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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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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