



CHINA UNICOM LIMITED
中國聯通股份有限公司
(incorporated in Hong Kong with limited liability)
(Stock Code: 0762)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of China Unicom Limited (the “Company”) will be held at The Island Ballroom B, Level 5, Island Shangri-La Hotel, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 16 September 2008 at 5:00 p.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting of the Company to be held at the same venue on Tuesday, 16 September 2008 at 4:30 p.m.) (the “Meeting”) for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary or special resolutions:

SPECIAL RESOLUTION

A. “THAT:

- (i) the Articles of Association of the Company be and are hereby amended by adding, immediately after Article 13, a new Article 13A as follows:

“13A. Whenever any fractions arise as a result of an issue of shares by the Company, the Board may, on behalf of the members, deal with the fractional shares in such manner as it thinks fit. In particular, without limitation, the Board may sell the fractional share to which any members would otherwise become entitled to any person and may retain the net proceeds of sale for the benefit of the Company or distribute the net proceeds of sale in due proportion among those members so entitled. For this purpose, the Board may authorise any person to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer of the fractional shares to the purchaser thereof, who shall not be bound to see to the application of the purchase money.”; and

- (ii) the directors of the Company, acting together, individually or by committee, or the company secretary of the Company, be and are hereby authorised to execute all such documents and/or to do all such acts on behalf of the Company which, in his/her/its opinion, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the amendment set out in sub-paragraph (i) above of this resolution.”

ORDINARY RESOLUTIONS

B. “THAT:

- (i) the acquisition of the entire issued share capital of China Netcom Group Corporation (Hong Kong) Limited (“Netcom”), including the Netcom shares underlying the American Depositary Shares issued by Citibank, N.A., each of which represents the ownership of 20 Netcom shares, to be effected by way of a scheme of arrangement under Section 166 of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, on and subject to the terms and conditions set out in the scheme of arrangement (the “Scheme”), in the form of the print which has been produced to this Meeting marked “I” and for the

purposes of identification signed by the Chairman of this Meeting, with any modification thereof or addition thereto or condition approved or imposed by the High Court of the Hong Kong Special Administrative Region, and on and subject to the terms and conditions set out in the circular to the shareholders of the Company dated 15 August 2008 (the “Circular”) be and is hereby approved;

- (ii) conditional upon the Scheme becoming effective in accordance with its terms, the proposal by the Company to the holders of the outstanding options granted by Netcom (the “Netcom Options”) pursuant to the share option scheme adopted by Netcom on 30 September 2004, as amended from time to time, for the cancellation of their outstanding Netcom Options in consideration of the grant by the Company of new options pursuant to the Special Purpose Unicom Share Option Scheme (as defined in sub-paragraph (iv) below) be and is hereby approved;
 - (iii) conditional upon the Scheme becoming effective in accordance with its terms, the allotment and issue of up to 10,292,150,457 new shares of the Company to those persons so entitled pursuant to the Scheme be and are hereby approved;
 - (iv) conditional upon the Scheme becoming effective and The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the shares of the Company to be issued upon the exercise of options granted under the Special Purpose Unicom Share Option Scheme (as defined herein), the adoption of a new share option scheme of the Company (the “Special Purpose Unicom Share Option Scheme”), the rules of which are contained in the document which has been produced to this Meeting marked “II” and for the purposes of identification signed by the Chairman of this Meeting, be and is hereby approved; and
 - (v) the directors of the Company, acting together, individually or by committee, be and are hereby authorised to execute all such documents and/or to do all such acts, which, in the opinion of the directors of the Company, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the transactions set out in sub-paragraphs (i) to (iv) above of this resolution and to agree to any variation, amendment, supplement or waiver of the matters relating thereto as are, in the opinion of the directors of the Company, in the interests of the Company, to the extent such variation, amendment, supplement or waiver does not constitute a material change to the material terms of the transactions set out in sub-paragraphs (i) to (iv) above of this resolution.”
- C.** “**THAT**, subject to the passing of Resolution B above and conditional upon the Scheme becoming effective in accordance with its terms, (i) the Framework Agreement for Engineering and Information Technology Services dated 12 August 2008 (a copy of which has been produced to this Meeting marked “III” and signed by the Chairman of this Meeting for identification purposes) be and is hereby approved, ratified and confirmed; (ii) the continuing connected transactions contemplated under the Engineering and Information Technology Services Agreement 2008-2010 and the Framework Agreement for Engineering and Information Technology Services, as described in paragraph 6 headed “New Continuing Connected Transactions” in the section headed “Letter from the Board” in the Circular, together with the relevant annual caps, be and are hereby approved; and (iii) the directors of the Company, acting together, individually or by committee, be and are hereby authorised to execute all such documents and/or to do all such acts on behalf of the Company which, in the opinion of the directors of the Company, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Framework Agreement for Engineering and Information Technology Services and the continuing connected transactions set out in this resolution.”
- D.** “**THAT**, subject to the passing of Resolution B above and conditional upon the Scheme becoming effective in accordance with its terms, the continuing connected transactions contemplated under the Domestic Interconnection Settlement Agreement 2008-2010, as described in paragraph 6 headed “New Continuing Connected Transactions” in the section headed “Letter from the Board” in the Circular, and for which continuing connected transactions no annual caps have been proposed, be and are hereby approved; and the directors of the Company, acting together, individually or by committee, be and are hereby authorised to execute all such documents and/or to do all such acts on behalf of the Company which, in the opinion of the directors of the Company, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the continuing connected transactions set out in this resolution.”

