CNOOC LTD Form 20-F April 17, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 20-F

(Mark One)

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

OR

ý ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the fiscal year ended December 31, 2013

OR

OR

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

For the transition period from ______ to _____

"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)

N/A (Translation of Registrant's name into English)

Hong Kong (Jurisdiction of incorporation or organization)

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

Hua Zhong 65th Floor, Bank of China Tower One Garden Road, Central Hong Kong Tel +852 2213 2500

Fax +852 2525 9322 (Name, telephone, e-mail and/or facsimile number and address of company contact person)

Securities registered or to be reg	gistered 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	New York Stock Exchange, Inc.
Shares	New York Stock Exchange, Inc.(1)
ç ç	ered pursuant to Section 12(g) of the Act. None Fitle of Class)
	bligation pursuant to Section 15(d) of the Act. None Fitle of Class)
e	the issuer's classes of capital or common stock as of the close of vered by the annual report.

Shares

44,646,305,984

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No "

If this report is an annual or transition 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 ý

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

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 is required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ý No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes "No ý

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 and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ý Accelerated filer Non-accelerated filer "

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP "

International Financial Reporting Standards as issued by the International Accounting Standards Board ý

Other "

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the Registrant has elected to follow.

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 ý

⁽¹⁾ Not for trading, but only in connection with the registration of American depositary shares.

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TERMS AND CONVENTIONS

Definitions

Unless the context otherwise requires, references in this annual report to:

- "CNOOC" are to our controlling shareholder, China National Offshore Oil Corporation, a PRC state-owned enterprise, and its affiliates, excluding us and our subsidiaries;
- "CNOOC Limited" are to CNOOC Limited, a Hong Kong limited liability company and the registrant of this annual report;
 - "Our company", "Company", "Group", "we", "our" or "us" are to CNOOC Limited and its subsidiaries;
 - "ADRs" are to the American depositary receipts that evidence our ADSs;
 - "ADSs" are to our American depositary shares, each of which represents 100 shares;
 - "Cdn\$" are to Canadian dollar, the legal currency of Canada;
- "China" or "PRC" are to the People's Republic of China, excluding for purposes of geographical reference in this annual report, the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan;
 - "Hong Kong" are to the Hong Kong Special Administrative Region of the People's Republic of China;
 - "Hong Kong Stock Exchange" or "HKSE" are to The Stock Exchange of Hong Kong Limited;
 - "HK\$" are to Hong Kong dollar, the legal currency of the Hong Kong Special Administrative Region;
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- "HKICPA" are to the Hong Kong Institute of Certified Public Accountants;
- "HKFRS" are to all Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards and Interpretations approved by the Council of the HKICPA;
 - "IASB" are to the International Accounting Standards Board;
- "IFRS" are to all International Financial Reporting Standards, including International Accounting Standards and Interpretations, as issued by the International Accounting Standards Board;
- "Nexen Inc." or "Nexen" are to Nexen Inc., a Canada-based energy company previously listed on the TSX and the NYSE, which was acquired by us in 2013;
- "Nexen Energy ULC" are to Nexen Energy ULC, a Canadian unlimited liability company and an amalgamated company arising from CNOOC Canada Holding ULC and Nexen Inc.. Nexen Energy ULC now manages all of our assets in North and Central America as well as the assets previously managed by Nexen Inc.;
 - "NYSE" are to the New York Stock Exchange;

"Rmb" are to Renminbi, the legal currency of the PRC;

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"TSX" are to the Toronto Stock Exchange; and

"US\$" are to U.S. dollar, the legal currency of the United States of America.

