

CNOOC LTD  
Form 6-K  
December 29, 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 December 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: December 29, 2011

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated December 29, 2011, entitled “CNOOC Submitted Application for Establishment of Marine Environmental and Ecological Protection Foundation”.

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Exhibit 99.1

For Immediate Release

CNOOC Submitted Application for Establishment of Marine  
Environmental and Ecological Protection Foundation

(Hong Kong, December 29, 2011) - CNOOC Limited (the “Company”, NYSE: CEO, SEHK:0883) announced that its parent company, China National Offshore Oil Corporation (“CNOOC”), has officially submitted a registration application to Ministry of Civil Affairs of the People’s Republic of China for establishment of “CNOOC Marine Environmental and Ecological Protection Public Welfare Foundation” (“The Foundation”). The Foundation was launched by CNOOC and contributed by the CNOOC Limited with RMB500 million as initial capital. The Board of Directors has approved the contribution plan for the Foundation.

CNOOC’s Foundation will focus primarily on marine environmental and ecological protection as well as related scientific research and technology advancement and other charitable public welfare projects. Upon the approval on the registration, the Foundation will prioritize the work on marine environmental protection and comprehensive treatment.

Mr. Li, Fanrong, the Company’s Chief Executive Officer commented, “as a company engaged in oil and gas exploration, development and production mainly in offshore China, we have always emphasized on marine environment and ecological protection and been proactively performing our social responsibilities. The oil spill incident has reminded us that safety and environmental protection risk always exists. The entire society should care more about the efforts made on the marine environmental protection and ecological restoration, and we would like to make our own dedication.”

– End –

Notes to Editors:

More information about the Company is available at <http://www.cnooltd.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 analysis 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 2010 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](mailto: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](mailto: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](mailto:angela.hui@knprhk.com)