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If you have sold or transferred all your shares in CNOOC Limited you should at once pass this document to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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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: 00883)

2021 ANNUAL GENERAL MEETING **EXPLANATORY STATEMENT**

An annual general meeting of CNOOC Limited (the “**Company**”) is to be held on 26 May 2022 at 3:00 p.m. at Island Shangri-La Hotel Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong.

This circular is only intended to provide notice to the holders of Hong Kong Shares of the arrangements for and contents to be considered at the Annual General Meeting. A notice of the Annual General Meeting is set out in Appendix II to this circular. Whether or not you intend to attend the Annual General Meeting, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible, and in any event not less than 36 hours before the time fixed for holding of the Annual General Meeting or any adjournment thereof (as the case may be), if you do not intend to be present in person at the Annual General Meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the Annual General Meeting or any adjournment thereof if they so wish and, in such event, the relevant form of proxy shall be deemed to be revoked.

In order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of shareholders, the Company will implement certain precautionary measures at the Annual General Meeting, details of which are set out in the section entitled “Precautionary Measures for the Annual General Meeting” in this circular. In view of the ongoing COVID-19 pandemic, you are strongly encouraged to appoint the chairman of the Annual General Meeting as proxy to attend and vote on your behalf at the Annual General Meeting or any adjournment thereof.

Holders of RMB Shares shall refer to the public announcement for notice of annual general meeting applicable to holders of RMB Shares as published on the Shanghai Stock Exchange and on the Company’s website.

PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing COVID-19 pandemic and relevant requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and other stakeholders from the risk of infection.

- (i) Compulsory body temperature checks will be conducted on every attending shareholder, proxy and other attendees at the entrance of the Annual General Meeting venue. Any person found to be suffering from a fever or otherwise unwell will be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue.
- (ii) All attending shareholders, proxies and other attendees are required to complete and submit at the entrance of the Annual General Meeting venue a declaration form confirming their names and contact details, and be asked whether (a) they have travelled to, or to their best of knowledge had close contact with any person who has recently travelled to, areas outside of Hong Kong at any time in the preceding 14 days of the Annual General Meeting; and (b) they are subject to any compulsory quarantine prescribed by the Hong Kong Government. Any person who responds affirmatively to any one of the above questions will be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue.
- (iii) All attendees are requested to wear surgical face masks at the Annual General Meeting venue at all times, and to maintain a safe distance with other attendees.
- (iv) No refreshments will be provided.

To the extent permitted under applicable laws, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In the interest of all stakeholders' health and safety and in response to the relevant guidelines on prevention and control of COVID-19 pandemic, shareholders are reminded that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by completing form of proxy in accordance with the instructions printed thereon, holders of Hong Kong Shares may appoint the chairman of the Annual General Meeting as proxy to attend and vote on the relevant resolutions at the Annual General Meeting, and holders of RMB Shares may participate in voting online instead of attending the Annual General Meeting or any adjournment thereof in person.

LETTER FROM THE BOARD



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: 00883)

Executive Directors:

Zhou Xinhuai
Xia Qinglong

Non-executive Director:

Wang Dongjin (*Chairman*)
Li Yong (*Vice Chairman*)
Xu Keqiang
Wen Dongfen

Independent Non-executive Directors:

Chiu Sung Hong
Lawrence J. Lau
Tse Hau Yin, Aloysius
Qiu Zhi Zhong

Registered office:

65th Floor, Bank of China Tower 1
Garden Road
Central
Hong Kong

4 May 2022

To the Shareholders

Dear Sir or Madam,

2021 ANNUAL GENERAL MEETING **EXPLANATORY STATEMENT**

INTRODUCTION

The purpose of this document is to provide you with information in connection with the proposed ordinary resolutions set out as items 1-11 of the notice of annual general meeting for the approval of, amongst others, the grant of the general mandates to issue Shares and buy back Shares (as defined hereinafter), the re-election of retiring directors, the reappointment of independent auditor, recommendation of the declaration of special dividends and authorisation to the board of directors on declaration of interim dividends at the annual general meeting of the Company to be held at Island Shangri-La Hotel Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on 26 May 2022 at 3:00 p.m. (the “**Annual General Meeting**”). For purposes of this circular, “**Hong Kong Shares**” refers to the shares of the Company

LETTER FROM THE BOARD

listed on the Main Board of the Hong Kong Stock Exchange; “**RMB Shares**” refers to the shares of the Company listed on the Main Board of the Shanghai Stock Exchange; and “**Shares**” refers to all shares in the share capital of the Company, including Hong Kong Shares and RMB Shares.

THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY PREPARED IN ACCORDANCE WITH THE COMPANIES ORDINANCE, THE INDEPENDENT AUDITOR’S REPORT AND THE REPORT OF THE DIRECTORS OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2021

Reference is made to the 2021 annual report of the Company publicly disclosed on the website of The Stock Exchange of Hong Kong Limited (“**Hong Kong Stock Exchange**”) on 12 April 2022. Please refer to the 2021 annual report of the Company for details relating to the relevant financial statements, the Independent Auditor’s Report and the Report of the Directors.

PROPOSED RE-ELECTION OF DIRECTORS

Reference is made to the announcement of the Company dated 3 August 2021 in relation to the appointment of Director whereby Mr. Xia Qinglong (“**Mr. Xia**”) has been appointed as an Executive Director of the Company with effect from 3 August 2021. Details of such appointment have been set out in such announcement.

Reference is made to the announcement of the Company dated 28 April 2022 in relation to the appointment of Director whereby Mr. Zhou Xinhui (“**Mr. Zhou**”) has been appointed as an Executive Director and Chief Executive Director of the Company with effect from 28 April 2022. Details of such appointment have been set out in such announcement.

Pursuant to the Articles of Association of the Company (the “**Articles**”), the Directors shall have power, exercisable at any time and from time to time, to appoint any person as a Director, either to fill a casual vacancy or as an addition to Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time (if any) by the shareholders in general meeting and any directors so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Xia, who was appointed as an Executive Director with effect from 3 August 2021, will hold office until the Annual General Meeting and, being eligible, offer himself for re-election at the Annual General Meeting in accordance with the Articles. Mr. Zhou, who was appointed as an Executive Director with effect from 28 April 2022, will hold office until the Annual General Meeting and, being eligible, offer himself for re-election at the Annual General Meeting in accordance with the Articles.

Mr. Xia and Mr. Zhou have been recommended by the board of Directors of the Company (the “**Board**”) and has offered himself for re-election.

Pursuant to Article 102 of the Articles, Mr. Chiu Sung Hong (“**Mr. Chiu**”) will retire from office at the Annual General Meeting and, being eligible for re-election. Mr. Chiu Sung Hong has been recommended by the Board and has offered himself for re-election.

LETTER FROM THE BOARD

Mr. Chiu who has served as an Independent Non-executive Director of the Company for over nine years, will retire from office and be eligible for re-election at the Annual General Meeting. Mr. Chiu has thorough understanding of the Company's operations and business. As an Independent Non-executive Director, Mr. Chiu has always contributed objectively in advising the Board and the senior management, expressing objective views, and giving valuable independent guidance to the Company in his capacity as Independent Non-executive Director over the years. He is currently the chairman of the Remuneration Committee and a member of the Audit Committee, and served as the chairman of the independent board committee in connection several times with the connected transactions entered into by the Company and its subsidiaries. Mr. Chiu has been continuously demonstrating firm commitments to his role. Mr. Chiu always places great importance on high standards of corporate governance. Due to his legal background and experience, Mr. Chiu is able to provide valuable and useful advices and guidance to the Company in areas such as legal compliance, employment issues and commercial laws and etc. Mr. Chiu has never been engaged in any executive management of the Group. The Board has received from Mr. Chiu a confirmation of independence according to Rule 3.13 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"). Despite Mr. Chiu has served as an independent Non-executive Director of the Company for over nine years, taking into consideration of the above and the independent natures of Mr. Chiu's role and duties in the past years, the Board, with the recommendation of the Nomination Committee of the Company, considers that the long service of Mr. Chiu would not diminish his independence and affect his exercise of independent judgment and his continuous tenure brings considerable benefits and stability to the management and operation of the Group, and therefore considers Mr. Chiu to be independent and recommends Mr. Chiu to be re-elected.