Conventions

We publish our financial statements in Renminbi. Unless otherwise indicated, we have translated amounts from Renminbi into U.S. dollars solely for the convenience of the reader at the noon buying rate for cable transfers of Renminbi per U.S. dollar certified for customs purposes by the Federal Reserve Bank of New York, as set forth in the H.10 weekly statistical release of the Federal Reserve Board on December 31, 2013 of US\$1.00=Rmb 6.0537. We have translated amounts in Hong Kong dollars solely for the convenience of the reader at the noon buying rate for cable transfers of Hong Kong dollars per U.S. dollar certified for customs purposes by the Federal Reserve Bank of New York, as set forth in the H.10 weekly statistical release of the Federal release of the Federal Reserve Board on December 31, 2013 of US\$1.00=Rmb 6.0537. We have transfers of Hong Kong dollars per U.S. dollar certified for customs purposes by the Federal Reserve Bank of New York, as set forth in the H.10 weekly statistical release of the Federal Reserve Board on December 31, 2013 of US\$1.00=HK\$7.7539. We have also translated amounts in Canadian dollars solely for the convenience of the reader at the noon buying rate for cable transfers of Canadian dollars per U.S. dollar certified for customs purposes by the Federal Reserve Board on December 31, 2013 of US\$1.00=Cdn\$1.0637. We make no representation that the Renminbi amounts, Hong Kong dollar amounts or Canadian dollar amounts could have been, or could be, converted into U.S. dollars at those rates on December 31, 2013, or at all. For further information on exchange rates, see "Item 3—Key Information—Selected Financial Data."

Totals presented in this annual report may not add correctly due to rounding of numbers.

For the years 2011, 2012 and 2013, approximately 23%, 36% and 52%, respectively, of our reserves were evaluated by our internal reserve evaluation staff, and the remaining were based upon estimates prepared by independent petroleum engineering consulting companies and reviewed by us. Our reserve data for 2011, 2012 and 2013 were prepared in accordance with the SEC's final rules on "Modernization of Oil and Gas Reporting", which became effective for accounting periods ended on or after December 31, 2009. Except as otherwise stated, all amounts of reserve and production in this report include our interests in equity method investees.

In calculating barrels-of-oil equivalent amounts, we have assumed that 6,000 cubic feet of natural gas equals one BOE, with the exception of natural gas from South America, Oceania, Indonesia in Asia and Yacheng 13-1/13-4 gas field in the Western South China Sea, for which we have used actual thermal unit for such conversion purpose.

Glossary of Technical Terms

Unless otherwise indicated in the context, references to:

- "API gravity" means the American Petroleum Institute's scale for specific gravity for liquid hydrocarbons, measured in degrees.
- "appraisal well" means an exploratory well drilled after a successful wildcat well to gain more information on a newly discovered oil or gas reserve.
 - "developed oil and gas reserves" are reserves of any category that can be expected to be recovered:

(i) through existing wells with existing equipment and operating methods or in which the cost of the required equipment is relatively minor compared to the cost of a new well; and

(ii) through installed extraction equipment and infrastructure operational at the time of the reserves estimate if the extraction is by means not involving any well.

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- "exploratory well" means a well drilled to find either a new field or a new reservoir in a field previously found to be productive of oil or gas in another reservoir. Generally, an exploratory well is any well that is not a development well, an extension well, a service well, or a stratigraphic test well.
 - "LNG" means liquefied natural gas.
 - "net wells" means a party's working interest in wells.
- "proved oil and gas reserves" means those quantities of oil and gas, which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible—from a given date forward, from known reservoirs, and under existing economic conditions, operating methods, and government regulations— prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation. The project to extract the hydrocarbons must have commenced or the operator must be reasonably certain that it will commence the project within a reasonable time.

(i) The area of the reservoir considered as proved includes: (A) The area identified by drilling and limited by fluid contacts, if any, and (B) Adjacent undrilled portions of the reservoir that can, with reasonable certainty, be judged to be continuous with it and to contain economically producible oil or gas on the basis of available geosciences and engineering data.

(ii) In the absence of data on fluid contacts, proved quantities in a reservoir are limited by the lowest known hydrocarbons (LKH) as seen in a well penetration unless geosciences, engineering, or performance data and reliable technology establishes a lower contact with reasonable certainty.

(iii) Where direct observation from well penetrations has defined a highest known oil (HKO) elevation and the potential exists for an associated gas cap, proved oil reserves may be assigned in the structurally higher portions of the reservoir only if geosciences, engineering, or performance data and reliable technology establish the higher contact with reasonable certainty.

(iv) Reserves which can be produced economically through application of improved recovery techniques (including, but not limited to, fluid injection) are included in the proved classification when: (A) Successful testing by a pilot project in an area of the reservoir with properties no more favorable than in the reservoir as a whole, the operation of an installed program in the reservoir or an analogous reservoir, or other evidence using reliable technology establishes the reasonable certainty of the engineering analysis on which the project or program was based; and (B) The project has been approved for development by all necessary parties and entities, including governmental entities.

