

CHINA UNICOM (HONG KONG) Ltd  
Form 6-K  
April 06, 2018

**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 April 2018**

**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-   .)

## EXHIBITS

### Exhibit

### Number

- 1.1 Annual report for the year ended December 31, 2017, released on April 4, 2018.
- 1.2 Circular dated April 4, 2018 in respect of Proposed General Mandates to Buy Back Shares and to Issue Shares, Proposed Re-Election of Directors and Notice of Annual General Meeting.

### **FORWARD-LOOKING STATEMENTS**

This announcement contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements may include, without limitation, statements relating to (i) the Company's plans and strategies and the ability to successfully execute these plans and strategies, including those in connection with mergers and acquisitions and capital expenditures; (ii) the Company's plans for network expansion, including those in connection with the build-out of mobile services and network infrastructure; (iii) the Company's competitive position, including the ability to upgrade and expand existing networks and increase network efficiency, to improve existing services and offer new services, to develop new technological applications and to leverage the Company's position as an integrated telecommunications operator and expand into new services and markets; (iv) the Company's future business condition, including future financial results, cash flows, financing plans and dividends; (v) the future growth of market demand of, and opportunities for, the Company's new and existing products and services; and (vi) future regulatory and other developments in the PRC telecommunications industry.

The words "anticipate", "believe", "could", "estimate", "intend", "may", "seek", "will" and similar expressions, as the Company, are intended to identify certain of these forward-looking statements. The Company does not intend to update any of these forward-looking statements and are under no obligation to do so.

The forward-looking statements contained in this announcement are, by their nature, subject to significant risks and uncertainties. In addition, these forward-looking statements reflect the Company's current views with respect to future events and are not a guarantee of the Company's future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements as a result of a number of factors, including, without limitation:

the Company's ability to effectively sustain its growth and to achieve or enhance profitability;

changes in the regulatory regime and policies for the PRC telecommunications industry,

including without limitation, changes in the regulatory policies of the Ministry of Industry and Information Technology, the State-owned Assets Supervision and Administration Commission, and other relevant government authorities of the PRC;

changes in the PRC telecommunications industry resulting from the issuance of licenses for telecommunications services by the central government of the PRC;

changes in telecommunications and related technologies and applications based on such technologies;

the level of demand for telecommunications services, in particular, the fourth generation mobile telecommunications services;

competitive forces from more liberalized markets and the Company's ability to retain market share in the face of competition from existing telecommunications companies and potential new market entrants;

effects of restructuring and integration (if any) in the PRC telecommunications industry and any cooperation among the PRC telecommunications operators;

the availability, terms and deployment of capital and the impact of regulatory and competitive developments on capital outlays;

changes in the assumptions upon which the Company has prepared its projected financial information and capital expenditure plans;

costs and benefits from the Company's investment in and arrangements with China Tower Corporation Limited;

results and effects of any investigation by the relevant PRC regulatory authorities overseeing State-owned enterprises and their directors, officers and employees; and

changes in the political, economic, legal, tax and social conditions in China, including the PRC Government's policies and initiatives with respect to foreign exchange policies, foreign investment activities and policies, entry by foreign companies into the Chinese telecommunications market and structural changes in the PRC telecommunications industry.

Please also see the "Risk Factors" section of the Company's latest Annual Report on Form 20-F, as filed with the U.S. Securities and Exchange Commission.

**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: April 6, 2018

By: /s/ Yung Shun Loy Jacky  
Name: Yung Shun Loy Jacky  
Title: Company Secretary

**Exhibit 1.1**



## Contents

### Forward-looking statements

Certain statements contained in this report may be viewed as forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the U.S. Securities Exchange Act of 1934 (as amended). Such forward-looking statements are subject to known and unknown risks, uncertainties and other factors, which may cause the actual performance, financial condition or results of operations of the Company to be materially different from any future performance, financial condition or results of operations implied by such forward-looking statements. In addition, we do not intend to update these forward-looking statements. Further information regarding these risks, uncertainties and other factors is included in the Company's most recent Annual Report on Form 20-F and other filings with the U.S. Securities and Exchange Commission.

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## Company Profile

China Unicom (Hong Kong) Limited (the Company) was incorporated in Hong Kong in February 2000 and was listed on the New York Stock Exchange and The Stock Exchange of Hong Kong Limited on 21 June 2000 and 22 June 2000 respectively. On 1 June 2001, the Company was included as a constituent stock of the Hang Seng Index. The Company merged with China Netcom Group Corporation (Hong Kong) Limited on 15 October 2008.

The Company was one of the Fortune Global 500 companies for consecutive years, and ranked 241st in Fortune Global 500 for the year 2017. It was also voted as Asia's No.1 Most Honored Telecom Company for second consecutive year by Institutional Investor.

The Company is committed to being a creator of smart living trusted by customers, connecting the world to innovate and share a good smart living, improving the quality of products and services continuously to fulfill customer needs. Future products and services will be developed in a smart way. Internet of Things, cloud computing, Big Data and other technologies will be used for the smart processing on data and information. The Company's telecommunication network covers China and connects to the world. It provides full range and high quality information and telecommunication services, including mobile broadband (WCDMA, LTE FDD, TD-LTE), fixed-line broadband, GSM, fixed-line local access, ICT, data communications and other related value-added services. As at the end of 2017, the Company had mobile billing subscribers of about 284 million, in which 4G subscribers of about 175 million, fixed-line broadband subscribers of about 77 million, and fixed-line local access subscribers of about 60 million.

As at 31 December 2017, the ultimate parent company of the Company, China United Network Communications Group Company Limited had an effective interest of 52.5% of the shares in the Company through China United Network Communications Limited (A Share Company), China Unicom (BVI) Limited and China Unicom Group Corporation (BVI) Limited; the strategic investors and the public shareholders of A Share Company had an effective interest of 27.4% of the shares in the Company through A Share Company's shareholding in China Unicom (BVI) Limited. The remaining 20.1% of the shares in the Company were beneficially owned by public shareholders.

## Shareholding Structure

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## Performance Highlights

Turnaround Momentum Strengthened

|                              | 2015   | 2016 | 2017              |
|------------------------------|--------|------|-------------------|
| SERVICE REVENUE GROWTH (YoY) | -4.2%  | 2.2% | 4.6%              |
| FREE CASH FLOW (RMB bil)     | -49.58 | 2.48 | 42.92             |
| NET PROFIT (RMB bil)         | 10.56  | 0.63 | 4.00 <sup>4</sup> |

| <b>KEY FINANCIAL DATA</b>                                          | <b>2017</b>    | <b>2016</b> | <b>Change YoY</b> |
|--------------------------------------------------------------------|----------------|-------------|-------------------|
| <b>Operating Revenue</b> (RMB billions)                            | <b>274.829</b> | 274.197     | 0.2%              |
| Of which: Service Revenue <sup>1</sup>                             | <b>249.015</b> | 238.033     | 4.6%              |
| <b>EBITDA</b> <sup>2</sup> (RMB billions)                          | <b>81.425</b>  | 79.498      | 2.4%              |
| <b>EBITDA (Excluding net loss on asset disposal related to</b>     |                |             |                   |
| <b>fibre network upgrade in 2017) (RMB billions)</b>               |                |             |                   |
|                                                                    | <b>84.325</b>  | 79.498      | 6.1%              |
| As % of Service Revenue                                            | <b>33.9%</b>   | 33.4%       | 0.5pp             |
| <b>Net Profit</b> <sup>3</sup> (RMB billions)                      | <b>1.828</b>   | 0.625       | 192.5%            |
| <b>Net Profit (Excluding net loss on asset disposal related to</b> |                |             |                   |
| <b>fibre network upgrade in 2017) (RMB billions)</b>               |                |             |                   |
|                                                                    | <b>4.003</b>   | 0.625       | 540.5%            |
| <b>Basic EPS</b> (RMB)                                             | <b>0.074</b>   | 0.026       | 185.1%            |
| <b>Free Cash Flow</b> (RMB billions)                               | <b>42.920</b>  | 2.483       | 1,628.8%          |

Note 1: In order to better satisfy the internal operation and management requirements, revenue from sales of products associated with the ICT business, which was previously recorded as part of the fixed-line service revenue, has been reclassified as part of the revenue from sales of telecommunications products. The related figures for 2016 have been restated.

Note 2: EBITDA represents profit for the year before finance costs, interest income, shares of net profit of associates, share of net profit of joint ventures, other income-net, income tax, depreciation and amortisation. As the telecommunications business is a capital intensive industry, capital expenditure and finance costs may have a significant impact on the net profit of the companies with similar operating results. Therefore, the Company believes that EBITDA may be helpful in analysing the operating results of a telecommunications service operator like the Company.

Note 3: Net profit represented profit attributable to equity shareholders of the Company.

Note 4: Excluded net loss on asset disposal related to fibre network upgrade.

## Major Events

### *January*

China Unicom launched the innovative ice-cream package , enabling unlimited enjoyment of mobile data and voice nationwide

### *March*

China Unicom firmly committed to the implementation and deployment of Network Speed Upgrade & Tariff Reduction

*June*

China Unicom put AAE-1 submarine cable in operation, creating the fastest and the most secure information highway for One Belt, One Road initiative

China Unicom's 4G+ network achieved gigabit-level transmission capacity

China Unicom built the first 5G high & low frequency outdoor experiment base and started officially running the first 5G NR outdoor testing station

*August*

China Unicom announced mixed-ownership reform plan, the only pilot enterprise to adopt entire group-based mixed-ownership reform

China Unicom rolled out in-depth cooperation with Baidu in Internet of Things, artificial intelligence, Big Data, telecommunication & etc.

*September*

China Unicom removed mobile voice domestic long distance and roaming fees, effective 1 September

*October*

China Unicom, leveraging the mixed-ownership reform, engaged in comprehensive in-depth cooperation with Tencent in Cloud, network services and other areas

China Unicom announced first business cooperation with Alibaba post mixed-ownership reform: mutual open-up of Cloud resources

*November*

China Unicom and JD.com jointly-developed smart living experience store debuted in Guangzhou

*December*

China Unicom and Tmall collaborated in promoting New Retail, unveiling their first in-China innovative smart living experience store in Shanghai

China Unicom and Suning signed strategic cooperation agreement to develop a communications + payment/finance ecosystem

China Unicom became the official telecommunication services partner of Beijing 2022 Olympic and Paralympic Winter Games

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**Chairman's Statement**

**DEAR SHAREHOLDERS,**

In 2017, the Company comprehensively deepened the implementation of Focus Strategy and emphasised on scale and profitable development, as well as growth promotion, cost control and mechanism reform, enabling the Company to achieve outstanding results via business model transformation. A substantive breakthrough was made on mixed-ownership reform and the Company saw fundamental improvement in operating results, marching a solid step forward towards its transformational development.

**OVERALL RESULTS**

In 2017, the Company successfully turned around its operating results with significant improvement. Service revenue for the year was RMB249.02 billion, up by 4.6% year-on-year, and EBITDA amounted to RMB81.43 billion, up by 2.4% year-on-year. Profit before income tax reached RMB2.59 billion and profit attributable to equity shareholders of the Company increased by 192.5% year-on-year to RMB1.83 billion. In 2017, the Company incurred a net loss on asset disposal related to optical fibre network upgrade of RMB2.9 billion which had

no impact on cash flow. Excluding the net loss on asset disposal related to optical fibre network upgrade, the Company's EBITDA reached RMB84.33 billion, representing 33.9% of service revenue and an increase of 0.5 percentage point year-on-year while profit before income tax reached RMB5.49 billion and profit attributable to equity shareholders of the Company increased by 540.5% year-on-year to RMB4.00 billion.

By focusing on improving quality and efficiency, the Company pushed forward precise investment, cooperation, sharing and proactively unleash value from resources to improve returns. In 2017, the Company offered competitive network quality despite a significant reduction in capital expenditure of 41.6% year-on-year to RMB42.13 billion. Benefiting from the gradual improvement in service revenue and the substantial decline in capital expenditure, the Company's free cash flow reached RMB42.92 billion, up by 16.3 times year-on-year.

The Company also benefited from the successful completion of the capital injection brought by the implementation of the mixed-ownership reform, which strengthened the Company's balance sheet substantially and developed a much solid financial position. The liabilities-to-assets ratio went down from 62.9% in the same period of last year to 46.8%.

The Company attached great importance to shareholders' returns. Taking into consideration the Company's profitability, debt and cash flow level and capital requirements for its future development, the Board recommended the payment of a final dividend of RMB0.052 per share. Going forward, the Company will continue to strive to enhance its profitability to improve corporate efficiency and shareholders' returns.

## **BUSINESS DEVELOPMENT**

### **Strengthened Data Traffic Operation and Development Model Transformation Underpinned Fast and Effective Mobile Business Development with Industry-leading Growth Rate**

In 2017, the Company actively promoted the mobile business model transformation and enhanced the quality of new subscribers through innovating products and marketing models. Using a low cost and subsidy model for expanding subscriber base, the Company achieved accelerated growth in mobile service. Mobile service revenue reached RMB156.44 billion, representing a year-on-year growth of 7.9%, exceeded industry average by 2.2 percentage points. Mobile billing subscribers achieved a net increase of 20.34 million to 284.16 million in total in 2017. The average revenue per user (ARPU) of mobile billing subscribers amounted to RMB48.0, up by 3.5% year-on-year.