In determining to propose Mr. Chiu to be re-elected as an Independent Non-executive Directors of the Company, the Nomination Committee of the Company and the Board reviewed the biography and qualifications of Mr. Chiu, his past performance and the independence confirmations pursuant to Rule 3.13 of the Hong Kong Listing Rules, and assessed his suitability to be re-elected at the Annual General Meeting based on his reputation for integrity, legal knowledge and background, extensive experience in legal practice, his past contribution to the Company, his commitment in respect of available time and his international exposure by virtue of him being studied and have over thirty years' experience in legal profession in Australia having regard to the board diversity policy adopted by the Board. Both the Nomination Committee of the Company and the Board are satisfied that Mr. Chiu has the required character, integrity, experience and independence to continue fulfilling the role of Independent Non-executive Director. Further, given Mr. Chiu's extensive legal knowledge, expertise and experience, the Board considers the re-election of Mr. Chiu as Independent Non-executive Director is in the best interest of the Company and the Shareholders as a whole. Being the member of the Board who possesses extensive legal knowledge and experience, the Board also considers that Mr. Chiu's legal professional knowledge and experience contributes to the diversity of the Board.

Details of such Directors required to be disclosed under the Hong Kong Listing Rules are set out in Appendix II to this circular.

PROPOSED AUTHORISATION TO THE BOARD TO DETERMINE THE REMUNERATIONS OF EACH DIRECTOR

It is proposed that the Board is authorised to determine the remunerations of each Director.

LETTER FROM THE BOARD

PROPOSED RE-APPOINTMENT OF THE AUDITORS AND AUTHORISING THE BOARD TO FIX THE REMUNERATION

The Company proposes to re-appoint Ernst & Young and Ernst & Young Hua Ming LLP as the independent auditor of the Company and its subsidiaries for the year of 2022 for Hong Kong reporting and PRC reporting respectively from the closing of the Annual General Meeting to the closing of the next annual general meeting of the Company, and to authorise the Board to fix the remuneration of the above independent auditors.

PROPOSED DECLARATION OF SPECIAL DIVIDEND

It is proposed that a special dividend of HK \$1.18 (tax inclusive) per Share to be declared to Shareholders. The Company declares a special dividend that is denominated and declared in Hong Kong dollars. Dividends paid on Hong Kong Shares will be paid in Hong Kong dollars and dividends paid on RMB Shares will be paid in RMB, at the exchange rate calculated using the average medium exchange rate of Hong Kong dollars against RMB as announced by the People's Bank of China for the week immediately preceding the date of declaration of dividend at the Annual General Meeting. Please refer to the announcement on special dividend distribution plan published by the Company on Shanghai Stock Exchange for details of the dividend distribution on RMB shares.

PROPOSED AUTHORISATION TO THE BOARD ON DECLARATION PLAN OF 2022 INTERIM DIVIDEND

In accordance to the Articles, a general meeting of the Company is authorised to declare and approve the distribution of dividends, and the Board is authorised to approve interim dividend to the extent authorised by the General Meeting. It is proposed that the General Meeting of the Company authorise the Board to determine the declaration plan of the 2022 interim dividend and authorise the Board and the persons authorised by the Board to deal with all matters relating to the declaration of the 2022 interim dividend by the Company.

PROPOSED GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES

At the annual general meeting of the Company held on 21 May 2021, ordinary resolutions were passed granting general mandates to the directors of the Company (the “**Directors**”), inter alia, (i) to buy back Shares the aggregate number of which shall not exceed 10% of the total number of issued shares of the Company as at 21 May 2021; (ii) to issue, allot and deal with additional shares the aggregate number of which shall not exceed 20% of the total number of issued shares of the Company as at 21 May 2021; and (iii) extend the general mandate granted to the Directors to issue, allot and deal with such number of shares the aggregate number of which shall not exceed the aggregate number of shares bought back, which shall not exceed 10% of the total number of issued shares of the Company as at 21 May 2021 (collectively referred to as the “**Existing General Mandates**”). The Existing General Mandates will lapse at the conclusion of the Annual General Meeting.

