

CHINA UNICOM BVI LTD

Form SC 13D/A

December 24, 2008

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 13D/A**

**(Rule 13d-101. Information to be Included in Statements Filed Pursuant to  
§ 240.13d-1(a) and Amendments Thereto Filed  
Pursuant to § 240.13d-2(a))  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)  
China Unicom (Hong Kong) Limited**

**(Name of Issuer)  
Ordinary Shares, Par Value HK\$0.10 Per Share**

**(Title of Class of Securities)  
16945R 10 4**

**(CUSIP Number)  
Chu Ka Yee  
China Unicom (Hong Kong) Limited  
75<sup>th</sup> Floor, The Center  
99 Queen s Road Central  
Hong Kong  
Telephone: (+852) 2121 3220**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)  
December 16, 2008**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

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SIGNATURE

Schedule II

EXHIBIT C

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1.	NAME OF REPORTING PERSON	CHINA UNITED NETWORK COMMUNICATIONS GROUP COMPANY LIMITED <sup>(1)</sup>
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(A) <input type="radio"/> (B) <input type="radio"/>
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS:	OO
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)	<input type="radio"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION:	PEOPLE S REPUBLIC OF CHINA
	7. SOLE VOTING POWER:	None
	8. SHARED VOTING POWER:	16,733,353,135 <sup>(1)</sup>
	9. SOLE DISPOSITIVE POWER:	None
	10. SHARED DISPOSITIVE POWER:	9,725,000,020

NUMBER OF  
SHARES BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	16,733,353,135 <sup>(1)</sup>
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	o
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	70.4% <sup>(1)</sup>
14.	TYPE OF REPORTING PERSON:	CO

(1) Formerly known as  
China United  
Telecommunications  
Corporation  
( **Unicom Group** ).

(2) Includes  
(i) 9,725,000,020  
Unicom Shares (as  
defined in Item 1 of  
the Schedule 13D  
filed with the  
Securities and  
Exchange  
Commission on  
October 27, 2008  
(the **Schedule 13D** ))  
held by China  
Unicom  
(BVI) Limited, a  
company  
incorporated in the  
British Virgin Islands  
( **Unicom BVI** ), and  
(ii) 7,008,353,115  
Unicom Shares held  
by China Netcom  
Group Corporation  
(BVI) Limited, a  
company  
incorporated in the  
British Virgin Islands

( **Netcom BVI** )  
(including one  
Unicom Share held  
by CNC Cayman  
Limited, a  
wholly-owned  
subsidiary of Netcom  
BVI incorporated in  
the Cayman Islands  
( **CNC Cayman** )) as  
to which the  
Reporting Person  
may be deemed to be  
the beneficial owner  
due to its beneficial  
ownership interest in  
Unicom BVI and the  
formation of a group  
(as defined in  
Rule 13d-5(b)(1)  
under the Securities  
Exchange Act of  
1934, as amended  
(the **Exchange Act** ))  
between Unicom  
BVI and Netcom  
BVI as a result of the  
Concert Party  
Agreement as  
described in Items 3  
and 4 of the  
Schedule 13D. The  
Reporting Person  
disclaims beneficial  
ownership of the  
7,008,353,115  
Unicom Shares held  
by Netcom BVI.

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1.	NAME OF REPORTING PERSON	CHINA UNITED TELECOMMUNICATIONS CORPORATION LIMITED
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(A) <input type="radio"/> (B) <input type="radio"/>
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS:	OO
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)	<input type="radio"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION:	PEOPLE S REPUBLIC OF CHINA
	7. SOLE VOTING POWER:	None
	8. SHARED VOTING POWER:	16,733,353,135 <sup>(1)</sup>
	9. SOLE DISPOSITIVE POWER:	None
	10. SHARED DISPOSITIVE POWER:	9,725,000,020
11.	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	16,733,353,135 <sup>(1)</sup>

AGGREGATE AMOUNT BENEFICIALLY OWNED BY  
EACH REPORTING PERSON:

- |     |  |                      |
|-----|--|----------------------|
| 12. | CHECK IF THE AGGREGATE AMOUNT IN ROW (11)<br>EXCLUDES CERTAIN SHARES | o                    |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT<br>IN ROW (11):               | 70.4% <sup>(1)</sup> |
| 14. | TYPE OF REPORTING PERSON:  | CO                   |

