

CNOOC LTD
Form 6-K
January 24, 2008

**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 January 2008

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/ Kang Xin
Name: Kang Xin
Title: Company Secretary

Dated: January 24, 2008

EXHIBIT INDEX

Exhibit Description
No.

99.1 Announcement dated January 23, 2008, entitled "Qualified Accountant".

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss whatsoever 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: 883)*

QUALIFIED ACCOUNTANT

The Company has applied for, and the Stock Exchange has granted, a conditional waiver from strict compliance with Rule 3.24 of the Listing Rules in relation to the requirement for the Company to appoint a qualified accountant for the period from 1 January 2008 until 31 December 2010.

Reference is made to the announcement of CNOOC Limited (the “**Company**”) dated 9 February 2006 regarding a conditional waiver from strict compliance with Rule 3.24 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) granted by the Stock Exchange in relation to the requirement for the Company to appoint a qualified accountant (the “**Waiver**”). The Waiver expired on 31 December 2007.

The Company has applied for, and the Stock Exchange has granted, a conditional waiver from strict compliance with Rule 3.24 of the Listing Rules in relation to the requirement for the Company to appoint a qualified accountant for the period from 1 January 2008 until 31 December 2010.

Mr. Li Feilong, a member of the senior management team of the Company, meets all the requirements of a qualified accountant as set out in Rule 3.24 of the Listing Rules, except that he is not a fellow or associate member of the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) or a similar body of accountants recognized by HKICPA for the purpose of granting exemptions from the examination requirement for membership of HKICPA. Mr. Li Feilong will continue to take up the role of qualified accountant of the Company and will continue to be assisted by Mr. Li Peng, a senior accountant of the Company and a member of the Association of Chartered Certified Accountant (ACCA) in the United Kingdom, for the duration of the waiver.

The waiver granted by the Stock Exchange will cease (i) on 31 December 2010; or (ii) once Mr. Li Peng is no longer able to assist Mr. Li Feilong, whichever is the earlier. When the waiver ceases to have effect, the Company will immediately inform the Stock Exchange and take remedial steps to comply with Rule 3.24 of the Listing Rules.

By Order of the Board
CNOOC Limited
Kang Xin
Company Secretary

Hong Kong, 23 January 2008

As at the date of this announcement, the board of directors comprises of:

Executive Directors

Fu Chengyu (*Chairman*)

Zhou Shouwei

Wu Guangqi

Yang Hua

Non-executive Directors

Luo Han

Cao Xinghe

Wu Zhenfang

Independent Non-executive Directors

Edgar W. K. Cheng

Chiu Sung Hong

Evert Henkes

Lawrence J. Lau

Tse Hau Yin, Aloysius