During the year, the Company strengthened its data traffic operation by launching and expanding in scale the innovative and transformational products, like 2I2C, 2B2C and Ice-cream Package targeting medium-to-high end subscribers. It segmented the market and adopted targeted marketing to reach target users effectively, especially the youth market, with low marketing costs, achieving a breakthrough in the 4G subscriber base. In 2017, the Company's 4G subscriber base witnessed a net increase of 70.33 million to a total of 174.88 million. The 4G subscriber market share was up by 3.7 percentage points year-on-year. The proportion of 4G subscribers to total mobile billing subscribers increased by 21.9 percentage points year-on-year to 61.5%.

The Company sped up the transition towards an innovative business model of "data + content". It vigorously promoted data-oriented products, enriched with contents and privileges, and unleashed the value of data capacity. Mobile data service sustained a strong growth momentum. In 2017, the Company's handset Internet access revenue grew by 28.8% year-on-year to RMB92.14 billion. The monthly average DOU per handset subscriber was 2,433MB, up by 359.0% year-on-year, still with enormous growth potential.

### **Actively Deployed and Nurtured Key Innovative Services to Stabilise Fixed-line Development, while Creating New Energy for Future Growth**

In 2017, the Company actively promoted the scale development of innovative services, striving to offset the decline in fixed-line voice revenue and the competitive pressure on the fixed-line broadband market. Fixed-line service revenue was RMB90.87 billion, down by 0.9% year-on-year, which was largely stable. Within that, the proportion of voice revenue dropped to 13.3%, further improving the fixed-line service revenue structure.

The Company actively developed its business by focusing on the complementary resources and business synergies brought in by the strategic investors. Focusing on key industries and key services, it embraced open cooperation and adopted innovative incentive systems to jointly develop an innovative and win-win industry ecosystem. In 2017, the Company achieved new breakthroughs in key innovative services. ICT revenue reached RMB3.32 billion, up by 11.0% year-on-year. IDC and Cloud computing revenue reached RMB11.02 billion, up by 16.6% year-on-year. Internet of Things revenue reached RMB1.41 billion and Big Data revenue reached RMB0.16 billion.

### **Actively Countered Intense Market Competition through Promoting User Consumption Upgrade and Integrated Development with High-bandwidth, Mass Video and Big Integration**

Facing intense competition in the broadband market, the Company further enhanced its network coverage capability and quality. Leveraging its strengths in network capability and television and video content, the Company actively promoted the use of high-bandwidth and integrated products to facilitate user consumption upgrade and mutual growth of fixed-line and mobile services. It propelled an Internet-oriented transformation in sales of broadband service to enhance customer perception. It offered new services such as home Internet and home network services in order to explore new innovative service models. In 2017, the Company's fixed-line broadband access revenue amounted to RMB42.71 billion, down by 2.6% year-on-year. Fixed-line broadband subscribers increased by 1.30 million to 76.54 million. Integrated package subscribers accounted for 43.5% of the total fixed-line broadband subscribers, up by 4.9 percentage points year-on-year. Going forward, the Company's broadband services will focus on video offering, integrated products and e-commerce channels to further optimise product offerings, strengthen operation and services, and stimulate the sales productivity of front-line staff to constantly enhance the differentiated competitive advantages of its broadband business.

### **NETWORK DEPLOYMENT**

In 2017, the Company insisted on focused and precise investment together with cooperation to achieve efficient network deployment. It maintained market competitive network quality and customer experience, rapidly responded to market demand, providing effective support to business development, despite low capital expenditure.

Embracing a return-enhancing investment approach, the Company actively utilised the existing capacity of 4G and fixed-line broadband network, focused its investment on key cities and 4G network, as well as regions with high data traffic and high investment returns. It used Big Data to monitor traffic hotspots to achieve precise capacity expansion. It also vigorously carried out resources sharing and social cooperation in regions with weak resources and met market demand using innovative models. In 2017, the Company continued to fortify its network capabilities. The number of 4G base stations increased by 0.11 million to a total of 0.85 million. FTTH ports accounted for 79.2% of the total fixed-line broadband ports. Network efficiency significantly improved. 4G network utilisation rate increased to 57% and the percentage of FTTH subscribers to total broadband subscribers reached 77%. The network quality and customer perception in key regions continued to rise. The 4G network uplink and downlink average speeds were leading in the industry. The Net Promoter Score (NPS) of mobile network and fixed-line broadband continued to improve and Internet network latency performance ranked the best in the industry.

The Company continued to enhance its transmission, carrier network and other fundamental network capabilities. Its dedicated finance industry network loaded with SDN functions further enhanced business support performance and customer perception of major customers. Its backbone network maintained the lowest latency in the industry. The Company closely monitored the evolution of new technology, with pilot run of new services, such as VoLTE, VoWiFi and One SIM, Multi Devices in eight cities, built the world's biggest single-city NB-IoT network in Shanghai and comprehensively introduced NFV technology, building up capability for future development.

### **Mixed-ownership Reform**

In 2017, adhering to the principle of enhance governance, strengthen incentives, protrude core businesses and raise efficiency, the Company implemented mixed-ownership reform by using Unicom A Share Company, the controlling shareholder of the Company, as the platform. By introducing strategic investors and leveraging external resources and capabilities, the Company innovated the business cooperation model and achieved strategic business collaboration. It pushed forward system and mechanism reforms, established sound and effective corporate governance and market-oriented incentive mechanism to elevate corporate vitality and efficiency, creating better returns for shareholders and employees.

### **Financial Strengths, Investment and Operation Capabilities Improved Substantially Following the Introduction of Strategic Investors**

In 2017, through non-public issuance of new shares and transfer of existing shares of Unicom A Share Company held by Unicom Group, Unicom A Share Company successfully introduced 14 industry leaders as strategic investors who are complementary to the Company's business development. Approximately RMB75.0 billion was raised and injected into CUCL, a wholly-owned subsidiary of the Company. All the proceeds will be used by CUCL for upgrading 4G capabilities, technology validation and enablement of 5G network related technologies, launching trial programmes in relation to 5G network and developing innovative services. The injection of external capital effectively enhanced the Company's financial position and improved its risk control capability.

### **Pushed Ahead In-depth Synergetic Cooperation with Strategic Investors to Enhance New Energy for Innovative Development**

The Company deeply explored and integrated strategic investors' resources, strengths and took full advantage of the edges of its own fundamental business capabilities. Focusing on key innovative segments including channel touch points, Cloud computing, Big Data, Internet of Things, retail system, video contents, home Internet and basic communications, the Company established powerful alliance and engaged in-depth cooperation with strategic investors, thereby creating a new driving force for innovative business development. During the year, through leveraging the online marketing touch points of Tencent and various other large Internet companies as well as the synergetic development across online and offline marketing, the Company developed about 50 million 2I2C subscribers at low costs. The Company conducted in-depth cooperation with Baidu in Internet of Things, artificial intelligence and Big Data, etc. The Company entered into in-depth cooperation in Cloud services with Tencent and Alibaba through mutual resources and capabilities sharing. The Company built smart living experience stores jointly with JD.com, Alibaba and Suning to actively explore New Retail business model. The Company carried out in-depth cooperation with strategic investors in basic communications business to promote resources sharing and business synergy, thus achieving a win-win situation for all parties.

### **Accelerated Mechanism Transformation, Enhanced Incentive System and Improved Efficiency**

The Company seized the opportunity of mixed- ownership reform to deeply propel innovative reform of mechanism and system. By downsizing and streamlining corporate structure, the Company promoted staff migration to the frontline and established a lean and highly efficient organisational structure. It advanced market-oriented and contractual management of managerial personnel such that positions could go up and down, staff could get in and out while compensation could increase and decrease. The Company pushed forward sub-division and contract-out, selected mini CEOs based on a competitive mechanism, vitalised incentives and compensation allocation, and stimulated the internal vibrancy of front- line staff. Unicom A Share Company launched an employee restrictive share incentive scheme. Under the initial grant, 848 million restrictive shares will be granted to core employees. Unlocking conditions are prescribed for units and individuals at all levels on a scientific basis so as to combine short-term and long-term incentives, and align shareholder interests, corporate development and employee interests.

### **CORPORATE GOVERNANCE AND SOCIAL RESPONSIBILITY**

The Company continues to improve its corporate governance structure and strengthen its execution, which leads to continuous enhancement in management and corporate governance. In 2017, the Company was awarded a number of accolades, including Asia's Best Management Team by FinanceAsia, Asia's No. 1 Most Honored Telecom Company by Institutional Investor and the Company's annual report, BEAT THE HEADWIND TURN THE TIDE, was awarded the Best of Show World's Best Annual Report in International ARC Awards.

The Company has taken the initiative in fulfilling its social responsibilities. Adhering to the development philosophies of Innovation,

Coordination, Greenness, Openness and Sharing, it deepened supply-side structural reform to meet the ever-increasing demand for information life of the public, actively supporting the harmonious economic, social and environmental development. The Company insisted on smart development and built a quality network with craftsmanship spirit to provide users with smart network experience featuring higher speed, wider coverage and better perception. It vigorously developed smart living and smart industry, and provided a variety of smart+ applications, enabling the public to enjoy more convenient and more intelligent information life. It fully participated in universal telecommunications services, implemented speed upgrade and tariff reduction and kept introducing new concessionary offerings to narrow digital divide across regions. The Company actively engaged in green operation, facilitated cost reduction and efficiency enhancement, improved development quality and promoted harmonious co-existence between the enterprise and the environment.

### **OUTLOOK**

At present, we are steering into the digital economic era. A new round of technological and industrial revolution is emerging. The Internet will integrate deeply with real economy to power up various industries, bringing about tremendous market potential. China's economic development is also entering a new era. New development models emphasising on high-quality development requirements will drive the entire society to improve total factor productivity and vigorously cultivate new energy. Looking ahead, China Unicom is embarking on a new historic journey as the mixed-ownership reform allows the Company to establish unique differentiated advantages and heralds new significant strategic opportunities for the Company's development. In addition, the Company also faces challenges brought about by the decline in legacy services, intensified competition and the implementation of speed upgrade and tariff reduction policies, etc. This has prompted the Company to accelerate its transformation and development, switch driving forces and enhance development quality.



In 2018, the Company will seize firmly the brand new opportunities brought by global technological and industrial reform, China's economic development model reform and mixed-ownership reform, aiming to instil into China Unicom new DNA, new governance, new operation, new energy and new ecology (the "Five New"). The Company will continue to deepen the strategy of Focus, Innovation and Cooperation, vigorously accelerate Internet-oriented operation, forcefully pushes ahead in-depth synergetic business cooperation with strategic investors, speed up improvement in innovative capability and deepen system and mechanism reforms to raise vibrancy and efficiency, striving to start a new era for its innovative development. In terms of new DNA, upon the implementation of mixed-ownership reform, the Company will explore to quickly adopt an Internet-oriented and market-oriented mindset as its endogenous DNA and achieve breakthroughs.

In terms of new governance, the Company will explore to achieve a governance structure ensuring separation of duties and responsibilities as well as coordinated operation with effective checks- and-balances to achieve an operation mechanism with improved total factor productivity. In terms of new operation, the Company will seek new routes to quickly enter the Internet commercial world and become a technology service company based on network operation. In terms of new energy, the Company will speed up the cultivation and enhancement of new energy for high-quality development and innovative development. For new ecology, the Company will explore to accelerate the establishment of an open, sharing, embracing and win-win ecosystem. The Company will spare no effort to push forward high-quality and sustainable development and elevate overall competitiveness and corporate efficiency to create greater value for its shareholders.



Lastly, on behalf of the Board of Directors of the Company, I would like to express my sincere gratitude to all shareholders, customers and friends across the society for their support to the Company, and to all employees for their continuous dedication and contribution along the way!

**Wang Xiaochu**

*Chairman and Chief Executive Officer*

Hong Kong, 15 March 2018

## **Business Overview**

IN 2017, THE COMPANY DEEPENED IMPLEMENTATION OF THE STRATEGY OF FOCUS, INNOVATION AND COOPERATION, ACTIVELY PROPELLING MIXED- OWNERSHIP REFORM TO PROMOTE BUSINESS DEVELOPMENT, ENABLING THE BUSINESS STRUCTURE TO BE FURTHER OPTIMISED AND A SIGNIFICANTLY HIGHER MIX OF BUSINESS TO COME FROM ONLINE CHANNELS, AND ACHIEVING A RELATIVELY FAST GROWTH IN INNOVATIVE BUSINESSES. THANKS TO THE CONTINUOUS COST RESOURCES OPTIMISATION, THE COMPANY ACHIEVED TURNAROUND IN OPERATING RESULTS.