As disclosed in the Company's announcement dated 26 September 2021 and the circular dated 4 October 2021, the Company had applied for a one-time waiver in connection with the initial public offering of the Company's RMB shares which have been listed on the Shanghai Stock Exchange completed on 21

LETTER FROM THE BOARD

April 2022, and the Hong Kong Stock Exchange has granted, a one-time waiver whereby, under certain conditions, the Company is not required to seek a listing of the RMB Shares issued in the initial public offering as mentioned above on the Hong Kong. These conditions include (i) the modification of Rule 13.36(2)(b) of the Hong Kong Listing Rules such that the Shareholders (including both holders of Hong Kong Shares and holders of RMB Shares) can by ordinary resolution in a general meeting give a general mandate to the Directors under which (a) the aggregate number of Hong Kong Shares allotted or agreed to be allotted must not exceed 20% of the number of the issued Hong Kong Shares as of the date of the resolution granting the general mandate; and (b) the aggregate number of RMB Shares allotted or agreed to be allotted must not exceed 20% of the number of the issued RMB Shares as of the date of the resolution granting the general mandate; and (ii) the modification of Rule 13.36(2)(b) of the Hong Kong Listing Rules such that the Shareholders (including both holders of Hong Kong Shares and holders of RMB Shares) can by ordinary resolution in general meeting give a repurchase mandate to the Directors under which only the Hong Kong Shares (not all of the Shares) may be repurchased, and the maximum number of Hong Kong Shares repurchased by the Company since the granting of the general mandate will be 10% of the number of the issued Hong Kong Shares as of the date of the resolution granting the repurchase mandate.

Accordingly, new general mandates to issue shares and buy back Shares, respectively, as set out as ordinary resolutions in the notice of the Annual General Meeting, are now proposed to be granted. The Directors, at the date hereof, have no immediate plans to buy back any Shares or to issue any new Shares pursuant to the relevant mandates.

In relation to the general mandate for the issuance and allotment of Shares (“**Share Issue Mandate**”), on 28 April 2022, being the latest practicable date before printing of this document for ascertaining certain information for the purpose of inclusion in this document (the “**Latest Practicable Date**”), 44,647,455,984 Hong Kong Shares and 2,600,000,000 RMB Shares were in issue and fully paid.

The explanatory statement, as required by Hong Kong Listing Rules to be sent to the holders of Hong Kong shares in connection with the proposed general mandates to buy back Shares, is set out in Appendix I to this document. The explanatory statement contains all information reasonably necessary to enable the holders of Hong Kong shares to make an informed decision on whether to vote for or against the relevant resolutions at the Annual General Meeting.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out in Appendix II to this Circular.

There is no Shareholder who is materially interested in the proposed resolutions regarding the granting of general mandates to issue and buy back Shares, and therefore none of the Shareholders is required to abstain from voting in respect of such resolutions.

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, at any general meeting of the Company, a resolution put to the vote of the Annual General Meeting shall be taken by poll, other than resolution which relates purely to a procedural or administrative matter which may be decided by the chairman in good faith to be voted by a show of hands.

LETTER FROM THE BOARD

A form of proxy for use of holders of Hong Kong Shares at the Annual General Meeting is enclosed herein. Shareholders are requested to complete the form of proxy and return it to the Company's registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed on it not less than 36 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be), if they do not intend to be present in person at the Annual General Meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting or any adjournment thereof if they so wish and, in such event, the relevant form of proxy shall be deemed to be revoked.

Holders of RMB Shares shall refer to the public announcement for notice of annual general meeting and special dividend distribution applicable to holders of RMB Shares as published on the Shanghai Stock Exchange and on the Company's website.

RECOMMENDATION

The Directors believe that the above resolutions are in the best interests of the Company and the Shareholders as a whole, and accordingly recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
CNOOC Limited
Wang Dongjin
Chairman

The following is the explanatory notes required to be sent to the Shareholders under the Hong Kong Listing Rules in connection with the proposed general mandate to buy back Shares and also constitutes the memorandum required under section 239 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (the “Companies Ordinance”).

GENERAL MANDATE TO BUY BACK SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to give the Directors a general and an unconditional mandate (the “**Share Buy-back Mandate**”) to exercise all the powers of the Company to buy back Hong Kong Shares listed on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and RMB Shares listed on the Shanghai Stock Exchange. Under the Share Buy-back Mandate, the number of Hong Kong Shares that the Company may buy back shall not exceed 10% of total number of issued Hong Kong Shares as at the date of passing the resolution, and the amount used to buy back RMB Shares shall not exceed 20% of the audited net profit attributable to equity shareholders of the Company in the latest financial year.

Shareholders should note that the Share Buy-back Mandate covers buy-backs made only during the period ending on the earlier of the conclusion of the next annual general meeting of the Company and the date upon which such authority is revoked or varied, whichever occurs first.

