



**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 under the Companies Ordinance)*

**(Stock Code: 906)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the shareholders of China Netcom Group Corporation (Hong Kong) Limited (the “**Company**”) will be held at 10:00 a.m. on 25 October 2005, in Nathan Room, Conrad Hotel, Hong Kong for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as Ordinary Resolutions:

**Ordinary Resolutions**

1. **“THAT** the conditional sale and purchase agreement dated 12 September 2005 (the “**Acquisition Agreement**”) entered into among the Company, China Netcom Group Corporation (BVI) Limited (“**CNC BVI**”) and China Network Communications Group Corporation (“**China Netcom Group**”), a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “A”, pursuant to which, inter alia, CNC BVI has agreed as legal and beneficial owner to sell, and the Company has agreed to purchase, the entire issued share capital of China Netcom Group New Horizon Communications Corporation (BVI) Limited, which holds the entire equity interest in China Netcom Group New Horizon Communications Corporation Limited which in turn owns the assets and liabilities and the business operations for the provision of fixed-line telephone services, broadband and other Internet-related services in Heilongjiang Province, Jilin Province, Neimenggu Autonomous Region and Shanxi Province in the People’s Republic of China, at a consideration of RMB12,800 million, comprising an initial consideration of RMB3,000 million payable in cash to CNC BVI and a deferred consideration of RMB9,800 million payable within five years after completion of the acquisition contemplated under the Acquisition Agreement, be and is hereby generally and unconditionally approved and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the Acquisition Agreement.”
2. **“THAT** subject to the passing of Ordinary Resolution No.1 set out in the notice convening the Extraordinary General Meeting at which this Resolution is proposed, the continuing connected transactions contemplated under the Engineering and Information Technology Services Agreement and the Materials Procurement Agreement, as described in the paragraph headed “Continuing Connected Transactions” under the section “Letter from the Chairman” of the circular of the Company dated 23 September 2005, together with the relevant annual caps be and are hereby approved and the directors of the

Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions.”

3. “**THAT** subject to the passing of Ordinary Resolution No.1 set out in the notice convening the Extraordinary General Meeting at which this Resolution is proposed, the continuing connected transactions contemplated under the Domestic Interconnection Settlement Agreement and the International Long Distance Voice Services Settlement Agreement, as described in the paragraph headed “Continuing Connected Transactions” under the section “Letter from the Chairman” of the circular of the Company dated 23 September 2005 and for which continuing connected transactions no annual caps have been proposed, be and are hereby approved and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions.”

By Order of the Board  
**Zhang Xiaotie      Oliver E Lixin**  
*Joint Company Secretaries*

Hong Kong, 23 September 2005

*Registered office*  
46th Floor, Cheung Kong Center  
2 Queen’s Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company’s registered office at 46th Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong, at least 48 hours before the time appointed for holding the Extraordinary General Meeting. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or at any adjourned meeting should a member so wish.
3. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the above ordinary resolutions will be taken by poll.

*As at the date of this announcement, the Board comprises Mr. Zhang Chunjiang, Dr. Tian Suning, Mr. Zhang Xiaotie and Mr. Miao Jianhua as executive Directors, Mr. Jiang Weiping, Ms. Li Liming, Mr. José María Álvarez-Pallete, Mr. Yan Yixun as non-executive Directors, and Mr. John Lawson Thornton, Mr. Victor Cha Mou Zing, Dr. Qian Yingyi, Mr. Hou Ziqiang and Mr. Timpson Chung Shui Ming as independent non-executive Directors.*

Please also refer to the published version of this announcement in South China Morning Post.