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(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

Stock Codes: 00883 (HKD Counter) and 80883 (RMB Counter)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**").

The board of directors (the "**Board**") of CNOOC Limited (the "**Company**") is pleased to propose:

- (a) certain amendments (the "**Proposed Amendments**") to the current articles of association of the Company (the "Articles of Association") for the purpose of, to the extent permitted by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), (i) implementing the amendments made to the Hong Kong Listing Rules in respect of the electronic dissemination of corporate communications by listed issuers (effective from 31 December 2023); (ii) adding the methods available to the Company for holding a general meeting, such that the Company can hold a general meeting with the use of virtual meeting technology; and (iii) making other minor amendments; and
- (b) the adoption of the amended Articles of Association (the "Amended Articles of Association") reflecting all of the Proposed Amendments in substitution for and to the exclusion of the Articles of Association.

Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks)	Provision of the Amended Articles of Association (clean)
2	(a) In these Articles save where the	(a) In these Articles save where the context	(a) In these Articles save where the context

The Proposed Amendments are set out as follows:

Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks)	Provision of the Amended Articles of Association (clean)
	context otherwise requires:	otherwise requires:	otherwise requires:
	 Clearing House shall mean a recognised clearing house within the meaning of section 2 of the Securities and Futures (Clearing House) Ordinance (Chapter 420 of the Laws of Hong Kong) or section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time, or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange of such jurisdiction; 	<i>Clearing House</i> shall mean a recognised clearing house within the meaning of section 2 of the Securities and Futures (Clearing House) Ordinance (Chapter 420 of the Laws of Hong Kong) or section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time, or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange of such jurisdiction; 	<i>Clearing House</i> shall mean a recognised clearing house within the meaning of section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time, or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange of such jurisdiction;
62	The Company shall in each financial year hold a general meeting as its annual general meeting within the period specified in the Ordinance in addition to any general meeting in that financial year. The annual general meeting shall be held at such time and place as may be determined by the Directors,	The Company shall in each financial year hold a general meeting as its annual general meeting within the period specified in the Ordinance in addition to any general meeting in that financial year. The annual general meeting shall be held at such time and place as may be determined by the Directors, subject to the	The Company shall in each financial year hold a general meeting as its annual general meeting within the period specified in the Ordinance in addition to any general meeting in that financial year. General meetings include other general meetings that are not annual general meetings. A general meeting shall

Article number	Provision of the Current Articles of	Provision of the Amended Articles of	Provision of the Amended Articles of
	Association	Association	Association
		(with marks)	(clean)
	subject to the	provisions of these	be held using such
	provisions of these	Articles. General	method, at such time and
	Articles. General	meetings include other	place as may be
	meetings include other	general meetings that are	determined by the
	general meetings that	not annual general	Directors, subject to the
	are not annual general	meetings. A general	applicable laws,
	meetings.	meeting shall be held	regulations and
		using such method, at	regulatory documents,
		such time and place as	and the provisions of
		<u>may be determined by</u>	these Articles. A general
		the Directors, subject to	meeting may be held at
		the applicable laws,	one or more physical
		regulations and	venue(s), using virtual
		regulatory documents,	meeting technology, or
		and the provisions of	simultaneously at one or
		these Articles. A	more physical venue(s)
		<u>general meeting may be</u>	and using virtual
		<u>held at one or more</u>	meeting technology. If a
		physical venue(s), using	general meeting is held
		<u>virtual meeting</u>	at two or more physical
		<u>technology, or</u>	venues, appropriate
		simultaneously at one	technology shall be used
		or more physical	such that members of the
		venue(s) and using	Company who are not
		virtual meeting	together at the same
		technology. If a general	physical venue are able
		meeting is held at two	to listen, speak and vote
		or more physical	at the meeting.
		<u>venues, appropriate</u>	
		technology shall be used	
		such that members of	
		the Company who are	
		not together at the same	
		physical venue are able	
		to listen, speak and vote	
		at the meeting.	
65	An annual general	An annual general	An annual general
	meeting shall be	meeting shall be called	meeting shall be called
	called by not less than	by not less than twenty-	by not less than twenty-
	twenty-one days'	one days' notice in	one days' notice in
	notice in writing, and	writing, and any other	writing, and any other
	any other general	general meeting shall be	general meeting shall be
	meeting shall be	called by not less than	called by not less than
	called by not less than	fourteen days' notice in	fourteen days' notice in
	fourteen days' notice	writing, unless the	writing, unless the