SHARE CAPITAL

As at the Latest Practicable Date, 44,647,455,984 Hong Kong Shares and 2,600,000,000 RMB Shares were in issue and fully paid.

DIRECTORS AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their respective close associates (as defined under the Hong Kong Listing Rules) has a present intention, in the event that the Share Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No persons who are core connected persons (as defined under the Hong Kong Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to sell any of the Shares held by them to the Company, in the event that the Share Buy-back Mandate is approved by the Shareholders.

DIRECTORS’ UNDERTAKING

The Directors have undertaken to the Hong Kong Stock Exchange to exercise the powers of the Company to make buy-backs pursuant to the Share Buy-back Mandate in accordance with the Hong Kong Listing Rules and all applicable laws of Hong Kong.

EFFECT OF THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a buy-back of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the immediate controlling Shareholder of the Company, CNOOC (BVI) Limited ("**CNOOC BVI**"), was recorded in the register required to be kept by the Company under section 336(1) of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**") as having an interest in 28,772,727,268 Shares, representing approximately 60.90% of the issued Share capital of the Company as at that date. CNOOC BVI is a wholly-owned subsidiary of Overseas Oil & Gas Corporation, Ltd. ("**OOGC**"), which is in turn a wholly-owned subsidiary of China National Offshore Oil Corporation ("**CNOOC Group**"). Accordingly, CNOOC BVI's interests are recorded as the interests of OOGC and CNOOC Group. OOGC also has a direct interest in 5 Shares. If the Share Buy-back Mandate is exercised in full, the shareholding of the CNOOC Group will increase accordingly. Regardless of such increase in shareholding, none of CNOOC BVI, OOGC or CNOOC Group would become obliged to make a mandatory offer for all securities not already owned by it or its concert parties under Rule 26 of the Takeovers Code.

PUBLIC FLOAT

The Directors do not have a present intention to exercise the Share Buy-back Mandate to such extent, causing the public float of the securities of the Company to fall below 25%.

HONG KONG LISTING RULES FOR SHARE BUY-BACKS**Reasons for Share Buy-backs**

The Directors consider that the Share Buy-back Mandate will provide the Company with the flexibility to make such buy-backs when appropriate and beneficial to the Company and its Shareholders. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. In 2022, the Company will appropriately implement share buy-backs subject to the authorisation granted at the general meeting of shareholders.

Source of Funds

Buy-backs must be made from funds legally available for such purpose in accordance with the Company's Articles, the Hong Kong Listing Rules and applicable laws, regulations and rules in Hong Kong and mainland of China. The Companies Ordinance provides that the amount paid in connection with a buy-back may only be made from the distributable profits of the Company and/or proceeds of a new issue of Shares made for the purpose of the buy-back to the extent permissible under the Companies Ordinance.

On the basis of the consolidated financial position of the Company as at 31 December 2021 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position and gearing ratio of the Company and the number of Shares in issue, the Directors consider that there will not be a material impact on the working capital or the gearing position of the Company in the event that the Share Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. No buy-back would be made in circumstances that would have a material adverse impact on the working capital of the Company (as compared with the position disclosed in the latest published audited financial statements) unless the Directors consider that such buy-backs were in the best interests of the Company and its Shareholders as a whole.

SHARE BUY-BACK MADE BY THE COMPANY

No share buy-back had been made by the Company (whether on the Hong Kong Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

GENERAL

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest closing prices for Shares on the Hong Kong Stock Exchange were as follows:

Month	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
May	9.12	8.16
June	9.20	8.52
July	9.12	7.70
August	8.26	7.73
September	8.97	7.67
October	9.17	8.44
November	8.54	7.66
December	8.17	7.68
2022		
January	9.43	8.09
February	10.12	9.50
March	11.12	8.92
April (up to the Latest Practicable Date)	11.70	9.80

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Annual General Meeting**”) of the shareholders of CNOOC Limited (the “**Company**”) will be held on 26 May 2022, at 3:00 p.m. at Island Shangri-La Hotel Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong, for the following purposes:

To consider and, if thought fit, pass with or without amendments, the following ordinary resolutions:

1. To receive and consider the audited financial statements prepared in accordance with Companies Ordinance (Cap. 622 of the Laws of Hong Kong), Independent Auditors’ Report thereon for the year ended 31 December 2021 and the Report of the Directors.
2. To re-elect Mr. Xia Qinglong (“**Mr. Xia**”) as an Executive Director of the Company:

Xia Qinglong

Born in 1964, Mr. Xia is a professor-level senior engineer. He graduated from Geophysical Exploration Department of Chengdu Institute of Geology with a bachelor’s degree in engineering. He graduated from Institute of Geology and Geophysics, Chinese Academy of Sciences with a PhD degree of science in solid earth geophysics. From August 1986 to November 2005, Mr. Xia successively served different positions at Bohai Oil Research Institute and CNOOC (China) Limited Tianjin Branch. He served as Chief Geologist, Deputy General Manager and Executive Deputy General Manager of CNOOC (China) Limited Tianjin Branch from November 2005 to May 2016, Deputy Director and Executive Deputy Director of CNOOC Bohai Petroleum Administrative Bureau from April 2013 to May 2016, and successively served as Chief Executive Officer and President of China BlueChem Ltd. (“**China BlueChem**”), a company listed on the Stock Exchange of Hong Kong Limited, from June 2016 to March 2018. He was also the Executive Director of China BlueChem from July 2016 to December 2019. From March 2018 to December 2019, he served as the Chairman of the Board of China BlueChem. He serves as Chairman of the Board of CNOOC International Limited from December 2019 to March 2022. Mr. Xia Qinglong also serves as the Director of CNOOC (China) Limited starting from March 2020, and he has been appointed as the General Manager of CNOOC (China) Limited from June 2021. Since August 2021, Mr. Xia was appointed as a Director of OOGC. He served as an Executive Vice President of the Company from March 2020 to May 2021, and he was appointed as the President of the Company with effect from 21 May 2021. Mr. Xia Qinglong was appointed as the Executive Director of the Company on 3 August 2021.

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

Mr. Xia has no interest in the Company’s securities within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

If re-elected, Mr. Xia's appointment shall continue for a period of 36 months and would be renewed every 36 months as determined by the Board or the shareholders of the Company, subject to one month's notice of termination by either party. Mr. Xia is subject to the provisions of his service agreement and the retirement provisions in the Articles of Association of the Company (the "**Articles**"). The Company does not pay him any Director's fee. The Remuneration Committee of the Company will review the level of Directors' emoluments and make recommendation to the Board for adjustments if necessary.

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

3. To re-elect Mr. Zhou Xinhuai ("**Mr. Zhou**") as an Executive Director of the Company:

Zhou Xinhuai

Born in 1970, Mr. Zhou is a professor-level senior engineer. He graduated from Chengdu University of Technology with a Master's degree in Coalfield Oil and Gas Geology and Exploration. In 2008, he received a Ph.D. degree in Energy Geological Engineering from China University of Geosciences. Mr. Zhou has worked with the CNOOC Group since 1996 holding several positions. From August 2003 to April 2014, he was the project manager and geological chief engineer of the Technology Department of the CNOOC (China) Limited Tianjin Branch, a subsidiary of the Company. He served as the Chief Geological Engineer of Bohai Oil Research Institute of CNOOC Bohai Petroleum Administrative Bureau, and as the manager of Exploration Department of CNOOC Bohai Petroleum Administrative Bureau and the manager of Exploration Department of CNOOC (China) Limited Tianjin Branch from April 2014 to March 2017. Mr. Zhou served as the Chief Geologist at CNOOC East China Sea Petroleum Administrative Bureau and the Chief Geologist at CNOOC (China) Limited Shanghai Branch, a subsidiary of the Company from March 2017 to October 2019. He also worked as the General Manager of the Exploration Division of the Company from October 2019 to March 2021. He was appointed as the General Manager of CNOOC (China) Limited Hainan Branch, a subsidiary of the Company, and Chairman and General Manager of Hainan Energy Co., Ltd., from March 2021 to March 2022. He was appointed as the Deputy General Manager of the CNOOC Group from March 2022. From 28 April 2022, Mr. Zhou has been appointed as an Executive Director and the Chief Executive Officer of the Company.

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

Mr. Zhou has no interest in the Company's securities within the meaning of Part XV of the SFO.

If re-elected, Mr. Zhou's appointment shall continue for a period of 36 months and would be renewed every 36 months as determined by the Board or the shareholders of the Company, subject to one month's notice of termination by either party. Mr. Zhou is subject to the

provisions of his service agreement and the retirement provisions in the Articles. The Company does not pay him any Director's fee. The Remuneration Committee of the Company will review the level of Directors' emoluments and make recommendation to the Board for adjustments if necessary.