## MOBILE SERVICE

In 2017, the Company actively promoted marketing model transformation and achieved rapid development in 2I2C business, realising growth in both service revenue and subscribers of mobile service. The Company saw O2O synergetic development with accelerated online services development and quality and efficiency enhancement in offline channels. The Company built existing users value enhancement system to accelerate the migration of 2G subscribers to 4G, and launched innovative Unlimited Video Enjoyment products to improve the subscriber mix and enhance values.

Mobile billing subscribers witnessed a net increase of 20.34 million to a total of 284.16 million during the year. Mobile billing subscribers ARPU was RMB48.0. Mobile handset data traffic reached 7,786.0 billion MB, up by 384% year-on-year. Registered subscribers of Unlimited Video Enjoyment reached 8.20 million with monthly active users exceeding 3.00 million. The user base of WO Video reached 30.99 million with monthly active users up to 8.63 million.

## **FIXED-LINE SERVICE**

In 2017, the Company focused on Mass Connection, High-bandwidth, Big Integration and Big Video and launched Fibre Broadband+, a new broadband service brand. The Company actively promoted e-commerce business development model, integrated products offering and video add-on for broadband services, also pioneered market-oriented network deployment and fully promoted optical fibre network upgrade to improve network quality. The Company also vigorously pushed forward sub-division and contract-out (mini CEO's initiative), aiming to stimulate front-line vibrancy and thus promoting business development. Leveraged on mixed-ownership reform, the Company further strengthened its cooperation with private capital. The number of broadband subscribers witnessed a net increase of 1.30 million to a total of 76.54 million. Broadband access ARPU was RMB46.3. FTTH subscriber penetration reached 77.3%, up by 6.1 percentage points year-on-year. The number of fixed-line local access subscribers decreased by 6.65 million to 60.00 million.

## **NETWORK CAPABILITIES**

In 2017, the Company pushed forward precise construction, continued to enhance network capabilities, and actively built up the 4G network with craftsmanship spirit. It achieved industry-leading average downlink & uplink speed on 4G, demonstrating precise and remarkable differentiation in key areas and in key scenarios. As at the end of 2017, the Company had a total

of 852,000 4G base stations in operation and its 4G coverage in towns and villages reached 90.0%. The Company used differentiated strategies for Southern and Northern China to enhance broadband capabilities, creating differentiated advantages in fibre broadband network. As at the end of 2017, the number of broadband access ports amounted to 200 million, 98.8% of which were FTTX access ports.

The Company continued to optimise its international network deployment. As at the end of 2017, its international submarine cable resource capacity reached 16.2T, international outbound Internet capacity reached 2.46T, homebound bandwidth reached 2.08T, with international roaming covering 607 operators in 252 countries and regions.

## **MARKETING**

### **Branding**

In 2017, the Company harnessed various major events, such as World Table Tennis Championships and National Games to reshape the brand image, and continued to improve business reputation by online targeted, innovative, and cross-sector communications. Meanwhile, the Company organised popular event such as Craftsmanship Network Thousand Miles Walk to promote the network advantages and solidify the image and position of premium network with craftsmanship spirit, while enhancing the brand influence of China Unicom and WO in an all-round manner.

## **Marketing Strategies**

In 2017, the Company strengthened the business synergy with strategic partners brought by mixed- ownership reform, innovated its business model to promote rapid development in 2I2C, launched a series of key products such as Ice-cream Package to facilitate subscriber acquisition and value enhancement. By strengthening brand perception, high-speed bandwidth, integrated products and quality video content, the Company continued to enhance the competitiveness of its broadband service while effectively promoting business transformation.

The Company developed public Cloud products under WO Cloud brand with partners including Alibaba and Tencent, expanded SME informatisation application market through promoting DingTalk with Alibaba, continued to optimise IDC business operation model to enhance the professional capability of ICT service, and drove scale development of Internet of Things to achieve faster growth in innovative services.

## **Distribution Channels**

In 2017, the Company actively engaged in integrated O2O operations, speeded up the development and expanded the scale of online channels, enabling online channels to be the main channels to service its customers and the key channels for product sales. The Company also actively promoted transformation, enhanced efficiency and innovated its model for offline channels. The Company expanded light touch points and strengthened professionalised operation capabilities in order to maintain steady subscriber development. Through building Internet-based customer retention and value management systems, it enhanced customer retention rate. Committed to promoting full cost assessment extensively optimising store demographic, controlling the quantity of store and terminating channels with low efficiency and without contribution, the Company set to maximise the effectiveness of the marketing costs.

## **Customer Care**

In 2017, the Company further optimised its service standards and systems, leading to service advancement. By continuing to propel intelligent transformation and synergetic operation between traditional-service channels and Internet-service channels, and enriching operating measures in customer reward and loyalty programmes, the customer perception was improving on an ongoing basis. The Company also took proactive approach to mitigate service shortcomings and pain points, thus maintained the second lowest customer complaint rate and the industry lowest complaint rate for unsolicited charges during the year.

| <b>KEY OPERATING DATA</b>                                | <b>2017</b>  | <b>2016</b> |
|----------------------------------------------------------|--------------|-------------|
| <b>Mobile Billing Subscribers<sup>1</sup></b> (millions) | <b>284.2</b> | 263.8       |
| <b>4G Subscribers</b> (millions)                         | <b>174.9</b> | 104.6       |
| <b>Mobile Billing Subscribers ARPU</b> (RMB)             | <b>48.0</b>  | 46.4        |
| <b>4G Subscribers ARPU</b> (RMB)                         | <b>63.4</b>  | 76.4        |
| <b>Fixed-line Broadband Subscribers</b> (millions)       | <b>76.5</b>  | 75.2        |
| <b>Fixed-line Broadband Access ARPU</b> (RMB)            | <b>46.3</b>  | 49.4        |
| <b>Fixed-line Local Access Subscribers</b> (millions)    | <b>60.0</b>  | 66.7        |

Note 1: In order to better satisfy the strategic management needs of the Company, the Company's internal management and analysis in relation to the mobile service began to focus more on the mobile billing subscribers (which in general refer to subscribers who have revenue contribution in the current month) and 4G subscribers (mobile billing subscribers who possess 4G handsets and use the 4G network of the Company) from 2016. From January 2016 onwards, the aggregate number and net addition of mobile billing subscribers and 4G subscribers are disclosed. The adjustment in the disclosure of subscriber statistics does not affect the Company's revenue and profit recognition.

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## Financial Overview

### I. OVERVIEW

In 2017, the Company comprehensively deepened the implementation of the Focus Strategy, the Company's revenue was RMB274.83 billion in 2017, up by 0.2% compared with last year, of which service revenue improved steadily and reached RMB249.02 billion, up by 4.6% compared with last year. Net profit<sup>1</sup> was RMB1.83 billion, up by 192.5% compared with last year. Excluding the net loss on asset disposal related to optical fibre network upgrade, net profit was RMB4.00 billion, up by RMB3.38 billion compared with last year.

In 2017, net cash flow from operating activities was RMB85.05 billion. Capital expenditure was RMB42.13 billion. Liabilities-to-assets ratio was 46.8% as at 31 December 2017.

### II. REVENUE

In 2017, the Company's revenue was RMB274.83 billion, up by 0.2% compared with last year, of which, service revenue accounted for RMB249.02 billion, up by 4.6% compared with last year.

The table below sets forth the composition of service revenue, including as a percentage of the service revenue for the years of 2017 and 2016:

|                        | 2017            |                                             | 2016            |                                             |
|------------------------|-----------------|---------------------------------------------|-----------------|---------------------------------------------|
|                        |                 | As a<br>percentage<br>of service<br>revenue |                 | As a<br>percentage<br>of service<br>revenue |
| (RMB in billions)      | Total<br>amount |                                             | Total<br>amount |                                             |
| <b>Service revenue</b> | <b>249.02</b>   | <b>100.0%</b>                               | 238.03          | 100.0%                                      |
| Include: Voice service | <b>53.52</b>    | <b>21.5%</b>                                | 62.41           | 26.2%                                       |
| Non-voice services     | <b>195.50</b>   | <b>78.5%</b>                                | 175.62          | 73.8%                                       |

### 1. Voice Service

In 2017, service revenue from the voice service was RMB53.52 billion, down by 14.2% compared with last year.

### 2. Non-Voice Services

In 2017, service revenue from the non-voice services was RMB195.50 billion, up by 11.3% compared with last year.

**III. COSTS AND EXPENSES**

In 2017, total costs and expenses amounted to RMB272.24 billion, down by 0.4% compared with last year.

The table below sets forth the major items of the costs and expenses and their respective percentage of the revenue for the years of 2017 and 2016:

| (RMB in billions)                          | 2017            |                                     | 2016            |                                     |
|--------------------------------------------|-----------------|-------------------------------------|-----------------|-------------------------------------|
|                                            | Total<br>amount | As a<br>percentage<br>of<br>revenue | Total<br>amount | As a<br>percentage<br>of<br>revenue |
| <b>Total costs and expenses</b>            | <b>272.24</b>   | <b>99.06%</b>                       | 273.41          | 99.71%                              |
| Operating costs                            | 270.89          | 98.57%                              | 271.49          | 99.01%                              |
| Include: Interconnection charges           | 12.62           | 4.59%                               | 12.74           | 4.65%                               |
| Depreciation and amortisation              | 77.49           | 28.20%                              | 76.80           | 28.01%                              |
| Network, operation and support expenses    | 54.51           | 19.83%                              | 51.17           | 18.66%                              |
| Employee benefit expenses                  | 42.47           | 15.45%                              | 36.91           | 13.46%                              |
| Costs of telecommunications products sold  | 26.64           | 9.69%                               | 39.30           | 14.33%                              |
| Selling and marketing expenses             | 34.09           | 12.40%                              | 34.65           | 12.64%                              |
| General, administrative and other expenses | 23.07           | 8.41%                               | 19.92           | 7.26%                               |
| Finance costs, net of interest income      | 4.09            | 1.49%                               | 3.86            | 1.41%                               |
| Share of net profit of associates          | -0.89           | -0.32%                              | -0.20           | -0.07%                              |
| Share of net profit of joint ventures      | -0.57           | -0.21%                              | -0.15           | -0.06%                              |
| Other income-net                           | -1.28           | -0.47%                              | -1.59           | -0.58%                              |

**1. Interconnection charges**

Mainly due to the decrease in volume of the interconnection voice calls, the interconnection charges amounted to RMB12.62 billion in 2017, down by 1.0% compared with last year and, as a percentage of revenue, decreased from 4.65% in 2016 to 4.59% in 2017.

**2. Depreciation and amortisation**

Depreciation and amortisation charges in 2017 were RMB77.49 billion, up by 0.9% compared with last year and, as a percentage of revenue, changed from 28.01% in 2016 to 28.20% in 2017.

**3. Network, operation and support expenses**

The expanded network scale caused higher usage fee of telecommunication towers. The Company incurred network, operation and support expenses of RMB54.51 billion in 2017, up by 6.5% compared with last year. Network, operation and support expenses, as a percentage of revenue, changed from 18.66% in 2016 to 19.83% in 2017.

**4. Employee benefit expenses**

As a result of the improved operating results, the Company's employee benefit expenses amounted to RMB42.47 billion in 2017, up by 15.1% compared with last year and, as a percentage of revenue, changed from 13.46% in 2016 to 15.45% in 2017.

**5. Cost of telecommunications products sold**

Costs of telecommunications products sold amounted to RMB26.64 billion and revenue from sales of telecommunications products amounted to RMB25.81 billion in 2017. Loss on sales

of telecommunications products was RMB0.83 billion, of which terminal subsidy cost amounted to RMB1.25 billion in 2017, down by 59.1% compared with last year.

**6. Selling and marketing expenses**

In 2017, the Company continuously promoted the transformation of its sales and marketing model. Selling and marketing expenses were RMB34.09 billion, down by 1.6% compared with last year and, as a percentage of revenue, changed from 12.64% in 2016 to 12.40% in 2017.

**7. General, administrative and other expenses**

General, administrative and other expenses were RMB23.07 billion in 2017, up by 15.8% compared with last year and, as a percentage of revenue, changed from 7.26% in 2016 to 8.41% in 2017. It was mainly due to the net loss on asset disposal related to the optical fibre network upgrade of RMB2.90 billion.

**8. Finance costs, net of interest income**

In 2017, finance costs, net of interest income, was RMB4.09 billion, up by 6.0% compared with last year.

**9. Other income-net**

Other income-net was RMB1.28 billion in 2017, down by RMB0.31 billion compared with last year.

## **IV. EARNINGS**

### **1. Profit before income tax**

In 2017, the Company's profit before income tax was RMB2.59 billion. Excluding the net loss on asset disposal related to the optical fibre network upgrade, the Company's profit before income tax was RMB5.49 billion, up by RMB4.71 billion compared with last year.

### **2. Income tax**

In 2017, the Company's income tax was RMB0.74 billion and the effective tax rate was 28.6%.

