

CNOOC LTD
Form 20-F/A
June 28, 2007

United States

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F/A

(AMENDMENT NO. 1)

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2005

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

OR

- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report _____

Commission File Number: 1-14966

CNOOC Limited

(Exact name of Registrant as specified in its charter)

Edgar Filing: CNOOC LTD - Form 20-F/A

65th Floor
Bank of China Tower
One Garden Road
Central, Hong Kong
(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
American depositary shares, each representing 100 shares of par value HK\$0.02 per share	New York Stock Exchange, Inc.*
Shares of par value HK\$0.02 per share	New York Stock Exchange, Inc.**

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

41,054,675,375 Shares, par value HK\$0.02 per share, as of December 31, 2005

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act.

Yes No

If this report is an annual or transitional report, indicate by check mark if the registrant is not required to file reports pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Edgar Filing: CNOOC LTD - Form 20-F/A

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

* As of December 31, 2005, the number of shares outstanding was 41,054,675,375. As a result of placing existing shares and subscription of new shares as announced by CNOOC (BVI) Limited on April 27, 2006, we allotted 2,272,727,273 new shares on May 11, 2006. The number of shares outstanding immediately after the placing and allotment was 43,327,402,648.

** Not for trading, but only in connection with the registration of American depositary shares.

Explanatory Note

This Amendment No. 1 to our annual report on Form 20-F for the fiscal year ended December 31, 2005, previously filed on June 26, 2006, is being filed to amend Item 18 of the Form 20-F as follows:

- to correct an inadvertent typographical error found in the Report of Independent Registered Public Accounting Firm;
- to clarify disclosures related to “Oil and gas properties” contained in Note 3 to the Financial Statements – “Summary of Significant Accounting Policies;”
 - to clarify disclosures contained in Note 4 to the Financial Statements – “Acquisitions;”
- to clarify disclosures related to “Accounting for convertible bonds” contained in Note 38 to the Financial Statements – “Significant Differences Between Hong Kong GAAP and US GAAP;”
- to clarify accounting methods used in the Company’s earnings per share calculation in Note 15 to the Financial Statements – “Earnings Per Share;”
- to separately present the oil and gas producing activities information of an equity investee and to provide additional information on costs incurred in “Supplementary Information on Oil and Gas Producing Activities (Unaudited).”

This Form 20-F/A consists of a cover page, this explanatory note, the information required by Item 18 of Form 20-F, a signature page and the principal executive and principal financial officer certifications required to be filed as exhibits hereto. In accordance with Rule 12b-15 promulgated pursuant to the Securities Exchange Act of 1934, the complete text of Item 19, as amended, is included or incorporated by reference herein.

PART III

ITEM 17. FINANCIAL STATEMENTS

Not applicable.

ITEM 18. FINANCIAL STATEMENTS

See pages beginning on page F-1 following Item 19.

ITEM 19. EXHIBITS

The following documents are filed as part of this annual report:

Exhibit Document

No.

- 1.1 Articles of Association of the Registrant, as amended in 2005.*
- 1.2 Memorandum of Association of the Registrant, incorporated by reference to Exhibit 3.2 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 2.1 Form of Indenture, incorporated by reference to Exhibit 2.1 to our annual report on Form 20-F for fiscal year 2002 filed with the Securities and Exchange Commission (File Number: 1-14966).
- 2.2 Trust Deed dated December 15, 2004 among CNOOC Limited, CNOOC Finance (2004) Limited and J.P. Morgan Corporate Trustee Services Limited, incorporated by reference to Exhibit 2.2 to our annual report on Form 20-F for fiscal year 2004 filed with the Securities and Exchange Commission (File Number: 1-14966).
- 4.1 The Asset Swap Agreement dated July 20, 1999 between CNOOC and Offshore Oil Company Limited, incorporated by reference to Exhibit 10.1 to our registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.2 The Asset Allocation Agreement dated July 20, 1999 between CNOOC and Offshore Oil Company Limited, incorporated by reference to Exhibit 10.2 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.3 The Reorganization Agreement dated September 13, 1999 between CNOOC, Offshore Oil Company Limited and CNOOC Limited, incorporated by reference to Exhibit 10.3 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.4 Form of the Equity Transfer Agreement between CNOOC and CNOOC Limited incorporated by reference to Exhibit 10.4 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).

- 4.5 Form of the Transfer Agreement dated October 1, 1999 between CNOOC and Offshore Oil Company Limited regarding the transfer of the rights and obligations of CNOOC under the 37 production sharing contracts and one geophysical exploration agreement, incorporated by reference to Exhibit 10.5 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.6 Form of Equity Transfer Agreement between China Offshore Oil East China Sea Corporation and Offshore Oil Company Limited regarding the transfer of the rights and obligations under Joint Venture Contract of Shanghai Petroleum and Natural Gas Company Limited dated July 28, 1992 to Offshore Oil Company Limited, incorporated by reference to Exhibit 10.6 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.7 Transfer Agreement dated September 9, 1999 between CNOOC and Offshore Oil Company Limited regarding the transfer of the rights and obligations of CNOOC under the Natural Gas Sale and Purchase Contract dated December 22, 1992 to Offshore Oil Company Limited, incorporated by reference to Exhibit 10.7 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.8 Transfer Agreement dated September 9, 1999 between CNOOC and Offshore Oil Company Limited regarding the transfer of the rights and obligations of CNOOC under the Natural Gas Sale and Purchase Contract dated November 7, 1992 to Offshore Oil Company Limited, incorporated by reference to Exhibit 10.8 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number:333-10862).
- 4.9 Transfer Agreement dated September 9, 1999 among CNOOC, Offshore Oil Company Limited, the four PRC subsidiaries and CNOOC's affiliates regarding the transfer of the rights and obligations of the technical services agreements to Offshore Oil Company Limited, incorporated by reference to Exhibit 10.9 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.10 Nanshan Terminal Leasing Agreement dated September 9, 1999 between CNOOC, Hainan China Oil and Offshore Natural Gas Company and Offshore Oil Company Limited, incorporated by reference to Exhibit 10.10 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.11 Trademark License Agreement dated September 9, 1999 between CNOOC, offshore Oil Company Limited and CNOOC Limited, incorporated by reference to Exhibit 10.11 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).

- 4.12 Trademark License Agreement dated September 9, 1999 between China Offshore Oil Marketing Company, CNOOC Limited and Offshore Oil Company Limited and CNOOC Limited, incorporated by reference to Exhibit 10.12 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.18 Property Leasing Agreement dated September 9, 1999 between Wui Hai Enterprise Company Limited and Offshore Oil Company Limited in respect of the office premises at 6th, 7th and 8th Floors, CNOOC Plaza, No. 6 Dong Zhi Men Wai Xiao Jie, Beijing, incorporated by reference to Exhibit 10.18 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.19 Property Leasing Agreement dated September 9, 1999 between China Offshore Oil Western South China Sea Corporation and Offshore Oil Company Limited in respect of the office premises at 1st to 9th Floors, Nantiao Road, Potou District Zhangjiang, Guangdong, incorporated by reference to Exhibit 10.19 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.20 Property Leasing Agreement dated September 9, 1999 between China Offshore Oil Bohai Corporation and Offshore Oil Company Limited in respect of the office premises at 1st to 7th Floors and 9th Floor, 2-37 He Kou Jie, Tanggu District, Tianjin, incorporated by reference to Exhibit 10.20 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.21 Property Leasing Agreement dated September 9, 1999 between China Offshore Oil East China Sea Corporation and Offshore Oil Company Limited in respect of the office premises at 20th, 22nd and 23rd Floors, 583 Ling Ling Road, Shanghai, the PRC, incorporated by reference to Exhibit 10.21 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.22 Property Leasing Agreement dated September 9, 1999 between China Offshore Oil Eastern South China Sea Corporation and Offshore Oil Company Limited in respect of the office premises at 3rd Floor and 6th to 11th Floors, 1 Second Industrial Road, Shekou, Shenzhen, the PRC, incorporated by reference to Exhibit 10.22 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.23 Property Leasing Agreement dated September 9, 1999 between China Offshore Oil Bohai Corporation and Offshore Oil Company Limited in respect of the Chengbei Warehouse, Chengbei Road, Tanggu District, Tianjin City, the PRC, incorporated by reference to Exhibit 10.23 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.24 Property Leasing Agreement dated September 9, 1999 between Overseas Oil & Gas Corporation Ltd. and China Offshore Oil (Singapore) International Pte. Ltd. in respect of the residential premises at 10-01 and 17-002 Aquamarine Tower, 50 Bayshore Road, 13-05 Jade Tower, 60 Bayshore Road, Singapore, incorporated by reference to Exhibit 10.24 to our Registration Statement on Form F-1 filed with the Securities and

Exchange Commission (File Number: 333-10862).

- 4.25 Suizhong Pier Agreement dated September 9, 1999 between Offshore Oil Company Limited and China Offshore Bohai Corporation, incorporated by reference to Exhibit 10.25 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.26 Form of Novation Agreement among CNOOC, CNOOC China Limited, the Banks and other financial institution and the Fuji Bank Limited Hong Kong Branch, as agent, in respect of the transfer of the US\$110 million syndicated loan, incorporated by reference to Exhibit 10.26 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).

- 4.27 Form of the Undertaking Agreement between CNOOC and CNOOC Limited, incorporated by reference to Exhibit 10.27 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.28 Service Agreement between CNOOC Limited and Chengyu Fu.*
- 4.29 Service Agreement between CNOOC Limited and Han Luo.*
- 4.30 Service Agreement between CNOOC Limited and Shouwei Zhou.*
- 4.31 Service Agreement between CNOOC Limited and Xinghe Cao.*
- 4.32 Service Agreement between CNOOC Limited and Zhenfang Wu.*
- 4.33 Service Agreement between CNOOC Limited and Guangqi Wu.*
- 4.34 Service Agreement between CNOOC Limited and Hua Yang.*
- 4.35 Form of Pre-Global Offering Share Option Scheme for the Senior Management of CNOOC Limited, incorporated by reference to Exhibit 10.31 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.36 Form of Share Option Scheme for the Senior Management of CNOOC Limited, incorporated by reference to Exhibit 10.32 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.37 CNOOC Limited Share Option Scheme adopted on December 31, 2005.*
- 4.38 Subscription Agreement dated March 17, 2000 among CNOOC Limited, CNOOC (BVI) Limited, Overseas Oil & Gas Corporation, Ltd., et al., incorporated by reference to Exhibit 10.33 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.39 Subscription Agreement dated May 31, 2000 among CNOOC Limited, CNOOC (BVI) Limited, Overseas Oil & Gas Corporation, Ltd. and Hutchison International Limited, incorporated by reference to Exhibit 10.34 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.40 Subscription Agreement dated May 31, 2000 among CNOOC Limited, CNOOC (BVI) Limited, Overseas Oil & Gas Corporation, Ltd. and Hong Kong Electric Holdings Limited, incorporated by reference to Exhibit 10.35 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).
- 4.41 Subscription Agreement dated June 28, 2000 among CNOOC Limited, CNOOC (BVI) Limited, Overseas Oil & Gas Corporation, Ltd., et al., incorporated by reference to Exhibit 10.36 to our Registration Statement on Form F-1 filed with the Securities and

Exchange Commission (File Number: 333-10862).

- 4.42 Corporation Placing Agreement dated February 6, 2001 among CNOOC Limited, China National Offshore Oil Corporation, Shell Eastern Petroleum (Pte) Limited and Merrill Lynch Far East Limited, incorporated by reference to Exhibit 10.37 to our Registration Statement on Form F-1 filed with the Securities and Exchange Commission (File Number: 333-10862).

- 4.43 Equity Transfer Agreement dated September 5, 2003 between CNOOC China Limited and CNOOC (Summary Translation), incorporated by reference to Exhibit 4.38 to our annual report on Form 20-F for fiscal year 2003 filed with the Securities and Exchange Commission (File Number: 1-14966).
- 4.44 Framework Agreement dated April 8, 2004 with CNOOC Finance Corporation Limited (Summary Translation), incorporated by reference to Exhibit 4.39 to our annual report on Form 20-F for fiscal year 2003 filed with the Securities and Exchange Commission (File Number: 1-14966).
- 4.45 Framework Agreement dated December 8, 2005 with CNOOC (Summary Translation).*
- 4.46 Framework Agreement dated December 8, 2005 with China Oilfield Services Limited (Summary Translation).*
- 4.47 Framework Agreement dated December 8, 2005 with Offshore Oil Engineering Co., Ltd (Summary Translation).*
- 4.48 Supplemental Agreement to the Undertaking agreement with CNOOC, dated December 8, 2005.*
- 4.49 Sale and Purchase Agreement, dated January 8, 2006 between CNOOC Exploration & Production Limited and South Atlantic Petroleum Limited (certain statements, marked with an asterisk in brackets [*], have been omitted from this agreement pursuant to a request for confidential treatment pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended, and the omitted materials have been filed separately in paper form with the Securities and Exchange Commission).*
- 8.1 List of Subsidiaries.*
- 10.1 Letter from CNOOC Limited dated May 23, 2002 regarding receipt of certain representations from Arthur Andersen & Co pursuant to the requirements of the Securities and Exchange Commission, incorporated by reference to Exhibit 10 to our annual report on Form 20-F for fiscal year 2001 filed with the Securities and Exchange Commission (File Number: 1-14966).
- 11.1 Code of Ethics for Directors and Senior Officers, as amended in 2005.*
- 12.1 Certification by the Chief Executive Officer in accordance with Section 302 of the Sarbanes-Oxley Act of 2002.
- 12.2 Certification by the Chief Financial Officer in accordance with Section 302 of the Sarbanes-Oxley Act of 2002.
- 13.1 Sarbanes-Oxley Act of 2002 Section 906 Certification furnished to (not filed with) the Securities and Exchange Commission.

*Previously filed.

6

SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

CNOOC Limited

By: /s/ Kang Xin
Name: Kang Xin
Title: Company Secretary

Date: June 28, 2007

CNOOC LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2005, 2004 AND 2003
TOGETHER WITH REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

F-1

INDEX TO FINANCIAL STATEMENTS

	Page
CNOOC LIMITED AND ITS SUBSIDIARIES	
Report of Independent Registered Public Accounting Firm	F-3
Consolidated income statements for the years ended December 31, 2005, 2004, and 2003	F-4
Consolidated balance sheets as of December 31, 2005 and 2004	F-6
Consolidated statements of changes in equity for the years ended December 31, 2005, 2004, and 2003	F-7
Consolidated cash flow statements for the years ended December 31, 2005, 2004, and 2003	F-9
Notes to the consolidated financial statements	F-10

F-2

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
CNOOC Limited
(Incorporated in Hong Kong with limited liability)

We have audited the accompanying consolidated balance sheets of CNOOC Limited (the “Company”) and its subsidiaries (the “Group”) as of December 31, 2005 and 2004, and the related consolidated income statements, changes in shareholders’ equity and cash flows for each of the three years ended December 31, 2005, 2004 and 2003. These financial statements are the responsibility of the management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States) and Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. We were not engaged to perform an audit of the Company’s internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2005 and 2004 and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2005, in conformity with accounting principles generally accepted in Hong Kong (“Hong Kong GAAP”).

Accounting principles generally accepted in Hong Kong vary in certain significant respects from accounting principles generally accepted in the United States of America. Information relating to the nature and effect of such differences is presented in note 38 to the consolidated financial statements.

As discussed in note 2.2 to the financial statements, in 2005 the company changed its classification of property, plant and equipment, its method of accounting for land and buildings, its method of accounting for investments in equity and debts securities and convertible bonds, and its method of accounting for share-based transactions, upon the adoption of recently issued Hong Kong Financial Reporting Standards.

/s/ Ernst & Young
Ernst & Young
Certified Public Accountants

Hong Kong
March 24, 2006

CNOOC LIMITED AND ITS SUBSIDIARIES
CONSOLIDATED INCOME STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2005, 2004 AND 2003

	Notes	2003 RMB'000 (Restated)	2004 RMB'000 (Restated)	2005 RMB'000	2005 US\$'000
REVENUE					
Oil and gas sales	7,27	28,116,831	36,886,019	53,417,669	6,619,126
Marketing revenues	8	12,398,661	18,191,353	15,901,325	1,970,376
Other income		434,781	144,691	136,749	16,944
		40,950,273	55,222,063	69,455,743	8,606,446
EXPENSES					
Operating expenses		(4,512,809)	(5,070,344)	(5,934,598)	(735,372)
Production taxes		(1,238,598)	(1,725,674)	(2,596,543)	(321,745)
Exploration expenses		(848,072)	(1,316,160)	(1,293,687)	(160,304)
Depreciation, depletion and amortisation		(4,642,753)	(5,455,062)	(5,964,740)	(739,107)
Dismantlement	28	(167,326)	(201,637)	(252,857)	(31,332)
Impairment losses related to property, plant and equipment		-	-	(90,190)	(11,176)
Crude oil and product purchases	8	(12,295,238)	(17,963,461)	(15,704,100)	(1,945,937)
Selling and administrative expenses	9	(1,250,270)	(1,104,348)	(1,370,368)	(169,806)
Others		(350,232)	(45,844)	(77,062)	(9,548)
		(25,305,298)	(32,882,530)	(33,284,145)	(4,124,327)
PROFIT FROM OPERATING ACTIVITIES		15,644,975	22,339,533	36,171,598	4,482,119
Interest income		183,576	206,872	359,294	44,521
Financial costs	10	(354,940)	(441,825)	(1,100,532)	(136,370)
Exchange gains/(losses), net		(6,746)	29,269	287,027	35,566
Investment income		123,483	72,438	247,893	30,717
Share of profit of associates		220,263	344,469	307,075	38,050
Non-operating income/(expenses), net		314,968	519,206	28,579	3,543
PROFIT BEFORE TAX		16,125,579	23,069,962	36,300,934	4,498,146
Tax	13	(4,627,836)	(6,930,826)	(10,977,812)	(1,360,290)
NET PROFIT		11,497,743	16,139,136	25,323,122	3,137,856

The accompanying notes are an integral part of these financial statements.

CNOOC LIMITED AND ITS SUBSIDIARIES
CONSOLIDATED INCOME STATEMENTS (CONT'D)
FOR THE YEARS ENDED DECEMBER 31, 2005, 2004 AND 2003

	Notes	2003 RMB'000 (Restated)	2004 RMB'000 (Restated)	2005 RMB'000	2005 US\$'000
DIVIDENDS					
Special interim dividend declared in place of 2003 final dividend *		—	2,617,526	—	—
Interim	14	1,220,132	1,306,451	2,138,128	264,941
Special interim	14	1,568,741	2,177,418	2,138,128	264,941
Proposed final*	14	1,050,460	1,310,022	4,250,391	526,678
Proposed special final*	14	1,575,691	2,183,371	—	—
		5,415,024	9,594,788	8,526,647	1,056,560
DIVIDENDS PER SHARE					
Special interim dividend declared in place of 2003 final dividend*		—	RMB0.060	—	—
Interim	14	RMB0.030	RMB0.030	RMB0.052	US\$ 0.006
Special interim	14	RMB0.038	RMB0.050	RMB0.052	US\$ 0.006
Proposed final*	14	RMB0.026	RMB0.030	RMB0.103	US\$ 0.013
Proposed special final*	14	RMB0.038	RMB0.050	—	—
EARNINGS PER SHARE					
Basic	15	RMB0.28	RMB0.39	RMB0.62	US\$ 0.08
Diluted	15	RMB0.28	RMB0.39	RMB0.61	US\$ 0.08
EARNINGS PER ADS					
Basic	15	RMB27.99	RMB39.31	RMB61.68	US\$ 7.64
Diluted	15	RMB27.97	RMB39.19	RMB61.01	US\$ 7.56

The proposed final dividend and special final dividend for 2003 were cancelled and replaced by the special interim dividend declared in 2004.

The accompanying notes are an integral part of these financial statements.