(v) Existing economic conditions include prices and costs at which economic producibility from a reservoir is to be determined. The price shall be the average price during the 12-month period prior to the ending date of the period covered by the report, determined as an unweighted arithmetic average of the first-day-of-the-month price for each month within such period, unless prices are defined by contractual arrangements, excluding escalations based upon future conditions.

- "PSC" means production sharing contract. For more information about PSC, see "Item 4—Information on the Company—Business Overview—Regulatory Framework in the PRC."
- "share oil" means the portion of production that must be allocated to the relevant government entity under our PSCs in the PRC.

• "undeveloped oil and gas reserves" means reserves of any category that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for recompletion.

(i) Reserves on undrilled acreage shall be limited to those directly offsetting development spacing areas that are reasonably certain of production when drilled, unless evidence using reliable technology exists that establishes reasonable certainty of economic producibility at greater distances.

(ii) Undrilled locations can be classified as having undeveloped reserves only if a development plan has been adopted indicating that they are scheduled to be drilled within five years, unless the specific circumstances justify a longer time.

(iii) Under no circumstances shall estimates for undeveloped reserves be attributable to any acreage for which an application of fluid injection or other improved recovery technique is contemplated, unless such techniques have been proved effective by actual projects in the same reservoir or an analogous reservoir, or by other evidence using reliable technology establishing reasonable certainty.

For further definitions relating to reserves:

• "reserve replacement ratio" means, for a given year, total additions to proved reserves, which consist of additions from purchases, discoveries and extensions and revisions of prior reserve estimates, divided by production during the year. Reserve additions used in this calculation are proved developed and proved undeveloped reserves; unproved reserve additions are not used. Data used in the calculation of reserve replacement ratio is derived directly from the reserve quantity reconciliation prepared in accordance with U.S. Accounting Standards Codification 932-235-50, which reconciliation is included in "Supplementary Information on Oil and Gas Producing Activities" beginning on page F-79 of this annual report.

Our reserve replacement ratio reflects our ability to replace proved reserves. A rate higher than 100% indicates that more reserves were added than produced in the period. However, this measure has limitations, including its predictive and comparative value. Reserve replacement ratio measures past performance only and fluctuates from year to year due to differences in the extent and timing of new discoveries and acquisitions. It is also not an indicator of profitability because it does not reflect the cost or timing of future production of reserve additions. It does not distinguish between reserve additions that are developed and those that will require additional time and funding to develop. As such, reserve replacement ratio is only one of the indices used by our management in formulating its acquisition, exploration and development plans.

- "reserve life" means the ratio of proved reserves to annual production of crude oil or, with respect to natural gas, to wellhead production excluding flared gas, also known as reserve-to-production ratio.
- "seismic data" means data recorded in either two-dimensional (2D) or three-dimensional (3D) form from sound wave reflections off of subsurface geology.
- "success" means a discovery of oil or gas by an exploratory well. Such an exploratory well is a successful well and is also known as a discovery. A successful well is commercial, which means there are enough hydrocarbon deposits discovered for economical recovery.
 - "wildcat well" means an exploratory well drilled on any rock formation for the purpose of searching for petroleum accumulations in an area or rock formation that has no known reserves or previous discoveries.

References to:

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- bbls means barrels, which is equivalent to approximately 0.134 tons of oil (33 degrees API);
 - mmbbls means million barrels;
 - BOE means barrels-of-oil equivalent;
 - mcf means thousand cubic feet;
 - mmcf means million cubic feet;
- bcf means billion cubic feet, which is equivalent to approximately 28.32 million cubic meters; and
 - BTU means British Thermal Unit, a universal measurement of energy.

FORWARD-LOOKING STATEMENTS

This annual report includes "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995, including statements regarding expected future events, business prospects or financial results. The words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", " "intends" and similar expressions are intended to identify such forward-looking statements.

These forward-looking statements address, among others, such issues as:

- the amount and nature of future exploration, development and other capital expenditures,
 - wells to be drilled or reworked,
 - development projects,
 - exploration prospects,
 - estimates of proved oil and gas reserves,
 - development and drilling potential,
 - expansion and other development trends of the oil and gas industry,
 - business strategy,
 - production of oil and gas,
 - development of undeveloped reserves,
 - expansion and growth of our business and operations,
 - oil and gas prices and demand,
 - future earnings and cash flow, and
 - our estimated financial information.