### **3. Net profit<sup>1</sup>**

In 2017, the Company's net profit was RMB1.83 billion. Excluding the net loss on asset disposal related to the optical fibre network upgrade, the Company's net profit was RMB4.00 billion, up by RMB3.38 billion compared with last year. Basic earnings per share was RMB0.074, up by 185.1% compared with last year.

## **V. EBITDA<sup>2</sup>**

In 2017, the Company's EBITDA was RMB81.43 billion, up by 2.4% compared with last year. Excluding the net loss on asset disposal related to the optical fibre network upgrade, the Company's EBITDA was RMB84.33 billion, up by 6.1% compared with last year. EBITDA as a percentage of service revenue was 33.9%, up by 0.5 percentage points compared with last year.

## **VI. CAPITAL EXPENDITURE AND CASH FLOW**

In 2017, capital expenditure of the Company totaled RMB42.13 billion, which mainly consisted of investments in mobile network, broadband and data, and infrastructure and transmission network etc. In 2017, the Company's net cash inflow from operating activities was RMB85.05 billion. Free cash flow was RMB42.92 billion after the deduction of the capital expenditure.

Note 1: Net profit represented profit attributable to equity shareholders of the Company.

Note 2: EBITDA represents profit for the year before finance costs, interest income, shares of net profit of associates, share of net profit of joint ventures, other income-net, income tax, depreciation and amortisation. As the telecommunications business is a capital intensive industry, capital expenditure and finance costs may have a significant impact on the net profit of the companies with similar operating results. Therefore, the Company believes that EBITDA may be helpful in analysing the operating results of a telecommunications service operator like the Company.

The table below sets forth the major items of the capital expenditure in 2017.

| (RMB in billions)                       | 2017            |                  |
|-----------------------------------------|-----------------|------------------|
|                                         | Total<br>amount | As<br>percentage |
| <b>Total</b>                            | <b>42.13</b>    | <b>100.0%</b>    |
| Include: Mobile network                 | 15.92           | 37.8%            |
| Broadband and data                      | 9.02            | 21.4%            |
| Infrastructure and transmission network | 11.94           | 28.3%            |
| Others                                  | 5.25            | 12.5%            |

## VII. BALANCE SHEET

The Company's total assets changed from RMB614.15 billion as at 31 December 2016 to RMB571.98 billion as at 31 December 2017. Total liabilities changed from RMB386.47 billion as at 31 December 2016 to RMB267.64 billion as at 31 December 2017. The liabilities-to-assets ratio changed from 62.9% as at 31 December 2016 to 46.8% as at 31 December 2017. The debt-to-capitalisation ratio changed from 43.5% as at 31 December 2016 to 19.5% as at 31 December 2017. The net debt-to-capitalisation ratio was 10.8% as at 31 December 2017.

## VIII. SUBSCRIPTION OF NEW SHARES OF THE COMPANY BY UNICOM BVI

As part of the mixed ownership reform plan implemented by Unicom Group, on 28 November 2017, the Company completed the issuance of 6,651,043,262 shares of the Company to Unicom BVI. The gross proceeds raised by the Company amounted

to RMB74,954 million. The proceeds will be used by the Company in accordance with the plan disclosed in the circular issued by the Company on 28 August 2017.

## **Directors And Senior Management**

### **Wang Xiaochu**

*(Chairman and Chief Executive Officer)*

Aged 59, was appointed in September 2015 as an Executive Director, Chairman and Chief Executive Officer of the Company. Mr. Wang, a professor level senior engineer, graduated from Beijing Institute of Posts and Telecommunications in 1989 and received a doctorate degree in business administration from the Hong Kong Polytechnic University in 2005. Mr. Wang served as Deputy Director General and Director General of the Hangzhou Telecommunications Bureau in Zhejiang province, Director General of the Tianjin Posts and Telecommunications Administration, Chairman and Chief Executive Officer of China Mobile (Hong Kong) Limited, Vice President of China Mobile Communications Corporation, an Executive Director, Chairman and Chief Executive Officer of China Telecom Corporation Limited, Chairman and President of China Telecommunications Corporation, and Chairman and a Non-Executive Director of China Communications Services Corporation Limited. Mr. Wang has served as a Director of Telefónica S.A. (listed on various stock exchanges including Madrid, New York and London) since September 2015. Mr. Wang also serves as the Chairman of China United Network Communications Group Company Limited ( Unicom Group ), China United Network Communications Limited ( A Share Company ) and China United Network Communications Corporation Limited ( CUCL ), respectively. Mr. Wang has extensive experience in management and telecommunications industry.



**Lu Yimin**

*(Executive Director and President)*

Aged 54, was appointed as an Executive Director of the Company in October 2008 and President of the Company in February 2009. Mr. Lu, a researcher level senior engineer, graduated from Shanghai Jiao Tong University in 1985 and received a master's degree in public administration from the John F. Kennedy School of Government at Harvard University in 2001. Mr. Lu joined China Network Communications Group Corporation ( Netcom Group ) in December 2007, serving as senior management. Mr. Lu has served as a Non-Executive Director of PCCW Limited ( PCCW , listed on the Hong Kong Stock Exchange with an American Depositary Receipts trading on OTC Markets Group Inc. in the U.S.) since May 2008, the Deputy Chairman of the Board of PCCW, a Non-Executive Director of HKT Limited (HKT Trust and HKT Limited are listed on the Hong Kong Stock Exchange) and HKT Management Limited (the trustee-manager of the HKT Trust) since November 2011. Prior to joining the Netcom Group, Mr. Lu was a member of the Secretary Bureau of the General Office of the Chinese Communist Party Central Committee, served as the Deputy Director and the Director of the Information Processing Office, Secretary at deputy director general level and Secretary at director general level. Mr. Lu also serves as a Vice Chairman and General Manager of Unicom Group, a Director and President of A Share Company, as well as a Director and President of CUCL. Mr. Lu has extensive experience in administration and business management in the government and the telecommunications industry.

**Li Fushen**

*(Executive Director and Chief Financial Officer)*

Aged 55, was appointed in March 2011 as an Executive Director and Chief Financial Officer of the Company. Mr. Li graduated from the Jilin Engineering Institute in 1988 and received a master's degree in management from the Australian National University in 2004. Mr. Li served as Deputy General Manager of the former Jilin Provincial Telecommunications Company and Jilin Communications Company, General Manager of the Finance Department of Netcom Group, the Chief Accountant of Netcom Group, Chief Financial Officer of China Netcom Group Corporation (Hong Kong) Limited (China Netcom), Executive Director of China Netcom, Joint Company Secretary of China Netcom and Senior Vice President of the Company. In addition, Mr. Li has served as a Non-Executive Director of PCCW Limited (listed on the Hong Kong Stock Exchange with an American Depositary Receipts trading on OTC Markets Group Inc.) since July 2007, a Non-Executive Director of HKT Limited (HKT Trust and HKT Limited are listed on the Hong Kong Stock Exchange) and HKT Management Limited (the trustee-manager of the HKT Trust) since November 2011. Mr. Li is a Vice General Manager and Chief Accountant of Unicom Group, a Director and Senior Vice President of A Share Company, as well as a Director and Senior Vice President of CUCL. Mr. Li has worked in the telecommunications industry for a long period of time and has extensive management experience.

**Shao Guanglu**

*(Executive Director and Senior Vice President)*

Aged 53, was appointed in March 2017 as an Executive Director of the Company. Mr. Shao was appointed in April 2011 as a Senior Vice President of the Company. Mr. Shao, a professor level senior engineer, graduated from Harbin Institute of Technology in 1985. Mr. Shao received a master's degree in engineering and a master's degree in economics from Harbin Institute of Technology in 1988 and 1990 respectively, a master's degree in management from BI Norwegian Business School in 2002 and a doctor's degree in management from Nankai University in 2009. Mr. Shao joined Unicom Group in February 1995. Mr. Shao served as Deputy General Manager of Tianjin Branch, Deputy General Manager of Henan Branch, General Manager of Guangxi Branch, as well as General Manager of Human Resource Department of Unicom Group. In addition, Mr. Shao has served as a Non-Executive Director of PCCW Limited (listed on the Hong Kong Stock Exchange with an American Depositary Receipts trading on OTC Markets Group Inc.) since March 2017, and a Non-Executive Director of China Communications Services Corporation Limited (listed on the Hong Kong Stock Exchange) since June 2017. Mr. Shao also serves as a Vice General Manager of Unicom Group, a Senior Vice President of A share Company as well as a Director and Senior Vice President of CUCL. Mr. Shao has worked in the telecommunications industry for a long period of time and has extensive management experience.

**Cesareo Alierta Izuel**

*(Non-Executive Director)*

Aged 72, was appointed in October 2008 as a Non-Executive Director of the Company. Mr. Alierta is Executive Chairman of Telefónica Foundation and Profuturo Foundation, Director of Telefónica Audiovisual Digital, S.L.U. and Trustee of Caixa d'Estalvis i Pensions de Barcelona Banking Foundation (la Caixa). He is also the Chairman of the Social Board of the UNED (National Long Distance Spanish University) and member of the Columbia Business School Board of Overseers. Between 1970 and 1985, he served as General Manager of the Capital Markets division at Banco Urquijo in Madrid. He was the founder and Chairman of Beta Capital. Since 1991, he has also acted as Chairman of the Spanish Financial Analysts' Association. He was also a member of the Board of Directors and the Standing Committee of the Madrid Stock Exchange. Between 1996 and 2000, he served as Chairman of Tabacalera, S.A., and subsequently Altadis following the company's merger with the French group Seita. Between January 1997 and May 2017, he was a member of the Board of Directors of Telefónica S.A. (listed on various stock exchanges including Madrid, New York and London). Between July 2000 and April 2016, he served as Executive Chairman of Telefónica S.A.. Mr. Alierta served as a Non-Executive Director of China Netcom during the period from December 2007 to November 2008. From April 2008 to December 2013 he was a member of the Board of Directors of Telecom Italia, S.p.A.. Between September 2010 and June 2016, Mr. Alierta served as a member of the Board of Directors of International Consolidated Airlines Group (IAG, listed on the stock exchanges of Madrid and London). Between October 2017 and March 2018, Mr. Alierta served as a member of the Board of Directors of Mediobanca S.p.A. (listed on Milan stock exchange). In September 2005, Mr. Alierta received The Global Spanish Entrepreneur award from the Spanish/US Chamber of Commerce. Mr. Alierta holds a degree in law from the University of Zaragoza and received a master's degree in business administration (MBA) at the University of Columbia (New York) in 1970.

**Cheung Wing Lam Linus**

*(Independent Non-Executive Director)*

Aged 69, was appointed in May 2004 as an Independent Non-Executive Director of the Company. Mr. Cheung is Independent Non-Executive Directors of HKR International Limited (listed on the Hong Kong Stock Exchange) and Sotheby's (listed on the New York Stock Exchange). Mr. Cheung was a member of the University of Hong Kong Council, Chairman of the Council of Centennial College, a member of the Board of Governors of Centennial College, Chairman of the University of Hong Kong School of Professional and Continuing Education, Chairman of Asia Television Limited, Deputy Chairman of PCCW Limited, an Independent Non-Executive Director of Taikang Life Insurance Company Limited, as well as President of the Chartered Institute of Marketing (Hong Kong Region). Prior to the merger of Pacific Century Cyberworks Limited and Hong Kong Telecom Limited, Mr. Cheung was the Chief Executive of Hong Kong Telecom Limited and an Executive Director of Cable & Wireless plc in the United Kingdom. Mr. Cheung worked at Cathay Pacific Airways for 23 years, leaving as Deputy Managing Director. He was appointed an Official Justice of the Peace in 1990 and a Non-official Justice of the Peace in 1992. Mr. Cheung received a bachelor's degree in social sciences and a diploma in management studies from the University of Hong Kong. He is also an Honorary Fellow of the University of Hong Kong and of The Chartered Institute of Marketing in the United Kingdom.

**Wong Wai Ming**

*(Independent Non-Executive Director)*

Aged 60, was appointed in January 2006 as an Independent Non-Executive Director of the Company. Mr. Wong is Executive Vice President and Chief Financial Officer of Lenovo Group Limited (listed on the Hong Kong Stock Exchange and the New York Stock Exchange). Prior to his current executive position at Lenovo Group Limited, Mr. Wong was the Chief Executive Officer and Executive Director of Roly International Holdings Limited. Mr. Wong was previously an investment banker with over 15 years of experience in investment banking business in Greater China and was a member of the Listing Committee of The Stock Exchange of Hong Kong Limited. Mr. Wong is a chartered accountant and holds a bachelor's degree (with Honors) in management science from the Victoria University of Manchester in the United Kingdom.

