



CHINA UNICOM LIMITED

(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 MEETING**³
or _____
of _____
as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (the "Meeting") of the Company 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 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.

RESOLUTIONS	FOR ⁵	AGAINST ⁵
1. The agreement dated 27 July 2008 (the "CDMA Business Disposal Agreement") entered into between the Company, China Unicom Corporation Limited ("CUCL") and China Telecom Corporation Limited relating to the CDMA Business Disposal (as defined in the circular to the shareholders of the Company dated 1 August 2008 (the "Circular"), of which this Notice forms part), a copy of which has been produced to this meeting marked "A" 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 CDMA Business Disposal Agreement and the transactions contemplated therein.		
2. The transfer agreement dated 27 July 2008 (the "Transfer Agreement") entered into between China United Telecommunications Corporation Limited ("Unicom A Share Company") and CUCL relating to the transfer of the rights and obligations of Unicom A Share Company under the Option Waiver and Lease Termination Agreement (as defined in the Circular) to CUCL, a copy of each of the Option Waiver and Lease Termination Agreement and the Transfer Agreement have been produced to this Meeting marked "B" and "C", 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.		

Dated this _____ day of _____ 2008 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 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 <http://www.hkexnews.hk> or from the website of the Company at <http://www.chinaunicom.com.hk>.
- 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.
- 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.
- 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.