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CNOOC LTD
Form F-6 POS
March 16, 2004

As filed with the U.S. Securities and Exchange Commission on March 16, 2004
Registration No. 333-10954

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 3 TO
FORM F-6

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depositary Shares Evidenced by American Depositary Receipts

CNOOC LIMITED

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

Hong Kong

(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK

(Exact name of depositary as specified in its charter)

4 New York Plaza, New York, NY 10004
Telephone (212) 623-0636

(Address, including zip code, and telephone number, including area
code, of depositary's principal executive offices)

Jianfa Li
Lico International, Inc.
10777 Westheimer Road, Suite 840
Houston, TX 77042
(713) 784 - 8598

(Address, including zip code, and telephone number, including
area code, of agent for service)

Copy to:

Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022
(212) 319-7600

It is proposed that this filing become effective under Rule 466

immediately upon filing on [date] at [time]

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If a separate registration statement has been filed to register the deposited shares, check the following box. []

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount To be registered | Proposed maximum aggregate price per unit | Proposed aggregate price |
|---|-------------------------|---|--------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing 100 shares of CNOOC Limited | N/A | N/A | N/A |

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or "American Depositary Receipt") included as Exhibit A to the Amendment No. 1 to Deposit Agreement filed as Exhibit (a)(2) to this Registration Statement, which is incorporated herein by reference.

PART I
INFORMATION REQUIRED IN PROSPECTUS

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | Location in Form of ADR Filed Herewith and Caption |
|--|--|
| (1) Name and address of Depositary | Introductory paragraph and |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face, top center and intro |
| Terms of Deposit: | |

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| | | |
|--------|---|---|
| (i) | Amount of deposited securities represented by one unit of American Depositary Shares | Face, upper right corner a |
| (ii) | Procedure for voting, if any, the deposited securities | Reverse, paragraph (12) |
| (iii) | Collection and distribution of dividends | Face, paragraphs (4), (5) paragraph (10) |
| (iv) | Transmission of notices, reports and proxy soliciting material | Face, paragraphs (3), (5) paragraphs (12), (16) and |
| (v) | Sale or exercise of rights | Face, paragraphs (2), (4) (10) |
| (vi) | Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Face, paragraphs (4) and (10) and (13) |
| (vii) | Amendment, extension or termination of the Deposit Agreement | Reverse, paragraphs (16) a extension) |
| (viii) | Rights of holders of receipts to inspect the transfer books of the Depositary and the list of Holders of receipts | Face, paragraph (3) |
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Face, paragraphs (1), (2), |
| (x) | Limitation upon the liability of the Depositary | Face, paragraph (7); Reven |
| (3) | Fees and Charges | Face, paragraphs (4), (5) |

Item 2. AVAILABLE INFORMATION

| | | |
|-----|---|---------------------|
| (b) | Statement that the foreign issuer is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended and, accordingly, files certain reports with the Securities and Exchange Commission. | Face, paragraph (8) |
|-----|---|---------------------|

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) (1) Form of Deposit Agreement. Deposit Agreement dated as of January 15, 2001 among CNOOC Limited, JPMorgan Chase Bank, as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Previously filed
- (a) (2) Form of Amendment to Deposit Agreement. Form of Amendment No. 1 to Deposit Agreement dated as of March , 2004 among CNOOC Limited, the Depositary and all holders from time to time of ADRs issued thereunder, including the Form of American Depositary Receipt, is filed herewith as Exhibit (a) (2).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. Not Applicable.
- (d) Opinion of counsel to the Depositary, as to the legality of the securities being registered. Previously filed.
- (e) Certification under Rule 466. Filed herewith as Exhibit (e).
- (f) Power of Attorney. Included as part of the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.

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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all of the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on March 16, 2004.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, as Depositary

By: /s/ Joseph M. Leinhauser

Name: Joseph M. Leinhauser
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, CNOOC Limited certifies that it has reasonable grounds to believe that all of the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on March 16, 2004.

CNOOC LIMITED

By: /s/ Chengyu Fu

Name: Chengyu Fu
Title: Chairman of the Board of Directors and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, As Amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated as March 16, 2004.

Signatures

Title

/s/ Chengyu Fu

Chengyu Fu

Chairman of the Board of Directors and
Chief Executive Officer

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| | |
|---|------------------------------------|
| /s/ Shouwei Zhou ----- Shouwei Zhou | Director and President |
| /s/ Longsheng Jiang ----- Longsheng Jiang | Director |
| /s/ Han Luo ----- Han Luo | Director |
| /s/ Sung Hong Chiu ----- Sung Hong Chiu | Independent Non-Executive Director |
| /s/ Kenneth S. Courtis ----- Kenneth S. Courtis | Independent Non-Executive Director |
| /s/ Erwin Schurtenberger ----- Erwin Schurtenberger | Independent Non-Executive Director |
| /s/ Evert Henkes ----- Evert Henkes | Independent Non-Executive Director |

Signatures

Title

| | |
|-------------------------------------|---|
| /s/ Mark Qiu ----- Mark Qiu | Chief Financial Officer and Executive Vice President |
| /s/ Jianfa Li ----- Jianfa Li | Authorized Representative in The United States |

INDEX TO EXHIBITS

Exhibit
Number

Sequentially
Numbered Page

(a) (2) Form of Amendment to Deposit Agreement.
(e) Rule 466 Certification