

CHINA UNICOM (HONG KONG) Ltd

Form 6-K

March 18, 2015

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 6-K**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

**For the Month of March 2015**

**Commission File Number 1-15028**

**China Unicom (Hong Kong) Limited**

**(Exact Name of Registrant as Specified in Its Charter)**

**75/F, The Center,**

**99 Queen s Road Central, Hong Kong**

**(Address of principal executive offices)**

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(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F  Form 40-F

(Indicate by check mark if the registrant is submitting the Form 6-K on paper as permitted by Regulation S-T Rule 101(b)(1): )

(Indicate by check mark if the registrant is submitting the Form 6-K on paper as permitted by Regulation S-T Rule 101(b)(7): )

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes  No

(If  Yes  is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):82-\_\_\_\_\_.)

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**EXHIBITS**

Exhibit Number

- 1 Announcement dated March 17, 2015 in respect of Notice of Annual General Meeting.
- 2 Circular dated March 17, 2015 in relation to Proposed General Mandate to Buy Back Shares and Proposed Adoption Of the New Articles of Association.
- 3 Announcement dated March 17, 2015 in relation to Notice to Holders of the Convertible Bonds.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CHINA UNICOM (HONG KONG) LIMITED**  
(Registrant)

Date: March 18, 2015

By: /s/ Chang Xiaobing  
Name: Chang Xiaobing  
Title: Chairman and Chief Executive Officer

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**Exhibit 1**

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**(the Guarantor )**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 0762)**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting (the **Meeting** ) of China Unicom (Hong Kong) Limited (the **Company** ) will be held on 8 May 2015 at 10:00 a.m. at Ballroom C, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong for the following purposes:

**AS ORDINARY BUSINESS:**

1. To receive and consider the financial statements and the Reports of the Directors and of the Independent Auditor for the year ended 31 December 2014.
2. To declare a final dividend for the year ended 31 December 2014.
3. To re-elect Directors and to authorise the Board of Directors to fix the remuneration of the Directors for the year ending 31 December 2015.
4. To re-appoint Auditor, and to authorise the Board of Directors to fix their remuneration for the year ending 31 December 2015.

And as Special Business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

**ORDINARY RESOLUTIONS**

5. **THAT:**

- (A) subject to paragraphs (B) and (C) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares in the capital of the Company including any form of depositary receipts representing the right to receive such shares ( **Shares** ) on The Stock Exchange of Hong Kong Limited (the **Stock Exchange** ) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws including the Code on Share Buy-backs and the Rules Governing the Listing of Securities on the Stock Exchange (the **Listing Rules** ) as amended from time to time be and is hereby generally and unconditionally approved;

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- (B) the aggregate number of Shares which may be purchased or agreed conditionally or unconditionally to be purchased by the Directors pursuant to the approval in paragraph (A) above shall not exceed 10 per cent of the total number of the Shares in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;
- (C) for the purpose of this Resolution:

**Relevant Period** means the period from the passing of this Resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Company's articles of association (the **Articles of Association**) or the Companies Ordinance to be held; and
- (iii) the revocation or variation of the authority given to the Directors under this Resolution by ordinary resolution of the Company's shareholders in general meeting.

6. **THAT:**

- (A) subject to paragraph (C) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and are hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate number of Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (A), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of options granted under any share option scheme adopted by the Company or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association, shall not exceed the aggregate of (aa) 20 per cent of the total number of Shares in issue at the date of passing this Resolution, plus (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of Shares bought back by the Company subsequent to the passing of this Resolution (up to a maximum number equivalent to 10 per cent of the total number of Shares in issue at the date of passing this Resolution), and the said approval shall be limited accordingly; and





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(D) for the purpose of this Resolution:

**Relevant Period** means the period from the passing of this Resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association or the Companies Ordinance to be held; and
- (iii) the revocation or variation of the authority given to the Directors under this Resolution by ordinary resolution of the Company's shareholders in general meeting; and

**Rights Issue** means an offer of shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares on such record date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

7. **THAT** the Directors be and are hereby authorised to exercise the powers of the Company referred to in paragraph (A) of Resolution 6 in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (C) of such resolution.

As Special Business, to consider and, if thought fit, to pass the following resolution as special resolution:

**SPECIAL RESOLUTION**

8. **THAT** the adoption of the new Articles of Association of the Company in substitution for and to the exclusion to the existing Articles of Association of the Company in the manner set out in the section headed "Proposed Adoption of the New Articles of Association" in the circular of the Company dated 17 March 2015 be and are hereby approved. .

