



**CHINA UNICOM LIMITED** (Stock Code: 762)

(Incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the members of China Unicom Limited (the "Company") will be held at Ball Room A, Level 5, Island Shangri-la Hotel, Two Pacific Place, Supreme Court Road, Queensway, Hong Kong on 12 May 2005 at 4:00 p.m. (or as soon thereafter as the annual general meeting of the Company to be convened at 3:00 p.m. at the same place and date shall have been concluded or adjourned), for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as Ordinary Resolutions:

**ORDINARY RESOLUTIONS**

**"THAT:**

- (1) the transfer agreement of the New CDMA Lease (as defined in the circular to be issued by the Company on 18 April 2005 to its shareholders (the "Circular")) be and are hereby generally and unconditionally approved;
- (2) the transfer agreement of the New Comprehensive Services Agreements (as defined in the Circular) be and are hereby generally and unconditionally approved;
- (3) the transfer agreement of the New Comprehensive Operator Services Agreement (as defined in the Circular) be and are hereby generally and unconditionally approved;
- (4) the New Guoxin Premises Leasing Agreement (as defined in the Circular) be and are hereby generally and unconditionally approved;  
(a copy of each of the New Agreements (as defined in the Circular) has been tabled at the meeting, initialled by the chairman of this meeting and for the purpose of identification marked "A");
- (5) the caps for each of the financial years ending 31 December 2005 and 2006 on each of the Capped Continuing Connected Transactions (as defined in the Circular) be and are hereby generally and unconditionally approved;
- (6) there be no caps on the transaction amount of each of the No Caps Continuing Connected Transactions (as defined in the Circular) be and are hereby generally and unconditionally approved; and
- (7) the directors of the Company be and are hereby authorised to do all such further acts and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the Continuing Connected Transactions."

**The Board of Directors of the Company comprises of:**

Executive Directors:	Chang Xiaobing, Shang Bing, Tong Jilu, Zhao Le, Lo Wing Yan, William and Ye Fengping
Non-executive Director:	Liu Yunjie
Independent Non-executive Directors:	Wu Jinglian, Shan Weijian, Craig O. McCaw (Alternate Director to Craig O. McCaw: C. James Judson) and Cheung Wing Lam, Linus

By Order of the Board  
**Yee Foo Hei**  
Company Secretary

Hong Kong, 18 April 2005

*Notes:*

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more (not exceeding two) proxies to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's registered office at 75th Floor, The Center, 99 Queen's Road Central, Hong Kong, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting should you so wish.
3. In accordance with the Hong Kong Listing Rules, Unicom BVI, the controlling shareholder of the Company, and its respective Associates who are Shareholders will abstain from voting on the resolution to approve (i) the terms of the New Agreements, (ii) the caps for each of the financial years ending 31 December 2005 and 2006 on the Capped Continuing Connected Transactions and (iii) the No Caps Continuing Connected Transactions not being subject to caps. The votes to be taken at the Extraordinary General Meeting will be taken by poll, the results of which will be announced after the Extraordinary General Meeting.