



**CHINA NETCOM GROUP CORPORATION (HONG KONG) LIMITED**

中國網通集團(香港)有限公司

*(incorporated in Hong Kong with limited liability)*

(Stock Code: 0906)

**OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is published pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As China Netcom Group Corporation (Hong Kong) Limited (the “**Company**”) has published the voting instructions for the Court Meeting and Extraordinary General Meeting in relation to the scheme of arrangement of the Company on the website of the New York Stock Exchange, the full text of the document is set out below for information purpose only.

By order of the Board  
**China Netcom Group Corporation**  
**(Hong Kong) Limited**  
**Huo Haifeng      Mok Kam Wan**  
*Joint Company Secretaries*

Hong Kong, 15 August 2008

*As at the date of this announcement, the board of directors of the Company comprises Mr. Zuo Xunsheng, Ms. Li Jianguo and Mr. Li Fushen as executive directors, Mr. Yan Yixun, Mr. Cesareo Alierta Izuel and Mr. José María Álvarez-Pallete as non-executive directors and Mr. John Lawson Thornton, Dr. Qian Yingyi, Mr. Hou Ziqiang and Mr. Timpson Chung Shui Ming as independent non-executive directors.*

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# Court Meeting and Extraordinary General Meeting

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*The Voting Instructions must be signed, completed and received at the indicated address prior to 10:00 A.M. (New York City time) on September 10, 2008 for action to be taken.*

## VOTING INSTRUCTIONS

AMERICAN DEPOSITARY SHARES

### China Netcom Group Corporation (Hong Kong) Limited (the "Company")

ADS CUSIP No.: 16940Q101.  
ADS Record Date: August 14, 2008.  
Meetings Specifics: Court Meeting - September 17, 2008 at 4:00 P.M. (local time) at The Ballroom, Island Shangri-La, Hong Kong.  
Extraordinary General Meeting - September 17, 2008 at 4:30 P.M. (local time) (or as soon thereafter as the Court Meeting of the Company to be held at 4:00 P.M. on the same date and at the same place shall have been concluded or adjourned).  
Meetings Agendas: Please refer to the Company's Notice of Court Meeting and Notice of Extraordinary General Meeting enclosed herewith.  
Depositary: Citibank, N.A.  
Deposit Agreement: Deposit Agreement, dated as of November 9, 2004, by and among the Company, the Depositary and all Holders and Beneficial Owners from time to time of ADRs, evidencing ADSs, issued thereunder.  
Deposited Securities: Ordinary shares, par value U.S. \$0.04 per share, of the Company.  
ADS Ratio: 20 ordinary shares to 1 ADS.  
Custodian: Citibank, N.A. - Hong Kong Office.

The undersigned holder, as of the ADS Record Date, of the American Depositary Receipt(s) issued under the Deposit Agreement and evidencing the American Depositary Shares identified on the reverse side hereof (such American Depositary Shares, the "ADSs"), acknowledges receipt of a copy of the Depositary's Notice of Court Meeting and Extraordinary General Meeting and hereby irrevocably authorizes and directs the Depositary to cause to be voted at the Meetings (and any adjournment or postponement thereof) the Deposited Securities represented by the ADSs in the manner indicated on the reverse side hereof.

*Please note that pursuant to Section 4.10 of the Deposit Agreement, the Depositary (or the Custodian) may vote either on a show of hands, in which case, the Depositary shall vote or shall instruct the Custodian to vote in accordance with instructions received from a majority of Holders giving instructions, or on a poll, in which case the Depositary shall vote or cause the Custodian to vote in accordance with the instructions as received from the Holders giving instructions.*

*Please further note that, as set forth in Section 4.10 of the Deposit Agreement, under the Articles of Association of the Company (as in effect on the date thereof), a poll may be demanded at any meeting by (i) the chairman of the meeting, (ii) at least three shareholders present in person or by proxy and entitled to vote at the meeting, (iii) a shareholder or shareholders present in person or by proxy (1) who represent in the aggregate not less than 10% of the total voting rights of all shareholders having the right to attend and vote at the meeting, or (2) who hold shares of the Company conferring the right to attend and vote at the meeting on which there have been sums in the aggregate equal to not less than 10% of the total sum paid up on all shares of the Company conferring that right. The Depositary will not join in demanding a poll, whether or not requested to do so by Holders of the ADSs.*

*Please also note that, in accordance with and subject to the terms of Section 4.10 of the Deposit Agreement, if the Depositary shall not have received the Voting Instructions from an ADR Holder on or prior to the ADS Voting Instructions Deadline, such Holder shall be deemed and the Depositary shall deem such Holder to have instructed the Depositary to provide a discretionary proxy to a person designated by the Company for the purpose of exercising the voting rights pertaining to the Deposited Securities represented by such Holder's ADSs; provided, however, that no such discretionary proxy will be given by the Depositary with respect to a particular item in the event that the vote is on a show of hands or as otherwise set forth in Section 4.10 of the Deposit Agreement.*

*Voting instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities.*

*In addition, please note that the Depositary shall, if so requested in writing by the Company, represent all Deposited Securities for the sole purpose of establishing a quorum at the Meeting.*

Please indicate on the reverse side hereof how the Deposited Securities are to be voted.

The Voting Instructions must be marked, signed and returned on time in order to be counted.

By signing on the reverse side hereof, the undersigned represents to the Depositary and the Company that the undersigned is duly authorized to give the Voting Instructions contained herein.

**Items to be voted on at the Court Meeting - 4:00 P.M.**

1. To approve the Scheme of Arrangement (the "Scheme") between the Company and the holders of Scheme shares, as described in more detail in the enclosed Scheme Document.

**Items to be voted on at the Extraordinary General Meeting - 4:30 P.M.**

2. **THAT:**

- (A) the Scheme of Arrangement dated August 15, 2008 (the "Scheme") between the Company and the holders of the Scheme Shares (as defined in the Scheme) in the form of the print which has been produced to this Meeting 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, be and is hereby approved; and
- (B) for the purposes of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
- (1) the authorized and issued share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares;
  - (2) subject to and forthwith upon such reduction of share capital taking effect, the authorized share capital of the Company be increased to its former amount of US\$1,000,000,000 by the creation of such number of ordinary shares of US\$0.04 each in the capital of the Company as shall be equal to the number of the Scheme Shares cancelled; and
  - (3) the Company shall apply the credit arising in its books of account as a result of such reduction of share capital in paying up in full at par the ordinary shares of US\$0.04 each in the capital of the Company to be created as aforesaid, which new shares shall be allotted and issued, credited as fully paid, to China Unicom Limited or to such party as it may direct and the directors of the Company be and are hereby unconditionally authorised to allot and issue the same accordingly.

**A** Issues

**China Netcom Group Corporation (Hong Kong) Limited**

**Court Meeting**

**Extraordinary General Meeting**

Resolution 1

For    Against    Abstain  
       

Resolution 2

For    Against    Abstain  
       

**B** Authorized Signatures - Sign Here - This section must be completed for your instructions to be executed.

If these Voting Instructions are signed and timely returned to the Depository but no specific direction as to voting is marked above as to an Issue, the undersigned shall be deemed to have directed the Depository to give voting instructions "FOR" the unmarked issue.

Please be sure to sign and date this Voting Instruction Card.

Please sign your name to the Voting Instructions exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each MUST sign. Voting Instructions executed by a corporation should be in full name by a duly authorized officer with full title as such.

Signature 1 - Please keep signature within the box

Signature 2 - Please keep signature within the box

Date (mm/dd/yyyy)

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