There is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, nor are there any other matters to be brought to the attention of the shareholders of the Company.

4. To re-elect Mr. Chiu Sung Hong (“**Mr. Chiu**”), who has already served the Company for more than nine years, as an Independent Non-executive Director of the Company:

Chiu Sung Hong

Born in 1947, Mr. Chiu received an LL.B. degree from the University of Sydney. He was admitted as a solicitor of the Supreme Court of New South Wales and the High Court of Australia. He has over 30 years' experience in legal practice and had been a director of a listed company in Australia. Mr. Chiu was the founding member of the Board of Trustees of the Australian Nursing Home Foundation and a senior research fellow of Centre for Law & Globalization of Renmin University of China since 2016. He also served as the General Secretary of the Australian Chinese Community Association of New South Wales. Mr. Chiu is also an Independent Non-executive Director of Tianda Pharmaceuticals Limited (formerly Yunnan Enterprises Holdings Limited, Tianda Holdings Limited) since April 2008, a company listed on The Stock Exchange of Hong Kong Limited. Mr. Chiu is also an Independent Non-executive Director of Bank of China (Australia) Limited (a wholly subsidiary of Bank of China Limited). Mr. Chiu was appointed as an Independent Non-executive Director of the Company with effect from 7 September 1999.

Mr. Chiu has served as an Independent Non-executive Director of the Company for more than nine years. For the reasons set out in the section entitled “Proposed Re-election of Directors” in the circular of the Company dated 4 May 2022, the Board considers that Mr. Chiu remains independent for the purpose of the Hong Kong Listing Rules and the re-election of Mr. Chiu is in the best interests of the Company and its shareholders as a whole.

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

Save as disclosed in the 2021 annual report of the Company, Mr. Chiu has no other interest in the Company's securities within the meaning of Part XV of the SFO.

If re-elected, Mr. Chiu's appointment shall continue for a period of 36 months and would be renewed every 36 months as determined by the Board or the shareholders of the Company, subject to one month's notice of termination by either party. Mr. Chiu is subject to the provisions of his service agreement and the retirement provisions in the Articles. Mr. Chiu's emoluments comprise an annual Director's fee of HK\$1,120,000 (before deduction of Hong Kong tax). The emolument of Mr. Chiu was determined by the Board with reference to

perception of industry standards and prevailing market conditions. The Remuneration Committee of the Company will review the level of Directors' emoluments and make recommendation to the Board for adjustments if necessary.

There is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, nor are there any other matters to be brought to the attention of the shareholders of the Company.

5. To authorise the Board to fix the remuneration of each of the Directors.
6. To re-appoint Ernst & Young and Ernst & Young Hua Ming LLP as the independent auditors of the Company and its subsidiaries for the year of 2022, and to authorise the Board to fix the remuneration of the independent auditors.
7. To approve the special dividend declaration plan of the Company.
8. To authorise the Board to determine the Company's interim dividend declaration plan for 2022.
9. **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Hong Kong and RMB Shares in the capital of the Company on the Hong Kong Stock Exchange or on any other exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (**“Recognised Stock Exchange”**), subject to and in accordance with all applicable laws, rules and regulations and the requirements of the Hong Kong Listing Rules, or of any other Recognised Stock Exchange and the Articles, be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of Hong Kong shares of the Company which the Company is authorised to buy back pursuant to the approval in paragraph (a) above shall not exceed 10% of total number of issued Hong Kong Shares as at the date of passing the resolution. The amount used to buy back RMB Shares shall not exceed 20% of the audited net profit attributable to equity shareholders of the Company in the latest financial year; and
 - (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earlier of:

 - (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; and

- (ii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

10. **“THAT:**

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and similar rights to subscribe for or convert any security into shares in the Company (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and similar rights to subscribe for or convert any security into shares in the Company (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) an issue of shares pursuant to any specific authority granted by shareholders of the Company in general meeting, including upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures or securities convertible into shares of the Company;
 - (iii) the grant of options and the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries;
 - (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles; or
 - (v) any adjustment, after the date of grant or issue of any options, rights to subscribe for or convert any security into shares or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant

rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities,

shall not exceed 20% of the total number of issued Hong Kong Shares and issued RMB Shares of the Company as at the date of the passing of this resolution; and that this resolution shall be limited by the applicable rules and requirements of the Stock Exchange as amended from time to time, including the restrictions for using the approval in paragraph (a) above to issue (i) securities convertible into new shares for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as hereinafter defined) of the Shares at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new shares or securities convertible into new shares for cash consideration.