Article number	Provision of the Current Articles of	Provision of the Amended Articles of	Provision of the Amended Articles of
number	Association	Association	Association
		(with marks)	(clean)
	in writing, unless the	Ordinance prescribes a	Ordinance prescribes a
	Ordinance prescribes a	notice period of a	notice period of a
	notice period of a	different duration (the	different duration (the
	different duration (the	"Prescribed Notice"), in	"Prescribed Notice"), in
	"Prescribed Notice"),	which case the	which case the
	in which case the	Prescribed Notice shall	Prescribed Notice shall
	Prescribed Notice	apply, regardless of	apply, regardless of
	shall apply, regardless	whether the Prescribed	whether the Prescribed
	of whether the	Notice is longer or	Notice is longer or
	Prescribed Notice is	shorter than the notice	shorter than the notice
	longer or shorter than	period aforementioned.	period aforementioned.
	the notice period	The notice shall specify	The notice shall specify
	aforemetioned. The	the place physical	the physical venue(s) (if
	notice shall specify	venue(s) (if the meeting	the meeting will be held
	the place, date and	<u>will be held at one or</u>	at one or more physical
	time of meeting, and	more physical	venue(s)), the virtual
	the general nature of	<u>venue(s)), the virtual</u>	meeting technology to
	the business to be	meeting technology to	be used for holding the
	transacted at the	be used for holding the	meeting (if virtual
	meeting. eThe notice	meeting (if virtual	meeting technology is to
	convening an annual	meeting technology is to	be used for holding such
	general meeting shall	be used for holding	meeting), date and time
	specify the meeting as	such meeting), date and	of meeting, and the
	such, and the notice	time of meeting, and the	general nature of the
	convening a meeting	general nature of the business to be transacted	business to be transacted
	to pass a special resolution shall		at the meeting. If the meeting is to be held at
	specify the intention	at the meeting. <u>If the</u>	U
	1 2	meeting is to be held at	two or more physical venues, the notice of
	to propose the resolution as a special	<u>two or more physical</u> <u>venues, the notice of</u>	meeting shall specify the
	resolution. There shall	<u>meeting shall specify</u>	principal venue of
	appear on every such	the principal venue of	meeting and the other
	notice with reasonable	meeting and the other	venue or venues of
	prominence a	venue or venues of	meeting. The notice
	statement that a	meeting. The notice	convening an annual
	member entitled to	convening an annual	general meeting shall
	attend and vote is	general meeting shall	specify the meeting as
	entitled to appoint one	specify the meeting as	such, and the notice
	or more proxies to	such, and the notice	convening a meeting to
	attend and vote	convening a meeting to	pass a special resolution
	instead of him and that	pass a special resolution	shall specify the
	a proxy need not be a	shall specify the intention	intention to propose the
	member of the	to propose the resolution	resolution as a special
	Company. The	as a special resolution.	resolution. There shall
	Company must	There shall appear on	appear on every such
	comply with the	every such notice with	notice with reasonable

Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks)	Provision of the Amended Articles of Association (clean)
	applicable legal requirements concerning the notice of the meeting for resolutions regarding the removal or appointment to replace the removed Director and auditor.	reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a member of the Company. The Company must comply with the applicable legal requirements concerning the notice of the meeting for resolutions regarding the removal or appointment to replace the removed Director and auditor.	prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a member of the Company. The Company must comply with the applicable legal requirements concerning the notice of the meeting for resolutions regarding the removal or appointment to replace the removed Director and auditor.
69	If, within thirty minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon requisition in accordance with the Ordinance, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Chairman of the meeting may determine. If at such adjourned meeting a quorum be not present within thirty minutes from the time appointed for the meeting, the member or members present in person or by proxy	If, within thirty minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon requisition in accordance with the Ordinance, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and <u>using</u> <u>the same method place</u> , or to such other day, time and <u>place using such</u> <u>method</u> as the Chairman of the meeting may determine. If at such adjourned meeting a quorum be not present within thirty minutes from the time appointed for the meeting, the member or members present in person or by proxy shall be a quorum	If, within thirty minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon requisition in accordance with the Ordinance, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and using the same method, or to such other day, time and using such method as the Chairman of the meeting may determine. If at such adjourned meeting a quorum be not present within thirty minutes from the time appointed for the meeting, the member or members present in person or by proxy shall be a quorum and may transact the

