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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)

Executive Directors:

Zhang Chunjiang (*Chairman*)

Tian Suning (*Vice Chairman and Chief Executive Officer*)

Zhang Xiaotie

Miao Jianhua

Registered Office:

59/F

Bank of China Tower

1 Garden Road

Hong Kong

Non-executive Directors:

Jiang Weiping

Li Liming

Keith Rupert Murdoch

Yan Yixun

Independent Non-executive Directors:

John Lawson Thornton

Victor Cha Mou Zing

Qian Yingyi

Hou Ziqiang

Timpson Chung Shui Ming

13 April 2005

To the shareholder

Dear Sir or Madam,

This is the Explanatory Statement required to be sent to shareholders under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in connection with the proposed Ordinary Resolution set out in item 6 of the Notice of Annual General Meeting (the “**AGM Notice**”) dated 13 April 2005 for the approval of the

renewal of the general mandate for repurchase of shares. This document also constitutes the Memorandum required under section 49BA of the Companies Ordinance. Reference in this document to “Shares” means share(s) of all classes in the capital of China Netcom Group Corporation (Hong Kong) Limited (the “**Company**”).

EXERCISE OF THE REPURCHASE MANDATE

Whilst the Directors do not presently intend to repurchase any Shares immediately, they believe that the flexibility afforded by the mandate granted to them if the Ordinary Resolution set out as item 6 of the AGM Notice (the “**Repurchase Mandate**”) is passed would be beneficial to the Company.

It is proposed that up to 10 per cent. of the issued and outstanding Shares on the date of the passing of the resolution to approve the Repurchase Mandate may be repurchased. As at 4 April 2005, the latest practicable date for determining such figures, 6,593,529,000 Shares were issued and outstanding. On the basis of such figures, the Directors would be authorised to repurchase up to 659,352,900 Shares during the period up to the date of the next annual general meeting in 2006, or the expiration of the period within which the next annual general meeting of the Company is required by law to be held, or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the shareholders at a general meeting of the Company, whichever of these three events occurs first.

REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

FUNDING OF REPURCHASES

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company’s available cash flow or working capital facilities. Any repurchases will be made out of funds of the Company legally permitted to be utilised in this connection in accordance with its memorandum and articles of association and the laws of Hong Kong, including profits otherwise available for distribution. Under the Companies Ordinance, a company’s profits available for distribution are its accumulated, realised profits, so far as not previously utilised by distribution or capitalisation, less its accumulated, realised losses, so far as not previously written off in a reduction or reorganisation of capital duly made.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2004 dated 6 April 2005) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors, and to the best of their knowledge, having made all reasonable enquiries, none of their associates, have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company or its subsidiaries.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have any undertaken not to do so, if the Repurchase Mandate is exercised.

DIRECTOR'S UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the last six months (whether on the Stock Exchange or otherwise).

TAKEOVER CODE CONSEQUENCES

If as a result of a repurchase of Shares by the Company, shareholder's proportionate interest in the voting rights of the Company increases, such increases will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). As a result, a shareholder, or group of shareholders acting in concert, depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are aware of the consequences arising under the Takeovers Code of any repurchase.

As at 4 April 2005 (being the latest practicable date prior to the printing of this document), the immediate controlling shareholder of the Company, China Netcom Group Corporation (BVI) Limited ("CNC BVI"), beneficially held 4,647,449,014 Shares, representing approximately 70.49 per cent. of the issued and outstanding share capital of the Company as at that date. In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held by CNC BVI, the number of Shares beneficially held by CNC BVI will be increased to represent approximately 78.32 per cent. of the reduced issued share capital of the Company immediately after the exercise in full of the Repurchase Mandate. The Directors are not aware of any consequences in relation to CNC BVI which would arise under the Takeovers Code as a result of such share repurchase by the Company. In addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall maintain a public float of not less than 23 per cent. of the issued share capital of the Company and comply with the requirements of the Listing Rules.

MARKET PRICES

The Company is listed on the Stock Exchange since 17 November 2004. The highest and lowest prices at which the Shares have traded on the Stock Exchange during the period from the date on which the Shares commenced trading on the Stock Exchange until the latest practicable date prior to the printing of this document were:

	Traded market price	
	Highest HK\$	Lowest HK\$
2004		
November (from and including 17 November 2004)	9.65	9.10
December	10.60	9.30
2005		
January	11.45	9.75
February	12.55	11.10
March	11.60	10.70
April (up to and including 4 April 2005)	10.95	10.80

SHARE ISSUE MANDATE

As stated in the proposed Ordinary Resolution set out in item 7 of the AGM Notice, it is proposed that a general mandate be granted to the Directors to allot, issue and deal with up to 20 per cent. of the issued and outstanding Shares on the date of the passing of the resolution (the “**Issue Mandate**”), subject to the extension set out under “Extension of Share Issue Mandate” below. As at 4 April 2005, the latest practicable date for determining such figures, 6,593,529,000 Shares were issued and outstanding. On the basis of such figures, the Directors would be authorised to allot, issue and deal with up to 1,318,705,800 Shares during the period up to the date of the next annual general meeting in 2006, or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or the revocation or variation of the Issue Mandate by an ordinary resolution of the shareholders at a general meeting of the Company, whichever of these three events occurs first.

EXTENSION OF SHARE ISSUE MANDATE

A resolution as set out in item 8 of the AGM Notice will also be proposed at the Annual General Meeting authorising the Directors to increase the maximum number of new Shares which may be issued under the general mandate for the issuance and allotment of Shares by adding to it the nominal amount of any Shares repurchased pursuant to the Repurchase Mandate.

PROCEDURES FOR DEMANDING A POLL AT THE ANNUAL GENERAL MEETING

According to the Articles of Association of the Company, a poll may be demanded by:

- (a) the chairman of the Annual General Meeting; or
- (b) at least three shareholders present in person or by proxy and entitled to vote at the Annual General Meeting; or
- (c) any shareholder or shareholders present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all shareholders having the right to attend and vote at the Annual General Meeting; or
- (d) any shareholder or shareholders present in person or by proxy and holding Shares conferring a right to attend and vote at the Annual General Meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

Yours faithfully
Zhang Chunjiang
Chairman