- (1) Includes
- (i) 9,725,000,020 Unicom Shares (as defined in Item 1 of the Schedule 13D) held by Unicom BVI and
  - (ii) 7,008,353,115 Unicom Shares held by Netcom BVI (including one Unicom Share held by CNC Cayman) as to which the Reporting Person may be deemed to be the beneficial owner due to its beneficial ownership interest in Unicom BVI and the formation of a group (as defined in Rule 13d-5(b)(1) under the Exchange Act) between Unicom BVI and Netcom BVI as a result of

the Concert Party Agreement as described in Items 3 and 4 of the Schedule 13D. The Reporting Person disclaims beneficial ownership of the 7,008,353,115 Unicom Shares held by Netcom BVI.

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1.	NAME OF REPORTING PERSON	CHINA UNICOM (BVI) LIMITED
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(A) <input checked="" type="checkbox"/> (B) <input type="checkbox"/>
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS:	OO
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)	<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION:	BRITISH VIRGIN ISLANDS
	7.	SOLE VOTING POWER: None
	8.	SHARED VOTING POWER: 16,733,353,135 <sup>(1)</sup>
	9.	SOLE DISPOSITIVE POWER: None
	10.	SHARED DISPOSITIVE POWER: 9,725,000,020
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	16,733,353,135 <sup>(1)</sup>

- |     |   |                      |
|-----|---|----------------------|
| 12. | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | o                    |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):               | 70.4% <sup>(1)</sup> |
| 14. | TYPE OF REPORTING PERSON:   | CO                   |

(1) Includes  
 (i) 9,725,000,020 Unicom Shares (as defined in Item 1 of the Schedule 13D) held by the Reporting Person and  
 (ii) 7,008,353,115 Unicom Shares held by Netcom BVI (including one Unicom Share held by CNC Cayman) as to which the Reporting Person may be deemed to have acquired beneficial ownership due to the formation of a group (as defined in Rule 13d-5(b)(1) under the Exchange Act) between the Reporting Person and Netcom BVI as a result of the Concert Party Agreement as described in Items 3 and 4 of the Schedule 13D.



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1.	NAME OF REPORTING PERSON	CHINA NETWORK COMMUNICATIONS GROUP CORPORATION
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(A) <input type="radio"/> (B) <input type="radio"/>
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS:	OO
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)	<input type="radio"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION:	PEOPLE S REPUBLIC OF CHINA
	7.	SOLE VOTING POWER: None
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
	8.	SHARED VOTING POWER: 16,733,353,135 <sup>(1)</sup>
	9.	SOLE DISPOSITIVE POWER: None
	10.	SHARED DISPOSITIVE POWER: 7,008,353,115
11.		16,733,353,135 <sup>(1)</sup>

AGGREGATE AMOUNT BENEFICIALLY OWNED BY  
EACH REPORTING PERSON:

- |     |  |                      |
|-----|--|----------------------|
| 12. | CHECK IF THE AGGREGATE AMOUNT IN ROW (11)<br>EXCLUDES CERTAIN SHARES | o                    |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN<br>ROW (11):               | 70.4% <sup>(1)</sup> |
| 14. | TYPE OF REPORTING PERSON:  | CO                   |

- (1) Includes
- (i) 7,008,353,115 Unicom Shares (as defined in Item 1 of the Schedule 13D) held by Netcom BVI (including one Unicom Share held by CNC Cayman) and
  - (ii) 9,725,000,020 Unicom Shares held by Unicom BVI as to which the Reporting Person may be deemed to be the beneficial owner due to its beneficial ownership interest in Netcom BVI and the formation of a group (as defined in Rule 13d-5(b)(1) under the Exchange Act) between Unicom BVI and Netcom BVI as a result of

the Concert Party Agreement as described in Items 3 and 4 of the Schedule 13D. The Reporting Person disclaims beneficial ownership of the 9,725,000,020 Unicom Shares held by Unicom BVI.