Article number	Provision of the Current Articles of Association shall be a quorum and may transact the business for which the meeting is called.	Provision of the Amended Articles of Association (with marks) and may transact the business for which the meeting is called.	Provision of the Amended Articles of Association (clean) business for which the meeting is called.
71	The Chairman of any general meeting at which a quorum is present may, with the consent of the meeting, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place or sine die; but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place unless due notice thereof is given or such notice is waived in the manner prescribed by these Articles. When a meeting is adjourned for thirty days or more, or sine die, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or the business to be transacted thereat. Where a meeting is	The Chairman of any general meeting at which a quorum is present may, with the consent of the meeting, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place to such time and using such method as determined by the meeting or sine die; but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place unless due notice thereof is given or such notice is waived in the manner prescribed by these Articles. When a meeting is adjourned for thirty days or more, or sine die, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or the business to be transacted thereat. Where a meeting is adjourned sine die the time and place method	The Chairman of any general meeting at which a quorum is present may, with the consent of the meeting, and shall, if so directed by the meeting, adjourn the meeting to such time and using such method as determined by the meeting or sine die; but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place unless due notice thereof is given or such notice is waived in the manner prescribed by these Articles. When a meeting is adjourned for thirty days or more, or sine die, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or the business to be transacted thereat. Where a meeting is adjourned for holding the adjourned meeting shall be fixed by the Directors.
	adjourned sine die the	for holding the	

Article number	Provision of the Current Articles of Associationtime and place for the adjourned meeting 	Provision of the Amended Articles of Association (with marks) adjourned meeting shall be fixed by the Directors.	Provision of the Amended Articles of Association (clean)
85	Directors. The instrument appointing a proxy and the power of attorney or other	The instrument appointing a proxy and the power of attorney or other authority (if any)	The instrument appointing a proxy and the power of attorney or other authority (if any)
	authority (if any)	under which it is signed,	under which it is signed,
	under which it is	or a notarially certified	or a notarially certified
	signed, or a notarially	copy of such power or	copy of such power or
	certified copy of such	authority, shall be	authority, shall be
	power or authority,	deposited at the Office	deposited at the Office
	shall be deposited at	(or other places specified	(or other places specified
	the Office (or other	in the notice of general	in the notice of general
	places specified in the	meeting or the instrument	meeting or the
	notice of general	of proxy issued by the	instrument of proxy
	meeting or the	Company) at least forty-	issued by the Company)
	instrument of proxy	eight hours (or a later	at least forty-eight hours
	issued by the	date determined by the	before the time fixed for
	Company) at least	Board) before the time	holding the meeting or
	forty-eight hours (or a	fixed for holding the	the adjourned meeting at
	later date determined	meeting or the adjourned	which the person named
	by th e Board) before	meeting at which the	in such instrument
	the time fixed for	person named in such	proposes to attend and
	holding the meeting or	instrument proposes to	vote or adjourn meeting
	the adjourned meeting	attend and vote or	(as the case may be) or
	at which the person	adjourn meeting-or a	in the case of a poll
	named in such	poll (as the case may be)	taken more than forty-
	instrument proposes to	or in the case of a poll	eight hours after it was
	attend and vote or	taken more than forty-	demanded, twenty-four
	adjourn meeting or a	eight hours after it was	hours before the time
	poll (as the case may	demanded, twenty-four	appointed for the taking
	be). Otherwise the	hours before the time	of the poll (or a later
	person so named shall	appointed for the	date determined by the
	not be entitled to vote	taking of the poll (or a	Board). Otherwise the
	at that meeting (or as	later date determined	person so named shall
	the case may be)	by the Board) .	not be entitled to vote at
	except with the	Otherwise the person so	that meeting (or as the
	approval of the	named shall not be	case may be) except with
	Chairman of the	entitled to vote at that	the approval of the
	meeting. No	meeting (or as the case	Chairman of the
	instrument appointing	may be) except with the	meeting. No instrument
	a proxy shall be valid	approval of the Chairman	appointing a proxy shall
	after the expiration of	of the meeting. No	be valid after the