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; and
- (ii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Benchmarked Price**” means the higher of (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (iii) the date on which the placing or subscription price is fixed.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors made to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in or in any territory outside Hong Kong).”

11. “**THAT** subject to the passing of the resolutions numbered 9 and 10 as set out in the notice convening this meeting, the general mandate granted to the Board to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements, options and similar

rights to subscribe for or convert any security into Hong Kong Shares in the Company pursuant to resolution numbered 10 as set out in this notice be and is hereby extended by the addition to it of an amount representing the aggregate number of Hong Kong Shares of the Company which are bought back by the Company pursuant to and since the granting to of the general mandate to buy back Hong Kong Shares in accordance with resolution numbered 9 as set out in this notice, provided that such extended amount shall not exceed 10% of the total number of issued Hong Kong Shares of the Company as at the date of the passing of this resolution.”

By Order of the Board
CNOOC Limited
Wu Xiaonan
Joint Company Secretary

Hong Kong, 4 May 2022

Registered office:

65th Floor,
Bank of China Tower,
1 Garden Road,
Hong Kong.

Notes:

1. Holders of RMB Shares shall refer to the public announcement for notice of annual general meeting and special dividend distribution applicable to holders of RMB Shares as published on the Shanghai Stock Exchange and on the Company’s website. This notice is only intended to provide notice to the holders of Hong Kong Shares regarding the arrangements for the Annual General Meetings
2. Every member entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and the class of shares in respect of which each such proxy is so appointed. In view of the ongoing COVID-19 pandemic, you are strongly encouraged to appoint the chairman of the meeting as proxy to attend and vote on your behalf at the AGM or any adjournment thereof.
3. In order to be valid, the form of proxy of holders of Hong Kong Shares duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notarially certified, must be completed and returned to the Company’s Hong Kong registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 36 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude a shareholder of the Company entitled to attend and vote at the Annual General Meeting from attending and voting in person at the Annual General Meeting or any adjournment thereof if the shareholder so desires and, in such event, the relevant form of proxy shall be deemed to be revoked.

5. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
6. With respect to resolution numbered 9, approval is being sought from shareholders for a general mandate to buy back shares to be given to the Board. The Explanatory Statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its own shares, as required by the Hong Kong Listing Rules, is set out in a separate letter from the Company.
7. With respect to resolution numbered 10, approval is being sought from shareholders for a general mandate to issue, allot and deal with shares to be given to the Board. Approval is being sought from the shareholders as a general mandate for the purpose of Section 141 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and the Listing Rules.
8. With respect to resolution numbered 11, approval is being sought from shareholders for an extension of the general mandate granted to the Board to issue and allot shares by adding to it the number of shares purchased under the authority granted pursuant to resolution numbered 9.
9. Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, voting for all the resolutions set out in the notice of the Annual General Meeting will be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
10. The register of members of the Company will be closed from 23 May 2022 (Monday) to 26 May 2022 (Thursday) (both days inclusive) during which no transfer of Hong Kong Shares of the Company can be registered for the purpose of determining the right of holders of Hong Kong Shares to attend and vote at the 2021 annual general meeting. In order to qualify for attending the annual general meeting, holders of Hong Kong Shares are reminded to ensure that all instruments of transfer of Hong Kong shares accompanied by the relevant share certificate(s) must be lodged with the Company's registrar, Hong Kong Registrars Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 20 May 2022 (Friday).
11. In the event that the resolution on declaration of the special dividend is adopted after the annual general meeting, the register of members of the Company will be closed from 13 June 2022 (Monday) to 17 June 2022 (Friday) (both days inclusive) during which no transfer of Hong Kong Shares of the Company can be registered. In order to qualify for the special dividend, holders of Hong Kong Shares are reminded to ensure that all instruments of transfer of Hong Kong shares accompanied by the relevant share certificate(s) must be lodged with the Company's registrar, Hong Kong Registrars Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 10 June 2022 (Friday).