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CHINA NETCOM  
GROUP  
CORPORATION (BVI)  
LIMITED

1. NAME OF REPORTING PERSON

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A)   
(B)

3. SEC USE ONLY

4. SOURCE OF FUNDS:

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

BRITISH VIRGIN  
ISLANDS

7. SOLE VOTING POWER:

None

NUMBER OF  
SHARES BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

8. SHARED VOTING POWER:

16,733,353,135<sup>(1)</sup>

9. SOLE DISPOSITIVE POWER:

None

10. SHARED DISPOSITIVE POWER:

7,008,353,115

11.

16,733,353,135<sup>(1)</sup>

AGGREGATE AMOUNT BENEFICIALLY OWNED BY  
EACH REPORTING PERSON:

- |     |  |                      |
|-----|--|----------------------|
| 12. | CHECK IF THE AGGREGATE AMOUNT IN ROW (11)<br>EXCLUDES CERTAIN SHARES | o                    |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN<br>ROW (11):               | 70.4% <sup>(1)</sup> |
| 14. | TYPE OF REPORTING PERSON:  | CO                   |

- (1) Includes  
(i) 7,008,353,115  
Unicom Shares  
(as defined in  
Item 1 of the  
Schedule 13D)  
held by the  
Reporting Person  
(including one  
Unicom Share  
held by CNC  
Cayman) and (ii)  
9,725,000,020  
Unicom Shares  
(as defined in  
Item 1) held by  
Unicom BVI as  
to which the  
Reporting Person  
may be deemed  
to have acquired  
beneficial  
ownership due to  
the formation of a  
group (as defined  
in  
Rule 13d-5(b)(1)  
under the  
Exchange Act)  
between Unicom  
BVI and the  
Reporting Person

as a result of the  
Concert Party  
Agreement as  
described in  
Items 3 and 4.

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This Amendment No. 2 (this **Amendment No. 2** ) amends and supplements the disclosures in Item 4 (Purpose of Transaction) and Item 5 (Interest in Securities of the Issuer) of the Schedule 13D (the **Schedule 13D** ) filed with the Securities and Exchange Commission on October 27, 2008, as amended by Amendment No. 1 filed on November 25, 2008, relating to the ordinary shares of par value HK\$0.10 per share (the **Unicom Shares** ) of China Unicom (Hong Kong) Limited (formerly known as China Unicom Limited), a corporation organized under the laws of Hong Kong ( **China Unicom** ). Unless specifically amended hereby, the disclosures set forth in the Schedule 13D, as previously amended, remain unchanged.

Capitalized terms not otherwise defined in this Amendment No. 2 have the meanings given to them in the Schedule 13D, as previously amended.

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D, as previously amended, is hereby further amended and supplemented by adding the following:

On December 16, 2008, China United Network Communications Corporation Limited ( **Unicom Subsidiary** ), a foreign-invested enterprise established under the laws of the PRC and a wholly-owned subsidiary of China Unicom, agreed to acquire from Unicom Group and Netcom Group for cash the Target Assets and Business (as defined below) pursuant to the two-step approach applicable to all related party transactions of China Unicom that are subject to the approval of the independent shareholders of China Unicom.

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First, on December 16, 2008, Unicom Group, Netcom Group and Unicom A Share Company entered into a business and assets transfer agreement (the **Acquisition Agreement**), pursuant to which Unicom A Share Company agreed to acquire (1) the telecommunication business across the 21 provinces in southern China<sup>1</sup> and the local access telephone business and related assets in Tianjin Municipality operated by Unicom Group and Netcom Group and/or their respective subsidiaries and branches, (2) the backbone transmission assets in northern China<sup>2</sup> owned by Netcom Group and/or its subsidiaries, (3) a 100% equity interest in Unicom Xingye Science and Technology Trade Company Limited, a limited liability company incorporated under the laws of the PRC and a wholly-owned subsidiary of Unicom Group, owned by Unicom Group, (4) a 100% equity interest in China Information Technology Designing & Consulting Institute, a limited liability company incorporated under the laws of the PRC and a wholly-owned subsidiary of Unicom Group, owned by Unicom Group, and (5) a 100% equity interest in Unicom New Guoxin Communications Limited Company, a limited liability company incorporated under the laws of the PRC and a wholly-owned subsidiary of Unicom Group, owned by Unicom Group (items (1) to (5), together, the **Target Assets and Business**). Second, on the same date, Unicom Subsidiary and Unicom A Share Company entered into a transfer agreement in connection with the Acquisition Agreement (the **Transfer Agreement**). Pursuant to the Transfer Agreement, Unicom A Share Company agreed to transfer all of its rights and obligations under the Acquisition Agreement to the Unicom Subsidiary (collectively, the transactions contemplated under the Acquisition Agreement and the Transfer Agreement, the **Proposed Acquisitions**). The consideration payable by Unicom Subsidiary for the Proposed Acquisitions is approximately RMB6.43 billion (equivalent to approximately US\$939.4 million) in cash, subject to adjustments in the circumstances described in section 3 of the Acquisition Agreement. The completion of the Proposed Acquisitions is subject to a number of conditions precedent, including but not limited to, the approval from the relevant PRC government authorities, the approval from the independent shareholders of China Unicom and Unicom A Share Company and the effectiveness of the Lease (as defined below). Subject to the satisfaction (or waiver, if applicable) of the conditions precedent, completion of the Proposed Acquisitions is expected to take place on January 31, 2009. In the event any of the conditions precedent is not satisfied (or, if applicable, waived) by January 31, 2009 (or such other date as the parties may agree), the Transfer Agreement will lapse. On completion of the Proposed Acquisitions, all of the profits and losses generated from the operation of the Target Assets and Business will be assumed by China Unicom and its subsidiaries with effect from January 1, 2009.