Article	Provision of the	Provision of the	Provision of the
number	Current Articles of	Amended Articles of	Amended Articles of
number	Association	Association	Association
		(with marks)	(clean)
	twelve months from	instrument appointing a	expiration of twelve
	the date of its	proxy shall be valid after	months from the date of
	execution, except at an	the expiration of twelve	its execution, except at
	adjourned meeting or	months from the date of	an adjourned meeting or
	on a poll demanded at	its execution, except at	on a poll demanded at a
	a meeting or an	an adjourned meeting or	meeting or an adjourned
	adjourned meeting in	on a poll demanded at a	meeting in cases where
	cases where the	meeting or an adjourned	the meeting was
	meeting was originally	meeting in cases where	originally held within
	held within twelve	the meeting was	twelve months from
	months from such	originally held within	such date. Delivery of an
	date. Delivery of an	twelve months from such	instrument appointing a
	instrument appointing	date. Delivery of an	proxy shall not preclude
	a proxy shall not	instrument appointing a	a member from
	preclude a member from attending and	proxy shall not preclude	attending and voting in person at the meeting or
	voting in person at the	a member from attending and voting in person at	poll concerned and, in
	meeting or poll	the meeting or poll	such event, the
	concerned and, in such	concerned and, in such	instrument appointing a
	event, the instrument	event, the instrument	proxy shall be deemed to
	appointing a proxy	appointing a proxy shall	be revoked. In
	shall be deemed to be	be deemed to be revoked.	calculating the notice
	revoked. In	In calculating the notice	period set out above, no
	calculating the notice	period set out above, no	account is to be taken of
	period set out above,	account is to be taken of	any part of a day that is a
	no account is to be	any part of a day that is a	public holiday.
	taken of any part of a	public holiday.	
	day that is a public		
	holiday		
07(1)			
87(b)	A vote given in	A vote given in	A vote given in
	accordance with the terms of an instrument	accordance with the terms of an instrument of	accordance with the terms of an instrument
	of proxy or power of	proxy or power of	of proxy or power of
	attorney or by the duly	attorney or by the duly	attorney or by the duly
	authorised	authorised representative	authorised representative
	representative of a	of a corporation shall be	of a corporation shall be
	corporation shall be	valid notwithstanding the	valid notwithstanding
	valid notwithstanding	previous death or	the previous death or
	the previous death or	insanity of the principal,	insanity of the principal,
	insanity of the	or previous termination	or previous termination
	principal, or previous	or revocation of the	or revocation of the
	termination or	proxy or power of	proxy or power of
	revocation of the	attorney or other	attorney or other
	proxy or power of	authority, or transfer of	authority, or transfer of
	attorney or other	the shares in respect of	the shares in respect of

Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks)	Provision of the Amended Articles of Association (clean)
	authority, or transfer of the shares in respect of which the proxy is given, provided no notice in writing of the death, insanity, termination, revocation or transfer shall have been received at the Office or other place as may be designated in accordance with Article 87(a) of these Articles at least forty <u>-</u> eight hours before the time fixed for holding the meeting, or adjourned meeting, at which the instrument of proxy is used.	which the proxy is given, provided no notice in writing of the death, insanity, termination, revocation or transfer shall have been received at the Office or other place as may be designated in accordance with Article 87(a) of these Articles at least forty-eight hours before the time fixed for holding the meeting, or adjourned meeting, at which the instrument of proxy is used (<u>or in the case of a</u> <u>poll taken more than</u> <u>forty-eight hours after</u> <u>it was demanded,</u> <u>twenty-four hours</u> <u>before the time</u> <u>appointed for the</u> <u>taking of the poll). In</u> <u>calculating the notice</u> <u>periods set out above,</u> <u>no account is to be</u> <u>taken of any part of a</u> <u>day that is a public</u> <u>holiday.</u>	which the proxy is given, provided no notice in writing of the death, insanity, termination, revocation or transfer shall have been received at the Office or other place as may be designated in accordance with Article 87(a) of these Articles at least forty-eight hours before the time fixed for holding the meeting, or adjourned meeting, at which the instrument of proxy is used (or in the case of a poll taken more than forty-eight hours after it was demanded, twenty-four hours before the time appointed for the taking of the poll). In calculating the notice periods set out above, no account is to be taken of any part of a day that is a public holiday.
155	Subject to the provisions of the Ordinance, any notice, document or communication to be given or issued to the members shall be in writing in any one or more languages, may be served by the Company upon any member either personally or by sending it by mail, postage prepaid,	(1) Subject to <u>the</u> <u>applicable laws,</u> <u>regulations and</u> <u>regulatory</u> <u>documents the</u> <u>provisions of the</u> <u>Ordinance</u> , any notice, document or communication to be given or issued to the members shall be in writing in any one or more languages, may be served <u>on,</u> <u>delivered to or made</u>	 (1) Subject to the applicable laws, regulations and regulatory documents, any notice, document or communication to be given or issued to the members shall be in writing in any one or more languages, may be served on, delivered to or made available by the Company to any