By Order of the Board of  
**China Unicom (Hong Kong)  
Limited**  
**Chu Ka Yee**  
*Company Secretary*

Hong Kong, 17 March 2015

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*Notes:*

1. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. The proxy needs not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's registered office at 75th Floor, The Center, 99 Queen's Road Central, Hong Kong, at least 24 hours before the time for holding the Meeting. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he/she is subsequently able to be present.
3. The Directors have recommended a final dividend for the year ended 31 December 2014 of RMB0.20 per share (the 2014 Final Dividend) and subject to the passing of the Resolution 2 above, the 2014 Final Dividend is expected to be paid in Hong Kong dollars on or about 10 June 2015 to those shareholders whose names appear on the Company's register of shareholders on 15 May 2015.
4. The register of members of the Company will be closed during the following periods:
  - (1) from 6 May 2015 to 8 May 2015, both days inclusive, for the purpose of ascertaining the shareholders' rights to attend and vote at the Meeting (and any adjournment thereof). In order to qualify for attendance and voting at the Meeting, all transfers, accompanied by the relevant certificates, must be lodged with the Company's Share Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by no later than 4:30 p.m. of 5 May 2015; and
  - (2) on 15 May 2015, for the purpose of ascertaining the shareholders' entitlement to the 2014 Final Dividend. In order to qualify for the proposed 2014 Final Dividend, all transfers, accompanied by the relevant certificates, must be lodged with the Company's Share Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by no later than 4:30 p.m. of 14 May 2015.
5. In relation to the Ordinary Resolution set out in item 3 of the Notice, Mr. Chang Xiaobing, Mr. Zhang Junan, Mr. Cesareo Alierta Izuel and Mr. Chung Shui Ming Timpson will retire by rotation at the Meeting and, being eligible, offer themselves for re-election. Personal particulars of the Directors for re-election and their proposed remuneration are set out in the 2014 annual report of the Company.
6. In relation to the Ordinary Resolution set out in item 5 of the Notice, the Directors wish to state that they will exercise the powers conferred thereby to buy back Shares in circumstances which they deem appropriate or for the benefit of the shareholders. The Explanatory Statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the

buy-back by the Company of its own Shares, as required by the Listing Rules, will be set out in a separate circular from the Company to be enclosed with the 2014 annual report (the Circular).

7. In relation to the Special Resolution set out in item 8, a summary of the proposed new Articles of Association of the Company necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the adoption of the new Articles of Association of the Company, as required by the Listing Rules, will be set out in the Circular.
8. The votes to be taken at the Meeting will be taken by poll, the results of which will be published on the Company's and the Stock Exchange's websites after the Meeting.
9. Shareholders are suggested to telephone the Company's hotline on (852) 2126 2018 for arrangements of the Meeting in the event that a No. 8 (or above) typhoon or black rainstorm warning is hoisted on the day of the Meeting.

As at the date of this announcement, the board of directors of the Company comprises:

Executive directors	:	Chang Xiaobing, Lu Yimin, Li Fushen and Zhang Junan
Non-executive director	:	Cesareo Alierta Izuel
Independent non-executive directors	:	Cheung Wing Lam Linus, Wong Wai Ming, Chung Shui Ming Timpson, Cai Hongbin and Law Fan Chiu Fun Fanny

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Exhibit 2

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.**

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Unicom (Hong Kong) Limited, you should at once hand this circular and the accompanying forms of proxies to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 0762)**

*Executive Directors:*

Chang Xiaobing

Lu Yimin

Li Fushen

Zhang Junan

*Registered office:*

75th Floor, The Center

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99 Queen's Road Central

Hong Kong

*Non-executive Director:*

Cesareo Alierta Izuel

*Independent Non-executive Directors:*

Cheung Wing Lam Linus

Wong Wai Ming

Chung Shui Ming Timpson

Cai Hongbin

Law Fan Chiu Fun Fanny

17 March 2015

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*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATE TO BUY BACK SHARES  
AND PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the forthcoming AGM of the Company, including the ordinary resolution granting the Board general mandate to buy back shares of the Company and the special resolution approving the adoption of the new Articles of Association of the Company.

**2. PROPOSED GENERAL MANDATE TO BUY BACK SHARES**

A general mandate was granted to the Board to exercise the power of the Company to buy back Shares on the last annual general meeting of the Company held on 16 April 2014. Such mandate will lapse at the conclusion of the forthcoming AGM. Therefore it is proposed that a fresh general mandate be granted to the Board to buy back Shares in the Company with an aggregate number of Shares not exceeding 10% of the total number of Shares in issue.

