials, the Company's production cost has remained at a low level mainly due to cost savings and efficiency enhancement. The seasonality factor has also lowered the production cost. During the first half of 2011, our operating cost was down 3.8% from 2010 average of US\$7.28 to US\$7.00 per barrel. The Company recorded net profit of RMB39.34 billion, representing a significant increase of 51.4% YOY.

In the area of exploration, the Company made 6 new discoveries and 18 successful appraisal wells. The first commercial discovery of Wushi 17-2 was made in Wushi Sag in the Western South China Sea. In terms of rolling exploration, two new discoveries Qinhuangdao 33-2 and Qinhuangdao 33-3 were made following the discovery of Qinhuangdao 33-1 South last year in the Shijiutuo uplift area.

Since the beginning of the year, the Company has further expanded its investments in shale oil and gas play and oil sands of North America, through the acquisition of a 33.3% interest in Chesapeake's Niobrara project and the acquisition of OPTI Canada Inc. In addition, we successfully acquired a one-third interest held by Tullow Oil in each of Exploration Areas 1, 2 and 3A in Uganda.

The Company has kept a good track record on health, safety and environmental protection (HSE) since established more than a decade ago. However, the oil spill incident of Penglai 19-3, an oilfield operated under production sharing contract in Bohai Bay, posed HSE challenges to the Company. This incident has made certain impact on the marine environment. Being a responsible energy company, we will continue to urge and assist ConocoPhillips China Inc., the operator of the Penglai 19-3 oilfield, to complete the cleanup work in a timely manner and to minimize the impact on the marine environment.

In addition, due to the combination of the progress of acquisition project and the impact from the oil spill incident, we reset the Company's annual production target at 331-341 million BOE.

Mr. Wang Yilin, Chairman of the Company said, "The outstanding results for the first half of 2011 demonstrated our operating and management capabilities. At the same time, we faced a challenge posed by the oil spill incident occurred at Penglai 19-3 oilfield and we felt deeply sorry about it. The Company has already started performing inspection on the major facilities, equipments and production operations of all our oilfields, and reinforcing our risk management measures, to avoid similar incidents happening in the future."

Mr. Yang Hua, Chief Executive Officer of the Company commented, "Since the beginning of the year, the Company has increased its investments in unconventional energy through the acquisition of shale oil and gas and oil sands projects, building an important resource base for the future. Year 2011 is a year of steady growth for the Company. In the second half of the year, the Company will continue to progress steadily to lay a solid foundation for the Company's long term development."

In the first half of the year, the Company's basic earnings per share reached RMB0.88. In order to share our outstanding results with shareholders, the board has declared an interim dividend of HK\$ 0.25 per share tax inclusive .

– End –

Notes to Editors:

More information about the Company is available at <http://www.cnooc ltd.com>.

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This press release includes “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995, including statements regarding expected future events, business prospectus or financial results. The words “believe”, “intend”, “expect”, “anticipate”, “project”, “estimate”, “plan”, “predict” and similar expressions are intended to identify such forward-looking statements. These statements are based on assumptions and analyses made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that the Company believes reasonable under the circumstances. However, whether actual results and developments will meet the Company’s expectations and predictions depends on a number of risks and uncertainties which could cause the actual results, performance and financial conditions to differ materially from the Company’s expectations, including those associated with fluctuations in crude oil and natural gas prices, the exploration or development activities, the capital expenditure requirements, the business strategy, the highly competitive nature of the oil and natural gas industries, the foreign operations, environmental liabilities and compliance requirements, and economic and political conditions in the People’s Republic of China. For a description of these and other risks and uncertainties, please see the documents the Company has filed from time to time with the United States Securities and Exchange Commission, including 2011 Annual Report on Form 20-F filed on April 29, 2011.

Consequently, all of the forward-looking statements made in this press release are qualified by these cautionary statements. The Company cannot assure that the actual results or developments anticipated will be realized or, even if substantially realized, that they will have the expected effect on the Company, its business or operations.

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For further enquiries, please contact:

Mr. Jiang Yongzhi
Joint Company Secretary and General Manager of Investor Relations Department
CNOOC Limited
Tel: +86-10-8452-1731
Fax: +86-10-8452-1441
E-mail: jiangyzh2@cnooc.com.cn

Ms. Ding Jianchun
Manager, Media / Public Relations
CNOOC Limited
Tel: +86-10-8452-2973
Fax: +86-10-8452-1441
E-mail: dingjch@cnooc.com.cn

Ms. Angela Hui
Ketchum Newscan Public Relations Ltd
Tel: +852-3141-8091
Fax: +852-2510-8199
E-mail: angela.hui@knprhk.com

