

CNOOC LTD  
Form FWP  
May 03, 2013

*Filed Pursuant to Rule 433*

*Registration No. 333-188261*

*Registration No. 333-188261-01*

*Issuer Free Writing Prospectus dated May 2, 2013*

*Relating to Preliminary Prospectus Supplement dated May 1, 2013*

**CNOOC LIMITED**

**Pricing Term Sheet**

**1.125% Notes due 2016 (the 2016 Notes )**

Issuer:	CNOOC Finance (2013) Limited
Guarantor:	CNOOC Limited
Principal Amount:	US\$750,000,000
Maturity Date:	May 9, 2016
Coupon:	1.125%
Public Offering Price:	99.648% of principal amount
Ranking:	Senior unsecured
Format:	SEC registered
Listing:	The Stock Exchange of Hong Kong Limited
Denomination:	US\$200,000 and integral multiples of US\$1,000 in excess thereof
Yield to Maturity:	1.245%
Spread to Benchmark Treasury:	0.950%
Benchmark Treasury:	0.250% due 04/2016
Benchmark Treasury Price and Yield:	99-27 <sup>3</sup> / <sub>4</sub> and 0.295%
Interest Payment Dates:	May 9 and November 9, commencing November 9, 2013
Interest Record Dates:	April 24 and October 25 immediately preceding each Interest Payment Date
Day Count Convention:	30/360
Optional Redemption:	Treasury Rate plus 10 basis points
Trade Date:	May 2, 2013
Settlement Date:	May 9, 2013
Expected Listing Date:	On or about May 10, 2013
CUSIP/ISIN:	12625G AA2 / US12625GAA22
Ratings*:	Aa3 by Moody s / AA- by S&P
Joint Lead Managers and Joint Bookrunners:	BOCI Asia Limited

Bank of China (Hong Kong) Limited

Bank of China Limited

China International Capital Corporation Hong Kong Securities Limited

Citigroup Global Markets Inc.

Credit Suisse Securities (USA) LLC

Goldman Sachs (Asia) L.L.C.

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J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith Incorporated

UBS AG, Hong Kong Branch  
CCB International Capital Limited

ICBC International Securities Limited

Scotia Capital (USA) Inc.

Société Générale

Co-Managers:

**1.750% Notes due 2018 (the 2018 Notes )**

Issuer: CNOOC Finance (2013) Limited  
 Guarantor: CNOOC Limited  
 Principal Amount: US\$750,000,000  
 Maturity Date: May 9, 2018  
 Coupon: 1.750%  
 Public Offering Price: 99.539% of principal amount  
 Ranking: Senior unsecured  
 Format: SEC registered  
 Listing: The Stock Exchange of Hong Kong Limited  
 Denomination: US\$200,000 and integral multiples of US\$1,000 in excess thereof  
 Yield to Maturity: 1.847%  
 Spread to Benchmark Treasury: 1.200%  
 Benchmark Treasury: 0.625% due 04/2018  
 Benchmark Treasury Price and Yield: 99-28+ and 0.647%  
 Interest Payment Dates: May 9 and November 9, commencing November 9, 2013  
 Interest Record Dates: April 24 and October 25 immediately preceding each Interest Payment Date  
 Day Count Convention: 30/360  
 Optional Redemption: Treasury Rate plus 10 basis points  
 Trade Date: May 2, 2013  
 Settlement Date: May 9, 2013  
 Expected Listing Date: On or about May 10, 2013  
 CUSIP/ISIN: 12625G AB0 / US12625GAB05  
 Ratings\*: Aa3 by Moody's / AA- by S&P  
 Joint Lead Managers and Joint Bookrunners: BOCI Asia Limited

Bank of China (Hong Kong) Limited

Bank of China Limited

China International Capital Corporation Hong Kong Securities Limited

Citigroup Global Markets Inc.

Credit Suisse Securities (USA) LLC

Goldman Sachs (Asia) L.L.C.

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith Incorporated

UBS AG, Hong Kong Branch  
CCB International Capital Limited

Co-Managers:

ICBC International Securities Limited

Scotia Capital (USA) Inc.