**Chung Shui Ming Timpson**

*(Independent Non-Executive Director)*

Aged 66, was appointed in October 2008 as an Independent Non-Executive Director of the Company. Mr. Chung is a member of the National Committee of the 13th Chinese People's Political Consultative Conference. He is also the Pro-Chancellor of the City University of Hong Kong. Besides, Mr. Chung is an Independent Non-Executive Director of Glorious Sun Enterprises Limited, The Miramar Hotel & Investment Co. Limited, China Overseas Grand Oceans Group Limited, China Everbright Limited, China Construction Bank Corporation, Jinmao Hotel and Jinmao (China) Hotel Investments and Management Limited (formerly known as Jinmao Investments and Jinmao (China) Investments Holdings Limited), China Railway Group Limited (all listed on the Hong Kong Stock Exchange). From October 2004 to October 2008, Mr. Chung served as an Independent Non-Executive Director of China Netcom. Formerly, he was the Chairman of China Business of Jardine Fleming Holdings Limited and the Deputy Chief Executive Officer of BOC International Limited. He was also the Director-General of Democratic Alliance for the Betterment and Progress of Hong Kong, the Chairman of the Advisory Committee on Arts Development, the Chairman of the Council of the City University of Hong Kong, the Chairman of the Hong Kong Housing Society, a member of the Executive Council of the Hong Kong Special Administrative Region, the Vice Chairman of the Land Fund Advisory Committee of Hong Kong Special Administrative Region Government, a member of the Managing Board of the Kowloon-Canton Railway Corporation, a member of the Hong Kong Housing Authority, a member of the Disaster Relief Fund Advisory Committee, an Independent Non-Executive Director of Henderson Land Development Company Limited and Nine Dragons Paper (Holdings) Limited, an Independent Director of China Everbright Bank Company Limited and China State Construction Eng. Corp. Ltd. and an Outside Director of China Mobile Communications Corporation. Mr. Chung holds a bachelor of science degree from the University of Hong Kong and a master's degree in business administration from the Chinese University of Hong Kong. Mr. Chung also received an honorary doctoral degree in Social Science from the City University of Hong Kong in 2010. Mr. Chung is a fellow member of the Hong Kong Institute of Certified Public Accountants.

**Law Fan Chiu Fun Fanny**

*(Independent Non-Executive Director)*

Aged 65, was appointed in November 2012 as an Independent Non-Executive Director of the Company. Mrs. Law is currently Chairman of the Board of Directors of Hong Kong Science and Technology Parks Corporation, a Member of the Executive Council of the Government of the Hong Kong Special Administrative Region ( HKSAR ), the Special Adviser to the China-US Exchange Foundation, a Director of the Fan Family Trust Fund and the Honorary Principal of Ningbo Huizhen Academy. Besides, Mrs. Law is an Independent Non-Executive Director of CLP Holdings Limited and DTXS Silk Road Investment Holdings Company Limited (formerly known as UDL Holdings Limited ) and Nameson Holdings Limited (all listed on the Hong Kong Stock Exchange), as well as External Director of China Resources (Holdings) Co., Limited. Mrs. Law served as a Deputy of HKSAR to the National People's Congress of the People's Republic of China. Prior to her retirement from the civil service in 2007, Mrs. Law was the Commissioner of the Hong Kong Independent Commission Against Corruption. During her 30 years as an Administrative Officer, Mrs. Law has worked in many fields, including medical and health, economic services, housing, land and planning, home affairs, social welfare, civil service, transport and education. Mrs. Law graduated from the University of Hong Kong with an Honours degree in Science, and in 2009 was named an outstanding alumnus of the Science Faculty of the University of Hong Kong. She received a Master degree in Public Administration from Harvard University and was named a Littauer Fellow of Harvard University. She also holds a Master degree in Education from the Chinese University of Hong Kong and is a Fellow of The Hong Kong Institute of Directors.

**Mai Yanzhou**

*(Senior Vice President)*

Aged 49, was appointed in February 2018 as a Senior Vice President of the Company. Mr. Mai, a professor level senior engineer, graduated from Zhengzhou University in 1991 and received a master's degree in Electronics and Information Engineering from Beijing University of Posts and Telecommunications in 2002. Mr. Mai served as Deputy General Manager of Guangdong Branch of China Network Communications Group Corporation, Deputy General Manager of Guangdong Branch, General Manager of Fujian Branch, as well as General Manager of Liaoning Branch of Unicom Group. Mr. Mai served as a Delegate to the 12th National People's Congress. Mr. Mai also serves as Vice General Manager of Unicom Group, Senior Vice President of A Share Company as well as Director and Senior Vice President of CUCL. Mr. Mai has extensive experience in management and telecommunications industry.

**Liang Baojun**

*(Senior Vice President)*

Aged 48, was appointed in February 2018 as a Senior Vice President of the Company. Mr. Liang, a professor level senior engineer, graduated from Changchun Institute of Posts and Telecommunications in 1991, received a master's degree in Engineering from Beijing University of Posts and Telecommunications in 1998 and an executive master's degree of Business Administration from Tsinghua University in 2006. Mr. Liang served as Deputy General Manager of Beijing Branch of China Telecom Corporation Limited, as well as General Manager of Henan Branch, General Manager of Corporate Informatisation Department, General Manager of Government and Enterprise Customers Department of China Telecommunications Corporation. Mr. Liang also serves as Vice General Manager of Unicom Group, Senior Vice President of A Share Company as well as Director and Senior Vice President of CUCL. Mr. Liang has extensive experience in management and telecommunications industry.

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## **CORPORATE GOVERNANCE REPORT**

The Board is committed to high standards of corporate governance and recognises that good governance is vital for the long-term success and sustainability of the Company's business. As a company incorporated in Hong Kong, the Company adopts the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Securities and Futures Ordinance of Hong Kong and other related laws and regulations as the basic guidelines for the Company's corporate governance. As a company dual-listed in Hong Kong and the United States, the current articles of association are in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the regulatory requirements for non-US companies listed in the United States. These rules serve as guidance for the Company to improve the foundation of its corporate governance, and the Company strives to comply with the relevant requirements of international and local corporate governance best practices. The Company has regularly published statements relating to its internal control in accordance with the US Sarbanes-Oxley

Act and the regulatory requirements of the U.S. Securities and Exchange Commission and the New York Stock Exchange to confirm its compliance with related financial reporting, information disclosure, corporate internal control requirements and other regulatory requirements. The Board is responsible for performing overall corporate governance duties. The Company has adopted a Corporate Governance Practice which sets out the key terms of reference of the Board on corporate governance functions, including, amongst others, developing and reviewing the Corporate Governance Policy and corporate governance practices of the Company; reviewing and monitoring the training and continuous professional development of Directors and senior management; reviewing and monitoring the Company's media enquiry policies and practices on compliance with legal and regulatory requirements; developing, reviewing and monitoring the code of conduct and compliance manual applicable to employees and Directors; and reviewing the Company's compliance with the Code.

In 2017, the Company's continuous efforts in corporate governance gained wide recognition from the capital markets and the Company was accredited with a number of awards. The Company was voted by institutional investors as

Asia's No.1 Most Honored Telecom Company for two years in a row in 2017 All-Asia Executive Team ranking organised by the authoritative financial magazine, Institutional Investor. Meanwhile, Mr. Wang Xiaochu, Chairman and CEO of the Company was named as Asia's Best CEO (Telecoms) 1st, Mr. Li Fushen, executive Director and CFO of the Company was named as Asia's Best CFO (Telecoms) 1st. The Company was awarded as Asia's Best Management Team in Asia's Best Managed Companies Poll 2017 by FinanceAsia. Meanwhile, Mr. Wang Xiaochu was named again as Best CEO in China 1st and Mr. Li Fushen was named as Best CFO in China 1st. The Company was awarded The Best of Asia Icon on Corporate Governance by Corporate Governance Asia. Meanwhile, Mr. Wang Xiaochu was named Asia's Best CEO, Mr. Li Fushen was also named Asia's Best CFO, and the Company was also

honoured as Best Investor Relations Company. The Company was accredited with Platinum Award for Excellence in Environmental, Social, and Corporate Governance and Mr. Wang Xiaochu was accredited with Best Chief Executive Officer Award in The Asset Corporate Awards 2017.

The Corporate Governance Code (the Code) as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the Listing Rules) provides for code provisions (the Code Provisions) and recommended best practices with respect to (i) Directors, (ii) remuneration of Directors and senior management and evaluation of the Board of Directors (the Board), (iii) accountability and audit, (iv) delegation by the Board, (v) communication with shareholders and (vi) company secretary. Other than the disclosures made in the section headed Board of Directors below, the Company confirms that for the year ended 31 December 2017, it complied with all the Code Provisions.

## **BOARD OF DIRECTORS**

To serve the best interests of the Company and its shareholders, the Board is responsible for reviewing and approving major corporate matters, including, amongst others, business strategies and budgets, major investments, capital market operations, as well as mergers and acquisitions. The Board is also responsible for monitoring risk management and internal control, reviewing and approving the announcements periodically published by the Company regarding its business results and operating activities.

In order to achieve a sustainable and balanced development, the Company views Board diversity as a key element for supporting its strategic goals and maintaining sustainable development. The Board membership maintains wide representation. Members of the Board consist of outstanding individuals from different professions in Mainland China, Hong Kong and overseas. As at 31 December 2017, the Board comprises nine Directors, including four executive Directors, one non-executive Director and four independent non-executive Directors. Particulars of the Directors are set out on pages 32 to 39 of this annual report. The Company believes that the Board currently comprises experts from diversified professions such as telecommunications, information technology, banking, finance and management, and is diversified in terms of gender, age, duration of service, etc., which contributes to the enhanced management standard and more regulated operation of corporate governance of the Company, and results in a more comprehensive and balanced Board structure and decision-making process.

The below sets out the analysis of the composition of the Board as at 31 December 2017:

The roles and responsibilities of chairman and chief executive of the Company were performed by the same individual for the year ended 31 December 2017. Mr. Wang Xiaochu serves as Chairman and CEO of the Company. Mr. Lu Yimin serves as President of the Company. Mr. Wang Xiaochu is responsible for chairing the Board and for all material affairs, including development, business strategy, operation and management, of the Company. Mr. Lu Yimin is responsible for the daily operation and management of the Company. The Board believes that at the present stage, Mr. Wang Xiaochu and Mr. Lu Yimin have achieved the aforesaid principle of separation of responsibilities to ensure balance of power and authority. These arrangements also facilitate the formulation and implementation of the Company's strategies in a more effective manner so as to support the effective development of the Company's business.

All non-executive Director and independent non-executive Directors of the Company are influential members of society and possess good knowledge and experience in different areas. They have been making positive contributions to the development of the Company's strategies and policies through independent, constructive and informed advices. They have maintained close contact with the management and actively express constructive opinions on matters relating to the shareholders and the capital market at board meetings. These views and opinions facilitate the Board in making their decisions in the shareholders' best interests. All independent non-executive Directors, except for their equity interests and remuneration disclosed in this annual report, do not have any business with or financial interests in the Company, its holding company or subsidiaries, and have confirmed their independence to the Company. The functions of non-executive Director and independent non-executive Directors include, amongst other things, attending board meetings, exercising independent judgements at meetings, playing a leading role in resolving any potential

conflicts of interest, serving on committees by invitation and carefully examining whether the performance of the Company has reached the planned corporate targets and objectives, and monitoring and reporting on matters relating to the performance of the Company.

With respect to the nomination and appointment of new directors and senior management members, the Nomination Committee would, after considering the Company's need for new directors and/or senior management members, identify a wide range of candidates from within the Company and the human resources market and make recommendations to the Board. The Nomination Committee will consider candidates on merit against objective criteria and with due regard to the benefits of diversity on the Board. After having obtained the consent from candidates in relation to the relevant nomination and based on the Company's actual needs, the Board would convene a meeting, attendees of which include independent non-executive Directors and non-executive Director, to consider the qualifications of the candidates. The Directors of the Company (including non-executive Directors) are not appointed for a specific term but are subject to retirement by rotation at general meetings pursuant to the Company's articles of association and at least once every three years.

Every newly appointed Director is provided with a comprehensive, formal and tailored induction on appointment, and would subsequently receive all briefing and professional development necessary to ensure that he/she has proper understanding of the Company's operations and businesses, full understanding of his/her responsibilities under the statutes, the common law, the Listing Rules, applicable legal and regulatory requirements, and the Company's business and corporate governance policies. Furthermore, formal letters of appointment setting out the key terms and conditions of the Directors' appointment will be duly prepared.