CNOOC LIMITED AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

	Notes	2004 RMB'000 (Restated)	2005 RMB'000	2005 US\$'000
NON-CURRENT ASSETS				
Property, plant and equipment, net	16	57,182,026	66,625,167	8,255,702
Intangible assets	17	—	1,299,643	161,042
Investments in associates	18	1,327,109	1,401,839	173,706
Available-for-sale financial assets		—	1,017,000	126,019
		58,509,135	70,343,649	8,716,469
CURRENT ASSETS				
Accounts receivable, net	19	4,276,489	5,277,784	653,984
Inventories and supplies	20	1,147,294	1,199,626	148,649
Due from related companies	27	1,173,374	2,099,197	260,117
Other current assets		556,931	806,115	99,887
Available-for-sale financial assets /Short term investments	21	5,444,113	13,846,935	1,715,811
Time deposits with maturities over three months		8,603,000	12,200,000	1,511,735
Cash and cash equivalents	27	14,091,524	8,991,758	1,114,193
		35,292,725	44,421,415	5,504,376
TOTAL ASSETS		93,801,860	114,765,064	14,220,845
CURRENT LIABILITIES				
Accounts payable	22	3,102,024	2,867,678	355,342
Other payables and accrued liabilities	23	4,191,024	5,206,943	645,206
Current portion of long term bank loans	24	24,364	825,674	102,311
Due to the parent company	26,27	370,060	488,482	60,529
Due to related companies	27	211,425	759,934	94,166
Tax payable	13	2,503,466	3,467,505	429,668
		10,402,363	13,616,216	1,687,222
NON-CURRENT LIABILITIES				
Long term bank loans	24	865,211	24,392	3,022
Long term guaranteed notes	25	16,313,550	16,531,780	2,048,497
Provision for dismantlement	28	3,089,448	4,161,663	515,683
Deferred tax liabilities	13	6,688,498	6,827,916	846,065
		26,956,707	27,545,751	3,413,267
CAPITAL AND RESERVES				
Issued capital	29	876,586	876,635	108,626
Reserves	30	55,566,204	72,726,462	9,011,730
		56,442,790	73,603,097	9,120,356
TOTAL EQUITY AND LIABILITIES		93,801,860	114,765,064	14,220,845

The accompanying notes are an integral part of these financial statements.

F-6

CNOOC LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2005, 2004 AND 2003

	Issued share capital RMB'000	Share premium and capital redemption reserve RMB'000	Asse revaluation reserve RMB'000	Cumulative translation reserve RMB'000	Statutory and non- distributive reserve RMB'000	Other reserve RMB'000	Retained earnings RMB'000	Total RMB'000
Balances at January 1, 2003 as previously reported	876,978	20,761,205	274,671	(13,596)	2,232,410		16,436,820	40,568,488
Cumulative adjustment for the adoption of HKFRS 2 (note 2.2)						25,755	(25,755)	
Cumulative adjustment for the adoption of HKAS 16 (note 2.2)			(274,671)	—		—		(274,671)
Balances at January 1 2003 as restated	876,978	20,761,205	—	(13,596)	2,232,410	25,755	16,411,065	40,293,817
E x c h a n g e realignment				36,243				36,243
Total income and expenses for the year recognised directly in equity				36,243				36,243
Net profit for the year as restated							11,497,743	11,497,743
Total income and expenses for the year				36,243			11,497,743	11,533,986
Appropriation to statutory reserve					818,079		(818,079)	
2 0 0 2 f i n a l dividends							(1,307,408)	(1,307,408)
							(1,307,408)	(1,307,408)

2002 special final dividends								
2003 interim dividends						(1,220,132)	(1,220,132)	
2003 special interim dividends						(1,568,741)	(1,568,741)	
Transfer to / (from) reserve					5,000,000	(5,000,000)		
Equity-settled share option expense					—	37,747		37,747
Balances at December 31, 2003 as restated	876,978	20,761,205		22,647	8,050,489	63,502	16,687,040	46,461,861
Balances at January 1, 2004 as previously reported	876,978	20,761,205	274,671	22,647	8,050,489		16,750,542	46,736,532
Cumulative adjustment for the adoption of HKFRS 2 (note 2.2)						63,502	(63,502)	
Cumulative adjustment for the adoption of HKAS 16 (note 2.2)			(274,671)	—		—		(274,671)
Balances at January 1, 2004 as restated	876,978	20,761,205		22,647	8,050,489	63,502	16,687,040	46,461,861
Exchange realignment				(42,301)				(42,301)
Total income and expenses for the year recognised directly in equity				(42,301)				(42,301)
Net profit for the year as restated							16,139,136	16,139,136
Total income and expenses				(42,301)			16,139,136	16,096,835

for the year								
Repurchases of shares	(392)				—	(60,761)	(61,153)	
Transfer of reserve upon share repurchases		392				(392)		
2004 special interim dividend declared in place of 2003 final dividends						(2,617,526)	(2,617,526)	
2004 interim dividends						(1,306,451)	(1,306,451)	
2004 special i n t e r i m dividends						(2,177,418)	(2,177,418)	
Appropriation to statutory reserve				1,363,121		—	(1,363,121)	
Equity-settled share option expenses						46,642	46,642	
Balances at 31 December 2004 as restated	876,586	20,761,597		—	(19,654)	9,413,610	110,144	25,300,507
								56,442,790

CNOOC LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CHANGES IN EQUITY (CONT'D)
FOR THE YEARS ENDED DECEMBER 31, 2005, 2004 AND 2003

	Issued share capital RMB'000	Share premium and capital redemption reserve RMB'000	Asset revaluation reserve RMB'000	Cumulative translation reserve RMB'000	Statutory and non- distributive reserve RMB'000	Other reserve RMB'000	Retained earnings RMB'000	Total RMB'000
Balances at January 1 2005 as previously reported	876,586	20,761,597	274,671	(19,654)	9,413,610	—	25,410,651	56,717,461
Cumulative adjustment for the adoption of HKFRS 2 (note 2.2)						110,144	(110,144)	
Cumulative adjustment for the adoption of HKAS 16 (note 2.2)			(274,671)	—		—		(274,671)
Balances at January 1, 2005 as restated	876,586	20,761,597	—	(19,654)	9,413,610	110,144	25,300,507	56,442,790
Changes in fair value of available-for-sale investments	—					69,069	—	69,069
Exchange realignment				(493,289)				(493,289)
Total income and expenses for the year recognised directly in equity				(493,289)		69,069		(424,220)
Net profit for the year							25,323,122	25,323,122
Total income and expenses for the year				(493,289)		69,069	25,323,122	24,898,902
2004 final dividends							(3,495,962)	(3,495,962)
2005 interim dividends							(4,276,256)	(4,276,256)

Exercise of share options	49	4,451	—	—	—	—	—	4,500
Appropriation to statutory reserve	—	—	—	—	2,268,364	—	(2,268,364)	—
Equity-settled share option expenses						29,123		29,123
Balances at 31 December 2005	876,635	20,766,048	—	(512,943)	11,681,974	208,336	40,583,047	73,603,097

* These reserve accounts comprise the consolidated reserves of RMB72,726,462,000 (2004: RMB55,566,204,000 (restated), 2003: RMB45,584,883,000 (restated)) in the consolidated balance sheet.

The accompanying notes are an integral part of these financial statements.

CNOOC LIMITED AND ITS SUBSIDIARIES
CONSOLIDATED CASH FLOW STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2005, 2004 AND 2003

	Notes	2003 RMB'000	2004 RMB'000	2005 RMB'000	2005 US\$'000
OPERATING ACTIVITIES					
Cash generated from operations	32(a)	21,142,911	29,705,761	41,695,648	5,166,619
Income taxes paid		(3,514,807)	(7,402,280)	(9,849,454)	(1,220,472)
Income tax refund					
Interest received		183,576	206,871	359,294	44,521
Dividends received		90,000	135,000	232,346	28,791
Short term investments income received		55,840	4,626	45,785	5,673
Interest paid		(138,801)	(322,118)	(329,797)	(40,866)
Net cash inflow from operating activities		17,818,719	22,327,860	32,153,822	3,984,266
INVESTING ACTIVITIES					
Acquisition of and prepayment for oil and gas properties	32(b)	(4,100,900)	(5,779,140)	(864,007)	(107,061)
Additions of property, plant and equipment		(8,271,564)	(12,842,905)	(16,605,548)	(2,057,638)
Proceeds from disposals of property, plant and equipment					
Investment in an associate		(450,000)			
(Increase)/decrease in time deposits with maturities over three months		2,367,000	(6,280,000)	(3,597,000)	(445,714)
Purchase of available-for-sale financial assets/ short term investments		(8,144,702)	(5,735,093)	(21,487,478)	(2,662,571)
Disposals of available-for-sale financial assets/ short term investments		9,087,581	6,029,946	13,204,817	1,636,244
Net cash outflow from investing activities		(9,512,585)	(24,607,192)	(29,349,216)	(3,636,740)
FINANCING ACTIVITIES					
Proceeds from issuance of long term guaranteed notes		3,995,773	8,154,085		
Repayment of bank loans		(336,938)	(21,075)	(18,654)	(2,312)
Dividends paid		(5,403,689)	(6,101,395)	(7,772,218)	(963,076)
Share repurchases			(61,153)		
Proceeds from exercise of share options				4,500	558
Net cash (outflow) /inflow from financing activities		(1,744,854)	1,970,462	(7,786,372)	(964,830)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS					
		6,561,280	(308,870)	(4,981,766)	(617,304)
Cash and cash equivalents at beginning of year		7,839,114	14,400,394	14,091,524	1,746,118

Effect of foreign exchange rate changes, net			(118,000)	(14,621)
--	--	--	-----------	----------

CASH AND CASH EQUIVALENTS AT END OF YEAR				
---	--	--	--	--

	14,400,394	14,091,524	8,991,758	1,114,193
--	------------	------------	-----------	-----------

ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS				
--	--	--	--	--

Cash and cash equivalents balances	14,400,394	14,091,524	8,991,758	1,114,193
------------------------------------	------------	------------	-----------	-----------

The accompanying notes are an integral part of these financial statements.

F-9

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

1. CORPORATE INFORMATION

CNOOC Limited (the “Company”) was incorporated in the Hong Kong Special Administrative Region (“Hong Kong”), the People’s Republic of China (the “PRC”) on 20 August 1999 to hold the interests in certain entities whereby creating a group comprising the Company and its subsidiaries. During the year, the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) were principally engaged in the exploration, development, production and sale of crude oil, natural gas and other petroleum products.

The registered office address is 65/F, Bank of China Tower, 1 Garden Road, Hong Kong.

In the opinion of the directors, the parent and the ultimate holding company is China National Offshore Oil Corporation (“CNOOC”), a company established in the PRC.

Particulars of the principal subsidiaries are as follows:

Name	Place and date of incorporation/ establishment	Nominal value of issued and paid /registered ordinary share capital	Percentage of equity attributable to the Group	Principal activities
Directly held subsidiaries:				
CNOOC China Limited	Tianjin, the PRC September 15, 1999	RMB15 billion	100%	Offshore petroleum exploration, development, production and sale in the PRC
CNOOC International Limited	British Virgin Islands August 23, 1999	US\$2	100%	Investment holding
China Offshore Oil (Singapore) International Pte., Ltd.	Singapore May 14, 1993	S\$3 million	100%	Sale and marketing of petroleum outside of the PRC
CNOOC Finance (2002) Limited	British Virgin Islands January 24, 2002	US\$1,000	100%	Bond issuance
CNOOC Finance (2003) Limited	British Virgin Islands	US\$1,000	100%	Bond issuance

April 2, 2003

CNOOC Finance (2004) Limited	British Virgin Islands December 9, 2004	US\$1,000	100%	Bond issuance
---------------------------------	---	-----------	------	---------------

Indirectly held subsidiaries*:

Malacca Petroleum Limited	Bermuda November 2, 1995	US\$12,000	100%	Offshore petroleum exploration, development and production in Indonesia
------------------------------	-----------------------------	------------	------	--

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

1. CORPORATE INFORMATION (CONT'D)

Name	Place and date of incorporation/ establishment	Nominal value of issued and paid /registered ordinary share capital	Percentage of equity attributable to the Group	Principal activities
Indirectly held subsidiaries* (cont'd):				
OOGC America, Inc.	State of Delaware, United States of America September 2, 1997	US\$1,000	100%	Investment holding
OOGC Malacca Limited	Bermuda November 2, 1995	US\$12,000	100%	Offshore petroleum exploration, development and production in Indonesia
CNOOC Southeast Asia Limited	Bermuda May 16, 1997	US\$12,000	100%	Investment holding
CNOOC ONWJ Ltd.	Labuan, F.T., Malaysia March 27, 2002	US\$1	100%	Offshore petroleum exploration, development and production in Indonesia
CNOOC SES Ltd.	Labuan, F.T., Malaysia March 27, 2002	US\$1	100%	Offshore petroleum exploration, development and production in Indonesia
CNOOC Poleng Ltd.	Labuan, F.T., Malaysia March 27, 2002	US\$1	100%	Offshore petroleum exploration, development and production in Indonesia
CNOOC Madura Ltd.	Labuan, F.T.,	US\$1	100%	

	Malaysia March 27, 2002			Offshore petroleum exploration, development and production in Indonesia
CNOOC Blora Ltd.	Labuan, F.T., Malaysia March 27, 2002	US\$1	100%	Onshore petroleum exploration, development and production in Indonesia

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

1. CORPORATE INFORMATION (CONT'D)

Name	Place and date of incorporation/ establishment	Nominal value of issued and paid /registered ordinary share capital	Percentage of equity attributable to the Group	Principal activities
Indirectly held subsidiaries* (cont'd):				
CNOOC NWS Private Ltd.	Singapore October 8, 2002	S\$1	100%	Offshore petroleum exploration, development and production in Australia
CNOOC Wiriagar Overseas Ltd.	British Virgin Islands January 15, 2003	US\$1	100%	Offshore petroleum exploration, development and production in Indonesia
CNOOC Muturi Ltd.	The Isle of Man February 8, 1996	US\$7,780,700	100%	Offshore petroleum exploration, development and production in Indonesia

* Indirectly held through CNOOC International Limited.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which also include Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong (“Hong Kong GAAP”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention except for available-for-sale investments and derivative financial instruments which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand (RMB’000) except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended December 31, 2005. The results of subsidiaries are consolidated from the date of acquisition being the date on which the Group obtains control and continue to be consolidated until the date that such control ceases. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

The acquisition of subsidiaries or an interest in a joint venture or associate during the year has been accounted for using the purchase method of accounting. This method involves allocating the cost of the business combinations to the fair value of the assets acquired, and liabilities and contingent liabilities assumed at the date of acquisition. The cost of the acquisition is measured at the aggregate of the fair value of the assets given, equity instruments issued (if any) and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

F-12

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The Hong Kong Institute of Certified Public Accountants has issued a number of new Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and interpretations, herein collectively referred to as the new HKFRSs, which are generally effective for accounting periods beginning on or after January 1, 2005. The following new and revised HKFRSs affect the Group and are adopted for the first time for the current year’s financial statements:

HKAS 1	Presentation of Financial Statements
HKAS 2	Inventories
HKAS 7	Cash Flow Statements
HKAS 8	Accounting Policies, Changes in Accounting Estimates and Errors
HKAS 10	Events after the Balance Sheet Date
HKAS 12	Income Taxes
HKAS 14	Segment Reporting
HKAS 16	Property, Plant and Equipment
HKAS 17	Leases
HKAS 18	Revenue
HKAS 19	Employee Benefits
HKAS 21	The Effects of Changes in Foreign Exchange Rates
HKAS 23	Borrowing Costs
HKAS 24	Related Party Disclosures
HKAS 27	Consolidated and Separate Financial Statements
HKAS 28	Investments in Associates
HKAS 31	Interests in Joint Ventures
HKAS 32	Financial Instruments: Disclosure and Presentation
HKAS 33	Earnings per Share
HKAS 36	Impairment of Assets
HKAS 37	Provisions, Contingent Liabilities and Contingent Assets
HKAS 38	Intangible Assets
HKAS 39	Financial Instruments: Recognition and Measurement
HKAS 39	Transition and Initial Recognition of Financial Assets and Financial Liabilities
Amendment	
HKFRS 2	Share-based Payment
HKFRS 3	Business Combinations

The adoption of HKASs 1, 2, 7, 8, 10, 12, 14, 17, 18, 19, 21, 23, 24, 27, 28, 31, 33, 36, 37, 38 and HKFRS 3 has no material impact on the accounting policies of the Group and the methods of computation in the Group’s financial statements. The impacts of adopting other HKFRSs are detailed as follows:

(a) **HKAS 16 – Property, Plant and Equipment**

In prior years, the Group’s property, plant and equipment were classified into three categories: oil and gas properties, land and buildings (representing the onshore terminals for oil and gas processing), and vehicles and office equipment. Land and buildings were stated at valuation less accumulated depreciation. Depreciation for land and buildings is calculated on the straight-line basis at an annual rate estimated to write off the valuation of each asset over its

expected useful life, ranging from 30 to 50 years.

According to HKAS 16, property, plant and equipment are required to be categorised by major component and different useful lives, if any, should be applied in calculating the depreciation.

F-13

**CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS**

(All amounts expressed in Renminbi unless otherwise stated)

**2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS
("HKFRSs")(CONT'D)**

(a) HKAS 16 – Property, Plant and Equipment (continued)

Upon the adoption of HKAS 16, the Group has classified its property, plant and equipment into two categories: oil and gas properties and vehicles and office equipment. The Group has reclassified the onshore terminals previously classified as land and buildings to oil and gas properties as they will be used in similar operations and are expected to have similar economic useful lives.

The Group has also decided to change its accounting policy to state the onshore terminals at cost instead of valuation and to amortise those terminals by the unit-of-production method on a property-by-property basis computed based on the total estimated units of proved developed reserves instead of the straight line method. Management believes the new policy will provide more relevant information and consistent accounting approach for oil and gas related assets.

The effect of this change in accounting policy is to decrease both property, plant and equipment and the revaluation reserve as at January 1, 2005 and 2004 by RMB 274,671,000. No adjustment was made to the prior years' amounts as the impact on the prior years' consolidated income statements was not material. The effects of the above changes are summarized in note 2.4 to the financial statements.

(b) HKASs 32 and 39 – Financial Instruments

(i) Investments in equity and debt securities

In prior periods, the Group classified its investments in short term debt and equity securities as short term investments which were not intended to be held on a continuing basis and those investments were stated at fair value at the balance sheet date, on an individual investment basis. The gains or losses arising from changes in the fair value of such securities were credited or charged to the income statement in the period in which they arose.

Upon the adoption of HKAS 39, these securities held by the Group at January 1, 2005 in the amount of RMB 5,444,113,000 were designated as available-for-sale investments under the transitional provisions of HKAS 39 and accordingly are stated at fair value with gains or losses being recognised as a separate component of equity until subsequent derecognition or impairment.

(ii) Convertible bonds

In prior periods, convertible bonds were stated at amortised cost.

Upon the adoption of HKAS 32 and HKAS 39, the Group's convertible bonds issued with a cash settlement option and other derivative features are split into liability and derivative components based on their fair values for

measurement purposes. The effects of the above changes are summarised in note 2.4 to the financial statements. In accordance with HKAS 32, comparative amounts have been restated.

F-14

**CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS**

(All amounts expressed in Renminbi unless otherwise stated)

2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)(CONT’D)

(c) HKFRS 2 - Share-based Payment

In prior periods, no recognition and measurement of share-based transactions in which employees (including directors) were granted share options over shares in the Company were required until such options were exercised by employees, at which time the share capital and share premium were credited with the proceeds received.

Upon the adoption of HKFRS 2, when employees (including directors) render services as consideration for equity instruments (“equity-settled transactions”), the cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which the instruments are granted.

The main impact of HKFRS 2 on the Group is the recognition of the cost of these transactions and a corresponding entry to equity for employee share options. The revised accounting policy for share-based payment transactions is described in more detail in note 3 “Summary of significant Accounting Policies” below.

The Group has adopted the provisions of HKFRS 2 retrospectively to all stock options granted from the date of its incorporation. The effects of adopting HKFRS 2 are summarized in note 2.4 to the financial statements.

