

CNOOC LTD  
Form 6-K  
May 22, 2007

**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 May, 2007

Commission File Number 1-14966

**CNOOC Limited**  
(Translation of registrant's name into English)

65<sup>th</sup> 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

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**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/ Kang Xin  
Name: Kang Xin  
Title: Company Secretary

Dated: May 21, 2007

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Announcement of Change of Company Secretary dated May 18, 2007.

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*(Incorporated in Hong Kong with limited liability under the Companies Ordinance)*  
**(Stock Code: 883)**

**Change of Company Secretary**

The Company hereby announces that Mr. Victor Zhikai Gao's employment as company secretary of the Company ceased with effect from 25 April 2007. The Company is pleased to announce that Ms. Kang Xin has been appointed as the company secretary of the Company in place of Mr. Victor Zhikai Gao with effect from 25 April 2007.

CNOOC Limited (the "Company") hereby announces that Mr. Victor Zhikai Gao's employment as company secretary of the Company ceased with effect from 25 April 2007. The Company is pleased to announce that Ms. Kang Xin has been appointed as the company secretary of the Company in place of Mr. Victor Zhikai Gao with effect from 25 April 2007.

Mr. Victor Zhikao Gao has confirmed that he has no disagreement with the board of directors (the "Board") of the Company and there are no matters relating to the cessation of his employment that need to be brought to the attention of the Company's shareholders.

The Board warmly welcomes Ms. Kang Xin to her new position.

By Order of the Board  
**CNOOC Limited**  
**Kang Xin**  
*Company Secretary*

Hong Kong, 18 May 2007

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

*Executive Directors*

Fu Chengyu (Chairman)  
Zhou Shouwei  
Wu Guangqi  
Yang Hua

*Independent Non-executive Directors*

Edgar W. K. Cheng  
Chiu Sung Hong  
Evert Henkes  
Lawrence J. Lau  
Tse Hau Yin, Aloysius

*Non-executive Directors*

Luo Han  
Cao Xinghe  
Wu Zhenfang

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