Article	Provision of the	Provision of the	Provision of the
number	Current Articles of	Amended Articles of	Amended Articles of
number	Association	Association	Association
	Association	(with marks)	(clean)
	addressed to such	available by the	member, by one or
	member at his	<u>Company to any</u>	more of the
	registered address,	member, by one or	following means:
	and, in any case where	more of the	following means.
	the registered address	following means:	(a) personally or by
	of such member is	tonowing means.	sending it by
	outside Hong Kong,	(a) personally or by	mail, postage
	by prepaid airmail, or	<u>sending it by</u>	prepaid (and, in
	by delivering, sending	mail, postage	any case where
	or otherwise making	prepaid (and, in	the registered
	available through	any case where	address of a
	electronic or other	the registered	member is
	means to such	address of a	outside Hong
	member.	member is	Kong, by prepaid
	member.	outside Hong	airmail),
		Kong, by	addressed to such
		<u>prepaid airmail),</u>	member at his
		addressed to	registered
		such member at	address or by
		his registered	leaving it at that
		address or by	address
		leaving it at that	addressed to the
		address	member or by
		addressed to the	publishing it by
		member or by	way of
		publishing it by	advertisement in
		way of	at least one
		<u>advertisement in</u>	English language
		<u>at least one</u>	newspaper and
		English language	one Chinese
		newspaper and	language
		one Chinese	newspaper
		language	circulating in
		<u>newspaper</u>	Hong Kong;
		<u>circulating in</u>	(b) by sending it in
		Hong Kong;	electronic form
		(b) by sending it in	or by electronic
		<u>electronic form</u>	means, in the
		or by electronic	manner set out in
		means, in the	paragraph (2)
		<u>manner set out</u>	below;
		<u>in paragraph (2)</u>	(c) by making it
		below;	available on the
		(c) by making it	Company's
		<u>available on the</u>	website, in the
		<u>available on the</u> <u>Company's</u>	manner set out in
L		Company S	manner set out III

Article	Provision of the	Provision of the	Provision of the
number	Current Articles of	Amended Articles of	Amended Articles of
	Association	Association	Association
		(with marks)	(clean)
		website, in the	paragraphs (2)
		manner set out	and (3) below; or
		in paragraphs	(d) in accordance
		(2) and (3)	with other means
		below; or	permitted under
		(d) in accordance	the applicable
		with other	laws, regulations
		means permitted	and regulatory
		under the	documents.
		applicable laws,	
		regulations and	(2) For the purposes of
		regulatory	paragraphs (1)(b)
		documents.	and $(1)(c)$ above, the
			Company may
		(2) For the purposes of	deliver or make
		paragraphs (1)(b)	available a notice,
		and (1)(c) above, the	document or
		Company may	communication to
		deliver or make	any member:
		available a notice,	
		document or	(a) in electronic
		communication to	form or by
		any member:	electronic means
			to the address
		(a) <u>in electronic</u>	specified by such
		<u>form or by</u>	member to the
		electronic means	Company for
		to the address	such purpose or
		specified by such	by making it
		member to the	available on the
		<u>Company for</u>	Company's
		<u>such purpose or</u>	website provided
		<u>by making it</u>	that, in each case,
		<u>available on the</u>	the Company has
		<u>Company's</u>	obtained consent
		website provided	from such
		<u>that, in each</u>	member in
		<u>case, the</u>	accordance with
		<u>Company has</u>	the applicable
		obtained consent	laws, regulations
		from such	and regulatory
		<u>member in</u>	documents, that
		accordance with	the Company
		the applicable	shall
		laws, regulations	communicate
		and regulatory	with such

Article	Provision of the	Provision of the	Provision of the
number	Current Articles of	Amended Articles of	Amended Articles of
	Association	Association	Association
		(with marks)	(clean)
		documents, that	member in such
		the Company	form or manner;
		shall	or
		communicate	(b) by any other
		with such	means authorised
		member in such	in writing by the
		form or manner;	member
		or	concerned.
		(b) by any other	
		means	(3) For the purposes of
		authorised in	making available
		writing by the	notices, documents
		member	or communication to
		concerned.	a member on the
			Company's website,
		(3) For the purposes of	the Company shall
		making available	notify that member
		notices, documents	that such notice,
		or communication	document or
		to a member on the	communication has
		Company's website,	been or will be made
		the Company shall	available on the
		notify that member	Company's website
		that such notice,	in the manner
		document or	prescribed by the
		communication has	applicable laws,
		been or will be	regulations and
		made available on	regulatory
		the Company's	documents.
		website in the	
		manner prescribed	(4) A member may
		by the applicable	revoke his agreement
		laws, regulations	that notices,
		and regulatory	documents or
		documents.	communication may
			be sent or supplied to
		by the Company	such member in
		upon any member	electronic form or by
		either personally or	electronic means or
		by sending it by	made available to
		mail, postage	such member
		prepaid, addressed	through the
		to such member at	Company's website
		his registered	by sending a notice
		address, and, in any	of revocation to the
		case where the	Company within