2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The HKICPA has issued a number of new and revised HKFRSs that are not mandatory for these financial statements. The Group has not early applied these HKFRSs in these financial statements. The following new and revised HKFRSs, although not early adopted by the Group, will have impact on the Group’s financial statements in the period of initial application. Unless otherwise stated, the following HKFRSs are effective for accounting periods beginning on or after January 1, 2006:

HKAS 1 Amendment	Capital Disclosures
HKAS 21 Amendment	The effects of Changes in Foreign Exchange Rate - Net Investment in a Foreign Operation
HKAS 39 Amendment	Cash Flow Hedge Accounting of Forecast Intragroup Transactions
HKAS 39 Amendment	The Fair Value Option
H K F R S s 1 & 6 Amendments	First-time Adoption of Hong Kong Financial Reporting Standards and Exploration for and Evaluation of Mineral Resources
HKFRS 6	Exploration for and Evaluation of Mineral Resources
HKFRS 7	Financial Instruments: Disclosures
HK(IFRIC)-Int 4	Determining whether an Arrangement contains a Lease
HK(IFRIC)-Int 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds

The HKAS 1 Amendment shall be applied for accounting periods beginning on or after January 1, 2007. The revised standard will affect the disclosures about qualitative information about the Group’s objective, policies and processes

for managing capital; quantitative data about what the Company regards as capital; and compliance with any capital requirements and the consequences of any non-compliance.

F-15

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (CONT'D)

HKFRS 6 deals with the accounting for exploration for and evaluation of mineral resources, including oil and gas. This HKFRS should be applied for accounting periods beginning on or after January 1, 2006. The Group expects that the adoption of HKFRS 6 will not have any significant impact on its results of operations and financial position.

HKFRS 7 will replace HKAS 32 and has modified the disclosure requirements of HKAS 32 relating to financial instruments. This HKFRS shall be applied for accounting periods beginning on or after January 1, 2007.

Except as stated above, the Group expects that the adoption of the other pronouncements listed above will not have any significant impact on the Group's financial statements in the period of initial application.

2.4 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICIES

(a) Effect on the consolidated balance sheet

At January 1, 2005	Effect of adopting		Total RMB'000
	HKAS 16# Property, plant and equipment RMB'000	HKFRS 2# Recognition of share-based payment RMB'000	
Effect of new policies			
Increase/(decrease)			
Assets			
Property, plant and equipment, net	(274,671)	—	(274,671)
Liabilities/equity			
Asset revaluation reserve	(274,671)	—	(274,671)
Other reserves	—	110,144	110,144
Retained earnings	—	(110,144)	(110,144)
			(274,671)

At December 31, 2005	HKAS 16#	Effect of adopting		HKFRS 2# Recognition of share-based
		HKASs 32 and 39* Convertible	HKAS 39* Change in	
Effect of new policies				

Edgar Filing: CNOOC LTD - Form 20-F/A

Increase/(decrease)	Property, plant and equipment RMB'000	bonds RMB'000	classification of equity investments RMB'000	payment RMB'000	Total RMB'000
Assets					
Property, plant and equipment, net	(274,671)	—	—	—	(274,671)
Liabilities/equity					
Long term guaranteed notes	—	373,060	—	—	373,060
Asset revaluation reserve	(274,671)	—	—	—	(274,671)
Other reserves	—	—	69,069	139,267	208,336
Retained earnings	—	(373,060)	(69,069)	(139,267)	(581,396)
					(274,671)

F-16

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

2.4 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICIES (CONT'D)

(b) Effects on the balances of equity at January 1, 2003, 2004 and 2005

Effect of new policies Increase/(decrease)	Effect of adopting		Total RMB'000
	HKAS 16# Property, plant and equipment RMB'000	HKFRS 2# Recognition of share-based payment RMB'000	
January 1, 2003			
Asset revaluation reserve	(274,671)	—	(274,671)
Other reserves	—	25,755	25,755
Retained earnings	—	(25,755)	(25,755)
			(274,671)
January 1, 2004			
Asset revaluation reserve	(274,671)	—	(274,671)
Other reserves	—	63,502	63,502
Retained earnings	—	(63,502)	(63,502)
			(274,671)
January 1, 2005			
Asset revaluation reserve	(274,671)	—	(274,671)
Other reserves	—	110,144	110,144
Retained earnings	—	(110,144)	(110,144)
			(274,671)

*Adjustments taken effect prospectively from January 1, 2005.

#Adjustments taken effect retrospectively.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

2.4 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICIES (CONT'D)

(c) Effects on the consolidated income statement for the years ended December 31, 2005, 2004 and 2003

Effect of new policies	HKAS 16 Property, plant and equipment RMB'000	Effect of adopting		Total RMB'000
		HKAS 39 Convertible bonds RMB'000	HKFRS 2 Recognition of share-based payment RMB'000	
Year ended December 31, 2005				
Increase in depreciation, depletion and amortisation	19,269	—	—	19,269
Increase in a loss on embedded derivatives in convertible bonds	—	373,060	—	373,060
Increase in selling and administrative expenses	—	—	29,123	29,123
Total decrease in profit	19,269	373,060	29,123	421,452
Year ended December 31, 2004				
Increase in selling and administrative expenses	—	—	46,642	46,642
Total decrease in profit	—	—	46,642	46,642
Year ended December 31, 2003				
Increase in selling and administrative expenses	—	—	37,747	37,747
Total decrease in profit	—	—	37,747	37,747

There was no material impact on basic earnings per share and diluted earnings per share for the years ended December 31, 2005, 2004 and 2003 for the adoption of the above new policies.

**CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS**

(All amounts expressed in Renminbi unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is a company in which the Company, directly or indirectly, controls more than half of its voting power or issued share capital or controls the composition of its Board of Directors.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's interests in subsidiaries are stated at cost less any impairment losses.

Associates

An associate is an entity, not being a subsidiary or a jointly-controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

The Group's share of the post-acquisition results and reserves of the associates are included in the consolidated income statement and consolidated reserves, respectively. The Group's proportionate interests in the associates are stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Joint Ventures

Certain of the group's activities are conducted through joint arrangements, including the production sharing arrangements detailed in note 5 below. These arrangements are a form of joint venture whereby a contractual arrangement exists between two or more parties to undertake an economic activity that is subject to joint control. These joint arrangements are included in the consolidated financial statements in proportion to the group's interests in the income, expenses, assets and liabilities of these arrangements.

Related parties

A party is considered to be related to the Group if:

- (a) the party directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group ; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is an associate;
- (c) the party is a jointly controlled entity;
- (d) the party is a member of the key management personnel of the Group or its parent;
- (e) the party is a close member of the family of any individual referred to in (a) or (d); or

(f) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e).

F-19

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Impairment of assets

Where an indication of impairment exists, or when annual impairment testing for an asset (other than inventories and financial assets) is required, the asset's recoverable amount is estimated. An asset's recoverable amount is calculated as the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount of an asset, however not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation), had no impairment loss been recognised for the asset in prior years.

A reversal of an impairment loss is credited to the income statement in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Property, plant and equipment

Property, plant and equipment comprise oil and gas properties, and vehicles and office equipment.

(i) Oil and gas properties

For oil and gas properties, the successful efforts method of accounting is adopted. The Group capitalises initial acquisition costs of oil and gas properties. Impairment of initial acquisition costs is recognised based on exploratory experience and management judgment. Upon discovery of commercial reserves, acquisition costs are transferred to proved properties. The costs of drilling and equipping successful exploratory wells, all development expenditures on construction, installation or completion of infrastructure facilities such as platforms, pipelines, processing plants and the drilling of development wells, including those renewals and betterments which extend the economic lives of the assets, and the related borrowing costs are capitalised. The costs of unsuccessful exploratory wells and all other exploration costs are expensed as incurred.

Exploratory wells are evaluated for economic viability within one year of completion. Exploratory wells that discover potentially economic reserves in areas where major capital expenditure will be required before production would begin and when the major capital expenditure depends upon successful completion of further exploratory work remain capitalised and are reviewed periodically for impairment.

Productive oil and gas properties and other tangible and intangible costs of producing properties are amortised using the unit-of-production method on a property-by-property basis under which the ratio of produced oil and gas to the estimated remaining proved developed reserves is used to determine the depreciation, depletion and amortisation provision. Common facilities that are built specifically to service production directly attributed to designated oil and gas properties are amortised based on the proved developed reserves of respective oil and gas properties on a pro-rata basis. Common facilities that are not built specifically to service identified oil and gas properties are depreciated using the straight-line method over their estimated useful lives. Costs associated with significant development projects are not depleted until commercial production commences and the reserves related to those costs are excluded from the calculation of depletion.

Capitalised acquisition costs of proved properties are amortised by the unit-of-production method on a property-by-property basis computed according to the total estimated units of proved reserves.

The Group estimates future dismantlement costs for oil and gas properties with reference to the estimates provided from either internal or external engineers after taking into consideration the anticipated method of dismantlement required in accordance with current legislation and industry practices. The associated cost is capitalised and the liability is discounted and an accretion expense is recognised using the credit-adjusted risk-free interest rate in effect when the liability is initially recognised. No market-risk premium has been included in the Company's calculation of asset retirement obligations balances since no reliable estimate can be made by the Company.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Property, plant and equipment (cont'd)

(ii) Vehicles and office equipment

Vehicles and office equipment are stated at cost less accumulated depreciation and impairment losses. The straight-line method is adopted to depreciate the cost less any estimated residual value of these assets over their expected useful lives. The Group estimates the useful lives of vehicles and office equipment to be five years.

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a recoverable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed and, adjusted if appropriate, at each balance sheet date.

An item of property, plant and equipment is derecognised upon disposal or where no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year that the asset is derecognised is the difference between the net sales proceeds and the carrying value of the relevant asset.

Intangible assets

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed as least at each balance sheet date.

Research and development costs

All research costs are charged to the income statement as incurred.

Expenditure (other than relating to oil and gas properties discussed above) incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred. No development costs were capitalised during the year.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Investments and other financial assets

Applicable to the year ended December 31, 2004:

Short term investment

Short term investments are investments in debt and equity securities not intended to be held on a continuing basis and are stated at their fair values on the basis of their quoted market prices at the balance sheet date, on an individual investment basis. The gains or losses arising from changes in the fair value of a security are credited or charged to the income statement in the period in which they arise.

Applicable to the year ended December 31, 2005:

Financial assets in the scope of HKAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, and available-for-sale financial assets, as appropriate. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. The Group determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at the balance sheet date.

All regular way purchases and sales of financial assets are recognised on the trade date i.e., the date that the Group commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

(a) Financial assets at fair value through profit or loss

Financial assets classified as held for trading are included in the category “financial assets at fair value through profit or loss”. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Derivatives are also classified as held for trading unless they are designated and effective hedging instruments. Gains or losses on investments held for trading are recognised in the income statement.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for those with maturities greater than 12 months after the balance sheet date, which are included in non-current assets. Loans and receivables are included in trade and other receivables in the balance sheet.

(c) Held-to-maturity investments

During this year, the Group did not hold any investments assets in this category.

**CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS**

(All amounts expressed in Renminbi unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Investments and other financial assets (continued)

(d) Available-for-sale financial assets

Available-for-sale financial assets are those non-derivative financial assets in listed and unlisted equity securities that are designated as available-for-sale or are not classified in any of the other categories. After initial recognition available-for-sale financial assets are measured at fair value with gains or losses being recognised as a separate component of equity until the investment is derecognised or until the investment is determined to be impaired at which time the cumulative gain or loss previously reported in equity is included in the income statement.

When the fair value of unlisted equity securities can not be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant or that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such securities are stated at cost less any impairment losses.

Fair Value

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid price at the close of business at the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models.

Impairment of financial assets (Applicable to the year ended December 31, 2005)

The Group assesses at each balance sheet date whether there is any objective evidence that a financial asset or group of financial assets is impaired.

Assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through the use of an allowance account. The amount of the impairment loss is recognised in profit or loss.

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

**CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS**

(All amounts expressed in Renminbi unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Impairment of financial assets (Applicable to the year ended December 31, 2005) (continued)

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in the income statement, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

Available-for-sale financial assets

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from equity to the income statement. Impairment losses on equity instruments classified as available-for-sale are not reversed through profit or loss.

Derecognition of financial assets (applicable to the year ended December 31, 2005)

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised where:

- the rights to receive cash flows from the asset have expired;
- the Group retains the rights to receive cash flows from the asset, but has assumed an obligation to pay in full without material delay to a third party under a “pass-through” arrangement; or
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group’s continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Where continuing involvement takes the form of a written and/or purchased option (including a cash settled option or similar provision) on the transferred asset, the extent of the Group’s continuing involvement is the amount of the transferred asset that the Group may repurchase, except that in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, where the extent of the Group’s continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Interest-bearing loans and borrowings

All loans and borrowings are initially recognised at the fair value of the consideration received less directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Gains and losses are recognised in net profit or loss when the liabilities are derecognised as well as through the amortisation process.

Convertible bonds

The Group's convertible bonds issued with a cash settlement option and other embedded derivative features are split into liability and derivative components according to their fair values for measurement purposes.

The fair value of the liability component is determined using the market rate for an equivalent non-convertible bond on the issuance of convertible bonds and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The derivative component is remeasured at each balance sheet date and any gains or losses arising from change in the fair value are recognised in the income statement. Both the liability and the related embedded derivative components are presented together for financial statements reporting purposes.

Derecognition of financial liabilities (applicable to the year ended December 31, 2005)

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Derivative financial instruments (applicable to the year ended December 31, 2005)

The Group uses currency swaps to hedge its risks associated with currency exchange fluctuations. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value on derivatives that do not qualify for hedge accounting are taken directly to net profit or loss for the year.

The fair value of currency swap contracts is determined by reference to market values for similar instruments.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Inventories and supplies

Inventories consist primarily of oil and supplies consist mainly of items for repairs and maintenance of oil and gas properties. Inventories are stated at the lower of cost and net realisable value. Costs of inventories and supplies represent purchase or production cost of goods and are determined on a weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal. Supplies are capitalised to property, plant and equipment when used for renewals and betterments of oil and gas properties and have resulted in an increase in the future economic values of oil and gas properties or are recognised as expenses when used.

Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are payable on demand and form an integral part of the Group's cash management.

For the purpose of the balance sheet, cash and cash equivalents comprise cash on hand and at banks, and term deposits with maturities of three months or less which are not restricted to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the balance sheet date of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

Provisions for dismantlement are made based on the present value of the future costs expected to be incurred, on a property-by-property basis, in respect of the Group's expected dismantlement and abandonment costs at the end of the related oil exploration and recovery activities.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Income tax

Income tax comprises current and deferred tax. Income tax is recognised in the income statement or in equity if it relates to items that are recognised in the same or a different period directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities.

Deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences:

Except where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

in respect of taxable temporary differences associated with investments in subsidiaries and associates, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Conversely, previously unrecognised deferred tax assets are reassessed at each balance sheet date and are recognised to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantially enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

F-28

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (i) *Oil and gas sales*
Oil and gas sales represent the invoiced value of sales of oil and gas attributable to the interests of the Group, net of royalties and PRC government share oil that are lifted and sold on behalf of the PRC government. Sales are recognised when the significant risks and rewards of ownership of oil and gas have been transferred to customers.
- Oil and gas lifted and sold by the Group above or below the Group's participating interests in the production sharing contracts result in overlifts and underlifts. The Group records these transactions in accordance with the entitlement method under which overlifts are recorded as liabilities and underlifts are recorded as assets at year end oil prices. Settlement will be in kind when the liftings are equalised or in cash when production ceases.
- The Group has entered into gas sales contracts with customers which contain take-or-pay clauses. The clauses require those customers to take a specified minimum volume of gas each year. If the minimum volume of gas is not taken, those customers must pay for the deficiency gas, even though the gas is not taken. Those customers can offset the deficiency payment against any future purchases in excess of the specified volume. The Group records any deficiency payments as deferred revenue which is included in other payables until any make-up gas is taken by those customers or the expiry of the contracts.
- (ii) *Marketing revenues*
Marketing revenues represent sales of oil purchased from the foreign partner under the production sharing contracts and revenues from the trading of oil through the Company's subsidiary in Singapore. The title, together with the risks and rewards of the ownership of such oil purchased from the foreign partners, is transferred to the Group from the foreign partners and other unrelated oil and gas companies before the Group sells such oil to its customers. The cost of the oil sold is included in crude oil and product purchases.
- (iii) *Other income*
Other income mainly represents project management fees charged to the foreign partners and handling fees charged to customers and is recognised

when the services are rendered.

(iv)

Dividend income

Dividend income is recognised when the shareholders' right to receive payment has been established.

(v)

Interest income

Interest income from deposits placed with banks and other financial instruments is recognised on a time proportion basis taking into account the effective yield on the assets.

**CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS**

(All amounts expressed in Renminbi unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Employee benefits

Share-based payment transactions

The Company has adopted share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group will from time to time receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by using a Black-Scholes model, further details of which are given in note 31. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company, if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the "vesting date"). The cumulative expenses recognised for equity-settled transactions at each balance sheet date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum, an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification, which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expenses not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. The Group has adopted the provisions of HKFRS 2 retrospectively to all stock options granted from the date of its incorporation.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

**CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS**

(All amounts expressed in Renminbi unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Retirement and termination benefits

The Group participates in defined contribution plans in accordance with local laws and regulations for full-time employees in the PRC and other countries in which it operates. The plans provide for contributions ranging from 5% to 22% of the employees' basic salaries. The Group's contributions to these defined contribution plans are charged to expense in the year to which they relate.

Dividends

Final and special final dividends proposed by the directors are classified as a separate allocation of retained earnings within the equity section of the balance sheet, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim and special interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

To the extent that funds are borrowed specifically for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation on that asset is determined as the actual borrowing costs incurred on that borrowing during the period less any investment income on the temporary investment of those borrowings.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalised incurred during a period should not exceed the amount of borrowing cost incurred during that period.

Borrowing costs include interest charges and other costs incurred in connection with the borrowing of funds, including amortisation of discounts or premiums relating to the borrowing, and amortisation of ancillary costs incurred in connection with arranging the borrowing.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Foreign currencies

These financial statements are presented in RMB. Each entity in the Group maintains its books and records in its own functional currency. Foreign currency transactions are initially recorded using the functional currency rates ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the balance sheet date. Exchange differences are dealt with in the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

On consolidation, the balance sheet of the Company and the overseas subsidiaries, other than the subsidiaries in the PRC, are translated into RMB at the exchange rates ruling at the balance sheet date and, their income statements are translated into RMB at the weighted average exchange rates for the year. The resulting translation differences are included in the cumulative translation reserve.

For the purpose of the consolidated cash flow statement, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

Repairs, maintenance and overhaul costs

Repairs, maintenance and overhaul costs are normally charged to the income statement as operating expenses in the period in which they are incurred.

Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Company is the lessee, rentals payable under the operating leases are charged to the income statement on the straight-line basis over the lease terms.

Contingencies

Contingent liabilities are not recognised in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is not recognized in the financial statements, but are disclosed when an inflow of economic benefits is probable.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Subsequent events

Post-year-end events that provide additional information about the Company's position at the balance sheet date or those that indicate the going concern assumption is not appropriate (adjusting events) are reflected in the financial statements. Post-year-end events that are not adjusting events are disclosed in the notes when material.

Use of estimates

The preparation of financial statements in conformity with Hong Kong GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The most significant estimates pertain to proved oil and gas reserve volumes and the future development, purchase price allocation, provision for dismantlement and impairment as well as estimates relating to certain oil and gas revenues and expenses. Actual amounts could differ from those estimates and assumptions. More details are given in notes 3, 16 and 28.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

4. ACQUISITIONS

During the year, the Group completed the acquisition of the North West Shelf Project (“NWS Project”), including an interest of approximately 5.3% in the NWS Project and a 25% interest in the China LNG Joint Venture, a new joint venture established within the NWS Project. The Group acquired the NWS Project to expand its upstream oil and gas reserves and production. The Group’s participation in the NWS Project has not started commercial operations.