Directors' training is an ongoing process. The Company regularly invites various professionals to provide trainings on the latest changes and development of the legal and regulatory requirements as well as the market and/or industrial environment to Directors. In 2017, the Directors as at 31 December 2017 have participated in various training and continuous professional development activities and the summary of which is as follows:

|                                           | Types of training |
|-------------------------------------------|-------------------|
| <b>Executive Director</b>                 |                   |
| Wang Xiaochu ( <i>Chairman</i> )          | A, B              |
| Lu Yimin                                  | A, B              |
| Li Fushen                                 | A, B              |
| Shao Guanglu                              | A, B              |
| <b>Non-Executive Director</b>             |                   |
| Cesareo Alierta Izuel                     | A, B              |
| <b>Independent Non-Executive Director</b> |                   |
| Cheung Wing Lam Linus                     | A, B              |
| Wong Wai Ming                             | A, B              |
| Chung Shui Ming Timpson                   | A, B              |
| Law Fan Chiu Fun Fanny                    | A, B              |

- A: attending relevant seminars and/or conferences and/or forums; delivering speeches at relevant seminars and/or conferences and/or forums
- B: reading or writing relevant newspapers, journals and articles relating to general economy, general business, telecommunications, corporate governance or directors' duties

The remuneration package for executive Directors includes salary and performance-linked annual bonuses. The remuneration of executive Directors is determined by reference to their respective duties and responsibilities in the Company, their respective experience, prevailing market conditions and applicable regulatory requirements while the award of the performance-linked annual bonuses is tied to the attainment of key performance indicators or targets set by the Company. The remuneration of non-executive Directors is determined by reference to prevailing market conditions and their respective workload from serving as non-executive Directors and members of the board committees

of the Company. The Company also adopted share option scheme for the purpose of providing long term incentives to eligible participants, including Directors (details of such share option scheme are set out in the paragraph headed "Share Option Scheme of the Company" on pages 72 to 73 of this annual report). The remuneration for each Director and the remuneration of senior management by band are disclosed on pages 143 to 145 of this annual report. In addition to the remuneration, the Company has arranged appropriate insurance coverage in respect of legal action against the Directors.

The Board has provided clear guidelines for delegation of powers and responsibilities to management. However, certain important matters must be decided only by the Board, including, but not limited to, long-term objectives and strategies, annual budget, initial announcements on quarterly, interim and final results, dividends, major investments, equity-related capital market operations, mergers and acquisitions, major connected transactions and annual internal control evaluation. The arrangements on delegation of powers and responsibilities to management are reviewed by the Board periodically to ensure that they remain appropriate to the needs of the Company.

The Board convenes meetings regularly and all Directors have adequate opportunity to be present at the meetings and to include matters for discussion in the meeting agenda. Notices of regular board meetings are delivered to the Directors at least 14 days in advance of the meetings. The Company delivers, on a best endeavour basis, all documents for regular board meetings to the Directors at least one week prior to the meetings (and ensures that all documents are delivered to the Directors no less than three days prior to the regular meetings as required by the Code Provisions).

The Company Secretary, being an employee of the Company, has day-to-day knowledge of the Company's affairs and reports to the Chairman of the Board. He keeps close contact with all Directors and ensures that the operation of the Board and all board committees is in compliance with the procedures as set forth in the Company's articles of association and the charters of the board committees. Additionally, the Company Secretary is responsible for compiling and regularly submitting draft minutes of board meetings and committee meetings to the Directors and committee members for their comment, and final versions of minutes for their records, within a reasonable time after the relevant meetings. Each Director may obtain advice from and the services of the Company Secretary to ensure that board procedures, and all applicable rules and regulations, are followed. Physical board meetings will be held for the selection, appointment or dismissal of the Company Secretary. To ensure the possession of up-to-date knowledge and market information to perform his duties, the Company Secretary attended sufficient professional training in 2017.

The Directors may, upon request, obtain independent professional advice at the expense of the Company. In addition, if any substantial shareholder of the Company or any Directors has significant conflicts of interest in a matter to be resolved, the Board will convene a board meeting in respect of such matter and those Directors who have conflicts of interest must abstain from voting and will not be counted in the quorum of the meeting.

All Directors are required to devote sufficient time and attention to the affairs of the Company. A culture of openness and debate are promoted in the Board and the Directors are encouraged to express their views and concerns. The Company provides monthly operating update to the Directors, so as to ensure the Directors are familiar with the Company's latest operations. In addition, through regular board meetings and reports from management, the Directors are able to clearly understand the operations, business strategy and latest development of the Company and the industry. Besides formal board meetings, the Chairman also meets annually with non-executive Director and

independent non-executive Directors, without the presence of the executive Directors, which further promotes the exchange of diversified views and opinions. In order to ensure that all Directors have appropriate knowledge of the matters discussed at the meetings, adequate, accurate, clear, complete and reliable information regarding those matters is provided in advance and in a timely manner, and all Directors have the right to inspect documents and information in relation to matters to be decided by the Board. The Directors have frequently visited various branches in Mainland China to gain better understanding of the Company's daily operations. In addition, the Company has arranged relevant trainings for the Directors (which include training sessions conducted by professional advisers, such as lawyers and accountants, from time to time) in order to broaden their knowledge in the relevant areas and to improve their understanding of the Company's business, legal and regulatory requirements and the latest operational technologies. The Board also conducts annual evaluation of its performance. Such efforts have improved the corporate governance of the Company.

In 2017, the Board held five board meetings for, amongst other things, discussion and approval of important matters such as the 2016 annual results, the 2016 Form 20-F, the 2017 annual budget, the 2017 interim results, the first and the first three quarters results for 2017, corporate social responsibility report, reports on risk management and internal control, connected transaction regarding the subscription of new shares of the Company by China Unicom (BVI) Limited as well as the appointment of executive Director.

Set forth below is an overview of the attendance during the year by the Board members at various meetings:

|                                            | Meetings Attended/Held |                         |                                |                              |                                     |                      |
|--------------------------------------------|------------------------|-------------------------|--------------------------------|------------------------------|-------------------------------------|----------------------|
|                                            | Board Meeting          | Audit Committee Meeting | Remuneration Committee Meeting | Nomination Committee Meeting | Independent Board Committee Meeting | Shareholders Meeting |
| <b>Executive Directors</b>                 |                        |                         |                                |                              |                                     |                      |
| Wang Xiaochu ( <i>Chairman</i> )           | 5/5                    | N/A                     | N/A                            | 1/1                          | N/A                                 | 2/2                  |
| Lu Yimin                                   | 5/5                    | N/A                     | N/A                            | N/A                          | N/A                                 | 2/2                  |
| Li Fushen                                  | 5/5                    | N/A                     | N/A                            | N/A                          | N/A                                 | 1/2                  |
| Shao Guanglu <sup>1</sup>                  | 3/4                    | N/A                     | N/A                            | N/A                          | N/A                                 | 2/2                  |
| <b>Non-Executive Director</b>              |                        |                         |                                |                              |                                     |                      |
| Cesareo Alierta Izuel                      | 0/5                    | N/A                     | N/A                            | N/A                          | N/A                                 | 0/2                  |
| <b>Independent Non-Executive Directors</b> |                        |                         |                                |                              |                                     |                      |
| Cheung Wing Lam Linus                      | 5/5                    | 4/4                     | 1/1                            | N/A                          | 1/1                                 | 2/2                  |
| Wong Wai Ming                              | 4/5                    | 3/4                     | 0/1                            | N/A                          | 1/1                                 | 1/2                  |
| Chung Shui Ming Timpson                    | 5/5                    | 3/4                     | 1/1                            | 1/1                          | 1/1                                 | 1/2                  |
| Law Fan Chiu Fun Fanny                     | 4/5                    | 3/4                     | N/A                            | 1/1                          | 1/1                                 | 2/2                  |

Note 1: On 16 March 2017, Mr. Shao Guanglu was appointed as executive Director of the Company.

Note 2: Certain Directors (including independent non-executive Directors) did not attend the shareholders meeting and some of the meetings of the Board and committees due to other business commitments or being overseas.

In 2017, the Board performed their fiduciary duties and devoted sufficient time and attention to the affairs of the Company. The Board works effectively and performs its responsibilities efficiently with all key and appropriate issues being discussed and approved in a timely manner.



The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers, as set out in Appendix 10 to the Listing Rules (the Model Code) to govern securities transactions by directors. Further to the specific enquiries made by the Company to the Directors, all Directors have confirmed their compliance with the Model Code for the year ended 31 December 2017.

The Directors acknowledge their responsibilities for preparing the financial statements for the year ended 31 December 2017, which give a true and fair view of the financial position of the Company as at the statement of financial position date and financial performance and cash flows of the Company for the year ended the statement of financial position date, are properly prepared on the going concern basis in accordance with relevant statutory requirements and applicable financial reporting standards. A statement of the independent auditors about their reporting responsibilities related to the financial statements is set out in the independent auditor's report on page 98 to page 103 of this annual report.

## **COMMITTEES UNDER THE BOARD**

The Company has established three committees of the Board under the Board, the Audit Committee, the Remuneration Committee and the Nomination Committee. Each committee has a written charter, which is available on the websites of the Company and The Stock Exchange of Hong Kong Limited (the Hong Kong Stock Exchange). From time to time as required by the Listing Rules, the Board also establishes independent board committee for the purpose of advising and providing voting recommendations to independent shareholders on connected transactions and transactions subject to independent shareholders' approval entered into by the Company and/or its subsidiaries. The committees are provided with sufficient resources, including, amongst others, obtaining independent professional advice at the expense of the Company, to perform its duties. The committees report their decisions or recommendations to the Board after meetings.

## **Audit Committee**

### **Composition**

As at 31 December 2017, the Audit Committee comprised Mr. Wong Wai Ming, Mr. Cheung Wing Lam Linus, Mr. Chung Shui Ming Timpson and Mrs. Law Fan Chiu Fun Fanny, all being independent non-executive Directors of the Company. The Chairman of the Audit Committee is Mr. Wong Wai Ming. All members of the Audit Committee have satisfied the independence requirements in relation to an Audit Committee member under applicable laws, regulations and rules. The Chairman of the Audit Committee is an accountant with expertise and experience in accounting and financial management. Another member of the Audit Committee is also an accountant with extensive accounting professional experience.

### **Major Responsibilities**

The primary responsibilities of the Audit Committee include: as the key representative body, overseeing the Company's relationship with the independent auditor, considering and approving the appointment, resignation and removal of the independent auditor; pre-approval of services and fees to be provided by the independent auditor based on the established pre-approval framework; supervising the independent auditor and determining the potential impact of non-audit services on such auditor's independence; reviewing quarterly and interim financial information as well as annual financial statements; coordinating and discussing with the independent auditor with respect to any issues identified and recommendations made during the audits; reviewing correspondences from

the independent auditor to the management and responses of the management; discussing the risk management and internal control system with the management as well as reviewing the reports on the risk management and internal control procedures of the Company. The Audit Committee also has the authority to set up a reporting system to receive and handle cases of complaints or complaints made on an anonymous basis regarding the Company's accounting, internal control and audit matters. Any complaints on the aforementioned subject matters can be submitted by post (No. 21 Financial Street, Xicheng District, Beijing, 100033, China) or by phone (86-(010) 88091674). The Audit Committee is responsible to and regularly reports its work to the Board.

### **Work Completed in 2017**

The Audit Committee meets at least four times each year, and assists the Board in its review of the financial statements to ensure effective risk management and internal control as well as efficient audit.

The Audit Committee held four meetings in 2017 for, amongst other things, discussion and approval of the 2016 annual results, the 2016 Form 20-F, the 2017 interim results, and the first and the first three quarters results for 2017. In addition, the Audit Committee approved in the meetings the report on risk management, the report on internal audit and internal control, the report on continuing connected transaction, the re-appointment, the audit fees and the audit plans of the independent auditor as well as the non-audit services provided by the independent auditor in 2017.

The Audit Committee has performed its duties effectively, and enabled the Board to better monitor the financial condition of the Company, supervise the risk management and internal control of the Company, ensure the integrity and reliability of the financial statements of the Company, prevent significant errors in the financial statements and ensure the Company's compliance with the relevant requirements of the Listing Rules, the U.S. federal securities regulations and the New York Stock Exchange listing standards with respect to audit committee.

## **Remuneration Committee**

### **Composition**

As at 31 December 2017, the Remuneration Committee comprised Mr. Cheung Wing Lam Linus, Mr. Wong Wai Ming and Mr. Chung Shui Ming Timpson, all being independent non-executive Directors of the Company. The Chairman of the Remuneration Committee is Mr. Cheung Wing Lam Linus.

### **Major Responsibilities**

The primary responsibilities of the Remuneration Committee include: making recommendations to the Board on the policies and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; reviewing and approving the management's remuneration proposals with reference to the corporate goals and objectives set by the Board; making recommendations to the Board on the remuneration packages of individual executive Directors and senior management (including benefits in kind, pension right and compensation payments, including any compensation payable for loss or termination of their office or appointment); making recommendations to the Board on the remuneration of non-executive Directors; consulting the Chairman about the remuneration proposals for other executive Directors; considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; considering any concrete plan proposed by the management of the Company for the grant of option which has not been granted, and any plan to amend any existing option scheme of the Company; reviewing and approving compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms; reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms; and ensuring that no Director or any of his/her associates is involved in deciding his/her own remuneration.

## **Work Completed in 2017**

The Remuneration Committee meets at least once a year. The Remuneration Committee held one meeting in 2017 for, amongst other things, discussion and approval of proposal for appraisal and remuneration of senior management.

The Remuneration Committee has performed its duties effectively on reviewing and approving the proposal of appraisal of senior management, as well as making recommendations to the Board with regards to the remuneration packages for senior management.

