



CHINA UNICOM (HONG KONG) LIMITED

中國聯合網絡通信（香港）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 21 DECEMBER 2012

I/We¹ _____

of _____

being the registered holder(s) of _____ shares²
of HK\$0.10 each in the share capital of China Unicom (Hong Kong) 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 Ballroom A, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 21 December 2012 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the resolution 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 resolution as indicated below⁴.

ORDINARY RESOLUTION	FOR ⁵	AGAINST ⁵
<p>The transfer agreement dated 21 November 2012 (the "Transfer Agreement") entered into between China United Network Communications Corporation Limited ("CUCL") and China United Network Communications Limited ("Unicom A Share Company") relating to the transfer of all of the rights and obligations of Unicom A Share Company under the Equity Acquisition Agreement (as defined in the circular to the shareholders of the Company dated 29 November 2012, of which this Notice forms part) relating to the acquisition of 100% of the equity interest of Unicom New Horizon Telecommunications Company Limited (the "Proposed Acquisition") to CUCL so that CUCL will enter into the Proposed Acquisition on the same terms (including the consideration payable) as those set out in the Equity Acquisition Agreement, a copy of each of the Equity Acquisition Agreement and the Transfer Agreement having been produced to this Meeting marked "A" and "B", respectively, and signed by the Chairman of this Meeting for identification purposes, be and is hereby approved, ratified and confirmed, 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 as they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Transfer Agreement and the transactions contemplated therein.</p>		

Dated this _____ day of _____ 2012 Signed⁶ _____

Notes:

- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**.
- 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).
- 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.**
- For further details of the resolution 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.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST". Failure to complete the appropriate box 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/her/its discretion on any resolution properly put to the Meeting other than that referred to in the Notice of Extraordinary General Meeting to which this form of proxy relates.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
- 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).
- 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.**
- The proxy need not be a member of the Company but must attend the Meeting in person in order to represent you.
- 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.