Details of the net assets acquired are as follows:

Purchase consideration:	RMB’000
Consideration paid	4,341,783
Direct costs relating to the acquisition	87,522
Total purchase consideration	4,429,305
The assets and liabilities arising from the acquisition are as follows:	RMB’000
Oil and gas properties	3,129,662
Intangible assets - gas processing rights	1,299,643
Net assets acquired	4,429,305
Purchase consideration settled in cash	4,429,305

The purchase price allocation set out above is still preliminary, pending the confirmation of the tax basis of the underlying assets.

CNOOC NWS Private Limited is a wholly owned subsidiary, and together with the other joint venture partners and the operator of the NWS Project, signed a Deed of Cross Charge and an Extended Deed of Cross Charge whereby certain liabilities incurred or to be incurred, if any, by the Company in respect of the NWS Project are secured by its interests in the NWS Project.

In addition, the Company, through its wholly-owned subsidiary, has signed an agreement with a Canadian based company, MEG Energy Corporation (“MEG”), to acquire a 16.69% equity interest in MEG. The Company completed the transaction and paid C\$150 million (equivalent of RMB1,017 million) for the acquisition of 13,636,364 common shares of MEG in March 2005. MEG is principally engaged in the exploitation and production of oil sands. The investment in the unlisted shares of this company is accounted for as a non-current available-for-sales asset and is stated at cost less any impairment.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

5. PRODUCTION SHARING CONTRACTS

PRC

For production sharing contracts in the PRC, the foreign parties to the contracts (“foreign partners”) are normally required to bear all exploration costs during the exploration period and such exploration costs can be recovered according to the production sharing formula after commercial discoveries are made and production begins.

After the initial exploration stage, the development and operating costs are funded by the Group and the foreign partners according to their respective participating interests.

In general, the Group has the option to take up to 51% participating interest in a production sharing contract and may exercise such option after the foreign partners have independently undertaken all the exploration risks and costs and made viable commercial discoveries.

After the Group exercises its option to take a participating interest in a production sharing contract, the Group accounts for the oil and gas properties using the proportional method under which the Group recognises its share of development costs, revenues and expenses from such operations according to its participating interest in the production sharing contract. The Group does not account for either the exploration costs incurred by its foreign partners or the foreign partners’ share of development costs and revenues and expenses from such operations.

Part of the annual gross production of oil and gas in the PRC is distributed to the PRC government as settlement of royalties which are payable pursuant to a sliding scale. The Group and the foreign partners also pay the value-added tax to the tax bureau at a pre-determined rate. In addition, there is a pre-agreed portion of oil and gas designated to recover all exploration costs, development costs, operating costs incurred and related interest according to the participating interests between the Group and the foreign partners. Any remaining oil after the foregoing priority allocations is first distributed to the PRC government as government share oil on a pre-determined ratio pursuant to a sliding scale, and then distributed to the Group and the foreign partners according to their respective participating interests. As the government share is not included in the Group’s interest in the annual production, the net sales of the Group do not include the sales revenue of the government share oil.

The foreign partners have the right either to take possession of their allocable remainder oil for sale in the international market, or to negotiate with the Group to sell their allocable remainder oil to the Group for sale in the PRC market.

Overseas

The Group and the other partners to the overseas production sharing contracts are required to bear all exploration, development and operating costs according to their respective participating interests. Exploration, development and operating costs which qualify for recovery can be recovered according to the production sharing formula after commercial discoveries are made and production begins.

The Group’s net interest in the production sharing contracts in overseas consists of its participating interest in the properties covered under the relevant production sharing contracts, less oil and gas distributed to the local government and the domestic market obligation.

F-35

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

6. SEGMENT INFORMATION

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by business segment; and (ii) on a secondary segment reporting basis, by geographical segment.

Intersegment transactions: segment revenue, segment expenses and segment performance include transfers between business segments and between geographical segments. Such transfers are accounted for at cost. Those transfers are eliminated on consolidation.

(a) Business segments

The Group is organised on a worldwide basis into three major operating segments. The Group is involved in the upstream operating activities of the petroleum industry that comprise independent operations, production sharing contracts with foreign partners and trading business. These segments are determined primarily because the senior management makes key operating decisions and assesses performance of the segments separately. The Group evaluates the performance of each segment based on profit or loss from operations before income taxes.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

6. SEGMENT INFORMATION (CONT'D)

(a) Business segments (cont'd)

The following table presents revenue, profit and certain assets, liabilities and expenditures information for the Group's business segments for the years ended December 31, 2005 and 2004.

Segment revenue	Independent operations			Production sharing contracts			Trading business			
	2003	2004	2005	2003	2004	2005	2003	2004	2005	
	RMB'000 Restated	RMB'000 Restated	RMB'000	RMB'000 Restated	RMB'000 Restated	RMB'000	RMB'000 Restated	RMB'000 Restated	RMB'000	
Sales to external customers:										
Oil and gas sales	12,040,587	15,177,621	22,808,733	16,076,244	21,708,398	30,608,936				
Marketing revenues							12,398,661	18,191,353	15,700,000	
Intersegment revenues		920,669	1,598,171	3,730,797	2,551,181	7,467,429				
Other income	8,468	6,139	13,093	424,493	136,942	103,047				
Total	12,049,055	16,104,429	24,419,997	20,231,534	24,396,521	38,179,412	12,398,661	18,191,353	15,700,000	
Segment results										
Operating expenses	(1,579,004)	(1,828,614)	(2,095,273)	(2,933,805)	(3,241,730)	(3,839,325)				
Production taxes	(626,897)	(775,210)	(1,154,771)	(611,701)	(950,464)	(1,441,772)				
Exploration costs	(590,541)	(1,136,055)	(1,025,993)	(257,531)	(180,105)	(267,694)				
Depreciation, depletion and amortisation	(1,855,983)	(2,235,064)	(2,554,896)	(2,786,770)	(3,219,998)	(3,409,844)				
Dismantlement	(96,206)	(117,310)	(152,796)	(71,120)	(84,327)	(100,061)				
Impairment loss related to property, plant and equipment			(39,494)			(50,696)				
Crude oil and product purchases		(920,669)	(1,598,171)	(3,730,797)	(2,551,181)	(7,467,429)	(12,295,238)	(17,963,461)	(15,700,000)	
Selling and administrative expenses	(62,247)	(50,721)	(39,486)	(666,369)	(557,521)	(676,062)				
Others	(36,406)			(313,826)	(45,844)	(77,062)				
Interest income				14,302	2,077	7,328				
Finance costs	(60,358)	(135,119)	(183,325)	(20,817)	(64,956)	(94,885)				
Exchange gains/(losses), net				124	(15,308)	(5,119)				
Investments income										
Share of profit of associates										

Non-operating
income/(expenses),
net

Tax

Net profit	7,141,413	8,905,667	15,575,792	8,853,224	13,487,164	20,756,791	103,423	227,892	
------------	-----------	-----------	------------	-----------	------------	------------	---------	---------	--

Other segment
information

Segment assets	36,087,581	21,120,584	25,054,275	26,821,223	37,851,716	51,125,491	2,629,009	1,712,212	2,
----------------	------------	------------	------------	------------	------------	------------	-----------	-----------	----

Investment in
associates

Total assets	36,087,581	21,120,584	25,054,275	26,821,223	37,851,716	51,125,491	2,629,009	1,712,212	2,
--------------	------------	------------	------------	------------	------------	------------	-----------	-----------	----

Segment liabilities	(3,554,720)	(3,913,905)	(5,187,124)	(12,620,113)	(11,453,307)	(12,876,516)	(2,173,828)	(809,663)	(6
---------------------	-------------	-------------	-------------	--------------	--------------	--------------	-------------	-----------	----

Capital expenditure	5,960,071	6,309,397	7,806,927	2,264,625	13,145,839	8,914,306			
---------------------	-----------	-----------	-----------	-----------	------------	-----------	--	--	--

F-37

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

6. SEGMENT INFORMATION (CONT'D)

(b) Geographical segments

In determining the Group's geographical segments, revenues and results are attributed to the segments based on the location of the Group's customers, and assets are attributed to the segments based on the location of the Group's assets.

The Group mainly engaged in the exploration, development and production of crude oil and natural gas in offshore China. Any activities outside the PRC are mainly conducted in Indonesia, Australia, Canada and Singapore. The following table presents revenue and certain asset and expenditure information for the Group's geographical segments for the years ended December 31, 2005 and 2004.

	PRC			Outside PRC			Total	
	2003 RMB'000 (Restated)	2004 RMB'000 (Restated)	2005 RMB'000	2003 RMB'000	2004 RMB'000	2005 RMB'000	2003 RMB'000 (Restated)	2004 RMB'000 (Restated)
External sales	25,416,466	30,453,453	38,992,740	15,533,807	24,768,610	30,463,003	40,950,273	55,222,063
Segment assets	61,357,931	75,023,500	92,845,974	12,146,371	18,778,360	21,919,090	73,504,302	93,801,860
Capital expenditures	7,727,171	12,014,894	14,496,690	544,393	7,605,117	2,368,985	8,271,564	19,620,011

(c) An analysis of sales to major customers by business segment is as follows:

	2003 RMB'000	2004 RMB'000	2005 RMB'000
Production sharing contracts			
China Petroleum & Chemical Corporation	3,848,361	6,932,008	9,996,768
PetroChina Company Limited	1,446,169	1,944,709	1,410,369
Castle Peak Power Company Limited	841,285	1,070,436	1,107,314
	6,135,815	9,947,153	12,514,451
Independent operations			
China Petroleum & Chemical Corporation	3,126,708	3,702,058	5,628,968
PetroChina Company Limited	—	—	365,830
	3,126,708	3,702,058	5,994,798
	9,262,523	13,649,211	18,509,249

7. OIL AND GAS SALES

	2003 RMB'000	2004 RMB'000	2005 RMB'000
--	-----------------	-----------------	-----------------

Edgar Filing: CNOOC LTD - Form 20-F/A

Gross sales	30,556,967	39,955,702	57,988,465
Royalties	(478,454)	(610,055)	(708,537)
PRC government share oil	(1,961,682)	(2,459,628)	(3,862,259)
	28,116,831	36,886,019	53,417,669

F-38

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

8. MARKETING PROFIT

	2003 RMB'000	2004 RMB'000	2005 RMB'000
Marketing revenues	12,398,661	18,191,353	15,901,325
Crude oil and product purchases	(12,295,238)	(17,963,461)	(15,704,100)
	103,423	227,892	197,225

9. SELLING AND ADMINISTRATIVE EXPENSES

	2003 RMB'000 (Restated)	2004 RMB'000 (Restated)	2005 RMB'000
Salary and staff benefits	393,165	311,649	392,791
Utility and office expenses	90,801	115,817	143,204
Transportation and entertainment	74,218	75,675	94,590
Rentals and maintenance	107,310	128,579	111,426
Management fee	219,771	218,087	243,730
Selling expenses	30,686	36,015	32,983
(Reversal) of/Provision for inventory obsolescence	8,745	(2,710)	33,088
Other	325,574	221,236	318,556
	1,250,270	1,104,348	1,370,368

10. FINANCE COSTS

	2003 RMB'000	2004 RMB'000	2005 RMB'000
Interest on bank loans which are:			
- wholly repayable within five years	81,539	80,829	98,892
Interest on long term guaranteed notes	391,005	485,812	671,849
Other borrowing costs	34,933	163	3,773
Total interest	507,477	566,804	774,514
Less: Amount capitalised in property, plant and equipment (note 16)	(245,783)	(244,686)	(245,987)
	261,694	322,118	528,527
Other finance costs:			
Increase in discounted amount of provisions arising from the passage of time (note 28)	93,246	119,707	198,945
Loss on embedded derivative component in convertible bonds	—	—	373,060
	354,940	441,825	1,100,532

The interest rates used for interest capitalisation represented the cost of capital from raising the related borrowings and varied from 4.1% to 9.2% per annum for the year ended December 31, 2005(2004:4.1% to 9.2%, 2003:4.1% to 9.15%).

F-39

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

11. DIRECTORS' REMUNERATION AND SHARE OPTION BENEFITS

Directors' remuneration and share option benefits for the year, disclosed pursuant to the Listing Rules and Section 161 of the Companies Ordinance, are as follows:

	2003 RMB'000 (Restated)	2004 RMB'000 (Restated)	2005 RMB'000
Fees for executive directors			
Fees for non-executive directors**	1,000	851	2,360
Other emoluments for executive directors			
- Basic salaries and allowances and benefit in kind**	7,752	7,756	12,988
- Bonus	2,100		
- Pension scheme contribution	207	62	104
Amount paid/payable during the year	11,059	8,669	15,452
Share option benefits*	7,295	9,208	8,561
	18,354	17,877	24,013

(a) Independent non-executive directors

The fees paid/payable to independent non-executive directors during the year were as follows:

	2004 RMB'000	2005 RMB'000
So Chak Kwong	—	—
Chiu Sung Hong	213	619
Evert Henks	213	619
Kenneth S Courtis	213	619
Erwin Schurtenberger	213	350
Tse Hau Yin, Aloysius	—	153
Lawrence J. Lau	—	—

Professor Lawrence J. Lau, appointed as the independent non-executive director of the Company on August 31, 2005, waived his remuneration in 2005.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

11. DIRECTORS' REMUNERATION AND SHARE OPTION BENEFITS (CONT'D)

(b) Executive directors and independent non-executive directors

	Fees**	Salaries, allowances and benefits In kind**	Performance related bonuses	Pension scheme contributions	Amount paid/payable during the year	Share option benefits*	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
2005							
Executive directors:							
Chengyu Fu	—	4,411	—	—	4,411	2,236	6,647
Shouwei Zhou	—	3,519	—	82	3,601	1,653	5,254
Han Luo	—	1,291	—	—	1,291	1,086	2,377
Xinghe Cao	—	430	—	—	430	269	699
Zhenfang Wu	—	430	—	—	430	269	699
Guangqi Wu	—	1,377	—	—	1,377	542	1,919
Hua Yang	—	967	—	22	989	1,086	2,075
Longsheng Jiang	—	563	—	—	563	55	618
I n d e p e n d e n t							
non-executive							
directors:							
Chiu Sunghong	619	—	—	—	619	437	1,056
Evert Henks	619	—	—	—	619	437	1,056
Kenneth S Curtis	619	—	—	—	619	437	1,056
Tse Hau Yin, Aloysius	350	—	—	—	350	—	350
Erwin Schurtenberger***	153	—	—	—	153	54	207
Lawrence J. Lau	—	—	—	—	—	—	—

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

11. DIRECTORS' REMUNERATION AND SHARE OPTION BENEFITS (CONT'D)**(b) Executive directors and independent non-executive directors (cont'd)**

	Fees**	Salaries, allowances and benefits in kind**	Performance related bonuses	Pension scheme contributions	Amount paid/payable during the year	Share option benefits*	Total
	RMB'000	RMB'000	MB'000	RMB'000	RMB'000	RMB'000	RMB'000
2004							
Executive directors:							
Chengyu Fu	—	3,934	—	—	3,934	2,077	6,011
Han Luo	—	561	—	—	561	1,107	1,668
Shouwei Zhou	—	2,710	—	62	2,772	1,685	4,457
Longsheng Jiang	—	551	—	—	551	1,107	1,658
I n d e p e n d e n t non-executive directors:							
Chiu Sunghong	213	—	—	—	213	808	1,021
Evert Henks	213	—	—	—	213	808	1,021
Kenneth S Courtis	213	—	—	—	213	808	1,021
Erwin Schurtenberger	213	—	—	—	213	808	1,021

* During the year, certain directors were granted share options in respect of their services to the Group under the applicable share option schemes of the Company, further details of which are set out in note 29 to the financial statements. Share option benefits represent the fair value at grant date of share options issued under the share option schemes of the Company amortised to the income statement during the year disregarding whether the options have been exercised or not, and have been disclosed in accordance with HKFRS 2. No share options were exercised by the directors during the year.

** Fees and salaries, allowances and benefits in kind represent the gross amount (before Hong Kong individual salary tax) paid/payable to individual directors.

*** On April 1, 2005, Mr. Erwin Schurtenberger surrendered 1,150,000 share options following his resignation as an independent non-executive director of the Company.

Save as disclosed above, there was no arrangement under which a director waived or agreed to waive any remuneration during the year.

F-42

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

12. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2004: Nil, 2003: Nil) directors and two (2004: five, 2003: five) non-directors are as follows:

	2003 RMB'000 (Restated)	2004 RMB'000 (Restated)	2005 RMB'000
Basic salaries, allowances and benefits in kind*	18,600	20,509	15,843
Bonus	2,550	4,589	471
Pension scheme contributions	1,332	1,509	542
Amount paid/payable during the year	22,482	26,607	16,856
Share option benefits**		1,107	4,975
	22,482	27,714	21,831
Number of directors			3
Number of employees	5	5	2

*Salaries, allowances and benefits in kind represent the gross amount (before Hong Kong individual salary tax) paid/payable to individual employees.

**Share option benefits represent fair value at grant date of share options issued under the share option schemes of the Company amortised to the income statement during the year disregarding whether the options have been exercised or not, and have been disclosed in accordance with HKFRS2. No share options were exercised by the relevant employees during the year.

The number of highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2004	2005
Nil to HK\$3,000,000	-	1
HK\$3,000,001- HK\$3,500,000	1	1
HK\$3,500,001- HK\$4,000,000	1	-
HK\$4,000,001- HK\$4,500,000	1	1
HK\$4,500,001- HK\$5,000,000	-	-
HK\$5,000,001- HK\$5,500,000	-	1
HK\$5,500,001- HK\$6,000,000	1	-
HK\$6,000,001- HK\$8,000,000	-	1
HK\$8,000,001- HK\$8,500,000	1	-
	5	5

During the year, share options were granted to certain of the five highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 29 to the financial statements.

F-43

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

13. TAX

(i) Income tax

The Company and its subsidiaries are subject to income taxes on an entity basis on profit arising in or derived from the tax jurisdictions in which they are domiciled and operated. The Company is not liable for profits tax in Hong Kong as it does not have any assessable income currently sourced from Hong Kong.

The Company's subsidiary in the PRC, CNOOC China Limited, is a wholly foreign-owned enterprise. It is exempt from the 3% local surcharge and is subject to an enterprise income tax of 30% under the prevailing tax rules and regulations.

The Company's subsidiary in Singapore, China Offshore Oil (Singapore) International Pte Ltd., is subject to income tax at rates of 10% and 20%, for its oil trading activities and other income generating activities, respectively. The Company's subsidiaries owning interests in oil and gas properties in Indonesia along the Malacca Strait are subject to corporate and dividend tax at the rate of 44%. The Company's subsidiaries owning interests in oil and gas properties in Indonesia acquired from Repsol YPF, S.A. are subject to corporate and dividend tax at the rate of 43.125% to 51.875%. All of the Company's other subsidiaries are not subject to any income taxes in their respective jurisdictions for the year presented.

An analysis of the provision for tax in the consolidated income statement was as follows:

	2003	2004	2005
	RMB'000	RMB'000	RMB'000
Overseas income taxes			
- Current	654,988	755,568	845,390
- Deferred	(179,134)	(170,118)	14,907
PRC enterprise income tax			
- Current	3,623,157	6,411,417	9,912,426
- Deferred	528,825	(66,041)	205,089
Tax charge for the year	4,627,836	6,930,826	10,977,812

A reconciliation of the statutory PRC enterprise income tax rate to the effective income tax rate of the Group is as follows:

	2003	2004	2005
	%	%	%
	(Restated)	(Restated)	
Statutory PRC enterprise income tax rate	33.0	33.0	33.0
Effect of tax exemption granted	(3.0)	(3.0)	(3.0)
Effect of different tax rates for overseas subsidiaries	(0.1)	0.3	0.5
Tax credit from government	(1.4)	(0.6)	(0.3)
Tax effect on other permanent differences	0.2	0.3	0.0
Effective income tax rate	28.7	30.0	30.2

F-44

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

13. TAX (CONT'D)

(i) Income tax (cont'd)

The tax effect of significant temporary differences of the Group was as follows:

	2003 RMB'000	2004 RMB'000	2005 RMB'000
Deferred tax assets			
- Provision for retirement and termination benefits	114,758	112,150	98,696
- Provision for dismantlement	775,725	926,834	1,248,498
- Provision for impairment of property, plant and equipment and write-off of unsuccessful exploratory drillings	759,454	869,286	886,402
	1,649,937	1,908,270	2,233,596
Deferred tax liabilities			
- Accelerated amortisation allowance for oil and gas properties	(7,433,133)	(8,596,768)	(9,061,512)
Net deferred tax liabilities	(5,783,196)	(6,688,498)	(6,827,916)

As at December 31, 2005, there was no significant unrecognised deferred tax liability (2004: Nil) for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries and associates as the Group had no liability to additional tax should such amounts be remitted.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

(ii) Other taxes

The Company's PRC subsidiary pays the following other taxes:

- Production taxes equal to 5% of independent production and production under production sharing contracts; and
- Business tax of 3% to 5% on other income.