## **Nomination Committee**

### **Composition**

As at 31 December 2017, the Nomination Committee comprised Mr. Chung Shui Ming Timpson, Mr. Wang Xiaochu and Mrs. Law Fan Chiu Fun Fanny. Except for Mr. Wang Xiaochu, who is the Chairman and CEO of the Company, Mr. Chung Shui Ming Timpson and Mrs. Law Fan Chiu Fun Fanny are independent non-executive Directors of the Company. The Chairman of the Nomination Committee is Mr. Chung Shui Ming Timpson.

### **Major Responsibilities**

The primary responsibilities of the Nomination Committee include: reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the corporate strategy of the Company; identifying individuals suitably qualified to become Board members and making recommendations to the Board; formulating, reviewing and implementing the board diversity policy; assessing the independence of independent non-executive Directors; making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors; providing advice to the Board on candidates of the senior management nominated by the CEO and on changes to the senior management of the Company.

## **Work Completed in 2017**

The Nomination Committee meets at least once a year. The Nomination Committee held one meeting in 2017 for, amongst other things, reviewing the structure, size and composition of the Board, assessment of the independence of independent non-executive Directors, making recommendations to the Board on the proposed re-election of Directors and the appointment of executive Director.

The Company has adopted a policy concerning diversity of board members. The Company recognises and embraces the benefits of having a diverse Board, and notes increasing diversity at Board level as an essential element in maintaining a competitive advantage. All Board appointments are made on merit, in the context of the skills and experience the Board as a whole requires to be effective. In reviewing Board composition, the Nomination Committee will consider a number of factors, including professional knowledge, skills, experience and diversity of perspectives which are appropriate to the Company's business model and specific needs. In identifying suitable candidates for appointment to the Board, the Nomination Committee will consider candidates on merit against objective criteria and with due regard to the benefits of diversity on the Board. Selection of candidates will be based on a range of diversity perspectives including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and duration of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.



**Independent Board Committee Established in Connection with the Issuance of New Shares** Pursuant to the requirements of the Listing Rules, the Company has established an Independent Board Committee, comprising all 4 Independent non-executive Directors to consider the terms of the connected transaction regarding the subscription of new shares of the Company by China Unicom (BVI) Limited. The Independent Board Committee convened one meeting in 2017 and provided its advice and voting recommendation on this matter to the independent shareholders of the Company.

## INDEPENDENT AUDITOR

KPMG is the independent auditor of the Company. Apart from audit services, it also provides other assurance and non-audit services. The other assurance and non-audit services provided by the independent auditors did not contravene the requirements of the US Sarbanes-Oxley Act and therefore enabling them to maintain the independence. The remuneration paid/payable to the independent auditor for provision of services in 2017 is as follows:

| Items                    | Note  | 2017<br>(in RMB<br>thousands) |
|--------------------------|-------|-------------------------------|
| Audit services           | (i)   | 74,277                        |
| Other assurance services | (ii)  | 8,084                         |
| Non-audit services       | (iii) | 1,461                         |

Notes:

- (i) Audit services in 2017 mainly included audit work in connection with the audit of the Company's consolidated financial statements and internal control over financial reporting, pursuant to Section 404 of the U.S. Sarbanes-Oxley Act of 2002.
- (ii) Other assurance services included other assurance and related services that can be reasonably provided by the independent auditor. In 2017, the provisions of other assurance and related services mainly included performing the limited procedures on the XBRL-tagged data related to Form 20-F for the year ended 31 December 2017, and accounting and reporting consultations service.
- (iii) Non-audit services included other services that can be reasonably provided by the independent auditor. In 2017, the provisions of non-audit services mainly included tax compliance services and permitted advisory services on clearing and settlement process of one of the Company's subsidiary.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems, promotes the sustainable and healthy development of the Company, and enhances the Company's operation management level and risk prevention ability. The Board should oversee management in the design; implementation and monitoring of the risk management and internal control systems, and management should provide a confirmation to the Board on the effectiveness of these systems. The Board acknowledges that it is its responsibility for the risk management and internal control systems and reviewing their effectiveness.



Risk management and internal control systems have been designed to monitor and facilitate the accomplishment of the Company's business objectives, safeguard the Company's assets against loss and misappropriation, ensure maintenance of proper accounting records for the provision of reliable financial information, ensure the Company's compliance with applicable laws, rules and regulations. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

### **Organisation systems**

The Company set up a group-wide risk management and internal control systems consisting of the Board, the Internal Control and Risk Management Committee, the Integrated Management Department and each relevant professional functional departments.



The Company has an internal audit department with over 597 staff members, with officers stationed at various provincial branches. The internal audit department reports directly to the Audit Committee at least twice annually and is independent of the Company's daily operation and accounting functions. The internal audit department responsible for overall risk evaluation, special risk evaluation and internal control self-testing etc. It has also formulated targeted risk prevention and control measures, conducted risk follow-up inspections and has enhanced the risk awareness of the employees, all of which have played an active role in the Company's effective support and safeguard of its operation management and business development. Furthermore, with an emphasis on the effectiveness of internal control with respect to the efficiency of operations, accuracy of financial information, and compliance with rules and regulations, the internal audit department conducts, amongst others, internal control assessment and internal audit on economic accountability. In addition, the internal audit department also contributes to strengthening the operation and management, improving internal control systems, mitigating operational risks and increasing the economic efficiency of the Company.

Using the risk evaluation as fundamental with the adoption of Internal Control Integrated Framework issued by the Committee of Sponsoring Organisations of the Treadway Commission (the

COSO), the Company established internal control systems based on the following five fundamental components:

1. Control Environment: Establishes the control environment which fulfill COSO requirements to provide the appropriate operating environment for the effective implementation of internal control
2. Risk Evaluation: Establishes the Policy on Risk Evaluation Management and evaluation mechanism, evaluates the risks to the achievement of its objectives across the Company and identifies to the new risk due to the changes
3. Control Activities: Deploys appropriate policies and control procedures over the Company's business activities, identifies key control procedures and policies of significant control activities thru evaluation
4. Information and Communication: Identifies relevant information and communication methods, establishes information and communication mechanisms to aggregate and delivers relevant information
5. Monitoring Activities: Establishes the internal control monitoring mechanism, implements the monitoring procedures and adopted the before, during and extensive monitoring principles, and carries on the proper monitoring to the internal control

### **Risk evaluation and management**

The Company has established and gradually improved its comprehensive closed-loop risk management system for the purpose of integrating management of day-to-day general risks and spontaneous critical risks, achieved the closed-loop management by risk evaluation, early warning and follow-up inspections to ensure the effectiveness of operation management. The Company evaluated the adequacy and appropriateness on risk and control measures according to the new business model, management requirement, change of system, adjustment of duties and findings from internal and external inspections.

## **2017 Risk evaluation result**

In 2017, the Company faced the risks arising from continuously intensified industry competition, changes of regulatory policies in the telecommunications industry, technology upgrade, risks associated with interest rates and exchange rates.

The followings were the major significant risks and countermeasures of the Company in 2017:

### **Continuously intensified industry competition risk**

In facing the risks from continuously intensified industry competition, the company responded proactively to the profound impact resulting from the new changes. The Company deepened the implementation of the Focus strategy, leveraged the benefits from the mix ownership reform, expedited the Internet-oriented operation, rapidly adapted to market development demand, improved customer perception, continuously enhanced the competitive strength, and strived to achieve sustainable growth of the revenue.

### **Risk from the changes of regulatory policies in the telecommunications industry**

In response to the risks arising from the changes of regulatory policies in the industry, in accordance with the requirements of relevant PRC regulators,

the Company adjusted the related impact resulting from the change in a timely manner, and further implemented its network speed upgrading and tariff reduction. Operators strengthened their innovation and cooperation magnitude, improved quality and efficiency, reduced tariff and enhanced traffic consumption perception substantially.

### **Technology upgrade risk**

For the upgrade in telecommunications technology, the company had extensive 2G/3G/4G network construction and operation experience and fully understood the mobile communications market, and carried out a large number of 5G network needs analysis. The Company conducted in-depth research and testing on new technologies and new businesses, continuously improved its technological innovation capability, reasonably planned and constructed its network and maintained its competitive strength.

### **Interest rates and exchange rates risk**

Regarding the interest rates and exchange rates risks, the Company continued to monitor the changes in the exchange rates and interest rates markets, adjusted the debt structure rationally and strengthened fund management in order to reduce exchange rates and interest rates risk.

The scope of the 2017 overall risk evaluation covered the whole Group, which included headquarter, 31 provincial companies and its cities-level branch offices, around 20 subsidiaries. Through both the quantitative and qualitative analysis, the Company fully considered the changes in operating environment, business and policies, identified the potential risk to the Company's operation, and planned for the risk according to the quantitative result. After reporting to each professional departments and the management, the significant risks and the risk level of the year were finally determined. The annual risk management instructions from the management were implemented according to the Policy on Risk Management and the Company's risk management requirement. This included the formulation of relevant risk management strategies, solution and corresponding departments carried out interim follow-up inspection works. The negative impacts arising from the risks and risk events were controlled as planned and were within an acceptable range. There were no significant control failings or weaknesses that have been identified during the year.

### **Monitoring and Optimisation**

To ensure the effectiveness of risk management and internal control designs, the Company carried out risk evaluation timely and compared the risk points, formulated or enhanced corresponding internal control measures according to the change in business and management. At the same time, the internal control manual will be updated timely through the assessment and review on applications on internal control workflow modification submitted by professional departments, risk evaluation reports and exceptional issues from internal control assessment etc. Internal Control and Risk Management Office conducted inspections on effectiveness on risk management and internal control implementation in regular or irregular time interval, improved and enhanced risk management and internal control designs continuously. In 2017, each business unit of the Group docked and updated the results of optimisation of rules and regulations with internal control standards, and supported the implementation of internal control standards. According to the internal control self-assessment reports from the branches and subsidiaries, self-assessment reports from each professional

department, current year exceptional issues in internal control discovered during internal audit and the Company annual risk management report, the Group's Internal Control and Risk Management Office at its headquarter formed the Company's internal control self-assessment report, which acted as supporting document for the management to issue a statement of the effectiveness of internal control. Based on different disclosure requirements on Company's internal control assessment report from different listing regulatory body, the Company prepared internal control assessment report respectively. External auditor issued and disclosed independence opinions on financial statement as at 31 December on that year and effectiveness on internal control over financial reporting.

Certain of the management personnel of the Company and/or its subsidiaries had engaged or were alleged to have engaged in unlawful conduct in the past few years. Such unlawful conduct may include the acceptance of bribes, and some of these incidents are still under investigation. The Company believes that such management personnel misconduct are isolated incidents. In response to such management personnel misconduct, the Company had taken and will continue to take various measures, including enhancing the employees' compliance awareness and strengthening the risk management and internal control procedure.

### **Annual review**

The Board oversees the Company's risk management and internal control systems on an ongoing basis and the Board conducted an annual review of the risk management and internal control systems of the Company and its subsidiaries for the financial year ended 31 December 2017, which covered all material controls including financial, operational and compliance controls. After receiving the reports from the Internal Audit Department, as well as the confirmation from the management to the Board on the effectiveness of these systems, the Board is of the view that the Company's risk management and internal control systems is effective and adequate. The review also ensure, with respect to the Company's accounting, internal audit and financial reporting function, the adequacy of resources, staff qualifications and experience, and training programs and budget.



## **REQUIREMENTS UNDER SECTION 404 OF THE SARBANES-OXLEY ACT**

Compliance with the requirements under Section 404 of the U.S. Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act") has been an area of emphasis for the Company. The relevant sections of the Sarbanes-Oxley Act require the management of non-U.S. issuers with equity securities listed on U.S. stock exchanges to issue reports and make representations as to internal control over financial reporting.

The relevant internal control report needs to stress the management's responsibility for establishing and maintaining adequate and effective internal control over financial reporting. Management is required to assess the effectiveness of the Company's internal control over financial reporting as at year end. Under Section 404 of the Sarbanes-Oxley Act, the Company's management is required to conduct an assessment of the effectiveness of the Company's internal control over financial reporting as at 31 December 2017. Management is currently in the process of finalising the management's report on internal control over financial reporting, which will be included in the Company's annual report on Form 20-F for the year ended 31 December 2017 to be filed with the United States Securities and Exchange Commission by 30 April 2018.

### **Information Disclosure Controls and Procedural Standards**

In order to further enhance the Company's system of information disclosure, and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures (including inside information), the Company has adopted and implemented the Information Disclosure Control Policy. In an effort to standardise the principles for information disclosures, the Company established the Information Disclosure Review Committee under the management and formulated the procedures in connection with the compilation and reporting of the Company's financial and operational statistics and other information, as well as the procedures in connection with the preparation and review of the periodic reports. Moreover, the Company established detailed implementation rules with respect to the contents and requirements of

financial data verification, in particular, the upward undertakings by the individual responsible officers at the levels of subsidiaries, branches and major departments.