These statements are based on assumptions and analysis made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. However, whether actual results and developments will meet our expectations and predictions depend on a number of risks and uncertainties which could cause our actual results, performance and financial condition to differ materially from our expectations, including those associated with fluctuations in crude oil and natural gas prices, our exploration or development activities, our capital expenditure requirements, our business strategy, whether the transactions entered into by us can complete on schedule pursuant to their terms and timetable or at all, the highly competitive nature of the oil and natural gas industry, our foreign operations, environmental liabilities and compliance requirements, and economic and political conditions in the PRC and overseas. For a description of these and other risks and uncertainties, see "Item 3—Key Information—Risk Factors."

Consequently, all of the forward-looking statements made in this annual report are qualified by these cautionary statements. We cannot assure that the results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected effect on us, our business or our operations.

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SPECIAL NOTE ON THE FINANCIAL INFORMATION AND CERTAIN STATISTICAL INFORMATION PRESENTED IN THIS ANNUAL REPORT

Our consolidated financial statements for the years ended December 31, 2011, 2012 and 2013 included in this annual report on Form 20-F have been prepared in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board.

In accordance with rule amendments adopted by the U.S. Securities and Exchange Commission, or the SEC, which became effective on March 4, 2008, we are not required to provide reconciliation to Generally Accepted Accounting Principles in the United States.

The statistical information set forth in this annual report on Form 20-F relating to China is taken or derived from various publicly available government publications that have not been prepared or independently verified by us. This statistical information may not be consistent with other statistical information from other sources within or outside China.

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PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable, but see "Item 6-Directors, Senior Management and Employees-Directors and Senior Management."

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A.

SELECTED FINANCIAL DATA

The following tables present selected historical financial data of our company as of and for the years ended December 31, 2009, 2010, 2011, 2012 and 2013. Except for amounts presented in U.S. dollars, the selected historical consolidated statement of financial position data and consolidated statement of profit or loss and other comprehensive income data as of and for the years ended December 31, 2009, 2010, 2011, 2012 and 2013 set forth below are derived from, should be read in conjunction with, and are qualified in their entirety by reference to, our consolidated financial statements and their notes under "Item 18—Financial Statements" and "Item 5—Operating and Financial Review and Prospects" in this annual report. As disclosed above under "Special Note on the Financial Information and Certain Statistical Information Presented in This Annual Report", our consolidated financial statements as of and for the years ended December 31, 2013 have been prepared and presented in accordance with IFRS.

	Year ended December 31,											
	2009		2010(1)		2011		2012		2013		2013	
	Rmb		Rmb		Rmb		Rmb		Rmb		US\$	
			(in mill	lion	s, except p	er sl	hare and p	er A	DS data)			
Statement of Profit or Loss and												
Other Comprehensive Income												
Data:												
Operating revenues:												
Oil and gas sales	83,914		146,134		189,279		194,774		226,445		37,406	
Marketing revenues	20,752		32,446		50,469		50,771		55,495		9,167	
Other income	529		1,456		1,196		2,082		3,917		647	
Total operating revenues	105,195		180,036		240,944		247,627		285,857		47,220	
Expenses:												
Operating expenses	(12,490)	(15,647)	(18,264)	(21,445)	(30,014)	(4,958)
Taxes other than income tax	(3,888)	(7,109)	(10,332)	(15,632)	(15,937)	(2,632)
Exploration expenses	(3,234)	(5,483)	(5,220)	(9,043)	(17,120)	(2,828)
Depreciation, depletion and	(15,943)	(26,756)	(30,521)	(32,903)	(56,456)	(9,326)
amortization												
Special oil gain levy	(6,357)	(17,706)	(31,982)	(26,293)	(23,421)	(3,869)
Impairment and provision	(7)	(27)	(22)	(31)	45		7	
Crude oil and product purchases	(20,455)	(32,236)	(50,307)	(50,532)	(53,386)	(8,819)
	(2,264)	(3,039)	(2,854)	(3,377)	(7,859)	(1,298)

expenses												
Others	(232)	(888)	(835)	(1,230)	(3,206)	(529)
Total expenses	(64,870)	(108,891)	(150,337)	(160,486)	(207,354)	(34,252)
Profit from operating activities	40,325		71,145		90,607		87,141		78,503		12,968	
Interest income	638		618		1,196		1,002		1,092		181	
Finance costs	(535)	(1,122)	(1,707)	(1,603)	(3,457)	(571)
Exchange gains, net	54		995		637		359		873		144	
Investment income	200		427		1,828		2,392		2,611		431	
Share of profits of associates	173		199		320		284		133		22	
Share of profits/(losses) of a	-		199		247		(311)	762		126	
joint venture												
Non-operating	(34)	142		(563)	908		334		55	
income/(expenses), net												
Profit before tax	40,821		72,603		92,565		90,172		80,851		13,356	
	,											

