



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 3 NOVEMBER 2009**

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 Concord Room, 8/F, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 3 November 2009 at 3:00 p.m. for the purpose 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.

SPECIAL RESOLUTION	FOR ⁵	AGAINST ⁵
<p>(a) The terms of the draft agreement (the “Share Repurchase Agreement”, a copy of which has been produced to this Meeting marked “A” and signed by the Chairman of this Meeting for identification purposes) proposed to be entered into between the Company and SK Telecom Co., Ltd. (“SKT”) pursuant to which SKT will sell, and the Company will purchase, 899,745,075 fully paid-up shares of HK\$0.10 each in the capital of the Company (the “Repurchase Shares”) on the terms set out in the Share Repurchase Agreement for a total consideration of HK\$9,991,669,057.87, being HK\$11.105 for each Repurchase Share, to be satisfied on completion in cash (the “Share Repurchase”), be and are hereby approved;</p> <p>(b) any Director be and is hereby authorised to execute the Share Repurchase Agreement on behalf of the Company; and</p> <p>(c) the Directors, acting together, individually or by committee, be and are hereby authorised to execute all such documents and/or do all such acts on behalf of the Company as they may consider necessary, desirable or expedient to give effect to the Share Repurchase and the Share Repurchase Agreement.</p>		

Dated this _____ day of _____ 2009 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 INITIALLED 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 VOTE 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 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 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 on your behalf.
- 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 share 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.