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**CNOOC Limited**  
**(中國海洋石油有限公司)**

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

**APPOINTMENT AND RESIGNATION OF CHAIRMAN  
AND NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Wang Yilin has been appointed as Chairman of the Board and non-executive director of the Company with effect from 15 April 2011.

The Board also announces that Mr. Fu Chengyu has resigned as Chairman of the Board and non-executive director of the Company on 15 April 2011.

**Appointment of chairman and non-executive director**

The board of directors (the “**Board**”) of CNOOC Limited (the “**Company**”) is pleased to announce that Mr. Wang Yilin (“**Mr. Wang**”) has been appointed as Chairman of the Board and non-executive director of the Company with effect from 15 April 2011.

**Wang Yilin**

Born in 1956, Mr Wang is a professor-level senior engineer. He graduated from China University of Petroleum majoring in petroleum geology and exploration and received a doctorate degree. He has nearly 30 years of working experience in China’s oil and gas industry. From June 1996 to September 1999, Mr. Wang served as the deputy director and chief exploration geologist of Xinjiang Petroleum Administration Bureau. From September 1999 to May 2004, he served as the general manager of Xinjiang Oilfield Company. From June 2001 to May 2004, he served as the senior executive of Xinjiang Petroleum Administration Bureau. From July to December 2003, he served as the Assistant to General Manager of China National Petroleum Corporation (“CNPC”). From December 2003 to April 2011, he served as the Deputy General Manager of CNPC. From July 2004 to July 2007, he also served as the safety director of CNPC. From November 2005 to 14 April 2011, he served as a Director of PetroChina Company Limited, a company listed on

the New York Stock Exchange, The Stock Exchange of Hong Kong Limited and Shanghai Stock Exchange respectively. Since 8 April 2011, Mr. Wang serves as Chairman of China National Offshore Oil Corporation. Mr. Wang was appointed as Chairman and Non-executive Director of the Company with effect from 15 April 2011.

Under the service agreement between the Company and Mr. Wang, Mr. Wang's emolument comprise of an annual director's fee of HK\$950,000 before Hong Kong tax. The emolument of Mr. Wang was determined with reference to perception of industry standards and prevailing market conditions. The Remuneration Committee will review the level of directors' remuneration from time to time and make recommendation to the Board for adjustments if necessary. Mr. Wang's appointment continues for a period of twelve months and would be renewed annually as determined by the Board or the shareholders of the Company, subject to three months' notice of termination. Mr. Wang is subject to the provisions of his service agreement and the retirement provisions in the Articles of the Company, and is expected to be subject to re-election at the coming Annual General Meeting.

As at the date of this announcement, save as disclosed above, Mr. Wang has not held any other directorship in any listed public companies in the last three years and does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Save as aforesaid, Mr. Wang does not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company.

There is no other information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) – 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"), nor are there any other matters to be brought to the attention of the shareholders of the Company.

### **Resignation of Chairman and non-executive director**

The Board also announces that Mr. Fu Chengyu ("**Mr. Fu**") has resigned as Chairman of the Board and non-executive director of the Company on 15 April 2011. Mr. Fu confirmed that he has no disagreement with the Board in any respects and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

Taking this opportunity, the Board would like to welcome Mr. Wang on his appointment and to express its appreciation and gratitude to Mr. Fu for his contribution and services to the Company.

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

Hong Kong, 15 April 2011

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

***Executive Directors***

Yang Hua (*Vice Chairman*)

Li Fanrong

Wu Guangqi

***Non-executive Directors***

Wang Yilin (*Chairman*)

Zhou Shouwei

Wu Zhenfang

***Independent Non-executive Directors***

Edgar W. K. Cheng

Chiu Sung Hong

Lawrence J. Lau

Tse Hau Yin, Aloysius

Wang Tao