Selling and administrative

	2009		2010(1)		Year ende 2011	d D	ecember 3 2012	1,	2013		2013	
	Rmb		Rmb		Rmb		Rmb		Rmb		US\$	
			(in mill	lion	s, except p	er sl	hare and po	er A	DS data)			
	(11.005	`	(10.102	`	(22.210	~	(0(401	``	(24.200	`	(1.000	>
Income tax expense	(11,335)	(18,193)	(22,310)	(26,481)	(24,390)	(4,029)
Profit for the year	29,486		54,410		70,255		63,691		56,461		9,327	
Earnings per share (basic)(2)	0.66		1.22		1.57		1.43		1.26		0.21	
Earnings per share (diluted) (3)	0.66		1.21		1.57		1.42		1.26		0.21	
Earnings per ADS (basic) (2)	66.01		121.81		157.28		142.66		126.46		20.89	
Earnings per ADS (diluted) (3)	65.86		121.39		156.63		142.14		126.07		20.82	
	00100		121.07		100100				120107		20102	
Dividend per share												
Interim	0.176		0.181		0.204		0.122		0.198		0.03	
Proposed final	0.176		0.211		0.227		0.259		0.252		0.04	
)ece	mber 31,					
	2009		2010(1)		2011		2012		2013		2013	
	Rmb		Rmb		Rmb		Rmb		Rmb		US\$	
					(in	mill	ions)					
Statement of Financial Position												
Data:	00 (15		27.007		22 (7)		55.004		14.210		0.065	
Cash and cash equivalents	22,615		27,287		23,678		55,024		14,318		2,365	
Available-for sale financial	0.500		10.040		07.576		(1 505		51 102		0.440	
assets	8,582		18,940		27,576		61,795		51,103		8,442	
Held-to-maturity financial assets	-		3,040		23,467		-		-		-	
Current assets	70,871		99,384		131,923		170,894		146,552		24,209	
Property, plant and equipment, net	165,320		186,678		220,567		252,132		419,102		69,231	
Investments in associates	1,727		1,781		2,822		3,857		419,102		676	
Investments in a joint venture	1,727		20,823		2,822		20,160		20,303		3,354	
Intangible assets	1,230		1,148		1,033		20,100 973		20,303 17,000		2,808	
Long term available-for-sale	1,230		1,140		1,055)15		17,000		2,000	
financial assets	3,120		8,616		7,365		7,051		6,798		1,123	
Total assets	242,268		318,430		384,264		456,070		621,473		102,660	
Current loans and borrowings	122		21,194		19,919		28,830		49,841		8,233	
Current liabilities	31,042		68,423		70,216		82,437		128,948		21,301	
Long term loans and borrowings,	,				,		,				,	
net of current portion	18,570		9,859		18,076		29,056		82,011		13,547	
Total non-current liabilities	37,291		34,241		51,192		63,853		150,905		24,927	
Total liabilities	68,333		102,664		121,408		146,290		279,853		46,228	
Capital stock	43,078		43,078		43,078		43,078		43,081		7,116	
Shareholders' equity	173,936		215,766		262,856		309,780		341,620		56,432	

⁽¹⁾From January 1, 2011, the Company adopted IFRS 10-Consolidated Financial Statements, IFRS 11-Joint Arrangements, IFRS 12-Disclosure of Interest in Other Entities, IAS 27 (Revised)-Separated Financial Statements

and IAS 28 (Revised)-Investments in Associates and Joint Ventures before their mandatory effective date on January 1, 2013. Certain comparative figures have been adjusted.