Article	Provision of the		Provision of the	Provision of the
number	Current Articles of	A	Amended Articles of	Amended Articles of
	Association	-	Association	Association
			(with marks)	(clean)
			registered address	such period and in
			of such member is	such manner as may
			outside Hong Kong,	be specified under
			by prepaid airmail,	the applicable laws,
			or by delivering,	regulations and
			sending or	regulatory
			otherwise making	documents.
			available through	
			electronic or other	(5) Upon a member
			means to such	receiving from the
			member.	Company a notice,
				document or
		(4)	<u>A member may</u>	communication in
			revoke his	electronic form or by
			agreement that	electronic means or
			notices, documents	by the Company
			or communication	making such notice,
			may be sent or	document or
			supplied to such	communication
			<u>member in</u>	available on the
			<u>electronic form or</u>	Company's website,
			by electronic means	such member may
			or made available to	request that the
			such member	Company send or
			<u>through the</u>	supply to such
			Company's website	member such notice,
			by sending a notice	document or
			of revocation to the	communication in
			Company within	hard copy form. The
			<u>such period and in</u>	Company shall, upon
			<u>such manner as may</u>	receiving such
			<u>be specified under</u>	request from a
			<u>the applicable laws,</u>	member, in
			regulations and	accordance with the
			<u>regulatory</u>	applicable laws,
			documents.	regulations and
				regulatory
		<u>(5)</u>	<u>Upon a member</u>	documents, send or
			receiving from the	supply to such
			Company a notice,	member such notice,
			document or	document or
			<u>communication in</u>	communication
			<u>electronic form or</u>	requested in hard
			by electronic means	copy form free of
			or by the Company	charge.
			making such notice,	

Article	Provision of the	Provision of the	Provision of the
number	Current Articles of	Amended Articles of	Amended Articles of
number	Association	Association	Association
		(with marks)	(clean)
		document or	(cicaii)
		communication	
		available on the	
		<u>Company's website,</u>	
		such member may	
		request that the	
		<u>Company send or</u>	
		supply to such	
		<u>member such notice,</u>	
		document or	
		<u>communication in</u>	
		hard copy form.	
		<u>The Company shall,</u>	
		upon receiving such	
		request from a	
		member, in	
		accordance with the	
		applicable laws,	
		regulations and	
		regulatory	
		documents, send or	
		supply to such	
		member such notice,	
		document or	
		communication	
		requested in hard	
		copy form free of	
		charge.	
156	Subject to the	Subject to any	Subject to any applicable
	provisions of the	applicable laws,	laws, regulations and
	Ordinance, any notice	regulations and	regulatory documents, a
	sent by mail shall be	regulatory documents	notice, document or
	deemed to have been	the provisions of the	communication served
	served in the case	Ordinance , <u>a notice,</u>	on, delivered to or issued
	where the member's	document or	to a member by or on
	registered address is in	communication served	behalf of the Company:
	Hong Kong on the day	on, delivered to or	(a) sent by mail, postage
	following that on	issued to a member by	prepaid, shall be
	which the notice is	<u>or on behalf of the</u>	deemed to have been
	mailed in Hong Kong	<u>Company:</u>	served in the case
	and in any other case	(a) any notice sent by	where the member's
	on the fifth day after	mail , postage	registered address is
	the day of mailing. In	prepaid, shall be	in Hong Kong on the
	proving such service it	deemed to have been	day following that on
	shall be sufficient to	served in the case	which the notice,
	prove that the notice	where the member's	document or

Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks)	Provision of the Amended Articles of Association (clean)
	was properly	registered address is	communication is
	addressed and mailed,	in Hong Kong on the	mailed in Hong
	postage prepaid.	day following that on	Kong and in any
		which the notice,	other case on the
		document or	fifth day after the
		communication is	day of mailing. In
		mailed in Hong Kong	proving such service
		and in any other case	it shall be sufficient
		on the fifth day after	to prove that such
		the day of mailing. In	mail was properly
		proving such service	addressed and sent,
		it shall be sufficient	postage prepaid;
		to prove that <u>such</u>	(b) if left by the
		<u>mail</u> the notice was	Company at a
		properly addressed	registered address of
		and <u>sent-mailed</u> ,	a member, shall be
		postage prepaid <u>:</u>	deemed to have been
		(b) if left by the	served or delivered
		<u>Company at a</u>	on the day it was
		registered address	left;
		<u>of a member, shall</u>	(c) if published by way
		be deemed to have	of advertisement in
		been served or	newspaper, shall be
		delivered on the day	deemed to have been served or delivered
		<u>it was left;</u>	
		(c) <u>if published by way</u> of advertisement in	on the day it was published;
		newspaper, shall be	(d) if sent by electronic
		deemed to have	means, other than by
		been served or	making it available
		delivered on the day	on the Company's
		it was published;	website, shall be
		(d) if sent by electronic	deemed to have been
		means, other than	served or delivered
		by making it	at the time that such
		available on the	notice, document or
		<u>Company's website,</u>	communication was
		shall be deemed to	sent or provided;
		have been served or	(e) if made available by
		delivered at the time	the Company on its
		that such notice,	website, shall be
		document or	deemed to have been
		communication was	served or delivered
		sent or provided;	at the later of (i) if
		(e) if made available by	the applicable laws,
		the Company on its	regulations, and