14. DIVIDENDS

On August 30, 2005, the Board of Directors declared an interim dividend of HK\$0.05 per share (2004: HK\$0.03 per share), totaling HK\$2,052,733,769 (equivalent to approximately RMB2,138,128,000) (2004: RMB1,306,451,000); and a special interim dividend of HK\$0.05 per share (2004: HK\$0.05 per share), totaling HK\$2,052,733,769

(equivalent to approximately RMB2,138,128,000) (2004: RMB2,177,418,000). In addition, the Company paid a special interim dividend in 2004 of HK\$0.06 per share, totaling HK\$2,464,249,697 (equivalent to approximately RMB2,617,526,000) in place of its 2003 final dividend.

F-45

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

14. DIVIDENDS (CONT'D)

The Board of Directors have recommended a final dividend of HK\$0.10 per ordinary share, totaling HK\$4,105,467,538 (approximately equivalent to RMB4,250,391,000) for the year ended December 31, 2005.

The payment of future dividends will be determined by the Company's Board of Directors. The payment of dividends will depend upon, among other things, future earnings, capital requirements, financial conditions and general business conditions of the Company. The Company's ability to pay dividends will also depend on the cash flows determined by the dividends, if any, received by the Company from its subsidiaries and associates. As the controlling shareholder, CNOOC will be able to influence the Company's dividend policy.

Cash dividends to the shareholders in Hong Kong will be paid in Hong Kong dollars. Cash dividends to the American Depositary Receipts ("ADR") holders will be paid to the depositary in Hong Kong dollars and will be converted by the depositary into United States dollars and paid to the holders of ADRs.

15. EARNINGS PER SHARE

	2003 RMB'000 (Restated)	2004 RMB'000 (Restated)	2005 RMB'000
<u>Earnings</u>			
Net profit from ordinary activities attributable to shareholders for the year for the purpose of basic earnings per share	11,497,743	16,139,136	25,323,122
Interest expense and losses recognised on the derivative component of convertible bonds	—	—	537,469
Net profit from ordinary activities attributable to shareholders for the year for the purpose of diluted earnings per share	11,497,743	16,139,136	25,860,591
<u>Shares (after Stock Split)</u>			
Number of shares			
Weighted average number of ordinary shares for the purpose or basic earnings per share before effects of shares repurchased and share options exercised	41,070,828,275	41,070,828,275	41,052,375,275
Effects of shares repurchased	—	(10,587,616)	—
Effects of shares options exercised	—	—	2,124,707

Weighted average number of ordinary shares for the purpose of basic earnings per share	41,070,828,275	41,060,240,659	41,054,499,982
Effect of dilutive potential ordinary shares under the shares option scheme	39,510,820	66,720,503	38,861,432
Effect of dilutive potential ordinary shares for convertible bonds based on the "if converted method"	—	52,552,274	1,292,694,352
Weighted average number of ordinary shares for the purpose of diluted earnings per share	41,110,339,095	41,179,513,436	42,386,055,766

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

15. EARNINGS PER SHARE (CONT'D)

Net income per ADS for the three years ended December 31, 2005 has been computed by dividing net income by the number of ADS outstanding. Each ADS represented 100 shares.

The calculation of basic earnings per share amounts is based on the net profit for the year and the weighted average number of ordinary shares in issue during the year.

The calculation of diluted earnings per share amounts is based on the net profit for the year, adjusted to reflect the interest expense and losses recognised on the derivative component of the convertible bonds. The weighted average number of ordinary shares used in the calculation is the ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all the dilutive potential ordinary shares into ordinary shares.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

16. PROPERTY, PLANT AND EQUIPMENT, NET

Movements in the property, plant and equipment of the Group are as follows:

	2005			
	Oil and gas properties RMB'000	Land and buildings RMB'000	Vehicles and office equipment RMB'000	Total RMB'000
Cost:				
At beginning of the year as previously reported	89,917,894	941,578	187,705	91,047,177
Cumulative adjustment for the adoption of HKAS 16	666,907	(941,578)		(274,671)
At beginning of the year as restated	90,584,801		187,705	90,772,506
Additions	17,500,195		146,226	17,646,421
Acquisition (including prepayments)				
Transfer from prepayment to intangible assets upon completion of acquisition	(1,299,643)			(1,299,643)
Purchase price adjustment	(152,993)			(152,993)
Disposals and write-off			(14,511)	(14,511)
Exchange realignment	(504,132)		(6)	(504,138)
End of year	106,128,228		319,414	106,447,642
Accumulated depreciation, depletion and amortisation:				
At beginning of the year as previously reported	(33,414,136)	(132,455)	(43,889)	(33,590,480)
Cumulative adjustment for the adoption of HKAS 16	(132,455)	132,455		
At beginning of the year as restated	(33,546,591)		(43,889)	(33,590,480)
Depreciation provided during the year	(6,176,784)		(57,248)	(6,234,032)
Impairment recognised in the income statement during the year	(90,190)		—	(90,190)
Disposals			4,881	4,881
Exchange realignment	87,346			87,346
End of year	(39,726,219)		(96,256)	(39,822,475)
Net book value:				
Beginning of year as previously reported	56,503,758	809,123	143,816	57,456,697

Edgar Filing: CNOOC LTD - Form 20-F/A

Beginning of the year as restated	57,038,210		143,816	57,182,026
End of year	66,402,009	—	223,158	66,625,167

F-48

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

16. PROPERTY, PLANT AND EQUIPMENT, NET (CONT'D)

	2004			
	Oil and gas properties RMB'000	Land and buildings RMB'000	Vehicles and office equipment RMB'000	Total RMB'000
Cost:				
At beginning of the year as previously reported	70,137,828	824,781	139,902	71,102,511
Cumulative adjustment for the adoption of HKAS 16	550,110	(824,781)		(274,671)
At beginning of the year as restated	70,687,938		139,902	70,827,840
Additions	12,962,164		47,977	13,010,141
Acquisition (including prepayments)	6,934,951			6,934,951
Disposals and write-off	(3)		(174)	(177)
Exchange realignment	(249)			(249)
End of year	90,584,801		187,705	90,772,506
Accumulated depreciation, depletion and amortisation:				
At beginning of year as previously reported	(27,839,105)	(106,401)	(33,204)	(27,978,710)
Cumulative adjustment for the adoption of HKAS 16	(106,401)	106,401		
At beginning of the year as restated	(27,945,506)		(33,204)	(27,978,710)
Depreciation provided during the year	(5,601,168)		(10,882)	(5,612,050)
Disposals			5	5
Exchange realignment	83		192	275
End of year	(33,546,591)		(43,889)	(33,590,480)
Net book value:				
Beginning of the year as previously reported	42,298,723	718,380	106,698	43,123,801
Beginning of the year as restated	42,742,432		106,698	42,849,130
End of year	57,038,210		143,816	57,182,026

Included in the current year additions was an amount of approximately RMB245,987,000 (2004: RMB244,686,000) in respect of interest capitalised in property, plant and equipment.

F-49

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

17. INTANGIBLE ASSETS

During the year, the Company completed the acquisition of the NWS Project. Accordingly, the consideration allocated to the gas processing rights is recorded as an intangible asset and will be amortised upon the commercial production of the liquefied natural gas using the unit of production method.

18. INVESTMENTS IN ASSOCIATES

Investments in associates represent (1) a 30% equity interest of CNOOC China Limited in Shanghai Petroleum and Natural Gas Company Limited (“SPC”). SPC was incorporated on September 7, 1992 in the PRC with limited liability and is principally engaged in offshore petroleum exploration, development, production and sale in the South Yellow Sea and East China Sea areas. The issued and paid-up capital of SPC is RMB900 million; and (2) a 31.8% equity interest of CNOOC China Limited in CNOOC Finance Corporation Limited. CNOOC Finance Corporation Limited was incorporated on June 14, 2002 in the PRC with limited liability and is principally engaged in deposit-taking, transfer, settlement, loan, discounting and other financing services to CNOOC and its member entities. The issued and paid-up capital of CNOOC Finance Corporation Limited is RMB1,415 million.

	2004 RMB'000	2005 RMB' 000
Share of net assets	1,327,109	1,401,839

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

19. ACCOUNTS RECEIVABLE, NET

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The customers are required to make payment within 30 days after the delivery of oil and gas. Trade receivables are non-interest-bearing.

As at December 31, 2005 and 2004, substantially all the accounts receivable were aged within six months.

20. INVENTORIES AND SUPPLIES

	2004 RMB'000	2005 RMB'000
Materials and supplies	879,300	969,915
Oil in tanks	274,029	268,834
Less: Provision for inventories obsolescence	(6,035)	(39,123)
	1,147,294	1,199,626

21. AVAILABLE-FOR-SALE FINANCIAL ASSETS (CURRENT) /SHORT TERM INVESTMENTS

As at December 31, 2005 and 2004, available-for-sale financial asset mainly represented investments in liquidity funds and were stated at fair value at the balance sheet date. Details of the available-for-sale financial asset were as follows:

	2004 RMB'000	2005 RMB'000
Unlisted investments, at fair value		
Liquidity funds	3,763,959	13,185,139
Corporate bonds	1,639,956	199,877
Common stock	40,198	
Listed investments, at fair value		
Common stock		461,919
	5,444,113	13,846,935

The fair values of listed investments are based on quoted market prices. The fair values of unlisted investments are based on the prices quoted by fund managers. The directors believe that the estimated fair values quoted by fund managers, which are recorded in the consolidated balance sheet, and the related changes in fair values, which are recorded in the consolidated balance sheet or income statement, are reasonable, and that they are the most appropriate values at the balance sheet date.

During the year, the gross gain of the Group's and the Company's available-for-sale investments recognised directly in equity amounted to RMB69,069,142 and RMB64,900,590.

F-51

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

22. ACCOUNTS PAYABLE

As at December 31, 2005 and 2004, substantially all the accounts payable were aged within six months. The accounts payable are non-interest-bearing and are normally settled within six months.

23. OTHER PAYABLES AND ACCRUED LIABILITIES

	2004 RMB'000	2005 RMB'000
Accrued payroll and welfare payable	156,706	178,872
Provision for retirement and termination benefits	292,128	239,591
Accrued expenses	2,818,785	3,411,784
Advances from customers	12,588	22,238
Royalties payable	142,638	297,139
Other payables	768,179	1,057,319
	4,191,024	5,206,943

Other payables are non-interest-bearing and have an average term within six months. The fair value of the currency swaps of RMB4,725,000 (2004: RMB2,581,000) are included in the other payables of the Group.

24. LONG TERM BANK LOANS

As at December 31, 2005, the long term bank loans of the Group were used primarily to finance the development of oil and gas properties and to meet working capital requirements.

	Effective interest rate and final maturity	2004 RMB'000	2005 RMB'000
U US\$ denominated bank loans	Effective interest rate of 9.2% per annum with maturities through to 2006	827,650	812,759
Japanese Yen denominated bank loans	Effective interest rate of 4.1% per annum with maturities through to 2007	61,925	37,307
		889,575	850,066
Less: Current portion of long term bank loans		(24,364)	(825,674)
		865,221	24,392

As at December 31, 2005 and 2004, all the bank loans of the Group were unsecured and none of the outstanding borrowings were guaranteed by CNOOC.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

24. LONG TERM BANK LOANS (CONT'D)

The maturities of the long term bank loans are as follows:

	2004 RMB'000	2005 RMB'000
Balances due:		
- Within one year	24,364	825,674
- After one year but within two years	846,471	24,392
- After two years but within three years	18,740	-
- After three years but within four years	-	-
- After four years but within five years	-	-
	889,575	850,066
Amount due within one year shown under current liabilities	(24,364)	(825,674)
	865,211	24,392

Supplemental information with respect to long term bank loans:

For the year ended December 31	Balance at year end RMB'000	Weighted average interest rate at year end	Maximum amount outstanding during the year RMB'000	Average amount outstanding during the year* RMB'000	Weighted average interest rate during the year**
2005	850,066	8.98%	889,575	869,821	8.89%
2004	889,575	8.81%	910,193	899,884	8.37%

*The average amount outstanding is computed by dividing the total of outstanding principal balances as at January 1 and December 31 by two.

**The weighted average interest rate is computed by dividing the total of weighted average interest rates as at January 1 and December 31 by two.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

25. LONG TERM GUARANTEED NOTES

Long term guaranteed notes comprised the following:

- (i) The principal amount of US\$500 million of 6.375% guaranteed notes due in 2012 issued by CNOOC Finance (2002) Limited, a wholly-owned subsidiary of the Company. The obligations of CNOOC Finance (2002) Limited in respect of the notes are unconditionally and irrevocably guaranteed by the Company.
- (ii) The principal amount of US\$200 million of 4.125% guaranteed notes due in 2013 and the principal amount of US\$300 million of 5.500% guaranteed notes due in 2033 issued by CNOOC Finance (2003) Limited, a wholly-owned subsidiary of the Company. The obligations of CNOOC Finance (2003) Limited in respect of the notes are unconditionally and irrevocably guaranteed by the Company.
- (iii) The principal amount of US\$1 billion zero coupon guaranteed convertible bonds due in 2009, unconditionally and irrevocably guaranteed by, and convertible into shares of the Company issued by CNOOC Finance (2004) Limited, a wholly-owned subsidiary of the Company, on December 15, 2004. The bonds are convertible from January 15, 2005 onwards at a price of HK\$6.075 per share, subject to adjustment for, among other things, the subdivision or consolidation of shares, bond issues, rights issues, capital distribution and other dilutive events. The conversion price was adjusted to HK\$5.97 per share on June 7, 2005 as a result of the declaration of the final and special final dividends for 2004 by the Company. Unless previously redeemed, converted or purchased and cancelled, the bonds will be redeemed on the maturity date at 105.114% of the principal amount. CNOOC Finance (2004) Limited has an early redemption option at any time after December 15, 2007 (subject to certain criteria) and a cash settlement option when the holders exercise their conversion right. The bondholders also have an early redemption option to require CNOOC Finance (2004) to redeem all or part of the bonds on December 15, 2007 at an early redemption amount of 103.038% of the principal amount.

26. BALANCES WITH THE PARENT COMPANY

As at December 31, 2005 and 2004, the balances with CNOOC were unsecured, interest-free and were repayable on demand.

27. RELATED PARTY TRANSACTIONS

The Group has entered into several agreements with CNOOC and its affiliates, which govern the provision of materials, utilities and ancillary services, the provision of technical services, the provision of research and development services, and various other commercial arrangements.

In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

27. RELATED PARTY TRANSACTIONS (CONT'D)

	Notes	2003 RMB'000	2004 RMB'000	2005 RMB'000
Materials, utilities and ancillary services	(i)	1,018,066	1,295,598	2,995,772
Technical services	(ii)	3,828,282	6,362,206	6,651,240
Research and development services	(iii)	83,280	7,800	8,110
Lease and property management services	(iv)	56,867	76,721	77,273
Included in:				
Exploration expenses		487,293	960,031	753,534
Operating expenses		1,176,601	1,405,877	1,972,431
Selling and administrative expenses		191,349	326,004	337,816
Capitalised under property, plant and equipment		3,131,252	5,050,413	6,668,614

(i) Materials, utilities and ancillary services

CNOOC China Limited has entered into materials, utilities and ancillary services supply agreements with the affiliates of CNOOC. Under these agreements, the affiliates of CNOOC provide to CNOOC China Limited various materials, utilities and ancillary services.

The materials, utilities and ancillary services are provided at:

- state-prescribed prices; or
- where there is no state-prescribed price, at market prices, including the local or national market prices or the prices at which CNOOC's affiliates previously provided the relevant materials, utilities and ancillary services to independent third parties; or
- where neither of the prices mentioned above is applicable, at the cost to CNOOC's affiliates of providing the relevant materials, utilities and services, including the cost of sourcing or purchasing from third parties, plus a margin of not more than 5% before any applicable taxes.

(ii) Technical services

Various affiliates of CNOOC, including China Oilfield Services Limited and Offshore Oil Engineering Company Limited, provide the Group with technical services for the Group's offshore oil and gas production activities, including:

- offshore drilling;
- ship tugging, oil tanker transportation and security services;
- well survey, well logging, well cementation and other related technical services;
- collection of geophysical data, ocean geological prospecting, and data processing;
- platform fabrication service and maintenance; and
- design, construction, installation and test of offshore and onshore production facilities.

The price for technical services was determined based on local market prices.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

27. RELATED PARTY TRANSACTIONS (CONT'D)

(iii) Research and development services

The Group has revised the original research and development services agreement with China Offshore Oil Research Centre (the "Centre"), CNOOC's subsidiary, due to the restructuring of operations in 2003, and only pays the Centre for particular research and development services. These research and development services were determined at local market prices.

(iv) Lease and property management services

The Group has entered into lease and property management services agreements with the affiliates of CNOOC for the leasing of various office, warehouse and residential premises. Lease charges reflect the fair and reasonable commercial market rent and management fees.

(v) Sale of crude oil, condensated oil and liquefied petroleum gas

The Group sells crude oil, condensated oil and liquefied petroleum gas to CNOOC's affiliates which engage in the downstream petroleum business at the international market price. For the year ended December 31, 2005, the total sales amounted to approximately RMB26,576,247,000 (2004: RMB13,945,565,000).

In the prior year, the Company, through its wholly-owned subsidiary, China Offshore Oil (Singapore) International Pte., Ltd. imported oil into the PRC for trading, using CNOOC's import license. The total sales to its customers through such arrangements amounted to approximately RMB447 million while the commission paid by the third party customers to CNOOC amounted to approximately RMB2.7 million for the year ended December 31, 2004. No such trading by using CNOOC's import license occurred during the year.

(vi) Transactions with CNOOC Finance Corporation Limited

The Company entered into a Framework Agreement with CNOOC Finance Corporation Limited ("CNOOC Finance") on April 8, 2004. Under the Framework Agreement, the Group utilises the financial services provided by CNOOC Finance, a 31.8% owned associate company of the Company that is also a subsidiary of CNOOC. Such services include placing of the Group's cash deposits with CNOOC Finance, and settlement services for transactions between the Group and other entities including CNOOC and its subsidiaries. Pursuant to the Framework Agreement, the financial services provided by CNOOC Finance also include provision of loan. The charges by CNOOC Finance for its financial services to the Group are based on the pricing policies of CNOOC Finance. Such pricing policies are subject to People's Bank of China guidelines, including the interest rates and foreign exchange rates, as well as guidelines published by PRC self-regulatory bodies, such as associations of finance companies. Based on these guidelines, CNOOC Finance has limited discretion in setting its prices.

For the year ended December 31, 2005, the maximum outstanding balance for deposits (including interest received in respect of these deposits) placed with CNOOC Finance amounted to approximately RMB3,922,468,000 (2004: RMB5,300,381,000).

F-56

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

28. PROVISION FOR DISMANTLEMENT

Provision for dismantlement represents the estimated costs of dismantling offshore oil platforms and abandoning oil and gas properties. The provision for dismantlement has been classified under long term liabilities. The associated cost is capitalised and the liability is discounted and an accretion expense is recognised using the credit-adjusted risk-free interest rate in effect when the liability is initially recognised. The current year's income statement charge represents the amortisation charge on the dismantlement liabilities capitalised in accordance with HKAS 37 and is included in the accumulated depreciation, depletion and amortisation in note 16.

