



**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)**

**ANNOUNCEMENT**

The Circular, at pages 32 to 33, contains a letter of recommendation from the Independent Board Committee. The letter names all independent non-executive Directors as members of the Independent Board Committee. Mr Kenneth S. Curtis, an independent non-executive Director, participated in the Independent Board Committee process, but due to a conflicting travel schedule he was prevented from attending the last Independent Board Committee meeting prior to the dispatch of the Circular. The Company therefore clarifies that the letter of recommendation from the Independent Board Committee referred to above was unanimously approved by all independent non-executive Directors save for Mr Kenneth S. Curtis, who was absent from the last Independent Board Committee meeting.

The Company refers to the circular dated 10 December 2005 (the “Circular”) pursuant to which the Second EGM to be held on 31 December 2005 has been convened for the purpose of considering approval of the Supplemental Agreement in relation to certain amendments to the Existing Non-Compete Undertaking, the Revised Cap for the “technical services” category of continuing connected transaction, the Non-Exempt Continuing Connected Transactions (including the Proposed Caps) and adoption of the New Share Option Scheme. Unless otherwise specified in this announcement, terms used herein shall have the same meanings as defined in the Circular.

The Circular, at pages 32 to 33, contains a letter of recommendation from the Independent Board Committee. The letter names all independent non-executive Directors as members of the Independent Board Committee. Mr Kenneth S. Curtis, an independent non-executive Director, participated in the Independent Board Committee process, but due to a conflicting travel schedule he was prevented from attending the last Independent Board Committee meeting prior to the dispatch of the Circular. The Company therefore clarifies that the letter of recommendation from the Independent Board Committee referred to above was unanimously approved by all independent non-executive Directors save for Mr Kenneth S. Curtis, who was absent from the last Independent Board Committee meeting.

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

*Executive Directors*

Fu Chengyu (*Chairman*)

Luo Han

Zhou Shouwei

Cao Xinghe

Wu Zhenfang

Wu Guangqi

Yang Hua

*Independent non-executive Directors*

Sung Hong Chiu

Kenneth S. Courtis

Evert Henkes

Tse Hau Yin, Aloysius

Lawrence J. Lau

By Order of the Board

**CNOOC Limited**

**Cao Yunshi**

*Company Secretary*

Hong Kong, 28 December 2005

Please also refer to the published version of this announcement in South China Morning Post.