An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the proposed ordinary resolution set out in item 5 of the AGM Notice for the approval of the renewal of the general mandate for buy-back of shares, is set out in Appendix I to this circular.

A resolution as set out in item 7 of the AGM Notice will also be proposed at the AGM 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 number representing the aggregate number of Shares bought back pursuant to the Buy-back Mandate.

**3. PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION**

In order to bring the Articles of Association of the Company in line with the Companies Ordinance which came into effect on 3 March 2014, the Board proposes that the Company takes the opportunity to adopt a new set of Articles of Association in substitution for and to the exclusion to the existing Articles of Association of the Company with effect from the date of the passing of the relevant special resolution at the AGM.

Under the Companies Ordinance, the requirement for a Memorandum of Association is abolished for companies incorporated in Hong Kong, and a provision in the Memorandum of Association of a company incorporated in Hong Kong which existed before the commencement of the Companies Ordinance is deemed to be regarded as a provision of the Articles of Association of that company upon commencement of the Companies Ordinance, except that any such provision setting out the authorised share capital and par value of shares are to be regarded as deleted for all purposes.

In light of the above, it is proposed that all provisions in the Memorandum of Association of the Company which existed before and which are deemed to be incorporated in the existing Articles of Association of the Company upon commencement of the Companies Ordinance will be deleted from the proposed new Articles of Association of the Company.

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The full text of the proposed new Articles of Association of the Company (marked-up against the Memorandum and Articles of Association of the Company currently in force) is set out in Appendix II to this circular. The Chinese translation of the proposed new Articles of Association of the Company set out in the Chinese version of this circular is for reference only. In case there is any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **4. ANNUAL GENERAL MEETING**

The AGM will be convened at 10:00 a.m. on 8 May 2015 at Ballroom C, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong, at which, among other things, the proposed general mandate to buy back shares and the proposed adoption of the new Articles of Association of the Company will be considered and approved, if thought fit. No Shareholders will be required to abstain from voting at the AGM. Voting will be taken by way of poll in accordance with the requirements of Listing Rules.

The proxy form is enclosed in this circular. Whether or not Shareholders intend to attend the AGM, they are advised to complete and return the enclosed form of proxy to the Company's registered office at 75th Floor, The Center, 99 Queen's Road Central, Hong Kong, as soon as practicable and in any event by not later than 24 hours before the time appointed for holding the AGM. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

### **5. RECOMMENDATION**

The Board considers that the resolutions as set out in the Notice of AGM are all in the best interests of the Company and the Shareholders as a whole. The Board also considers that it is in the interests of the Company and the Shareholders to grant the proposed general mandate to buy back Shares to the Board and to adopt the new Articles of Association of the Company. Accordingly, the Board recommends you to vote in favour of all of the resolutions at the AGM.

## **DEFINITIONS**

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

AGM	the Annual General Meeting of the Company to be held on 8 May 2015 at Ballroom C, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong
AGM Notice	notice of the AGM dated 17 March 2015
associate	has the meaning ascribed to it in the Listing Rules



Board	the board of directors of the Company
Buy-back Mandate	the mandate granted to the Company if the ordinary resolution set out in item 5 of the AGM Notice is passed
Companies Ordinance	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
Company	China Unicom (Hong Kong) Limited, a company incorporated under the laws of Hong Kong with limited liability and whose Shares and American Depositary Shares are listed on the Stock Exchange and the New York Stock Exchange, respectively

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connected person	has the meaning ascribed to it in the Listing Rules
Directors	the directors of the Company
Group	the Company and its subsidiaries
Hong Kong	the Hong Kong Special Administrative Region of the People's Republic of China
Latest Practicable Date	6 March 2015
Listing Rules	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
Shares	shares in the share capital of the Company or, if there has been a sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares forming part of the share capital of the Company as shall result from any such sub-division, reduction, consolidation, reclassification or reconstruction
Shareholder(s)	holder(s) of Shares
Stock Exchange	The Stock Exchange of Hong Kong Limited
subsidiary	has the meaning ascribed to it in the Listing Rules
substantial shareholder	has the meaning ascribed to it in the Listing Rules
Takeovers Code	Hong Kong Code on Takeovers and Mergers
Unicom BVI	China Unicom (BVI) Limited, a company incorporated under the laws of the British Virgin Islands and an immediate controlling shareholder of the Company
Unicom Group BVI	China Unicom Group Corporation (BVI) Limited, a company incorporated under the laws of the British Virgin Islands and an immediate controlling shareholder of the Company
Unicom Parent	(China United Network Communications Group Company Limited), a state-owned enterprise established under the laws of the PRC and the ultimate parent company of the Company