<sup>1</sup> For purposes of this Amendment No. 2, southern China refers to Shanghai Municipality, Jiangsu Province, Zhejiang Province, Anhui Province, Fujian Province, Jiangxi Province, Hubei Province, Hunan Province, Guangdong Province, Guangxi Autonomous

Region, Hainan  
Province,  
Chongqing  
Municipality,  
Sichuan  
Province,  
Guizhou  
Province,  
Yunnan  
Province, Tibet  
Autonomous  
Region, Shaanxi  
Province, Gansu  
Province,  
Qinghai  
Province,  
Ningxia  
Autonomous  
Region and  
Xinjiang  
Autonomous  
Region.

- 2 For purposes of  
this Amendment  
No. 2, northern  
China refers to  
Beijing, Tianjin  
Municipality,  
Hebei Province,  
Henan Province,  
Shandong  
Province,  
Liaoning  
Province,  
Heilongjiang  
Province, Jilin  
Province, Inner  
Mongolia  
Autonomous  
Region and  
Shanxi  
Province.

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In addition, in connection with the Proposed Acquisitions, Unicom Subsidiary, Unicom Group, Netcom Group and Unicom New Horizon Mobile Telecommunications Company Limited ( **Unicom New Horizon** ), a limited liability company incorporated under the laws of the PRC and a wholly-owned subsidiary of Unicom Group, entered into a network lease agreement on December 16, 2008 (the **Network Lease Agreement** ), pursuant to which Unicom Subsidiary will lease the telecommunications networks underlying the telecommunications business across the 21 provinces in southern China that is subject to the Proposed Acquisitions from Unicom New Horizon on an exclusive basis upon completion of the Proposed Acquisitions for an annual lease fee of RMB2.0 billion (equivalent to approximately US\$292.2 million) and RMB2.2 billion (equivalent to approximately US\$321.4 million) for the two financial years ending December 31, 2009 and December 31, 2010, respectively (the **Lease** ). Subject to the satisfaction (or waiver, if applicable) of certain conditions, including, among other things, the completion of the Proposed Acquisitions and the approval of the independent shareholders of the Unicom A Share Company, the initial term of the Lease is two years effective from January 1, 2009 and is renewable at the option of Unicom Subsidiary with advance notice prior to the expiration of the Lease. Pursuant to the Network Lease Agreement, Unicom New Horizon also granted Unicom Subsidiary an option, but not an obligation, exercisable at the discretion of Unicom Subsidiary at any time during the term of the Lease, to purchase the leased telecommunications networks in southern China at a price to be agreed between the parties with reference to the appraised value of such telecommunications networks, applicable laws and taking into account prevailing market conditions and other factors. The above summary descriptions of the Acquisition Agreement, the Transfer Agreement and the Network Lease Agreement are qualified in their entirety by reference to the complete text of such agreements filed as exhibits to this Amendment No. 2, the English translation of which are incorporated herein by reference.