The details of the provision for dismantlement are as follows:

	2004 RMB'000	2005 RMB'000
At beginning of year:	2,646,800	3,089,448
Additions during the year and capitalised in oil and gas properties	322,941	873,270
Increase in discounted amount of provisions arising from the passage of time	119,707	198,945
At the end of year	3,089,448	4,161,663

29. SHARE CAPITAL

Shares (after subdivision of shares*)

	Number of Shares	Share capital HK\$'000	Issued share capital equivalent of RMB'000
Authorised:			
Ordinary shares of HK\$0.02 each at December 31, 2005 and 2004	75,000,000,000	1,500,000	
Issued and fully paid:			
Ordinary shares of HK\$0.02 each			
As at January 1, 2004	41,070,828,275	821,417	876,978
Repurchased and cancelled	(18,453,000)	(369)	(392)
As at December 31, 2004	41,052,375,275	821,048	876,586
Exercise of options	2,300,100	46	49
As at December 31, 2005	41,054,675,375	821,094	876,635

* Adjustment has been made to take account of the subdivision of issued and unissued shares of HK\$0.10 each into five shares of HK\$0.02 each effective March 17, 2004.

The repurchase of the Company's shares during the prior year was effected by the directors, pursuant to the mandate from shareholders received at the last annual general meeting.

F-57

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

29. SHARE CAPITAL (CONT'D)

Share option schemes

The Company has adopted the following share option schemes for the grant of options to the Company's Directors, senior management and other eligible grantees:

1. Pre-Global Offering Share Option Scheme (as defined below);
2. 2001 Share Option Scheme (as defined below);
3. 2002 Share Option Scheme (as defined below); and
4. 2005 Share Option Scheme (as defined below).

Under these share option schemes, the Remuneration Committee of the Company's Board of Directors will from time to time propose for the Board's approval for the recipient of and the number of shares underlying each option. The maximum aggregate number of shares (including those that could be substituted for under the Pre-Global Offering Share Option Scheme, the 2001 Share Option Scheme, the 2002 Share Option Scheme and the 2005 Share Option Scheme) which may be granted shall not exceed 10% of the total issued share capital of the Company as at December 31, 2005, being the date on which the shareholders of the Company approved a new share option scheme, excluding shares issued upon exercise of options granted under these schemes from time to time.

Pre-Global Offering Share Option Scheme

On February 4, 2001, the Company adopted a pre-global offering share option scheme (the "Pre-Global Offering Share Option Scheme"). Pursuant to the Pre-Global Offering Share Option Scheme:

1. options for an aggregate of 23,100,000 shares have been granted;
2. the subscription price per share is HK\$1.19; and
3. the period during which an option may be exercised is as follows:
 - (a) 50% of the rights to exercise the options shall vest 18 months after the date of the grant; and
 - (b) 50% of the rights to exercise the options shall vest 30 months after the date of the grant.

The exercise periods for options granted under the Pre-Global Offering Share Option Scheme shall end not later than 10 years from March 12, 2001. No further options may be granted under the Pre-Global Offering Share Option Scheme.

2001 Share Option Scheme

On February 4, 2001, the Company adopted a share option scheme (the "2001 Share Option Scheme") for the purposes of recognising the contribution that certain individuals had made to the Company and attracting and retaining the best available personnel to the Company. Pursuant to the 2001 Share Option Scheme:

1. options for an aggregate of 44,100,000 shares have been granted;

2. the subscription price per share is HK\$1.232; and
3. the period during which an option may be exercised is as follows:

F-58

**CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS**

(All amounts expressed in Renminbi unless otherwise stated)

29. SHARE CAPITAL (CONT'D)

Share option schemes (cont'd)

2001 Share Option Scheme (cont'd)

- (a) one-third of the rights to exercise the options shall vest on the first anniversary of the date of the grant;
- (b) one-third of the rights to exercise the options shall vest on the second anniversary of the date of the grant; and
- (c) one-third of the rights to exercise the options shall vest on the third anniversary of the date of the grant.

The exercise periods for options granted under the 2001 Share Option Scheme shall end not later than 10 years from August 27, 2001.

In view of the amendments to the relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") regarding the requirements of share option schemes of a Hong Kong listed company effective on September 1, 2001, no further options will be granted under the 2001 Share Option Scheme.

2002 Share Option Scheme

In June 2002, the Company adopted a new share option scheme (the "2002 Share Option Scheme").

Under the 2002 Share Option Scheme, the Directors may, at their discretion, invite employees, including Executive Directors, of the Company or any of its subsidiaries, to take up options to subscribe for shares in the Company. The maximum number of shares which may be granted under the 2002 Share Option Scheme to any individual in any 12-month period up to the next grant shall not exceed 1% of the total issued share capital of the Company from time to time.

According to the 2002 Share Option Scheme, the consideration payable by a participant for the grant of an option will be HK\$1.00. The subscription price of a share payable by a participant upon the exercise of an option is determined by the Directors at their discretion at the date of grant, except that such price may not be set below a minimum price which is the highest of:

1. the nominal value of the share of the Company on the date of the grant of the option;
2. the average closing price of the shares on The Stock Exchange of Hong Kong Limited ("HKSE") as stated in the HKSE's quotations sheets for the five trading days immediately preceding the date of grant of the option; and
3. the closing price of the shares on the HKSE as stated in the HKSE's quotations sheets on the date of grant of the option.

On February 24, 2003, the Board of Directors approved to grant options in respect of 42,050,000 shares to the Company's Directors and senior management under the 2002 Share Option Scheme. The exercise price for such options is HK\$2.108 per share. The closing market price immediately before the date on which such options were

granted was HK\$2.11 per share. Such options granted under the 2002 Share Option Scheme may be exercised, in whole or in part, in accordance with the following vesting schedule:

1. one-third of the rights to exercise the options shall vest on the first anniversary of the date of the grant;

F-59

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
(All amounts expressed in Renminbi unless otherwise stated)

29. SHARE CAPITAL (CONT'D)

Share option schemes (cont'd)

2002 Share Option Scheme (cont'd)

2. one-third of the rights to exercise the options shall vest on the second anniversary of the date of the grant; and
3. one-third of the rights to exercise the options shall vest on the third anniversary of the date of the grant.

The exercise period for the above options granted under the 2002 Share Option Scheme shall end not later than 10 years from February 24, 2003.

On February 5, 2004, the Board of Directors approved a grant of options in respect of 50,700,000 shares to the Company's Directors and senior management under the 2002 Share Option Scheme. The exercise price for such options is HK\$3.152 per share. The closing market price immediately before the date on which such options were granted was HK\$3.146 per share. Such options granted under the 2002 Share Option Scheme may be exercised, in whole or in part, in accordance with the following vesting schedule:

1. one-third of the rights to exercise the options shall vest on the first anniversary of the date of the grant;
2. one-third of the rights to exercise the options shall vest on the second anniversary of the date of the grant; and
3. one-third of the rights to exercise the options shall vest on the third anniversary of the date of the grant.

The exercise period for the above options granted under the 2002 Share Option Scheme shall end not later than 10 years from February 5, 2004.

On August 31, 2005, the Board of Directors approved a grant of options in respect of 65,870,000 shares to the Company's Directors and senior management under the 2002 Share Option Scheme. The exercise price of such options is HK\$5.62 per share. The closing market price immediately before the date on which such options were granted was HK\$5.75 per share. Such options granted under the 2002 Share Option Scheme may be exercised, in whole or in part, in accordance with the following vesting schedule:

1. one-third of the rights to exercise the options shall vest on the first anniversary of the date of the grant;
2. one-third of the rights to exercise the options shall vest on the second anniversary of the date of the grant; and
3. one-third of the rights to exercise the options shall vest on the third anniversary of the date of the grant.

The exercise period for the above options granted under the 2002 Share Option Scheme shall end not later than 10 years from August 31, 2005.

F-60

**CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS**

(All amounts expressed in Renminbi unless otherwise stated)

29. SHARE CAPITAL (CONT'D)

Share option schemes (cont'd)

2005 Share Option Scheme

The Company had undertaken a review of the 2002 Share Option Scheme in 2005 and noted that certain provisions could be clarified and improved. Accordingly, the Board had proposed, and on December 31, 2005, the Company adopted a new share option scheme ("2005 Share Option Scheme") and terminated the 2002 Share Option Scheme. Upon termination of the 2002 Share Option Scheme, no further options may be granted under the 2002 Share Option Scheme, but in all other respects the provisions of the 2002 Share Option Scheme shall remain in force. The outstanding options under the 2002 Share Option Scheme shall continue to be subject to the provisions of the 2002 Share Option Scheme, and the adoption of the 2005 Share Option Scheme will not in any way affect the terms of the exercise of such outstanding options.

Under the 2005 Share Option Scheme, the Board of the Company will have the authority to grant options to subscribe for shares to the Directors, officers and employees of the Company and its subsidiaries, and any other persons who in sole discretion of the Board have contributed or will contribute to the Group. Unless approved by the shareholders, the total number of shares issued and to be issued upon exercise of the options granted to each individual (including exercised and unexercised options) under the 2005 Share Option Scheme or any other share option scheme adopted by the Company, in any 12 months period, must not exceed 1% of the shares in issue.

According to the 2005 Share Option Scheme, the consideration payable by a participant for the grant of an option will be HK\$1.00. The subscription price of a share payable by a participant upon the exercise of an option will be determined by the Directors at their discretion at the date of the grant, except that such price may not be set below a minimum price which is the highest of:

1. the nominal value of the share of the Company on the date of the grant of the option;
2. the average closing price of the shares on the HKSE as stated in the HKSE's quotations sheets for the five trading days immediately preceding the date of the grant of the option; and
3. the closing price of the shares on the HKSE as stated in the HKSE's quotations sheet on the date of the grant of the option.

The period within which the options must be exercised, as well as any minimum holding period or performance targets which apply to the options, will be specified by the Board of the Company at the time of grant. The exercise period for options granted under the 2005 Share Option Scheme shall end not later than 10 years from the date of the grant of the option. During the year, no options have been granted or exercised under the 2005 Share Option Scheme.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

29. SHARE CAPITAL (CONT'D)

Share option schemes (cont'd)

During the year ended December 31, 2005, the movements in the options granted under all of the above share option schemes were as follows:

Name of category of participant	Number of share options					Date of grant of share options	Exercise period of share options**	Exercise price of share options HK\$	Weighted average Price price of the Company's shares immediately before the exercise date HK\$	
	At January 1, 2005	Granted during the year	Exercised during the year	Expired Forfeited during the year	At 31 December 2005				Immediately before	At exercise date
Executive Directors										
Chengyu Fu	1,750,000	—	—	—	1,750,000	March 12, 2001 to March 12, 2011	1.19	1.23	—	—
	1,750,000	—	—	—	1,750,000	August 27, 2001 to August 27, 2011	1.232	1.46	—	—
	1,150,000	—	—	—	1,150,000	February 24, 2003 to February 24, 2013	2.108	2.09	—	—
	2,500,000	—	—	—	2,500,000	February 5, 2004 to February 5, 2014	3.152	3.13	—	—
	—	3,500,000	—	—	3,500,000	August 31, 2005 to August 31, 2015	5.62	5.75	—	—
Han Luo	1,400,000	—	—	—	1,400,000		1.19	1.23	—	—

Edgar Filing: CNOOC LTD - Form 20-F/A

					March 12, 2001	March 12, 2001 to March 12, 2011				
	1,150,000	—	—	—	1,150,000	August 27, 2001 to August 27, 2011	1.232	1.46	—	—
	1,150,000	—	—	—	1,150,000	February 24, 2003 to February 24, 2013	2.108	2.09	—	—
	1,150,000	—	—	—	1,150,000	February 5, 2004 to February 5, 2014	3.152	3.13	—	—
	—	1,610,000	—	—	1,610,000	August 31, 2005 to August 31, 2015	5.62	5.75	—	—
Shouwei Zhou	1,400,000	—	—	—	1,400,000	March 12, 2001 to March 12, 2011	1.19	1.23	—	—
	1,750,000	—	—	—	1,750,000	August 27, 2001 to August 27, 2011	1.232	1.46	—	—
	1,750,000	—	—	—	1,750,000	February 24, 2003 to February 24, 2013	2.108	2.09	—	—
	1,750,000	—	—	—	1,750,000	February 5, 2004 to February 5, 2014	3.152	3.13	—	—
	—	2,450,000	—	—	2,450,000	August 31, 2005 to August 31, 2015	5.62	5.75	—	—
Longsheng Jiang *	1,400,000	—	—	—	1,400,000	March 12, 2001 to March 12, 2011	1.19	1.23	—	—
	1,150,000	—	—	—	1,150,000	August 27, 2001 to August 27, 2011	1.232	1.46	—	—
	1,150,000	—	383,300	—	766,700		2.108	2.09	—	—

					February 24, 2003	February 24, 2003 to February 24, 2013						
	1,150,000	—	—	766,700	—	383,300	February 5, 2004	February 5, 2014	3.152	3.13	—	—
		—	1,610,000	—	—	—	August 31, 2005	August 31, 2015	5.62	5.75	—	—

F-62

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

29. SHARE CAPITAL (CONT'D)

Share option schemes (cont'd)

Name of category of participant	At January 1, 2005	Granted during the year	Exercised during the year	Forfeited during the year	At 31 December 2005	Date of grant of share options	Exercise period of share options**	Weighted average price of the Company's shares immediately before the exercise date			
								Exercise price of share options HK\$	Price of the Company's shares immediately before the exercise date HK\$	Exercise price of the Company's shares immediately before the exercise date HK\$	At exercise date HK\$
Xinghe Cao	—	800,000	—	—	800,000	August 31, 2005	August 31, 2005 to August 31, 2015	5.62	5.75	—	—
Zhenfang Wu	—	800,000	—	—	800,000	August 31, 2005	August 31, 2005 to August 31, 2015	5.62	5.75	—	—
Guangqi Wu	—	1,610,000	—	—	1,610,000	August 31, 2005	August 31, 2005 to August 31, 2015	5.62	5.75	—	—
Hua Yang	1,150,000	—	—	—	1,150,000	March 12, 2001	March 12, 2001 to March 12, 2011	1.19	1.23	—	—
	1,150,000	—	—	—	1,150,000	August 27, 2001	August 27, 2001 to August 27, 2011	1.232	1.46	—	—
	1,150,000	—	—	—	1,150,000	February 24, 2003	February 24, 2003 to February 24, 2013	2.108	2.09	—	—
	1,150,000	—	—	—	1,150,000	February 5, 2004	February 5, 2004 to February 5, 2014	3.152	3.13	—	—
	—	1,610,000	—	—	1,610,000	August 31, 2005	August 31, 2005 to August 31, 2015	5.62	5.75	—	—

Non-executive
Directors

Chiu Sung Hong	1,150,000	—	—	—	—	1,150,000	February 5, 2004	February 5, 2004 to February 5, 2014
Evert Henkes	1,150,000	—	—	—	—	1,150,000	February 5, 2004	February 5, 2004 to February 5, 2014
Kenneth S Courtis	1,150,000	—	—	—	—	1,150,000	February 5, 2004	February 5, 2004 to February 5, 2014
Erwin Schurtenberger*	1,150,000	—	—	1,150,000	—	—	February 5, 2004	February 5, 2004 to February 5, 2014

Other
Employees

In aggregate	6,550,000	—	—	1,700,000	—	4,850,000	March 12, 2001	March 12, 2001 to March 12, 2011
	22,650,000	—	1,150,000	2,350,000	—	19,150,000	August 27, 2001	August 27, 2001 to August 27, 2011
	26,500,000	—	766,700	3,733,400	—	21,999,900	February 24, 2003	February 24, 2003 to February 24, 2013
	35,850,000	—	383,400	4,683,200	—	30,783,400	February 5, 2004	February 5, 2004 to February 5, 2014
	—	51,880,000	—	2,380,000	—	49,500,000	August 31, 2005	August 31, 2005 to August 31, 2015
Total	124,250,000	65,870,000	2,300,100	18,756,600	—	169,063,300		

* Mr. Erwin Schurtenberger resigned as an Independent Non-executive Director of the Company on April 1, 2005 and Mr. Jiang Longsheng retired as an Executive Director of the Company on June 1, 2005.

** The share options are only exercisable by the relevant grantees upon the vesting of such share options. The vesting of the Company's share options is by stage and the details are disclosed above.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

29. SHARE CAPITAL (CONT'D)

Share option schemes (cont'd)

The fair value of the share options granted during the year was HK\$103,811,616.

The fair value of equity-settled share options granted during the year was estimated as at the date of grant, using the Black-Scholes model, taking into account the terms and conditions upon which the options were granted.

The following table lists the assumptions to the model used for the year ended December 31, 2005:

Dividend yield	2%
Expected volatility	31%
Risk-free interest rate	4.57%
Expected life of option	5 years
Weighted average share price	HK\$5.62

The expected life of the options is based on the historical data and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other feature of the options granted was incorporated into the measurement of fair value. Any changes to the above assumptions may affect the estimation of the fair value of the option.

2,300,100 share options granted under the 2002 Share Option Scheme and the 2001 Share Option Scheme have been exercised since the respective dates of grant and up to the date when the Board of Directors approved the financial statements. On April 1, 2005, Mr. Erwin Schurtengberger surrendered 1,150,000 share options following his resignation as an independent non-executive director of the Company. The weighted average closing price of the shares immediately on the day before the exercise of the options was HK\$4.04.

The share options exercised during the year resulted in the issue of 2,300,100 ordinary shares of the Company and new share capital of RMB49,000 and share premium of RMB4,451,000.

The total number of options exercisable as of December 31, 2005 was 70,416,522. No share options had been cancelled during the year ended December 31, 2005.

At the balance sheet date, the Company had 169,063,300 share options outstanding under these share options schemes which represented approximately 0.4% of the Company's shares in issues as at that date. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 169,063,300 additional ordinary shares of the Company and additional share capital of RMB3,517,531 and share premium of RMB602,823,748.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

30. RESERVES

According to the laws and regulations of the PRC and the articles of association of CNOOC China Limited, CNOOC China Limited is required to provide for certain statutory funds, namely, the general reserve fund and staff and workers' bonus and welfare funds, which are appropriated from net profit (after making good losses from previous years), but before dividend distribution.

CNOOC China Limited is required to allocate at least 10% of its net profit as reported in accordance with the generally accepted accounting principles in the PRC ("PRC GAAP") to the general reserve fund until the balance of such fund has reached 50% of its registered capital. The general reserve fund can only be used, upon approval by the relevant authority, to offset against accumulated losses or to increase capital.

Appropriation to the staff and workers' bonus and welfare funds, which is determined at the discretion of CNOOC China Limited's directors, is expensed as incurred under Hong Kong GAAP. The staff and workers' bonus and welfare funds can only be used for special bonuses or collective welfare of employees, and assets acquired through this fund shall not be taken as assets of CNOOC China Limited.

As at December 31, 2005, the general reserve fund appropriated amounted to RMB6,681,974,000 (2004: RMB4,413,610,000), representing approximately 44.5% (2004: 29.4%) of the total registered capital of CNOOC China Limited.

Included in retained earnings is an amount of RMB1,146,530,000 (2004: RMB877,109,000), being the retained earnings attributable to associates.

The Company's ability to distribute dividends will largely depends on the dividends it receives from its subsidiaries. The dividends distributable by the Company's subsidiaries to the Company are determined in accordance with the relevant accounting principle required by the local authorities. As of December 31, 2005, the aggregate amount of the subsidiaries' retained earnings available for distributions to the Company amounted to approximately RMB30,275,453,000 (2004: RMB16,652,414,000).

31. RETIREMENT AND TERMINATION BENEFITS

All the Group's full-time employees in the PRC are covered by a government regulated pension, and are entitled to an annual pension. The PRC government is responsible for the pension liabilities to these retired employees. The Group is required to make annual contributions to the government-regulated pension at rates ranging from 9% to 22% of the employees' basic salaries.

