



**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)

**Form of proxy for the Annual General Meeting to be held on 26 May 2017**

I/We, being the registered holder(s) of CNOOC Limited (the "Company"), hereby appoint the proxy<sup>(Note 1)</sup> as specified below or failing him/her, THE CHAIRMAN OF THE MEETING<sup>(Note 1)</sup> to attend and vote for me/us and on my/our behalf 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 2017 at 3:30 p.m. and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

<b>Registered Holder(s)</b> (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Certificate No. <sup>(Note 8)</sup>		Signature <sup>(Note 4)</sup>	
Registered Holding <sup>(Note 2)</sup>			
Date			

<b>Proxy</b> <sup>(Note 1)</sup> (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares <sup>(Note 3)</sup>	
Full Address			

	<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b> <sup>(Note 5)</sup>	<b>AGAINST</b> <sup>(Note 5)</sup>
A1.	To receive and consider the audited financial statements together with the Report of the Directors and Independent Auditors' Report thereon for the year ended 31 December 2016.		
A2.	To declare a final dividend for the year ended 31 December 2016.		
A3.	To re-elect Mr. Yuan Guangyu as an Executive Director of the Company.		
A4.	To re-elect Mr. Xu Keqiang as an Executive Director of the Company.		
A5.	To re-elect Mr. Liu Jian as a Non-executive Director of the Company.		
A6.	To re-elect Mr. Lawrence J. Lau who has served the Company for more than nine years, as an Independent Non-executive Director of the Company.		
A7.	To re-elect Mr. Kevin G. Lynch as an Independent Non-executive Director of the Company.		
A8.	To authorise the Board of Directors to fix the remuneration of each of the Directors.		
A9.	To re-appoint Deloitte Touche Tohmatsu as the independent auditors of the Company and its subsidiaries, and to authorize the Board of Directors to fix their remuneration.		
B1.	To grant a general mandate to the Directors to buy back shares in the capital of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.*		
B2.	To grant a general mandate to the Directors 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 which would or might require the exercise of such power, which shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution.*		
B3.	To extend the general mandate granted to the Directors 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 shares in the Company by the aggregate number of shares bought back, which shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.*		

\* The full text of the Resolutions is set out in the Notice of Annual General Meeting which is included in the Circular of the Company despatched to shareholders of the Company and available on the Company's website.

**Notes:**

- If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company, but must attend the meeting (or any adjournment thereof) to represent you.
- Please insert the number of shares registered in the name of the holder(s).
- Please insert the number of shares for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder(s).
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint shareholders, any one of the joint shareholders may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
- In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the Company's registered office at 65th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong, not less than 36 hours before the time fixed for holding the meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
- Please provide one certificate number, if possible, to facilitate processing.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.