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Except as set forth in this Amendment No. 2 and the Schedule 13D, as previously amended, none of the Companies nor, to the best knowledge of each of the Companies, any of its respective executive officers or directors has any present plans or proposals that relate to or would result in the occurrence of any of the following events: (a) the acquisition by any person of additional securities of China Unicom, or the disposition of securities of China Unicom; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving China Unicom or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of China Unicom or any of its subsidiaries; (d) any change in the present board of directors or management of China Unicom, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of China Unicom; (f) any other material change in China Unicom's business or corporate structure; (g) changes in China Unicom's memorandum and articles of association or instruments corresponding thereto or other actions which may impede the acquisition of control of China Unicom by any person; (h) causing a class of securities of China Unicom to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of China Unicom becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or (j) any action similar to any of those enumerated above.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D, as previously amended, is hereby further amended and supplemented by (i) amending and restating Schedule II to reflect changes in the information set forth therein resulting from, among other things, the forfeiture of certain options in accordance with the applicable option plans and (ii) amending and restating paragraphs (c) and (d) as follows:

(c) Except as set forth in the Schedule 13D, as previously amended, and as further amended and supplemented by this Amendment No. 2, and Schedule II, neither any of the Companies nor, to the best knowledge of each of the Companies, any of its respective executive officers and directors listed on Schedule I (as previously filed), beneficially owns or has effected any transactions in the Unicom Shares during the past 60 days.

(d) Except as set forth in the Schedule 13D, as previously amended, and as further amended and supplemented by this Amendment No. 2, and Schedule II, neither any of the Companies nor, to the best knowledge of each of the Companies, any of its respective executive officers and directors listed on Schedule I (as previously filed), has the right to receive or the power to direct the receipt of dividends from, or the proceeds of sale, of the Unicom Shares.

**Item 7. Material To Be Filed As Exhibits.**

Item 7 of the Schedule 13D, as previously amended, is hereby amended by adding the following exhibits:

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Exhibit C:

Acquisition Agreement, dated December 16, 2008, by and among Unicom Group, Netcom Group and Unicom A Share Company (English translation)

Exhibit D:

Transfer Agreement, dated December 16, 2008, by and between Unicom A Share Company and Unicom Subsidiary (English translation)

Exhibit E:

Network Lease Agreement, dated December 16, 2008, by and among Unicom Subsidiary, Unicom Group, Netcom Group and Unicom New Horizon (English translation)

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**China United Network Communications  
Group Company Limited**

By: /s/ Chang Xiaobing

Name: Chang Xiaobing  
Title: Chairman  
Date: December 24, 2008

**China United Telecommunications  
Corporation Limited**

By: /s/ Chang Xiaobing

Name: Chang Xiaobing  
Title: Chairman  
Date: December 24, 2008

**China Unicom (BVI) Limited**

By: /s/ Chang Xiaobing

Name: Chang Xiaobing  
Title: Director  
Date: December 24, 2008

**China Network Communications  
Group Corporation**

By: /s/ Zuo Xunsheng

Name: Zuo Xunsheng  
Title: Deputy General Manager  
Date: December 24, 2008

**China Netcom Group Corporation  
(BVI) Limited**

By: /s/ Zuo Xunsheng

Name: Zuo Xunsheng  
Title: Director  
Date: December 24, 2008

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The percentages of Unicom Shares outstanding provided in the tables below are based on 23,767,631,322 Unicom Shares outstanding as of December 16, 2008; provided that Unicom Shares issuable upon exercise of options that are exercisable within 60 days of December 16, 2008 are considered outstanding for the purpose of calculating the percentage of outstanding Unicom Shares held by such individual, but not for the purpose of calculating the percentage of outstanding Unicom Shares held by any other individual.