- E.** “**THAT**, subject to the passing of Resolution B above and conditional upon the Scheme becoming effective in accordance with its terms, the continuing connected transactions contemplated under the International Long Distance Voice Services Settlement Agreement 2008-2010 as described in paragraph 6 headed “New Continuing Connected Transactions” in the section headed “Letter from the Board” in the Circular, and for which continuing connected transactions no annual caps have been proposed, be and are hereby approved; and the directors of the Company, acting together, individually or by committee, be and are hereby authorised to execute all such documents and/or to do all such acts on behalf of the Company which, in the opinion of the directors of the Company, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the continuing connected transactions set out in this resolution.”
- F.** “**THAT**, subject to the passing of Resolution B above and conditional upon the Scheme becoming effective in accordance with its terms, (i) the Framework Agreement for Interconnection Settlement dated 12 August 2008 (a copy of which has been produced to this Meeting marked “IV” and signed by the Chairman of this Meeting for identification purposes) be and is hereby approved, ratified and confirmed; (ii) the continuing connected transactions contemplated under the Framework Agreement for Interconnection Settlement as described in paragraph 6 headed “New Continuing Connected Transactions” in the section headed “Letter from the Board” in the Circular, and for which continuing connected transactions no annual caps have been proposed, be and are hereby approved; and (iii) the directors of the Company, acting together, individually or by committee, be and are hereby authorised to execute all such documents and/or to do all such acts on behalf of the Company which, in the opinion of the directors of the Company, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Framework Agreement for Interconnection Settlement and the continuing connected transactions set out in this resolution.”
- G.** “**THAT**, subject to the passing of Resolution B above and conditional upon the Scheme becoming effective in accordance with its terms, (i) the transfer agreement between China United Telecommunications Corporation Limited, the Company and China Netcom (Group) Company Limited dated 12 August 2008 (a copy of which has been produced to this Meeting marked “V” and signed by the Chairman of this Meeting for identification purposes) be and is hereby approved, ratified and confirmed; (ii) the continuing connected transactions relating to the supply of telephone cards, interconnection arrangements, provision of international telecommunications network gateway, provision of operator-based value-added services, provision of value-added telecommunications services, provision of “10010/10011” customer services and provision of agency services, as described in paragraph 6 headed “New Continuing Connected Transactions” in the section headed “Letter from the Board” in the Circular, and for which continuing connected transactions no annual caps have been proposed, be and are hereby approved; and (iii) the directors of the Company, acting together, individually or by committee, be and are hereby authorised to execute all such documents and/or to do all such acts on behalf of the Company, which, in the opinion of the directors of the Company, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the transfer agreement and the continuing connected transactions set out in this resolution.”

SPECIAL RESOLUTION

- H.** “**THAT**, subject to the passing of Resolution B above and conditional upon the Scheme becoming effective in accordance with its terms, the name of the Company be changed from “China Unicom Limited 中國聯通股份有限公司” to “China Unicom (Hong Kong) Limited 中國聯合網絡通信(香港)股份有限公司” with effect from the date on which the Scheme becomes effective; and the directors of the Company, acting together, individually or by committee, or the company secretary of the Company, be and are hereby authorised to execute all such documents and/or to do all such acts on behalf of the Company which, in his/her/its opinion, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the change of the Company’s name set out in this resolution.”

By order of the Board
China Unicom Limited
Chang Xiaobing
Chairman

Hong Kong, 15 August 2008

Notes:

1. A shareholder of the Company (“Shareholder”) entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A proxy needs not be a Shareholder.
2. The Meeting will be convened at 5:00 p.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting of the Company to be held at the same venue on Tuesday, 16 September 2008 at 4:30 p.m.). The notice of such extraordinary general meeting is dated 1 August 2008. Such notice of extraordinary general meeting, together with the related circular and the form of proxy, can be viewed and downloaded from the website of the Hong Kong Stock Exchange at www.hkexnews.hk or from the website of the Company at www.chinaunicom.com.hk.
3. In order to be valid, a form of proxy together with any power of attorney (if any), or other authority under which it is signed (if any), or a notarially certified copy thereof, shall 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 Meeting**. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Meeting or at any adjourned meeting and, in such event, the form of proxy delivered by such Shareholder shall be deemed to be revoked.
4. Unicom ADS Holders cannot attend or vote at the Meeting directly, but a registered Unicom ADS Holder as at the close of business on 14 August 2008 (New York time) may instruct the Unicom Depository to vote the Unicom Shares underlying his/her/its Unicom ADSs in accordance with the terms of the Unicom ADS Deposit Agreement and the ADS Voting Instruction Card.
5. In accordance with the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, China Unicom (BVI) Limited, the controlling Shareholder, and its associates who are Shareholders will abstain from voting on Resolution G above.
6. The register of the Shareholders will be closed from 11 September 2008 to 16 September 2008 (both days inclusive), during which dates no transfer of shares of the Company will be effected. In order to qualify for voting at the Meeting, all transfers, accompanied by the relevant certificates must be lodged with the Company’s Share Registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 10 September 2008.
7. The votes to be taken at the Meeting will be taken by poll, the results of which will be announced after the Meeting. Under Article 69 of the Articles of Association of the Company, a poll can be demanded by (i) the Chairman of the Meeting, (ii) at least three Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote at the Meeting, (iii) any Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing in aggregate not less than one-tenth of the total voting rights of all Shareholders having the right to attend and vote at the Meeting or (iv) any Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the Meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid on all shares conferring that right.

As at the date of this announcement, the board of directors of Unicom comprises Chang Xiaobing, Tong Jilu, Li Gang and Zhang Junan as executive directors, Lu Jianguo and Lee Suk Hwan as non-executive directors and Wu Jinglian, Shan Weijian, Cheung Wing Lam, Linus, and Wong Wai Ming as independent non-executive directors.