

CNOOC LTD  
Form 6-K  
September 23, 2015

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 September 2015

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: September 23, 2015

EXHIBIT INDEX

Exhibit No. Description

99.1  
Announcement entitled "Retirement of Non-Executive Director"

99.2

Announcement entitled "List of Directors and their Role and Function"

**Exhibit 99.1**

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

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

**(Stock Code: 00883)**

**RETIREMENT OF NON-EXECUTIVE DIRECTOR**

The board of directors (the “**Board**”) of CNOOC Limited (the “**Company**”) announces that with effect from 23 September 2015, Mr. Wang Jiaxiang (“**Mr. Wang**”) has retired as a Non-executive Director of the Company.

Mr. Wang confirmed that he has no disagreement with the Board in any respects and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to express its appreciation and gratitude to Mr. Wang for his contribution and services to the Company.

By Order of the Board

**CNOOC Limited**

**Zhong Hua**

*Joint Company Secretary*

Hong Kong, 23 September 2015

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

| <i>Executive Directors</i> | <i>Independent Non-executive Directors</i> |
|----------------------------|--|
|                            | Chiu Sung Hong                             |

|            |                 |
|------------|-----------------|
| Li Fanrong | Lawrence J. Lau |
|------------|-----------------|

|            |                       |
|------------|-----------------------|
| Wu Guangqi | Tse Hau Yin, Aloysius |
|            | Kevin G. Lynch        |

*Non-executive Directors*  
Yang Hua (Chairman)

Lv Bo

**Exhibit 99.2**

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**ANNOUNCEMENT**

**List of Directors and their Role and Function**

The members of the board of directors (the “**Board**”) of CNOOC Limited and their respective role and function in the Board and the Board committees are set out below:

**Board Committee**

|  | <b>Audit<br/>Committee</b> | <b>Nomination<br/>Committee</b> | <b>Remuneration<br/>Committee</b> |
|--|----------------------------|---------------------------------|-----------------------------------|
| <b>Directors</b>                           |                            |                                 |                                   |
| <b>Executive Directors</b>                 |                            |                                 |                                   |
| Li Fanrong (CEO & President)               | -                          | -                               | -                                 |
| Wu Guangqi (Compliance Officer)            | -                          | -                               | -                                 |
| <b>Non-executive Directors</b>             |                            |                                 |                                   |
| Yang Hua (Chairman)                        | -                          | C                               | -                                 |
| Lv Bo                                      | -                          | -                               | M                                 |
| <b>Independent Non-executive Directors</b> |                            |                                 |                                   |
| Chiu Sung Hong                             | M                          | -                               | C                                 |
| Lawrence J. Lau                            | M                          | M                               | -                                 |

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|                       |   |   |   |
|-----------------------|---|---|---|
| Tse Hau Yin, Aloysius | C | - | M |
| Kevin G. Lynch        | - | M | - |

Notes:

CChairman of Board committee

MMember of Board committee

By Order of the Board  
**CNOOC Limited**  
**Zhong Hua**

*Joint Company Secretary*

Hong Kong, 23 September 2015

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

| <i>Executive Directors</i> | <i>Independent Non-executive Directors</i> |
|----------------------------|--|
|                            | Chiu Sung Hong                             |
| Li Fanrong                 | Lawrence J. Lau                            |
| Wu Guangqi                 | Tse Hau Yin, Aloysius                      |
|                            | Kevin G. Lynch                             |

*Non-executive Directors*  
Yang Hua (Chairman)

Lv Bo