**Beneficial Ownership of Unicom Shares of Executive Officers and Directors of Unicom Group**

Name	Unicom Shares Beneficially Owned		Total Number of Unicom Shares	Option Expiration	Option Exercise
	Aggregate Number of Unicom Shares <sup>(1)</sup>	Percentage	Covered by Options in Unicom Shares <sup>(2), (3)</sup>	Date	Price
Chang Xiaobing	900,000	0.0038%	526,000	December 20, 2010	HK\$ 6.20
			746,000	February 14, 2012	HK\$ 6.35
			1,272,000		
Tong Jilu	666,000 <sup>(4)</sup>	0.0028%	292,000	June 22, 2010	HK\$ 15.42
			92,000	July 19, 2010	HK\$ 5.92
			460,000	February 14, 2012	HK\$ 6.35
			32,000 <sup>(5)</sup>	July 19, 2010	HK\$ 5.92
			40,000 <sup>(5)</sup>	February 14, 2012	HK\$ 6.35
		916,000			
Li Gang	230,000	0.0010%	460,000	February 14, 2012	HK\$ 6.35
Zhang Junan	230,000	0.0010%	460,000	February 14, 2012	HK\$ 6.35
Jiang Peihua	53,600	0.0002%	1,600	June 21, 2010	HK\$ 15.42
			206,000	February 14, 2012	HK\$ 6.35
			207,600		
Dong Qunke	0	0	0		
Li Xiong	0	0	0		
Zhang Dongchen	0	0	0		



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- (1) None of the executive officers and directors of Unicom Group owns any Unicom Shares. The total number of Unicom Shares beneficially owned by such executive officers and directors reflects Unicom Shares issuable upon exercise of options that are exercisable as of December 16, 2008 and will become exercisable within 60 days following December 16, 2008.
- (2) Each option gives the holder the right to purchase one Unicom Share.
- (3) Comprised of all Unicom Shares underlying options, including Unicom Shares issuable upon exercise of options that are exercisable as of December 16, 2008 and will

become exercisable within 60 days following December 16, 2008 and which have also been reflected in the column

Aggregate Number of Unicom Shares .

- (4) Includes 52,000 Unicom Shares beneficially owned by his spouse, with whom he shares the power to vote or dispose or to direct the vote or to direct the disposition.
- (5) Options of China Unicom beneficially owned by his spouse.

**Beneficial Ownership of Unicom Shares of Executive Officers and Directors of Unicom A Share Company**

Name	Unicom Shares Beneficially Owned		Total Number of Unicom Shares	Option Expiration Date	Option Exercise Price
	Aggregate Number of Unicom Shares <sup>(1)</sup>	Percentage	Covered by Options in Unicom Shares <sup>(2), (3)</sup>		
Chang Xiaobing	900,000	0.0038%	526,000	December 20, 2010	HK\$ 6.20
			746,000	February 14, 2012	HK\$ 6.35
			1,272,000		
Tong Jilu	666,000 <sup>(4)</sup>	0.0028%	292,000	June 22, 2010	HK\$ 15.42
			92,000	July 19, 2010	HK\$ 5.92
			460,000	February 14, 2012	HK\$ 6.35

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			32,000 <sup>(5)</sup>	July 19, 2010	HK\$ 5.92
			40,000 <sup>(5)</sup>	February 14, 2012	HK\$ 6.35
			916,000		
Lu Jianguo	814,600	0.0034%	292,600	June 21, 2010	HK\$15.42
			292,000	July 19, 2010	HK\$ 5.92
			460,000	February 14, 2012	HK\$ 6.35
			1,044,600		
Liu Yunjie	148,600	0.0006%	148,600	June 21, 2010	HK\$15.42
Zhang Jian	54,000	0.0002%	198,000	February 14, 2012	HK\$ 6.35
Gao Shangquan	0	0	0		
Chen Xiaoyue	0	0	0		

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Name	Unicom Shares Beneficially Owned		Total Number of Unicom Shares	Option Expiration Date	Option Exercise Price
	Aggregate	Number of Unicom Shares <sup>(1)</sup>	Percentage		
Chen Junliang	0	0	0		
Wang Chenguang	0	0	0		
Zhao Chuanli	88,400	0.0004%	24,400	June 21, 2010	HK\$ 15.42
			196,000	February 14, 2012	HK\$ 6.35
			220,400		
Tang Fuxin	32,000	0.0001%	164,000	February 14, 2012	HK\$ 6.35
Lao Jianhua	0	0	0		

(1) None of the executive officers and directors of the Unicom A Share Company owns any Unicom Shares. The total number of Unicom Shares beneficially owned by such executive officers and directors reflects Unicom Shares issuable upon exercise of options that are exercisable as of December 16,

2008 and will become exercisable within 60 days following December 16, 2008.