The Company is required to make contributions to a defined contribution mandatory provident fund at a rate of 5% of the basic salaries of all full-time employees in Hong Kong. The related pension costs are expensed as incurred.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

31. RETIREMENT AND TERMINATION BENEFITS (CONT'D)

The Group provides retirement and termination benefits for all local employees in Indonesia in accordance with Indonesian labour law, and provides employee benefits to expatriate staff in accordance with the relevant employment contracts. The Group has adopted an accounting policy to record liabilities for the retirement and termination benefits.

32. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(a) Reconciliation of profit before tax to cash generated from operations

	2003 RMB'000 (Restated)	2004 RMB'000 (Restated)	2005 RMB'000
Profit before tax	16,125,579	23,069,962	36,300,934
Adjustments for:			
Interest income	(183,576)	(206,872)	(359,294)
Finance costs	354,940	441,825	1,100,532
Exchange losses/(gains), net	6,746	(29,269)	(287,027)
Share of profit of associates	(220,263)	(344,469)	(307,075)
Investments income	(123,483)	(72,438)	(247,893)
(Reversal) of/provision for inventory obsolescence	8,745	(2,710)	33,088
Depreciation, depletion and amortisation	4,642,753	5,455,062	5,964,740
Loss on disposals and write-off of property, plant and equipment	39,818	155,876	141,574
Dismantlement	167,326	201,637	252,857
Amortisation of discount of long term guaranteed notes	11,276	15,634	41,959
Impairment losses related to property, plant and equipment	—	—	90,190
Equity-settled share option expenses	37,747	46,642	29,123
Operating cash flows before movements in working capital	20,867,608	28,730,880	42,753,708
Increase in accounts receivable	(1,185,304)	(27,466)	(1,001,296)
Increase in inventories and supplies	(129,678)	(96,307)	(108,405)
Decrease / (increase) in other current assets	312,559	267,168	(342,087)
Increase in amounts due from related companies	(302,993)	(417,091)	(925,824)
Increase/(decrease)in an amount due to the parent company	(105,785)	205,407	118,422
Increase in accounts payable, other payables and accrued liabilities	1,448,645	1,318,415	677,522
Decrease in other taxes payable	(4,772)	(12,447)	(24,900)
	242,631	(262,798)	548,508

(Decrease)/increase in amounts due to related
companies

Cash generated from operations	21,142,911	29,705,761	41,695,648
--------------------------------	------------	------------	------------

F-66

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

32. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (CONT'D)

(b)	Acquisitions		
	2003	2004	2005
	RMB'000	RMB'000	RMB'000
<u>Acquisitions</u>			
Net assets acquired:			
Property, plant and equipment, net	1,579,726	4,686,857	3,129,662
Intangible assets	—	—	1,299,643
Accounts receivable	—	453	—
Other current assets	8,959	66,744	—
Inventories and supplies	122,777	—	—
Cash and bank balances	17,580	—	—
Accounts payable	(8,294)	(81,547)	—
Other payables and accrued liabilities	(47,983)	—	—
Tax payable	—	—	—
Deferred tax liabilities	—	(1,141,461)	—
	1,672,765	3,531,046	4,429,305
Prepayment for NWS Project	—	4,693,809	—
Prepayment for Tangguh Project	2,445,715	—	—
Acquisition of interests of MEG	—	—	1,017,000
	4,118,480	8,224,855	5,446,305
Satisfied by:			
Prepayment made in 2004	—	2,445,715	4,582,298
Cash paid (including cash calls for Tangguh Project)	4,118,480	5,779,140	—
Cash paid for the interests of MEG	—	—	1,017,000
Tax refund from the NWS Project	—	—	(152,993)
	4,118,480	8,224,855	5,446,305

An analysis of the net outflow of cash and cash equivalents in respect of the acquisitions is as follows:

	2003	2004	2005
	RMB'000	RMB'000	RMB'000
Cash consideration	4,118,480	5,779,140	1,017,000
Cash and bank balances acquired	(17,580)	—	—
Cash received for tax refund of the NWS project	—	—	(152,993)
Net outflow of cash and cash equivalents	4,100,900	5,779,140	864,007

Further details of the acquisition of the NWS Project and MEG Project are included in note 4 to the financial statements. The purchase price allocations for NWS Project are still preliminary pending the confirmation of the tax

basis of the underlying assets.

The interest in MEG has been included under long term available-for-sale financial assets.

33. CONTINGENT LIABILITIES

As of December 2005 and 2004, there were no material contingent liabilities not provided for in the financial statements.

F-67

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

34. COMMITMENTS

(i) Capital commitments

As at December 31, 2005, the Group and the Company had the following capital commitments, principally for the construction and purchase of property, plant and equipment:

	2004 RMB'000	2005 RMB'000
Contracted for	9,568,971	7,511,100
Authorised, but not contracted for	20,331,504	23,736,582

As at December 31, 2005, the Group had unutilised banking facilities amounting, to approximately RMB33,450,791,000 (2004: RMB20,662,120,000).

(ii) Operating lease commitments

(a) Office properties

The Group leases certain of its office properties under operating lease arrangements, leases properties are negotiated for terms ranging from 10 months to 3 years.

As at December 31, 2005, the Group had total minimum lease payments under non-cancelable operating leases falling due as follows:

	2004 RMB'000	2005 RMB'000
Commitments due:		
- Within one year	24,824	157,181
- After one year but within two years	549	22,351
- After two year but within five years	—	23,972
	25,373	203,504

(b) Plant and equipment

The Group leases certain of its plant and equipment under operating lease arrangements for a term of 10 years.

As at December 31, 2005, the Group had total minimum lease payments under non-cancelable operating lease falling due as follows:

2004	2005
------	------

Edgar Filing: CNOOC LTD - Form 20-F/A

Commitments due:	RMB'000	RMB'000
- Within one year	149,360	183,137
- After one year but within two years	597,442	183,137
- After two year but within five years	1,834,023	1,006,289
	2,580,825	1,372,563

F-68

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

34. COMMITMENTS (CONT'D)

- (iii) Financial instruments
- (a) Currency swap contracts

As at December 31, 2005, the Group had a currency swap contract with a financial institution to sell United States dollars in exchange for Japanese Yen in order to hedge against future repayments of certain Japanese Yen denominated loans. The hedged Japanese Yen loans bore interest at a fixed rate of 4.5% per annum. The interest stipulated in the swap contract for the United States dollars was the floating LIBOR rate.

The details are as follows:

Year	2004		2005	
	Notional contract amount (JPY'000)	Weighted average contractual exchange rate (JPY/US\$)	Notional contract amount (JPY'000)	Weighted average contractual exchange rate (JPY/US\$)
2005	271,470	95.00	—	—
2006	271,470	95.00	271,470	95.00
2007	271,470	95.00	271,470	95.00

- (b) Fair value of financial instruments

The carrying value of cash and cash equivalents, time deposits, available-for-sale investments, accounts receivables, other current assets, accounts payable and other payables approximated to fair value due to the short maturity of these instruments.

The estimated fair value of long term bank loans based on current market interest rates was approximately RMB868,886,000 as at December 31, 2005 (2004: RMB967,770,000).

The estimated fair value of long term guaranteed notes based on current market interest rates was approximately RMB 16,592,412,000 as at December 31, 2005 (2004: RMB16,428,934,000).

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

35. CONCENTRATION OF RISKS

(a) Credit risk

The carrying amount of cash and cash equivalents, time deposits, liquidity funds and bond investments, accounts receivable and other receivables, and due from related parties and other current assets except for prepayments represents our maximum exposure to credit risk in relation to financial assets.

The majority of the Group's accounts receivable is related to sales of oil and natural gas to third party customers. The Group performs ongoing credit evaluations of the customers' financial condition and generally do not require collateral on accounts receivable. The Group maintains a provision for doubtful accounts and actual losses have been within management's expectation.

No other financial assets carry a significant exposure to credit risk.

(b) Currency risk

Substantially all of the Group's oil and gas sales are denominated in Renminbi and US dollars. In the past decade, the PRC government's policy of maintaining a stable exchange rate and China's ample foreign reserves has contributed to the stability of the Renminbi. Starting from July 21, 2005, China reformed the exchange rate regime by moving into a managed floating exchange rate regime based on market supply and demand with reference to a basket of currencies. Renminbi would no longer be pegged to the US dollar. From that day to December 31, 2005, Renminbi has appreciated by approximately 2.5% against US dollars.

The appreciation of Renminbi against US dollars may have the following impact on the Group. On one hand, since the benchmark oil and gas prices are usually in US dollars, the Group's oil and gas sales may decrease due to the depreciation of US dollars against Renminbi. On the other hand, the depreciation of US dollars against Renminbi will also decrease the Group's costs for imported equipment and materials, most of which are denominated in US dollars. In addition, the debt repayment by the Group will decrease since more than 99% of the Group's debts are also denominated in U.S. dollars.

As of the end of 2005, the balance of the yen-denominated loans was only RMB37,307,000. Since the Group has hedged the yen loans against foreign currency swaps, the Group does not expect any exchange risk relating to Japanese yen in the future.

(c) Interest rate risk

As of the end of 2005, the interest rates for all balance of our debts were fixed. The term of the weighted average balance was approximately 8 years. The average interest rate payable by the Group is favorable under the environment of interest rate hike.

(d) Business risk

The major operations are conducted in the PRC, Indonesia and Australia and accordingly are subject to special considerations and significant risks not typically associated with investments in equity securities of the United States of America and Western European companies. These include risks associated with, among others, the oil and gas

industry, the political, economic and legal environments, influence of the national authorities over price setting and competition in the industry.

F-70

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

35. CONCENTRATION OF RISKS (CONT'D)

(e) Concentration of customers

A substantial portion of the oil and gas sales of the Group is made to a small number of customers on an open account basis. Details of the sales to these customers are as follows:

	2003 RMB'000	2004 RMB'000	2005 RMB'000
China Petroleum & Chemical Corporation	6,975,069	10,634,066	15,625,736
PetroChina Company Limited	1,446,169	1,944,709	1,776,199
Castle Peak Power Company Limited	841,285	1,070,436	1,107,314

36. ADDITIONAL FINANCIAL INFORMATION

As at December 31, 2005, net current assets and total assets less current liabilities of the Group amounted to approximately RMB30,805,199,000 and RMB101,148,848,000 (2004: RMB24,890,362,000 and RMB83,399,497,000 (restated)), respectively.

37. SUBSEQUENT EVENT

On January 8, 2006, the Company signed a definitive agreement with South Atlantic Petroleum Limited ("SAPETRO") to acquire a 45% working interest in an offshore oil mining license 130 "OML 130" in Nigeria for a cash consideration of US\$2.268 billion, subject to adjustment. Conditional on, among other things, the approval of the Nigerian National Petroleum Corporation ("NNPC") and the PRC government, the transaction is expected to be completed in the first half of 2006.

On January 27, 2006, CNOOC Africa Limited, a wholly-owned subsidiary of the Company, signed an agreement to acquire from AERD Projects Nigeria Limited a 35% of right to Oil Prospecting Licence 229 "OPL229" in Nigeria for US\$ 60 million in cash, subject to adjustments.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

38. SIGNIFICANT DIFFERENCES BETWEEN HONG KONG GAAP AND US GAAP

(a) Net profit and net equity

(i) Short term investments

In 2003, according to Hong Kong GAAP, available-for-sale investments in marketable securities were measured at fair value and related unrealised holding gains and losses are included in the current period's earnings. According to US GAAP, such investments are also measured at fair value and classified in accordance with Statement of Financial Accounting Standards ("SFAS") No.115. Under US GAAP, related unrealised gains and losses on available-for-sale securities were excluded from the current period's earnings and included in other comprehensive income.

(ii) Impairment of long-lived assets

Under Hong Kong GAAP, impairment charges are recognised when a long-lived asset's carrying amount exceeds the higher of an asset's fair value less costs to sell and value in use, which incorporates discounting the asset's estimated future cash flows.

Under US GAAP, long-lived assets are assessed for possible impairment in accordance with SFAS No.144, "Accounting for the impairment or disposal of long-lived assets". SFAS No. 144 requires the Group to (a) recognise an impairment loss only if the carrying amount of a long-lived asset is not recoverable from its undiscounted cash flows and (b) measure an impairment loss as the difference between the carrying amount and fair value of the asset. SFAS No. 144 requires that a long-lived asset to be abandoned, exchanged for a similar productive asset, or distributed to owners in a spin-off be considered as held and used until it is disposed of.

SFAS No. 144 also requires the Group to assess the need for an impairment of capitalised costs of proved oil and gas properties and the costs of wells and related equipment and facilities on a property-by-property basis. If an impairment is indicated based on undiscounted expected future cash flows, then an impairment is recognised to the extent that net capitalised costs exceed the estimated fair value of the property. Fair value of the property is estimated by the Group using the present value of future cash flows. The impairment was determined based on the difference between the carrying value of the assets and the present value of future cash flows. It is reasonably possible that a change in reserve or price estimates could occur in the near term and adversely impact management's estimate of future cash flows and consequently the carrying value of properties.

In addition, under Hong Kong GAAP, a subsequent increase in the recoverable amount of an asset (other than goodwill and available-for-sale equity investments) is reversed to the income statement to the extent that an impairment loss on the same asset was previously recognised as an expense when the circumstances and events that led to the write-down or write-off cease to exist. The reversal is reduced by the amount that would have been recognised as depreciation had the write-down or write-off not occurred. Under US GAAP, an impairment loss establishes a new cost basis for the impaired asset and the new cost basis should not be adjusted subsequently other than for further impairment losses.

For the year ended December 31, 2005, an impairment of approximately RMB90,190,000 was recognized under Hong Kong GAAP and US GAAP.

**CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS**

(All amounts expressed in Renminbi unless otherwise stated)

38. SIGNIFICANT DIFFERENCES BETWEEN HONG KONG GAAP AND US GAAP (CONT'D)

- (a) Net profit and net equity (continued)
- (iii) Acquisition of CNOOC Finance

Under HK GAAP, the Company adopted the purchase method to account for the acquisition of 31.8% equity interest in CNOOC Finance in December 2003. Under the purchase method, the acquired results are included in the consolidated results of operations of the Company from the date of the acquisition.

As the Company and CNOOC Finance are under common control of CNOOC, under US GAAP, the acquisition is considered to be a transfer of businesses under common control and the acquired assets and liabilities are accounted at historical cost in a manner similar to the pooling of interests method. Accordingly, the consolidated financial statements for all periods presented have been retroactively restated as if the current structure and operations had been in existence since inception. The cash consideration paid by the Company is treated as an equity transaction in the year of the acquisition for US GAAP purpose.

- (iv) Accounting for convertible bonds

With effect from January 1, 2005, under HKAS 32 Financial Instruments: Disclosure and Presentation, financial instruments with cash settlement options and other derivative components will need to be bifurcated into a debt component and a derivative component. The derivative component is marked to market at each balance sheet date and the differences will be charged/credited to the income statement. The debt component is stated at amortised cost. The requirements of HKAS 32 have been applied retrospectively with comparative amounts restated.

Under US GAAP, convertible bonds are subject to different rules on the bifurcation of the debt and derivative components. However, there is no significant difference on the accounting treatment adopted under HK GAAP and US GAAP for the Group's convertible bonds.

The Company considered whether the convertible bonds contain embedded derivative features which warrant separate accounting under the guidance provided in SFAS No. 133. To the extent the embedded derivatives are determined to exist, the embedded derivatives are bifurcated as a single, compound derivative and accounted for in accordance with SFAS No. 133. The Company bifurcated the embedded derivative at fair value and determined the initial carrying value assigned to the host contract as the difference between the basis of the hybrid instrument and the fair value of the embedded derivative, resulting in a discount attributed to the host bond contract. The host bond contract is then accreted from the initial amount to the maturity amount over the period from the date of issuance to the maturity date using the effective interest method.

The embedded derivative features within the convertible bonds that would individually warrant separate accounting as a derivative instrument under SFAS 133 are bundled together as single, compound embedded derivative instrument that is bifurcated and accounted for separately from the host contract under Statement 133. The Company used the binomial tree valuation model to value the compound embedded derivative features both initially and at each reporting period to record the changes in fair value of the derivative instruments.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

38. SIGNIFICANT DIFFERENCES BETWEEN HONG KONG GAAP AND US GAAP (CONT'D)

(a) Net profit and net equity (continued)

(iv) Accounting for convertible bonds (continued)

Instruments with potential embedded derivative features are evaluated at inception to determine whether such features meet the definition of a derivative. The embedded derivative feature would be separated from the host contract and accounted for as a derivative instrument only if all of the following conditions are met: (i) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract; (ii) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value; and (iii) a separate instrument with the same terms as the embedded derivative instrument would meet the definition of a derivative as described in SFAS 133.

The Group's convertible bonds include the following embedded derivative features that warrant separate accounting as a single, compound embedded derivative instrument under SFAS 133:

(i) Holder's option to convert into CNOOC shares at a specified price. Upon the exercise of the conversion option by the holders of the convertible debt, the Company has the option to settle the exercise of the conversion option in cash; and

(ii) The convertible bonds are denominated in US dollars and are convertible into the Company's shares denominated into HK dollars using a fixed exchange rate of US\$1 to HK\$7.77.

(v) Provision for dismantlement

HK GAAP requires the provision for dismantlement to be recorded for a present obligation whether that obligation is legal or constructive. The associated cost is capitalised and the liability is discounted and accretion expense is recognised using the credit-adjusted risk-free interest rate in effect when the liability is initially recognised.

Prior to 2003, the Company accrued for dismantlement costs on a unit-of-production basis under SFAS No.19, "Financial accounting and reporting by oil and gas producing companies" under US GAAP. The Company adopted SFAS No.143 "Accounting for asset retirement obligations" on January 1,

2003. SFAS No.143 requires that the fair value of a liability for an asset retirement obligation be recognised in the period in which it is incurred if a reasonable estimate of fair value can be made. The associated asset retirement costs are capitalised as part of the carrying amount of long-lived asset. The liability is discounted and accretion expense is recognised using the credit-adjusted risk-free interest rate in effect when the liability is initially recognised. The impact of the adoption of SFAS No.143 is included in the cumulative effect of change in accounting policy for dismantlement liabilities below.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

38. SIGNIFICANT DIFFERENCES BETWEEN HONG KONG GAAP AND US GAAP (CONT'D)

(a) Net profit and net equity (continued)

The effects on net profit of the above significant differences between Hong Kong GAAP and US GAAP are summarised below:

	2003 RMB'000 (Restated)	Net Profit 2004 RMB'000 (Restated)	2005 RMB'000
As reported under Hong Kong GAAP	11,497,743	16,139,136	25,323,122
Impact of U.S GAAP adjustments:			
- Equity accounting for the results of CNOOC Finance	30,913	-	-
- Unrealised holding gains from available-for-sale investments in marketable securities	(21,503)	25,228	-
- Realised holding gains from available-for-sale marketable securities	27,088	2,972	-
- Other	9,156	9,156	20,036
Income before cumulative effect of change in accounting policy	11,543,397	16,176,492	25,343,158
Cumulative effect of change in accounting policy for dismantlement liabilities	436,112	-	-
Net profit under US GAAP	11,979,509	16,176,492	25,343,158
Net profit per share under US GAAP			
- Basic			
Before cumulative effect of change in accounting policy for dismantlement liabilities	RMB0.28	RMB0.39	RMB0.62
Cumulative effect of change in accounting policy for dismantlement liabilities	RMB0.01	-	-
	RMB0.29	RMB0.39	RMB0.62
- Diluted			
Before cumulative effect of change in accounting policy for dismantlement liabilities	RMB0.28	RMB0.39	RMB0.61
Cumulative effect of change in accounting policy for dismantlement liabilities	RMB0.01	-	-
	RMB0.29	RMB0.39	RMB0.61

There are no significant differences between Hong Kong GAAP and US GAAP that affect net equity.

