

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

**POLL RESULTS OF THE 2022 ANNUAL GENERAL MEETING**  
**AND ELECTION OF NEW DIRECTOR**

**POLL RESULTS OF THE 2022 ANNUAL GENERAL MEETING**

References are made to the notice (the “**Notice**”) and the circular (the “**Circular**”) of the annual general meeting (the “**AGM**”) of CNOOC Limited (the “**Company**”) dated 9 May 2023. Unless otherwise defined in this announcement, terms used herein shall have the same meanings as those defined in the Notice and the Circular.

**I. CONVENING AND ATTENDANCE OF THE AGM**

The Company held the AGM on Wednesday, 31 May 2023 at 2:00 p.m. at Island Shangri-La Hotel Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong.

1. Total number of Shareholders and proxies attending the AGM		660
of which	number of holders of RMB Shares	135
	number of holders of Hong Kong Shares	525
2. Total number of valid voting shares held by the attending Shareholders		31,804,965,736
of which	number of shares held by holders of RMB Shares	554,122,352
	number of shares held by holders of Hong Kong Shares	31,250,843,384
3. Percentage of voting shares held by such attending Shareholders, as compared with the total voting Shares (%)		66.863842
of which	the proportion of shares held by holders of RMB Shares in the total number of voting shares (%)	1.164936

	the proportion of shares held by holders of Hong Kong shares in the total number of voting shares (%)	65.698906
--	---	-----------

As at 4:30 p.m. on Thursday, 25 May 2023, the total number of shares issued by the Company was 47,566,763,984, which represents the total number of shares entitling the shareholders of the Company (the “**Shareholders**”) to attend and vote on the resolutions at the AGM.

The shareholders of the Company did not hold any shares that entitling the Shareholders to attend and abstain from voting in favour or that are required to abstain from voting, according to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The AGM was convened by the board of directors of the Company (the “**Board**”) and chaired by Mr. Wang Dongjin (Chairman of the Board) with a combination of both onsite and online voting. Mr. Li Yong, Vice Chairman and Non-executive Director, and Ms. Wen Dongfen, Non-executive Director, were unable to attend the AGM due to other business arrangement. All the other Directors then in office attended the AGM in person or by video or telephone conferencing equipment. Joint Company Secretary, Mr. Xu Yugao and Chief Financial Officer, Mr. Xie Weizhi attended the meeting. The convening of and the procedures for holding the AGM, and the voting procedures at the AGM were in compliance with the relevant requirements of the Articles of Association of CNOOC Limited (the “**Articles of Association**”).

## II. POLL RESULTS OF THE AGM

1. To receive and consider the audited financial statements, Independent Auditors’ Report thereon for the year ended 31 December 2022 and the Report of the Directors

Results: Approved

Voting details:

Shareholder category	For		Against		Abstain	
	Number of votes	(%)	Number of votes	(%)	Number of votes	(%)
RMB Shares	554,103,479	99.996594	13,973	0.002522	4,900	0.000884
Hong Kong Shares	31,248,945,553	99.993927	405,026	0.001296	1,492,805	0.004777
Total	31,803,049,032	99.993974	418,999	0.001317	1,497,705	0.004709

2. To re-elect Ms. Wen Dongfen as a Non-executive Director of the Company

Result: Approved

Voting details:

Shareholder category	For		Against		Abstain	
	Number of votes	(%)	Number of votes	(%)	Number of votes	(%)
RMB Shares	549,309,813	99.131502	4,805,939	0.867307	6,600	0.001191
Hong Kong Shares	30,949,321,200	99.035155	300,021,879	0.960044	1,500,305	0.004801
Total	31,498,631,013	99.036834	304,827,818	0.958428	1,506,905	0.004738

3. To re-elect Mr. Lin Boqiang as an Independent Non-executive Director of the Company

Result: Approved

Voting details:

Shareholder category	For		Against		Abstain	
	Number of votes	(%)	Number of votes	(%)	Number of votes	(%)
RMB Shares	553,532,473	99.893547	583,179	0.105244	6,700	0.001209
Hong Kong Shares	30,998,611,993	99.192881	250,731,086	0.802318	1,500,305	0.004801
Total	31,552,144,466	99.205089	251,314,265	0.790173	1,507,005	0.004738

4. To elect Ms. Li Shuk Yin Edwina as an Independent Non-executive Director of the Company

Result: Approved

Voting details:

Shareholder category	For		Against		Abstain	
	Number of votes	(%)	Number of votes	(%)	Number of votes	(%)
RMB Shares	554,100,479	99.996053	15,273	0.002756	6,600	0.001191
Hong Kong Shares	31,244,473,543	99.979617	4,871,536	0.015589	1,498,305	0.004794

Total	31,798,574,022	99.979903	4,886,809	0.015365	1,504,905	0.004732
-------	----------------	-----------	-----------	----------	-----------	----------

5. To authorise the Board to fix the remuneration of each of the Directors

Result: Approved

Voting details:

Shareholder category	For		Against		Abstain	
	Number of votes	(%)	Number of votes	(%)	Number of votes	(%)
RMB Shares	554,091,479	99.994428	25,673	0.004634	5,200	0.000938
Hong Kong Shares	31,248,912,392	99.993821	400,051	0.001280	1,530,941	0.004899
Total	31,803,003,871	99.993832	425,724	0.001338	1,536,141	0.004830

6. To re-appoint Ernst & Young Hua Ming LLP (Special General Partnership) and Ernst & Young as the domestic and overseas independent auditors of the Company and its subsidiaries for the year of 2023 respectively, and to authorise the Board to fix the remuneration of the independent auditors

Result: Approved

Voting details:

Shareholder category	For		Against		Abstain	
	Number of votes	(%)	Number of votes	(%)	Number of votes	(%)
RMB Shares	554,105,179	99.996901	15,973	0.002882	1,200	0.000217
Hong Kong Shares	31,244,490,167	99.979670	4,826,276	0.015444	1,526,941	0.004886
Total	31,798,595,346	99.979970	4,842,249	0.015225	1,528,141	0.004805

7. To declare a final dividend for the year ended 31 December 2022

Result: Approved

Voting details:

Shareholder category	For		Against		Abstain	
	Number of votes	(%)	Number of votes	(%)	Number of votes	(%)
RMB Shares	554,107,779	99.997370	13,273	0.002395	1,300	0.000235
Hong Kong Shares	31,248,962,553	99.993982	400,026	0.001280	1,480,805	0.004738
Total	31,803,070,332	99.994041	413,299	0.001299	1,482,105	0.004660

8. To authorise the Board to determine the Company's interim dividend declaration plan for 2023

Result: Approved

Voting details:

Shareholder category	For		Against		Abstain	
	Number of votes	(%)	Number of votes	(%)	Number of votes	(%)
RMB Shares	554,107,779	99.997370	13,373	0.002413	1,200	0.000217
Hong Kong Shares	31,248,960,552	99.993975	402,026	0.001287	1,480,806	0.004738
Total	31,803,068,331	99.994034	415,399	0.001306	1,482,006	0.004660

9. To grant a general mandate to the Directors to buy back Hong Kong Shares in the capital of the Company not exceeding 10% of the total number of issued Hong Kong Shares of the Company as at the date of passing of this resolution and to buy back RMB Shares in the capital of the Company of which the amount not exceeding 20% of the audited net profit attributable to equity shareholders of the Company in the latest financial year

Result: Approved

Voting details:

Shareholder category	For		Against		Abstain	
	Number of votes	(%)	Number of votes	(%)	Number of votes	(%)
RMB Shares	549,867,919	99.232221	4,253,133	0.767544	1,300	0.000235

Hong Kong Shares	31,248,956,553	99.993962	402,026	0.001287	1,484,805	0.004751
Total	31,798,824,472	99.980691	4,655,159	0.014636	1,486,105	0.004673

10. To grant a general mandate to the Directors to issue, allot and deal with additional shares in the capital of the Company, which 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 passing of this resolution

Result: Approved

Voting details:

Shareholder category	For		Against		Abstain	
	Number of votes	(%)	Number of votes	(%)	Number of votes	(%)
RMB Shares	549,614,219	99.186437	4,500,333	0.812155	7,800	0.001408
Hong Kong Shares	29,558,170,176	94.583592	1,691,221,263	5.411762	1,451,943	0.004646
Total	30,107,784,395	94.663785	1,695,721,596	5.331625	1,459,743	0.004590

11. To extend the general mandate granted to the Directors to issue, allot and deal with additional shares of the Company by the aggregate number of shares bought back, which shall not exceed 10% of the total number of issued Hong Kong Shares of the Company as at the date of passing of this resolution

Result: Approved

Voting details:

Shareholder category	For		Against		Abstain	
	Number of votes	(%)	Number of votes	(%)	Number of votes	(%)
RMB Shares	549,612,119	99.186058	4,502,433	0.812534	7,800	0.001408
Hong Kong Shares	29,575,402,046	94.638732	1,674,002,393	5.356664	1,438,943	0.004604
Total	30,125,014,165	94.717958	1,678,504,826	5.277493	1,446,743	0.004549

Details of the poll results on the resolutions involving significant matters by holders of RMB Shares with less than 5% shareholdings as disclosed pursuant to the relevant rules of the Shanghai Stock Exchange and the Articles of Association are set out in the Announcement on Resolutions of 2022 Annual General Meeting issued by the Company on the Shanghai Stock Exchange on 1 June 2023.

### **III. THE EXPLANATION ON RESOLUTION VOTING**

The vote-taking at the AGM was counted and scrutinised by Shareholders' representatives, witnessed lawyers and representatives from Hong Kong Registrars Limited. All the proposals at the AGM are ordinary resolutions, and have been passed by more than one half of the total shares with valid voting rights held by the Shareholders or their proxies present at the AGM.

#### **ELECTION OF NEW DIRECTOR**

The board announces that Ms. Li Shuk Yin Edwina (“**Ms. Li**”) was elected as an independent non-executive Director of the Company at the AGM. The Board also appoints Ms. Li as the chairman of the audit committee and a member of the remuneration committee of the Company with effect from the conclusion of the AGM.

The biography of Ms. Li is set out below:

Born in 1962, Ms. Li is a fellow member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants. Ms. Li holds a bachelor's degree in Accountancy Studies (with honors) from the University of Exeter in the United Kingdom, a postgraduate diploma in enterprise risk management from the School of Professional and Continuing Education of Hong Kong University, and a master's degree in risk management from the Glasgow Caledonian University in the United Kingdom. Ms. Li had worked for KPMG since 1994 and served as the partner in charge of the Financial Services Assurance team of KPMG China before her retirement in March 2018. Prior to joining KPMG, she worked at a large multinational accounting firm in London, the United Kingdom and became a Chartered Accountant, then she served as the financial manager at a real estate group and a financial services group, respectively. Ms. Li is currently an independent non-executive director of China CITIC Bank (International) Co., Ltd. and a director of Elite Beam Limited. She is also an independent non-executive director of Bank of Zhengzhou Co., Ltd. (a company also listed on the Shenzhen Stock Exchange) and China Everbright Environment Group Limited and an External Supervisor of PICC Property and Casualty Company Limited, companies listed on HKex. Ms. Li has significant experience in accounting, capital market, market entrance, regulatory compliance related internal control and risk management in Hong Kong and mainland China.

Ms. Li has entered into a service agreement of independent non-executive Director (the “**Service Agreement**”) with the Company for a term of 36 consecutive months commencing from the date of conclusion of the AGM. Ms. Li's appointment is subject to the Service Agreement, the Listing Rules and the requirements for retirement and rotation under the articles of association of the Company in force from time to time. Ms. Li is entitled to an annual director's fee of HK\$1,170,000 (before deduction of Hong Kong tax). The emolument of Ms. Li 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' emolument and make recommendation to the Board for adjustments if necessary.

As at the date of this announcement, save as disclosed above, Ms. Li confirms that she (i) does not

have any relationship with any other directors, senior management, actual controllers, controlling shareholders, substantial shareholders or other shareholders of the Company holding more than 5% of the shares; (ii) does not hold any shares of the Company, nor does she have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold other positions with the Company or other members of the Group (as defined under the Listing Rules); and (iv) does not hold directorships in the last three years in other public companies of which the securities are listed on the securities market.

Save as disclosed above, the Board is not aware of any information relating to the appointment of Ms. Li required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company in relation to the appointment.

Ms. Li confirms that she has met the independence standards set out under Rule 3.13 of the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Ms. Li on her election as an independent non-executive Director.

By order of the Board  
**CNOOC Limited**  
**Xu Yugao**  
*Joint Company Secretary*

Hong Kong, 31 May 2023

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

**Non-executive Directors**  
Wang Dongjin (*Chairman*)  
Li Yong (*Vice Chairman*)  
Xu Keqiang  
Wen Dongfen

**Executive Directors**  
Zhou Xinhuai  
Xia Qinglong

**Independent Non-executive Directors**  
Chiu Sung Hong  
Qiu Zhi Zhong  
Lin Boqiang  
Li Shuk Yin Edwina