(2) Earnings per share (basic) and earnings per ADS (basic) for each year from 2009 to 2013 have been computed, without considering the dilutive effect of the shares underlying our share option schemes and, as applicable, convertible bonds, by dividing profit by the weighted average number of shares and the weighted average number of ADSs of 44,669,199,984 and 446,692,000, respectively, for 2009, 44,669,199,984 and 446,692,000, respectively, for 2010, 44,668,570,359 and 446,685,704, respectively, for 2011, 44,646,305,984 and 446,463,060, respectively, for 2012, and 44,646,825,847 and 446,468,258, respectively, for 2013, in each case based on a ratio of 100 shares to one ADS.

(3) Earnings per share (diluted) and earnings per ADS (diluted) for each year from 2009 to 2013 have been computed, after considering the dilutive effect of the shares underlying our share option schemes and, as applicable, convertible bonds, by using 44,771,714,329 shares and 447,717,143 ADSs for 2009, 44,821,187,466 shares and 448,211,875 ADSs for 2010, 44,853,615,010 shares and 448,536,150 ADSs for 2011, 44,808,042,330 shares and 448,080,423 ADSs for 2012 and 44,787,119,089 shares and 447,871,191 ADSs for 2013.

					Year ende	d De	ecember 3	1,					
	2009		2010(1)		2011		2012		2013		2013		
	Rmb		Rmb		Rmb		Rmb		Rmb		US\$		
	(in millions, except percentages and ratios)												
Other Financial Data:													
Capital expenditures paid(2)	39,376		28,332		36,823		54,331		79,716		13,168		
Cash provided by/(used for):													
Operating activities	49,624		70,883		116,171		92,574		110,891		18,318		
Investing activities	(37,307)	(64,203)	(99,036)	(63,797)	(170,032)	(28,087)	
Financing activities	(9,403)	(1,610)	(20,246)	2,584		18,601		3,073		
Gearing ratio(3)	9.7	%	12.6	%	12.6	%	15.7	%	27.8	%	27.8	%	

- (1)From January 1, 2011, the Company adopted IFRS 10-Consolidated Financial Statements, IFRS 11-Joint Arrangements, IFRS 12-Disclosure of Interest in Other Entities, IAS 27 (Revised)-Separated Financial Statements and IAS 28 (Revised)-Investments in Associates and Joint Ventures before their mandatory effective date on January 1, 2013. Certain comparative figures have been adjusted.
- (2) Capital expenditures paid exclude those relating to acquisition of oil and gas properties.

(3)

Interest bearing debt divided by the sum of interest bearing debt and equity.

The following table sets forth the noon buying rates between U.S. dollars and Renminbi as set forth in the H.10 weekly statistical release of the Federal Reserve Board for the periods indicated:

Period	End	Noon Buy Average(1) (Rmb per U	High	Low
2009	6.8259	6.8295	6.8470	6.8176
2010	6.6000	6.7603	6.8330	6.6000
2011	6.2939	6.4475	6.6364	6.2939
2012	6.2301	6.2990	6.3879	6.2221
2013	6.0537	6.1412	6.2438	6.0537
October 2013	6.0943	_	6.1209	6.0815
November 2013	6.0922		6.0993	6.0903
December 2013	6.0537		6.0927	6.0537
January 2014	6.0590	—	6.0600	6.0402
February 2014	6.1448		6.1448	6.0591
March 2014	6.2164	—	6.2273	6.1183

(1)Determined by averaging the noon buying rates on the last business day of each month during the relevant period.

On March 31, 2014, the noon buying rate between U.S. dollars and Renminbi as set forth in the H.10 weekly statistical release of the Federal Reserve Board was Rmb 6.2164 to US\$1.00.

The following table sets forth the noon buying rates between U.S. dollars and Hong Kong dollars as set forth in the H.10 weekly statistical release of the Federal Reserve Board for the periods indicated.

		Noon Buy	ing Rate	
Period	End	Average(1)	High	Low
		(HK\$ per U	JS\$1.00)	
2009	7.7536	7.7513	7.7618	7.7495
2010	7.7810	7.7692	7.8040	7.7501
2011	7.7663	7.7793	7.8087	7.7634
2012	7.7507	7.7556	7.7699	7.7493
2013	7.7539	7.7565	7.7654	7.7503
October 2013	7.7530	—	7.7545	7.7524
November 2013	7.7526		7.7535	7.7512
December 2013	7.7539		7.7550	7.7517
January 2014	7.7642		7.7663	7.7534
February 2014	7.7608			