F-75

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

38. SIGNIFICANT DIFFERENCES BETWEEN HONG KONG GAAP AND US GAAP (CONT'D)

(b) Comprehensive income

According to SFAS No. 130, "Reporting comprehensive income", the Group is required to include a statement of other comprehensive income for revenues and expenses, gains and losses which under US GAAP are included in comprehensive income and excluded from net income.

	2003 RMB'000	2004 RMB'000	2005 RMB'000
Net income under US GAAP	11,979,509	16,176,492	25,343,158
Other comprehensive income:			
Foreign currency translation adjustments	36,243	(42,301)	(493,289)
Unrealised gains /(losses) on available-for-sale investments/Short term investments	21,503	(25,228)	69,069
Less: Reclassification adjustment for gains included in net income	(27,088)	(2,972)	(20,036)
Comprehensive income under US GAAP	12,010,167	16,105,991	24,898,902

Roll forward of accumulated other comprehensive income components are as follows:

	Foreign currency translation adjustments RMB'000	Unrealised gains on available -for-sale investments RMB'000	Accumulated other comprehensive income RMB'000
Balance at January 1, 2003	(13,596)	53,821	40,225
Reversal of current year's realised gains	—	(27,088)	(27,088)
Current year's change	36,243	21,503	57,746
Balance at January 1, 2004	22,647	48,236	70,883
Reversal of current year's realised gains	—	(2,972)	(2,972)
Current year's change	(42,301)	(25,228)	(67,529)
Balance at December 31, 2004	(19,654)	20,036	382
Reversal of current year realised gains	—	(20,036)	(20,036)
Current year's change	(493,289)	69,069	(424,220)

Balance at December 31, 2005	(512,943)	69,069	(443,874)
------------------------------	-----------	--------	-----------

F-76

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

38. SIGNIFICANT DIFFERENCES BETWEEN HONG KONG GAAP AND US GAAP (CONT'D)

(c) Use of estimates in the preparation of financial statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The most significant estimates pertain to proved oil and gas reserve volumes and the future development, provision for dismantlement as well as estimates relating to certain oil and gas revenues and expenses. Actual amounts could differ from those estimates and assumptions.

(d) Segment reporting

The Group's segment information is based on the segmental operating results regularly reviewed by the Group's chief operating decision maker. The accounting policies used are the same as those used in the preparation of the Group's consolidated Hong Kong GAAP financial statements.

(e) Impact of Recently Issued Accounting Standards

In December 2004, the Financial Accounting Standards Board ("FASB") issued SFAS No.153, "Exchange of Non-monetary Asset an amendment of APB Opinion No.29". This Statement, which address the measurement of exchange of non-monetary assets, is effective prospectively for non-monetary asset exchanges occurring in fiscal periods beginning after June 15, 2005. The adoption of this Statement is not expected to impact the Company's consolidated financial position or results of operations.

In December 2004, the FASB issued Statement No. 123 (revised 2004), "Share Based Payment" (FAS No.123R), which replaces FAS No.123 and superseded APB Opinion No.25, "Accounting For Stock Issued to Employees". FAS No.123R requires all share-based payments to employees, including grants of employee stock options, to be recognised in the financial statement based on their fair values beginning with the first interim period after June 15, 2005, with early adoption encouraged. Under the SEC's rule, FAS No.123R is now effective for the Company beginning January 1, 2006, The proforma disclosures previously permitted under FAS No 123 no longer will be an alternative to financial statement recognition. The Company believes the adoption of the FAS No. 123R will have no material impact on its consolidated financial statement as the Company currently accounts for the stock options under the fair value recognition provision of FAS No. 123.

In 2005, the FASB has finalized an amendment to statement No.19, "Financial Accounting and Reporting by Oil and Gas Producing Companies" ("FAS No. 19") that change the way oil and gas producers account for deferred exploratory drilling costs. The new standard would relax the one-year limitation, so long as oil and gas reserves have been discovered and an enterprise "is making sufficient progress assessing the reserves and the economic and operating viability of the project." We believe the adoption of amendment to FAS No. 19 will have no material impact on its consolidated financial position or results of operations.

CNOOC LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

(All amounts expressed in Renminbi unless otherwise stated)

38. SIGNIFICANT DIFFERENCES BETWEEN HONG KONG GAAP AND US GAAP (CONT'D)

(e) Impact of Recently Issued Accounting Standards (continued)

In March 2005, the FASB issued FASB Interpretation Number 47 (“FIN No.47”), “Accounting for conditional asset retirement obligations”. The interpretation clarifies the requirement to record abandonment liabilities stemming from legal obligations when the retirement depends on a conditional future event. FIN No.47 requires that the uncertainty about the timing or method of settlement of a conditional retirement obligation be factored into the measurement of the liability when sufficient information exists. FIN No.47 is effective for fiscal years ending after December 15, 2005 and application of the interpretation did not change how abandonment obligations are currently calculated by the Company.

In May 2005, the FASB issued FAS No. 154, “Accounting Changes and Error Corrections,” a replacement of APB Opinion No. 20, “Accounting Changes” and FAS No. 3, “Reporting Accounting Changes in Interim Financial Statements” (“FAS No. 154”). FAS No.154 changes the requirements for the accounting for, and reporting of, a change in accounting principle. Previously, voluntary changes in accounting principles were generally required to be recognised by way of a cumulative effect adjustment within net income during the period of the change. FAS No. 154 requires retrospective application to prior periods’ financial statements, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. FAS No. 154 is effective for accounting changes made in fiscal years beginning after December 15, 2005; however, the statement does not change the transition provisions of any existing accounting pronouncements. The Company does not believe adoption of FAS No. 154 will have a material effect on its financial position, cash flows or results of operations.

In February 2006, the FASB issued FAS No. 155 “Accounting for Certain Hybrid Financial Instruments, an amendment of FASB Statements No. 133 and 140” (“FAS No.155”). FAS No. 155 clarifies certain issues relating to embedded derivatives and beneficial interests in securitized financial assets, including permitting fair value measurement for any hybrid financial instrument that contains an embedded derivative, eliminating the prohibition on a qualifying special-purpose entity from holding certain derivative instruments, and providing clarification that concentrations of credit risk in the form of subordination are not embedded derivatives. The provisions of FAS No. 155 are effective for all financial instruments acquired or issued after fiscal years beginning after September 15, 2006. The Company does not believe adoption of FAS No. 155 will have a material effect on its financial position, cash flows or results of operations.

CNOOC LIMITED AND ITS SUBSIDIARIES
SUPPLEMENTARY INFORMATION ON OIL AND GAS PRODUCING ACTIVITIES (UNAUDITED)

(All amounts expressed in Renminbi unless otherwise stated)

The following disclosures are included in accordance with the United States Statement of Financial Accounting Standards No. 69, "Disclosures about Oil and Gas Producing Activities". The disclosures are categorized by the geographical areas in which the Group conducts oil and gas activities. Except for PRC and Indonesia, the information on the other geographical areas, such as Australia, Myanmar and Morocco, etc., are combined in the following disclosures as "Others", among which all the other projects are still in exploration or joint study stage except that the North West Shelf Project in Australia is in development stage.

(a) Reserve quantity information

Crude oil and natural gas reserve estimates are determined through analysis of geological and engineering data which appear, with reasonable certainty, to be recoverable at commercial rates in the future from known oil and natural gas reservoirs under existing economic and operating conditions.

Estimates of crude oil and natural gas reserves have been made by independent engineers. The Group's net proved reserves consist of its percentage interest in reserves, comprised of a 100% interest in its independent oil and gas properties and its participating interest in the properties covered under the production sharing contracts in PRC, less (a) an adjustment for the Group's share of royalties payable by the Group to the PRC government and the Group's participating interest in share oil payable to the PRC government under the production sharing contracts, and less (b) an adjustment for production allocable to foreign partners under the PRC production sharing contracts as reimbursement for exploration expenses attributable to the Group's participating interest, and plus (a) its participating interest in the properties in Australia, and (b) the participating interest in the properties covered under the production sharing contracts in Indonesia less an adjustment of share oil attributable to the Indonesian government and the domestic market obligation.

The Company determines its net entitlement oil and gas reserves under production sharing contracts using the economic interest method.

The following information has been revised to separately present the oil and gas producing activities information of an equity investee and to provide additional information on costs incurred. There is no change in the total reserve quantity.

S-1

CNOOC LIMITED AND ITS SUBSIDIARIES
SUPPLEMENTARY INFORMATION ON OIL AND GAS PRODUCING ACTIVITIES (UNAUDITED)

(All amounts expressed in Renminbi unless otherwise stated)

(a) Reserve quantity information (continued)

Proved developed and undeveloped reserves (net of royalties and PRC government share oil):

	PRC		Indonesia		Others		Total	
	Oil (mmbbls)	Natural gas (bcf)	Oil (mmbbls)	Natural gas (bcf)	Oil (mmbbls)	Natural gas (bcf)	Oil (mmbbls)	Natural gas (bcf)
December 31, 2002	1,283	3,281	138	215	—	—	1,421	3,496
Purchase of reserves	53	142	—	—	—	—	53	142
Discoveries and extensions	114	506	1	2	—	—	115	508
Production	(96)	(64)	(15)	(37)	—	—	(111)	(101)
Revisions of prior estimates	(26)	40	(21)	20	—	—	(47)	60
December 31, 2003	1,328	3,905	103	200	—	—	1,431	4,105
Purchase of reserves	6	161	—	—	—	—	6	161
Discoveries and extensions	129	414	4	157	—	—	133	571
Production	(105)	(97)	(11)	(31)	—	—	(116)	(128)
Revisions of prior estimates	(8)	(101)	5	(5)	—	—	(3)	(106)
December 31, 2004	1,350	4,282	101	321	—	—	1,451	4,603
Purchase of reserves	—	—	—	—	25	603	25	603
Discoveries and extensions	133	314	—	17	—	—	133	331
Production	(121)	(101)	(9)	(34)	—	—	(130)	(135)
Revisions of prior estimates	(7)	—	(19)	(7)	—	—	(26)	(7)
December 31, 2005	1,355	4,495	73	297	25	603	1,453	5,395

Proved developed reserves:

	PRC		Indonesia		Others		Total	
	Oil (mmbbls)	Natural gas (bcf)	Oil (mmbbls)	Natural gas (bcf)	Oil (mmbbls)	Natural gas (bcf)	Oil (mmbbls)	Natural gas (bcf)
December 31, 2003	455	2,016	91	135	—	—	546	2,151
December 31, 2004	614	2,101	85	138	—	—	699	2,239
December 31, 2005	642	2,072	63	155	14	378	719	2,605

Enterprise's proportional interest in reserves of investees accounted for by the equity method:

Edgar Filing: CNOOC LTD - Form 20-F/A

	PRC		Indonesia		Others		Total	
	Oil (mmbbls)	Natural gas (bcf)	Oil (mmbbls)	Natural gas (bcf)	Oil (mmbbls)	Natural gas (bcf)	Oil (mmbbls)	Natural gas (bcf)
December 31, 2003	5	49	—	—	—	—	5	49
December 31, 2004	4	43	—	—	—	—	4	43
December 31, 2005	3	36	—	—	—	—	3	36

S-2

CNOOC LIMITED AND ITS SUBSIDIARIES
SUPPLEMENTARY INFORMATION ON OIL AND GAS PRODUCING ACTIVITIES (UNAUDITED)

(All amounts expressed in Renminbi unless otherwise stated)

(b) Results of operations

	2003				2004			
	PRC RMB'000	Indonesia RMB'000	Others RMB'000	Total RMB'000	PRC RMB'000	Indonesia RMB'000	Others RMB'000	Total RMB'000
Net sales to customers	23,644,659	4,472,172	—	28,116,831	32,723,277	4,162,742	—	36,886,019
Operating expenses	(2,903,094)	(1,609,715)	—	(4,512,809)	(3,643,182)	(1,427,162)	—	(5,070,344)
Production taxes	(1,238,598)	—	—	(1,238,598)	(1,725,674)	—	—	(1,725,674)
Exploration	(764,165)	(83,907)	—	(848,072)	(1,202,203)	(113,957)	—	(1,316,160)
Accretion expense	(93,246)	—	—	(93,246)	(119,707)	—	—	(119,707)
Depreciation, depletion and amortisation (including dismantlement)	(3,700,349)	(1,109,730)	—	(4,810,079)	(4,670,988)	(985,711)	—	(5,656,699)
	14,945,207	1,668,820	—	16,614,027	21,361,523	1,635,912	—	22,997,435
Income tax expenses	(4,483,562)	(719,695)	—	(5,203,257)	(6,408,457)	(705,487)	—	(7,113,944)
Result of operations	10,461,645	949,125	—	11,410,770	14,953,066	930,425	—	15,883,491
Enterprise's share of equity method investee's results of operations for producing activities	252,623	—	—	252,623	309,987	—	—	309,987

(c) Capitalised costs

	2003				2004			
	PRC RMB'000	Indonesia RMB'000	Others RMB'000	Total RMB'000	PRC RMB'000	Indonesia RMB'000	Others RMB'000	Total RMB'000
Proved oil and gas Properties	57,537,676	9,440,843	—	66,978,519	70,931,798	10,100,116	—	81,031,914
Unproved oil and gas Properties	713,594	—	—	713,594	437,513	4,696,237	—	5,133,750
	(25,740,836)	(2,098,269)	—	(27,839,105)	(30,462,658)	(3,083,933)	—	(33,546,591)

Accumulated
depreciation,
depletion and
amortization

Net capitalised
costs

32,510,434	7,342,574	—	39,853,008	40,906,653	11,712,420	—	52,619,073	50,351,845
------------	-----------	---	------------	------------	------------	---	------------	-------------------

Enterprise's
share of equity
method
investee's net
capitalised
costs

626,864	—	—	626,864	518,045	—	—	518,045	412,109
---------	---	---	---------	---------	---	---	---------	---------

S-3

CNOOC LIMITED AND ITS SUBSIDIARIES
SUPPLEMENTARY INFORMATION ON OIL AND GAS PRODUCING ACTIVITIES (UNAUDITED)

(All amounts expressed in Renminbi unless otherwise stated)

(d) Costs incurred

	2003			2004			PRC RMB'000	Indonesia RMB'000	2005 RMB'000
	PRC RMB'000	Indonesia RMB'000	Others RMB'000	Total RMB'000	PRC RMB'000	Indonesia RMB'000			
Acquisition costs									
- Proved	1,579,726	—	—	1,579,726	—	—	—	—	—
- Unproved	—	—	—	—	3,531,046	—	3,531,046	—	—
Exploration costs	1,225,926	102,067	—	1,327,993	1,806,556	137,361	1,943,917	1,878,931	111,219
Development costs*	7,489,472	512,064	—	8,001,536	11,693,183	645,501	12,338,684	14,423,266	2,328,200
Total costs incurred	10,295,124	614,131	—	10,909,255	13,499,739	4,313,908	17,813,647	16,302,197	2,439,419
Enterprise's share of equity method investee's costs of property acquisition, exploration, and development	124,188	—	—	124,188	44,513	—	44,513	20,854	—

* The development costs include estimated future dismantlement costs of dismantling offshore oil platforms and gas properties.

** The amounts include prepayments made in 2004 for the NWS Project of RMB 4,693,809,000 and a tax refund of RMB 152,993,000 related to the acquisition of the NWS Project received in 2005.

(e) Standardised measure of discounted future net cash flows and changes therein

In calculating the standardised measure of discounted future net cash flows, year-end constant price and cost assumptions were applied to the Group's estimated annual future production from proven reserves to determine future cash inflows. Year end average realised oil prices used in the estimation of proved reserves and calculation of the standardised measure were US\$48 as at December 31, 2005 (2004: US\$32; 2003: US\$30). Future development costs are estimated based upon constant price assumptions and assume the continuation of existing economic, operating and regulatory conditions. Future income taxes are calculated by applying the year-end statutory rate to estimate future pre-tax cash flows after provision for the tax cost of the oil and natural gas properties based upon existing laws and regulations. The discount was computed by application of a 10% discount factor to the estimated future net cash

flows.

Management believes that this information does not represent the fair market value of the oil and natural gas reserves or the present value of estimated cash flows since no economic value is attributed to potential reserves, the use of a 10% discount rate is arbitrary, and prices change constantly from year-end levels.

S-4

CNOOC LIMITED AND ITS SUBSIDIARIES
SUPPLEMENTARY INFORMATION ON OIL AND GAS PRODUCING ACTIVITIES (UNAUDITED)

(All amounts expressed in Renminbi unless otherwise stated)

(e) Standardised measure of discounted future net cash flows and changes therein (cont'd)

Present value of estimated future net cash flows:

	Notes	2003			2004					
		PRC RMB'000	Indonesia RMB'000	Others RMB'000	Total RMB'000	PRC RMB'000	Indonesia RMB'000		Others RMB'000	Total RMB'000
Future cash inflows	1	419,288,634	30,135,721	—	449,424,355	464,405,099	37,198,784	—	501,603,883	65
Future production costs		(106,101,939)	(17,532,095)	—	(123,634,034)	(114,563,284)	(20,472,914)	—	(135,036,198)	(15)
Future development costs	2	(52,615,661)	(4,114,091)	—	(56,729,752)	(59,876,454)	(6,709,341)	—	(66,585,795)	(6)
Future income taxes		(71,528,592)	(3,346,547)	—	(74,875,139)	(78,181,837)	(4,001,019)	—	(82,182,856)	(11)
Future net cash flows	3	189,042,442	5,142,988	—	194,185,430	211,783,524	6,015,510	—	217,799,034	31
10% discount factor		(84,222,928)	(1,226,300)	—	(85,449,228)	(91,481,754)	(1,905,679)	—	(93,387,433)	(12)
Standardised measure		104,819,514	3,916,688	—	108,736,202	120,301,770	4,109,831	—	124,411,601	18
Enterprise's share equity method investee's standardised measure of discounted future net cash flows		1,163,720	—	—	1,163,720	1,052,755	—	—	1,052,755	

(1) Future cash flows consist of the Group's 100% interest in the independent oil and gas properties and the Group's participating interest in the properties under production sharing contracts in PRC less (a) an adjustment for the royalties payable to the PRC government and share oil payable to the PRC government under production sharing contracts and (b) an adjustment for production allocable to foreign partners under the PRC production sharing contracts for exploration costs attributable to the Group's participating interest, plus (a) its participating interest in the properties in Australia, and (b) the participating interest in the properties covered under the production sharing contracts in Indonesia, less an adjustment of share oil attributable to Indonesian government and the domestic market obligation.

- (2) Future development costs include the estimated costs of drilling future development wells and building the production platforms.
- (3) Future net cash flows have been prepared taking into consideration estimated future dismantlement costs of dismantling offshore oil platforms and gas properties.

S-5

CNOOC LIMITED AND ITS SUBSIDIARIES
SUPPLEMENTARY INFORMATION ON OIL AND GAS PRODUCING ACTIVITIES (UNAUDITED)
(All amounts expressed in Renminbi unless otherwise stated)

(e) Standardised measure of discounted future net cash flows and changes therein (cont'd)

Changes in the standardised measure of discounted future net cash flows:

	2003	2004	2005
	RMB'000	RMB'000	RMB'000
Standardised measure, beginning of year	99,254,777	108,736,202	124,411,601
Sales of production, net of royalties and production costs	(22,345,781)	(30,090,001)	(44,886,528)
Net change in prices, net of royalties and production costs	22,367,091	17,891,394	99,253,723
Extensions discoveries and improved recovery, net of related future costs	13,824,347	20,752,897	26,648,779
Change in estimated future development costs	(14,640,965)	(21,624,959)	(18,559,873)
Development costs incurred during the year	7,718,863	11,768,916	15,592,789
Revisions in quantity estimates	(3,126,563)	(1,956,069)	(3,061,393)
Accretion of discount	13,327,118	14,079,125	16,996,168
Net change in income taxes	(6,067,720)	(5,138,318)	(29,168,139)
Purchase of properties	5,376,135	2,356,102	8,981,882
Changes in timing and other	(6,951,100)	7,636,312	2,107,321
Standardised measure, end of year	108,736,202	124,411,601	198,316,330