- (2) Each option gives the holder the right to purchase one Unicom Share.
- (3) Comprised of all Unicom Shares underlying options, including Unicom Shares issuable upon exercise of options that are exercisable as of December 16, 2008 and will become exercisable within 60 days following December 16, 2008 and which have also been reflected in the column Aggregate Number of Unicom Shares .
- (4) Includes 52,000 Unicom Shares beneficially owned by his spouse, with whom he shares the power to vote or dispose or to direct the vote or to direct the disposition.

- (5) Options of China Unicom beneficially owned by his spouse.

**Beneficial Ownership of Unicom Shares of Executive Officers and Directors of Unicom BVI**

Name	Unicom Shares Beneficially Owned		Total Number of Unicom Shares Covered by Options in Unicom Shares <sup>(2), (3)</sup>	Option Expiration Date	Option Exercise Price
	Aggregate Number of Unicom Shares <sup>(1)</sup>	Percentage			
Chang Xiaobing	900,000	0.0038%	526,000	December 20, 2010	HK\$ 6.20
			746,000	February 14, 2012	HK\$ 6.35
			1,272,000		
Li Qihong	548,400	0.0023%	204,400	June 21, 2010	HK\$ 15.42
			204,000	July 19, 2010	HK\$ 5.92
			280,000	February 14, 2012	HK\$ 6.35
			688,400		

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- (1) None of the executive officers and directors of Unicom BVI owns any Unicom Shares. The total number of Unicom Shares beneficially owned by such executive officers and directors reflects Unicom Shares issuable upon exercise of options that are exercisable as of December 16, 2008 and will become exercisable within 60 days following December 16, 2008.
- (2) Each option gives the holder the right to purchase one Unicom Share.
- (3) Comprised of all Unicom Shares underlying options, including Unicom Shares issuable upon exercise of options that are exercisable as of December 16, 2008 and will

become exercisable within 60 days following December 16, 2008 and which have also been reflected in the column Aggregate Number of Unicom Shares .

**Beneficial Ownership of Unicom Shares of Executive Officers and Directors of Netcom Group**

Name	Unicom Shares Beneficially Owned Aggregate		Total Number of Unicom Shares Covered by Options in Unicom Shares <sup>(2), (3)</sup>	Option Expiration Date	Option Exercise Price
	Number of Unicom Shares <sup>(1)</sup>	Percentage			
Lu Yimin	0	0	0		
Zuo Xunsheng	0	0	686,894	November 16, 2010	HK\$5.57
Li Jianguo	602,000	0.0025%	0		
Pei Aihua	0	0	482,560	November 16, 2010	HK\$5.57
Li Fushen	0	0	723,840	November 16, 2010	HK\$5.57
Zhao Jidong	0	0	723,840	November 16, 2010	HK\$5.57
Jiang Zhengxin	0	0	0		

<sup>(1)</sup> Except for Ms. Li Jianguo, none of the executive officers and directors of Netcom Group owns any

Unicom Shares.

- (2) Each option gives the holder the right to purchase one Unicom Share.
- (3) Comprised of all Unicom Shares underlying options, including Unicom Shares issuable upon exercise of options that are exercisable as of December 16, 2008 and will become exercisable within 60 days following December 16, 2008 and which have also been reflected in the column Aggregate Number of Unicom Shares .

**Beneficial Ownership of Unicom Shares of Executive Officers and Directors of Netcom BVI**

Name	Unicom Shares Beneficially Owned Aggregate		Total Number of Unicom Shares Covered by Options in Unicom Shares <sup>(2), (3)</sup>	Option Expiration Date	Option Exercise Price
	Number of Unicom Shares <sup>(1)</sup>	Percentage			
Zuo Xunsheng	0	0	686,894	November 16, 2010	HK\$5.57
Li Fushen	0	0	723,840	November 16, 2010	HK\$5.57



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- (1) None of the executive officers and directors of Netcom BVI owns any Unicom Shares.
- (2) Each option gives the holder the right to purchase one Unicom Share.
- (3) Comprised of all Unicom Shares underlying options, including Unicom Shares issuable upon exercise of options that are exercisable as of December 16, 2008 and will become exercisable within 60 days following December 16, 2008 and which have also been reflected in the column Aggregate Number of Unicom Shares .