Société Générale

**3.000% Notes due 2023 (the 2023 Notes )**

Issuer: CNOOC Finance (2013) Limited  
 Guarantor: CNOOC Limited  
 Principal Amount: US\$2,000,000,000  
 Maturity Date: May 9, 2023  
 Coupon: 3.000%  
 Public Offering Price: 98.477% of principal amount  
 Ranking: Senior unsecured  
 Format: SEC registered  
 Listing: The Stock Exchange of Hong Kong Limited  
 Denomination: US\$200,000 and integral multiples of US\$1,000 in excess thereof  
 Yield to Maturity: 3.179%  
 Spread to Benchmark Treasury: 1.550%  
 Benchmark Treasury: 2.000% due 02/2023  
 Benchmark Treasury Price and Yield: 103-11 and 1.629%  
 Interest Payment Dates: May 9 and November 9, commencing November 9, 2013  
 Interest Record Dates: April 24 and October 25 immediately preceding each Interest Payment Date  
 Day Count Convention: 30/360  
 Optional Redemption: Treasury Rate plus 20 basis points  
 Trade Date: May 2, 2013  
 Settlement Date: May 9, 2013  
 Expected Listing Date: On or about May 10, 2013  
 CUSIP/ISIN: 12625G AC8 / US12625GAC87  
 Ratings\*: Aa3 by Moody's / AA- by S&P  
 Joint Lead Managers and Joint Bookrunners: BOCI Asia Limited

Bank of China (Hong Kong) Limited

Bank of China Limited

China International Capital Corporation Hong Kong Securities Limited

Citigroup Global Markets Inc.

Credit Suisse Securities (USA) LLC

Goldman Sachs (Asia) L.L.C.

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith Incorporated

Co-Managers:

UBS AG, Hong Kong Branch  
CCB International Capital Limited

ICBC International Securities Limited

Scotia Capital (USA) Inc.

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**4.250% Notes due 2043 (the 2043 Notes )**

Issuer: CNOOC Finance (2013) Limited  
 Guarantor: CNOOC Limited  
 Principal Amount: US\$500,000,000  
 Maturity Date: May 9, 2043  
 Coupon: 4.250%  
 Public Offering Price: 98.515% of principal amount  
 Ranking: Senior unsecured  
 Format: SEC registered  
 Listing: The Stock Exchange of Hong Kong Limited  
 Denomination: US\$200,000 and integral multiples of US\$1,000 in excess thereof  
 Yield to Maturity: 4.339%  
 Spread to Benchmark Treasury: 1.500%  
 Benchmark Treasury: 2.750% due 11/2042  
 Benchmark Treasury Price and Yield: 98-7+ and 2.839%  
 Interest Payment Dates: May 9 and November 9, commencing November 9, 2013  
 Interest Record Dates: April 24 and October 25 immediately preceding each Interest Payment Date  
 Day Count Convention: 30/360  
 Optional Redemption: Treasury Rate plus 30 basis points  
 Trade Date: May 2, 2013  
 Settlement Date: May 9, 2013  
 Expected Listing Date: On or about May 10, 2013  
 CUSIP/ISIN: 12625G AD6 / US12625GAD60  
 Ratings\*: Aa3 by Moody's / AA- by S&P  
 Joint Lead Managers and Joint Bookrunners: BOCI Asia Limited

Bank of China (Hong Kong) Limited

Bank of China Limited

China International Capital Corporation Hong Kong Securities Limited

Citigroup Global Markets Inc.

Credit Suisse Securities (USA) LLC

Goldman Sachs (Asia) L.L.C.

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith Incorporated

UBS AG, Hong Kong Branch  
CCB International Capital Limited

Co-Managers:

ICBC International Securities Limited

Scotia Capital (USA) Inc.

Société Générale

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) and a prospectus supplement with the Securities and Exchange Commission ( SEC ) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, copies of the prospectus supplement and the accompanying prospectus may be obtained from CICC US Securities, Inc, 350 Park Avenue, 28th Floor, New York, New York 10022, telephone: 1-646-794-8800; Citigroup Global Markets Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: 1-800-831-9146; Credit Suisse Securities (USA) LLC, Eleven Madison Avenue, New York, New York 10010-3629, telephone: 1-212-325-2000; Prospectus Department, Goldman Sachs & Co, 100 Burma Road, Jersey City, New Jersey 07305, , telephone: 1-866-471-2526 / 1-212-902-1171; J.P. Morgan Securities LLC, 383 Madison Avenue, New York, New York 10179, , telephone: 1-212-834-4533; Merrill Lynch, Pierce, Fenner & Smith Incorporated, 222 Broadway, 11th Floor, New York, New York 10038, telephone: 1-800-294-1322; or Fixed Income Syndicate, UBS Securities LLC, 677 Washington Boulevard, Stamford, Connecticut 06901, telephone: 1-203-719-1088.

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