Article	Provision of the	Provision of the	Provision of the
number	Current Articles of	Amended Articles of	Amended Articles of
number	Association	Association	Association
		(with marks)	(clean)
		website, shall be	regulatory
		deemed to have	documents require a
		been served or	notification to be
		delivered at the	delivered to a
		later of (i) if the	member regarding
		applicable laws,	the publication of
		regulations, and	such notice,
		regulatory	document, or
		documents require a	communication on
		notification to be	the Company's
		delivered to a	website, the day on
		member regarding	which such
		the publication of	notification is
		such notice,	delivered to such
		<u>document, or</u>	member; and (ii) the
		<u>communication on</u>	day on which such
		the Company's	notice, document or
		website, the day on	communication was
		which such	first made available
		notification is	on the Company's
		delivered to such	website; and
		member; and (ii) the	(f) if sent by any other
		day on which such	means authorised in
		<u>notice, document or</u>	writing by the
		communication was	member concerned,
		first made available	shall be deemed to
		on the Company's	have been served or
		website; and	delivered when the
		(f) if sent by any other	Company has carried
		means authorised in	out the action it has
		writing by the	been authorised to
		member concerned,	take for that purpose.
		shall be deemed to	time for the purpose.
		have been served or	Any member present,
		delivered when the	either personally or by
		Company has	proxy, at any meeting of
		carried out the	the Company shall for
		action it has been	all purposes be deemed
		authorised to take	to have received due
		for that purpose.	notice of such meeting
			and, where requisite, of
		Any member present,	the purposes for which
		either personally or by	such meeting was
		proxy, at any meeting	convened.
		of the Company shall	
		for all purposes be	
		101 all pul poses De	

Article number	Provision of the Current Articles of Association	Provision of the Amended Articles of Association (with marks) <u>deemed to have</u> <u>received due notice of</u> <u>such meeting and</u>	Provision of the Amended Articles of Association (clean)
		<u>where requisite, of the</u> <u>purposes for which</u> <u>such meeting was</u> <u>convened.</u>	
167	Subject to the provisions of the Ordinance, every Director or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto and in particular and without prejudice to the generality of the foregoing every Director and other officer of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such Director and other officer may incur or become liable for by reason of any contract entered into, or act or thing done by him or them as such	Subject to the provisions of the Ordinance, every Director or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto <u>(except in connection with his</u> <u>negligence, default,</u> <u>breach of duty or</u> <u>breach of trust</u>) and in particular and without prejudice to the generality of the foregoing every Director and other officer of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such Director and other officer may incur or become liable for by reason of any contract entered into, or act or thing done by him or them as such Director and other officer, or in any way in	Subject to the provisions of the Ordinance, every Director or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto (except in connection with his negligence, default, breach of duty or breach of trust) and in particular and without prejudice to the generality of the foregoing every Director and other officer of the Company shall be indemnified by the Company against, and it shall be the duty of the funds of the Company to pay all costs, losses and expenses which any such Director and other officer may incur or become liable for by reason of any contract entered into, or act or thing done by him or them as such Director and other officer, or in any way in the discharge

