



CHINA UNICOM LIMITED
中國聯通股份有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 0762)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
 TO BE HELD ON 16 SEPTEMBER 2008**

I/We¹ _____

of _____

being the registered holder(s) of _____ shares²
 of HK\$0.10 each in the share capital of China Unicom Limited (the "Company") **HEREBY APPOINT THE
 CHAIRMAN OF THE MEETING³** or _____

of _____

as my/our proxy to attend and act for me/us at the Extraordinary General Meeting of the Company (the "Meeting") to 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.) for the purposes of considering and, if thought fit, passing the resolutions as set out in the Notice of Extraordinary General Meeting to which this form of proxy relates and at the Meeting (and any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below⁴.

SPECIAL RESOLUTION	FOR⁵	AGAINST⁵
<p>A. (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:</p> <p>“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 shares 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</p> <p>(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.</p>		

ORDINARY RESOLUTIONS	FOR ⁵	AGAINST ⁵
<p>B. (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;</p> <p>(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;</p> <p>(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;</p> <p>(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</p> <p>(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.</p>		

ORDINARY RESOLUTIONS	FOR ⁵	AGAINST ⁵
<p>C. 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.</p>		
<p>D. 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.</p>		
<p>E. 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.</p>		
<p>F. 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.</p>		

ORDINARY RESOLUTIONS	FOR ⁵	AGAINST ⁵
<p>G. 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 the 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.</p>		
SPECIAL RESOLUTION	FOR ⁵	AGAINST ⁵
<p>H. 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.</p>		

Dated this _____ day of _____ 2008 Signed⁶ _____

Notes:

1. Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend and vote instead of you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. For further details of the resolutions to which this form of proxy relates, please refer to the Circular. You may download and view the Circular 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.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”. FAILURE TO COMPLETE ANY OR ALL THE BOXES WILL ENTITLE YOUR PROXY TO CAST HIS/HER/ITS VOTES AT HIS/HER/ITS DISCRETION.** Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice of Extraordinary General Meeting to which this form of proxy relates.
6. This form of proxy must be signed by you, or your duly authorised attorney, in writing. If you are a corporation, this form of proxy must be either executed under your common seal or signed by some officer, attorney or other person duly authorised to sign the same in your behalf.
7. In the case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she/it were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
8. To be valid, this form of proxy, together with the 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 registered office of the Company at 75th Floor, The Center, 99 Queen’s Road Central, Hong Kong **AT LEAST 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**
9. The proxy need not be a member of the Company but must attend the Meeting in person in order to represent you.
10. Delivery of this form of proxy shall not preclude you from attending and voting in person at the Meeting if you so wish. In such event, this proxy form shall be deemed to be revoked.