By Order of the Board  
**China Unicom (Hong Kong)**  
**Limited**  
**Chu Ka Yee**  
*Company Secretary*

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**APPENDIX I EXPLANATORY STATEMENT OF SHARE BUY-BACK MANDATE**

This explanatory statement contains all the information required under Rule 10.06(1)(b) of the Listing Rules and also constitutes a memorandum required under section 238 of the Companies Ordinance.

**Exercise of the Buy-back Mandate**

The Directors believe that the flexibility afforded by the Buy-back Mandate would be beneficial to the Company. It is proposed that up to 10% of the total number of issued and outstanding Shares on the date of the passing of the ordinary resolution (subject to adjustment in the case of any subdivision and consolidation of Shares after the relevant general meeting) to approve the Buy-back Mandate may be bought back. As at the Latest Practicable Date, 23,947,081,083 Shares were in issue and outstanding. On the basis of such figure, the Directors would be authorised to buy back up to 2,394,708,108 Shares during the period up to the date of the next annual general meeting in 2016, 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 Buy-back Mandate by an ordinary resolution of the Shareholders at a general meeting, whichever of these three events occurs first.

**Reasons for Buy-backs**

Buy-backs of Shares will only be made when the Directors believe that they will benefit the Company and its Shareholders. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share.

**Funding of Buy-backs**

Buy-backs pursuant to the Buy-back Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any buy-backs will be made out of funds of the Company legally permitted to be utilised for such purpose in accordance with its 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 2014) in the event that the Buy-back Mandate is exercised in full.

However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the Company's working capital or gearing position, 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 enquires, none of their associates, have any present intention to sell Shares to the Company or its subsidiaries if the Buy-back Mandate is approved by the Shareholders.



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No connected persons of the Company have notified the Company that they (i) have a present intention to sell Shares to the Company or (ii) have undertaken not to sell Shares to the Company, if the Buy-back Mandate is approved by the Shareholders.

## **Directors Undertaking**

The Directors have undertaken to the Stock Exchange that they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

## **Share Buy-backs Made by the Company**

No buy-backs of Share have been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the date of this circular.

## **Takeovers Code Consequences**

If as a result of a buy-back of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of 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.

As at the Latest Practicable Date, the immediate controlling shareholders of the Company are, Unicom BVI and Unicom Group BVI. Unicom BVI, was recorded in the register required to be kept by the Company under Part XV of the Securities and Futures Ordinance as having an interest in 9,725,000,020 Shares, representing approximately 40.61% of the total number of issued and outstanding Shares as at that date. If the Buy-back Mandate is exercised in full, Unicom BVI will be interested in approximately 45.12% of the reduced number of issued and outstanding Shares based on Unicom BVI's interest in the issued and outstanding Shares and the total number of issued and outstanding Shares as at the Latest Practicable Date. Unicom Group BVI, was recorded in the register required to be kept by the Company under Part XV of the Securities and Futures Ordinance as having a beneficial interest in 8,082,130,236 Shares, representing approximately 33.75% of the total number of issued and outstanding Shares of the Company as at that date. If the Buy-back Mandate is exercised in full, Unicom Group BVI will be interested in approximately 37.50% of the reduced number of issued and outstanding Shares based on Unicom Group BVI's interest in the issued and outstanding Shares and the total number of issued and outstanding Shares as at the Latest Practicable Date. Unicom BVI and Unicom Group BVI are presumed to be acting in concert with each other in respect of their aggregate 74.36% shareholding in the Company pursuant to class (1) of the definition of "acting in concert" in the Takeovers Code as they are both ultimately controlled by Unicom Parent. Therefore, as the aggregate shareholding in the Company held by Unicom BVI and Unicom Group BVI, being persons acting in concert, exceeds 50%, exercise of the Buy-back Mandate should, subject to the specific circumstances in the particular case, not result in a mandatory offer obligation upon Unicom BVI and Unicom Group BVI under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any other consequences that may arise under the Takeovers Code as a result of a buy-back of the Shares.