	Association (with marks)	Amended Articles of Association (clean)
Director and other	the discharge of their or	of their or his duties,
officer, or in any way	his duties, including	including travelling
in the discharge of	travelling expenses; and	expenses; and the
their or his duties,	the amount for which	amount for which such
including travelling	such indemnity is	indemnity is provided
expenses; and the	provided shall	shall immediately attach
amount for which	immediately attach as a	as a lien on the property
such indemnity is	lien on the property of	of the Company, and
provided shall	the Company, and have	have priority as between
immediately attach as	priority as between the	the members over all
a lien on the property	members over all other	other claims. Any person
of the Company, and	claims.	who is a Director or
have priority as		other officer of the
between the members	Any person who is a	Company shall not be
over all other claims.	Director or other officer	liable (except in
Any person who is a	of the Company shall not	connection with his
Director or other	be liable (except in	negligence, default,
officer of the	connection with	breach of duty or breach
Company shall not be	consequence of his own	of trust) for the acts,
liable (except in	dishonesty, negligence,	receipts, neglects or
consequence of his	default, breach of duty	defaults of any other
own dishonesty) for	or breach of trust) for	Director or other officer
the acts, receipts,	the acts, receipts,	of the Company or for
neglects or defaults of	neglects or defaults of	any losses or expenses
any other Director or	any other Director or other officer of the	incurred by the
other officer of the		Company through the
Company or for any	Company or for any	insufficiency or
losses or expenses	losses or expenses	deficiency of title to any
incurred by the	incurred by the Company	property acquired by
Company through the	through the insufficiency	order of the Directors for
insufficiency or	or deficiency of title to any property acquired by	or on behalf of the
deficiency of title to	order of the Directors for	Company, or for the
any property acquired	or on behalf of the	insufficiency or
by order of the	Company, or for the	deficiency of any
Directors for or on	insufficiency or	security in or upon
behalf of the	deficiency of any	which any of the moneys
Company, or for the	security in or upon which	of the Company shall be
insufficiency or deficiency of any	any of the moneys of the	invested, or for any loss
security in or upon	Company shall be	or damage arising from
which any of the	invested, or for any loss	the bankruptcy, insolvency or tortious
moneys of the	or damage arising from	act of any person with
•	the bankruptcy,	whom any moneys,
Company shall be invested, or for any	insolvency or tortious act	securities or effects of
loss or damage arising	of any person with whom	the Company shall be
from the bankruptcy,	any moneys, securities or	deposited or for any

Article	Provision of the	Provision of the	Provision of the
number	Current Articles of	Amended Articles of	Amended Articles of
	Association	Association	Association
		(with marks)	(clean)
	insolvency or tortious	effects of the Company	other loss, damage or
	act of any person with	shall be deposited or for	misfortune whatever
	whom any moneys,	any loss occasioned by	which shall happen in
	securities or effects of	any error of judgement,	the execution of the
	the Company shall be	omission, default or	duties of his office or in
	deposited or for any	oversight on their or his	relation thereto. Each
	loss occasioned by	part, or for any other	member of the Company
	any error of	loss, damage or	agrees to waive any
	judgement, omission,	misfortune whatever	claim or right of action
	default or oversight on	which shall happen in the	he might have, whether
	their or his part, or for	execution of the duties of	individually or by or in
	any other loss, damage	his office or in relation	the right of the
	or misfortune	thereto. Each member of	Company, against any
	whatever which shall	the Company agrees to	Director on account of
	happen in the	waive any claim or right	any action taken by such
	execution of the duties	of action he might have,	Director, or the failure of
	of his office or in	whether individually or	such Director to take any
	relation thereto. Each	by or in the right of the	action in the
	member of the	Company, against any	performance of his
	Company agrees to	Director on account of	duties with or for the
	waive any claim or	any action taken by such	Company; provided that such waiver shall not
	right of action he	Director, or the failure of	extend to matters in
	might have, whether individually or by or	such Director to take any action in the performance	connection with such
	in the right of the	of his duties with or for	Director's own
	Company, against any	the Company; provided	negligence, default,
	Director on account of	that such waiver shall not	breach of duty or breach
	any action taken by	extend to any -matters in	of trust.
	such Director, or the	respect of any	of trust.
	failure of such	connection with such	
	Director to take any	Director's own	
	action in the	negligence, default,	
	performance of his	breach of duty or	
	duties with or for the	breach of trust fraud or	
	Company; provided	dishonesty which may	
	that such waiver shall	attach to such Director.	
	not extend to any		
	matter in respect of		
	any fraud or		
	dishonesty which may		
	attach to such		
	Director.		

The Proposed Amendments and the adoption of the Amended Articles of Association are subject to the approval of the shareholders of the Company by way of a special resolution (the "Shareholders' Approval") at the forthcoming 2023 annual general meeting of the Company (the "AGM"). On the condition that the Shareholders' Approval is given at the AGM, the Amended Articles of Association will take immediate effect after the closing of the AGM.

A circular, containing, among other things, information in relation to the Proposed Amendments and the adoption of the Amended Articles of Association, together with a notice of the AGM, will be despatched to the Shareholders in accordance with the requirements under the Hong Kong Listing Rules in due course.

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

Hong Kong, 8 May 2024

As at the date of this announcement, the Board	Non-executive Directors
comprises:	Wang Dongjin (Chairman)
	Wen Dongfen

Executive Director Zhou Xinhuai (*Vice Chairman*) **Independent Non-executive Directors** Chiu Sung Hong Qiu Zhi Zhong Lin Boqiang Li Shuk Yin Edwina