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The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date are as follows:

	<b>Traded market price</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HKD</i>	<i>HKD</i>
<b>2014</b>		
March	10.68	9.03
April	11.96	9.98
May	12.98	11.30
June	12.30	11.32
July	13.76	11.88
August	13.86	12.44
September	14.22	11.56
October	11.82	10.86
November	11.96	10.98
December	11.80	10.04
<b>2015</b>		
January	12.36	10.38
February	13.36	11.54
March (up to the latest practicable date)	13.32	12.00

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**Exhibit 3**

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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire purchase or subscribe for securities.*

**JOINT ANNOUNCEMENT**

**BILLION EXPRESS INVESTMENTS LIMITED**

**(the Issuer )**

*(incorporated in the British Virgin Islands with limited liability)*

**US\$1,838,800,000**

**0.75 PER CENT GUARANTEED CONVERTIBLE BONDS DUE 2015**

**(the Convertible Bonds )**

**(Stock Code: 4326)**

**EXCHANGEABLE INTO ORDINARY SHARES OF**

**CHINA UNICOM (HONG KONG) LIMITED**

**UNCONDITIONALLY AND IRREVOCABLY GUARANTEED BY**

**(the Guarantor )**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 0762)**

**NOTICE TO HOLDERS OF THE CONVERTIBLE BONDS**

Reference is made to the terms and conditions of the Convertible Bonds (the **CB Terms and Conditions** ). Unless otherwise defined, all capitalised terms used in this announcement shall have the same meanings as defined in the CB Terms and Conditions.

The directors of the Issuer and the Guarantor jointly announce that on 3 March 2015 the Guarantor proposed to pay a final dividend of RMB0.20 per Share for the year ended 31 December 2014 (the **2014 Final Dividend**) to the Shareholders, subject to approval of the Shareholders at the proposed annual general meeting of the Guarantor to be held on 8 May 2015. The 2014 Final Dividend is expected to be paid in Hong Kong dollars on or about 10 June 2015 to those members registered in the Guarantor's register of members (the **Register of Members**) as at 15 May 2015 (the **Dividend Record Date**).

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As stipulated under Clause 6.4 of the Trust Deed, the Guarantor hereby gives notice to the holders of the Convertible Bonds of the closure of the Register of Members.

The Register of Members will be closed during the following periods:

- (1) from 6 May 2015 to 8 May 2015, both days inclusive, for the purpose of ascertaining the Shareholders' rights to attend and vote at the annual general meeting of the Guarantor; and
- (2) on 15 May 2015, for the purpose of ascertaining the Shareholders' entitlement to the 2014 Final Dividend. Holders of the Convertible Bonds who wish to exercise their Conversion Rights attaching to their Convertible Bonds so as to be entitled to the 2014 Final Dividend should lodge the properly completed and signed Conversion Notices with any Conversion Agent, together with the relevant Certificate and any amount required to be paid, in each case, in accordance with Condition 6(B) of the CB Terms and Conditions **by close of ordinary business on 7 May 2015** in order to ensure sufficient time for registration as a Shareholder of the Guarantor by the Dividend Record Date.

Holders of the Convertible Bonds who submit Conversion Notices to any Conversion Agent **after close of ordinary business on 7 May 2015 but before close of ordinary business on 14 May 2015** may not be registered as Shareholders by the Dividend Record Date, and therefore may not be entitled to the 2014 Final Dividend, but will instead be entitled to an Equivalent Amount exactly equal to the 2014 Final Dividend pursuant to Condition 6(B)(iii) of the CB Terms and Conditions.

Conversion Notices can only be submitted to a Conversion Agent during normal business hours of the Conversion Agent.

By Order of the Board

**CHINA UNICOM (HONG KONG) LIMITED**

**CHU KA YEE**

*Company Secretary*

Hong Kong, 17 March 2015

By Order of the Board

**BILLION EXPRESS INVESTMENTS LIMITED**

**CHU KA YEE**

*Company Secretary*

**Table of Contents**

As at the date of this notice, the board of directors of Billion Express Investments Limited comprises Li Fushen and Zuo Feng.

As at the date of this notice, the board of directors of China Unicom (Hong Kong) Limited comprises:

Executive Directors	:	Chang Xiaobing, Lu Yimin, Li Fushen and Zhang Junan
Non-executive Director	:	Cesareo Alierta Izuel
Independent Non-executive Directors	:	Cheung Wing Lam Linus, Wong Wai Ming, Chung Shui Ming Timpson, Cai Hongbin and Law Fan Chiu Fun Fanny