## **CORPORATE TRANSPARENCY AND INVESTOR RELATIONS**

In addition to publishing annual reports and interim reports, the Company discloses major unaudited financial information (including revenue, operating expenses, EBITDA, net profit) and other key performance indicators on a quarterly basis and announces operational statistics on a monthly basis in order to enhance the Company's transparency and improve investors' understanding of the business operations of the Company. In addition, the Company submits annual reports and regular reports to the United States Securities and Exchange Commission pursuant to the requirements under the U.S. federal securities laws.

Upon the announcement of interim and annual results or major transactions, the Company will generally hold analyst briefings, press conferences, and global conference calls with investors. During such conferences, the management of the Company would interact directly with analysts, fund managers, investors and journalists to provide them with relevant information and data of the Company. The Company's management would accurately and thoroughly respond to questions raised by analysts, fund managers, investors and journalists. Archived webcast of the investor presentation is also available on the Company's website to ensure wide dissemination of information and data.

The Company's investor relations department is responsible for providing information and services requested by investors, maintaining timely communications with investors and fund managers, including responding to investors inquiries and meeting with company-visit investors, as well as gathering market information and passing views from shareholders to the Directors and management to ensure such views are properly communicated. The Company also

arranges from time to time road shows and actively attends investor conferences arranged by investment banks, through which the

Company's management meets and communicates with investors to provide them with opportunities to understand more accurately the Company's latest development and performance in various aspects, including business operations and management.

In 2017, the Company participated in the following investor conferences:

| <b>Date</b>    | <b>Conferences</b>                                                        |
|----------------|---------------------------------------------------------------------------|
| January 2017   | Morgan Stanley China TMT Conference 2017                                  |
| January 2017   | DBS Vickers Pulse of Asia Conference                                      |
| January 2017   | UBS Greater China Conference 2017                                         |
| January 2017   | dbAccess China Conference 2017                                            |
| January 2017   | Bank of America Merrill Lynch Greater China Telco and Media Corporate Day |
| March 2017     | Morgan Stanley Seventh Annual Hong Kong Investor Summit                   |
| March 2017     | Nomura Internet, Education & Telecom Corporate Day                        |
| March 2017     | Credit Suisse 20th Annual Asian Investment Conference                     |
| April 2017     | Bernstein Asia Pacific Tech Tour                                          |
| April 2017     | Macquarie Greater China Conference 2017                                   |
| May 2017       | HSBC 4th Annual China Conference                                          |
| May 2017       | dbAccess Asia Conference 2017                                             |
| May 2017       | CICC TMT and AI Forum                                                     |
| May 2017       | BNP Paribas 8th Asia Pacific TMT Conference                               |
| May 2017       | Goldman Sachs TechNet Conference Asia Pacific 2017                        |
| May 2017       | DBS Pulse of Asia Conference                                              |
| June 2017      | Morgan Stanley Third Annual China Investor Summit                         |
| June 2017      | J.P. Morgan Global China Summit 2017                                      |
| June 2017      | Nomura Investment Forum Asia 2017                                         |
| June 2017      | UBS Asia Telco and Internet Conference 2017                               |
| August 2017    | Citi Greater China TMT Conference 2017                                    |
| September 2017 | Goldman Sachs China Conference 2017                                       |
| September 2017 | 24th CLSA Investors Forum                                                 |
| September 2017 | Citi Pan Asia Corporate Forum 2017                                        |
| October 2017   | Macquarie Telecom/5G Corporate Day                                        |
| October 2017   | Citi China Investor Conference 2017                                       |
| November 2017  | CICC Investment Forum 2017                                                |
| November 2017  | Jefferies 7th Annual Greater China Summit                                 |
| November 2017  | Credit Suisse China Investment Conference 2017                            |
| November 2017  | Daiwa Investment Conference (Hong Kong) 2017                              |
| November 2017  | J.P. Morgan 5th Global TMT Conference                                     |
| November 2017  | Morgan Stanley 16th Asia Pacific Summit                                   |



In addition, through announcements, press releases and the Company website ([www.chinaunicom.com.hk](http://www.chinaunicom.com.hk)), the Company disseminates the latest information regarding any significant business development in a timely and accurate manner. In the perspective of investor relations, the company's website not only serves as an important channel for the Company to disseminate press releases and corporate information to investors and the capital market, but also plays a significant role in the Company's valuation and our compliance with regulatory requirements for information disclosure. In 2017, the Company updated the content of its website on an ongoing basis to further enhance the functions of website and level of transparency in information disclosure, striving for achieving international best practices. Our website has been honoured with the "Grand Award - Investor Relations Website" in the iNova Awards 2017.

Furthermore, the Company has adopted a Shareholders' Communication Policy to ensure that the shareholders of the Company are provided with readily, equal and timely access to balanced and understandable information about the Company, to enable shareholders to exercise their rights in an informed manner, and to enhance the shareholders' and the investment community's communication with the Company.

## **SHAREHOLDERS' RIGHTS**

### **Annual General Meeting**

The Board endeavors to maintain an on-going dialogue with shareholders, and in particular, to communicate with shareholders through annual general meetings. Notices of annual general meeting are sent to shareholders at least 20 clear business days before the meeting. The Directors and representatives of the Board committees usually attend the meetings and treasure the opportunities to communicate with shareholders at such meetings. At general meetings, the chairman of the meeting proposes individual resolutions in respect of each substantially separate matter. All matters at the Company's general meetings are resolved by poll and the relevant procedures are explained at the meeting. The Company also appoints external scrutineers to ensure that all votes are counted and recorded appropriately, and publishes the poll results in a timely manner.

The last annual general meeting of the Company was held on 10 May 2017, at which the following resolutions were passed:

to receive and consider the financial statements and the Reports of the Directors and of the Independent Auditor for the year ended 31 December 2016

to re-elect Mr. Shao Guanglu, Mr. Cesareo Alierta Izuel, Mr. Cheung Wing Lam Linus and Mr. Wong Wai Ming as Directors, and to authorise the Board to fix remuneration of the Directors

to re-appoint auditor and authorise the Board to fix their remuneration for the year ending 31 December 2017

to grant a general mandate for share buy-back

to grant a general mandate to issue new shares

to extend the general mandate to issue new shares

The next annual general meeting will be held on 11 May 2018. Please refer to the circular, which sets out the details, that has been sent together with this Annual Report.

### **Putting Forward Resolutions at Annual General Meetings**

Pursuant to Section 615 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the following persons may put forward a resolution at the next annual general meeting of the Company: (a) any number of shareholders, together holding not less than 2.5% of the total voting rights of all shareholders which have, as at the date of the requisition, a right to vote at the next annual general meeting, or (b) not less than 50 shareholders who have a right to vote on the resolution at the annual general meeting to which the requests relate.

The resolution must be one which may be properly moved and is intended to be moved at the next annual general meeting. The requisition must be signed by the requisitionists and deposited at the registered office of the Company at least six weeks or if later, the time at which notice is given of the annual general meeting before the annual general meeting, the Company has a duty to give notice of such proposed resolution to all shareholders who are entitled to receive notice of the next annual general meeting.

In addition, requisitionists may require the Company to circulate to shareholders entitled to receive notice of the annual general meeting a statement of not more than 1,000 words with respect to the resolution to be proposed. However, the Company is not required to circulate any statement if the court is satisfied that this right is being abused to secure needless publicity for defamatory matters. In such event, the requisitionists may be ordered to pay for the Company's expenses for application to the court.



If the requisition signed by the requisitionists does not require the Company to give shareholders notice of a resolution, such requisition may be deposited at the registered office of the Company not less than one week before the next annual general meeting.

### **Extraordinary General Meeting**

Notices of extraordinary general meeting are required to be sent to shareholders at least 10 clear business days before the meeting.

The last extraordinary general meeting of the Company was held on 15 September 2017, at which the independent shareholders of the Company passed the resolution to approve the connected transaction in relation to the share subscription of new shares of the Company by China Unicom (BVI) Limited.

### **Convening Extraordinary General Meetings**

Pursuant to Section 566 of the Companies Ordinance, shareholder(s) holding not less than 5% of the total voting rights of all shareholders having a right to vote at general meetings of the Company as at the date of deposit of the requisition, may request the Directors of the Company to convene an extraordinary general meeting. The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Company.

If the Directors do not, within 21 days from the date of deposit of the requisition, proceed duly to convene a meeting to be held not more than 28 days after the notice of the meeting, shareholder(s) requisitioning the meeting, or any of them representing more than half of their total voting rights, may themselves convene a meeting to be held within three months of such date.

Meetings convened by the requisitionists must be convened in the same manner, as nearly as possible, as meetings to be convened by Directors of the Company. Any reasonable expenses incurred by the requisitionists will be reimbursed by the Company due to the failure of the Directors duly to convene a meeting.

#### **Putting Forward Resolutions at Extraordinary General Meetings**

Shareholders may not put forward resolutions to be considered at any general meetings other than annual general meetings. However, shareholders may request an extraordinary general meeting to consider any such resolution as described in *Convening Extraordinary General Meetings* above.

Any queries relating to shareholders' rights on putting forward resolutions at general meetings and convening extraordinary general meetings should be directed to the Company Secretary of the Company. Requisitions should be deposited at the Company's registered office and marked for the attention of the Company Secretary.

#### **SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN THE CORPORATE GOVERNANCE PRACTICES OF THE COMPANY AND THE CORPORATE GOVERNANCE PRACTICES REQUIRED TO BE FOLLOWED BY U.S. COMPANIES UNDER THE LISTING STANDARDS OF THE NEW YORK STOCK EXCHANGE**

As a company listed on both the Hong Kong Stock Exchange and the New York Stock Exchange, the Company is subject to applicable Hong Kong laws and regulations, including the Listing Rules and the Companies Ordinance, as well as applicable U.S. federal securities laws, including the U.S. Securities Exchange Act of 1934, as amended, and the Sarbanes-Oxley Act. In addition, the Company is subject to the listing standards of the New York Stock Exchange to the extent applicable to non-U.S. issuers. As a non-U.S. issuer, the Company is not required to comply with all of the corporate governance listing standards of the New York Stock Exchange.

In accordance with the requirements of Section 303A.11 of the New York Stock Exchange Listed Company Manual, the Company has posted on its website ([www.chinaunicom.com.hk](http://www.chinaunicom.com.hk)) a summary of the significant differences between corporate governance practices of the Company and those required to be followed by U.S. companies under the listing standards of the New York Stock Exchange.

## **ENQUIRY ON THE COMPANY**

Shareholders may raise any enquiry on the Company at any time through the following channels:

China Unicom (Hong Kong) Limited

Address: 75th Floor, The Center, 99 Queen's Road Central, Hong Kong

Tel : (852) 2126 2018  
Fax : (852) 2126 2016  
Website : [www.chinaunicom.com.hk](http://www.chinaunicom.com.hk)  
Email : [ir@chinaunicom.com.hk](mailto:ir@chinaunicom.com.hk)

These contact details are also available in the "Contact Us" section on the Company's website ([www.chinaunicom.com.hk](http://www.chinaunicom.com.hk)) designated to enable shareholders to send enquiries to the Company on a timely and effective manner.



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## **REPORT OF THE DIRECTORS**

The board of directors (the **Board**) of China Unicom (Hong Kong) Limited (the **Company**) is pleased to present its report together with the audited financial statements of the Company and its subsidiaries (the **Group**) for the year ended 31 December 2017.

## **PRINCIPAL ACTIVITIES**

The principal activity of the Company is investment holding. The principal activities of Company's subsidiaries are the provision of cellular and fixed-line voice and related value-added services, broadband and other Internet-related services, information communications technology services, and business and data communications services in the PRC.

## **RESULTS AND APPROPRIATION**

The results of the Group for the year ended 31 December 2017 are set out on pages 104 to 105 of this annual report.

Taking into consideration the Company's profitability, debt and cash flow level and capital requirements for its future development, the Board has resolved to recommend at the forthcoming shareholders' general meeting that the payment of a final dividend of RMB0.052 per ordinary share ( **2017 Final Dividend** ), totaling approximately RMB1,591 million for the year ended 31 December 2017. Going forward, the Company will continue to strive for enhancing its profitability and improving corporate efficiency and shareholders' returns.

## **FINANCIAL INFORMATION**

Please refer to the Financial Summary on pages 188 to 189 for the summary of the operating results, assets and liabilities of the Group for the five years ended 31 December 2017.

Please refer to the financial statements on pages 104 to 187 for the operating results of the Group for the year ended 31 December 2017 and the respective financial positions of the Group and the Company as at that date.

## **BUSINESS REVIEW**

The business review of the Group for the year ended 31 December 2017 is set out in the sections headed **Chairman's Statement** on pages 10 to 17, **Business Overview** on pages 18 to 23, **Financial Overview** on pages 26 to 31, **Financial Statements** on pages 104 to 187, **Human Resources Development** on pages 90 to 91, **Social Responsibility** on pages 92 to 95, **Corporate Governance Report** on pages 42 to 66 and **Report of the Directors** on pages 70 to 87 respectively of this annual report. All references herein to other sections or reports in this annual report form part of this Report of the Directors.

## **LOANS**

Please refer to Notes 31, 36, 41.3 and 41.4 to the financial statements for details of the borrowings of the Group.

## **PROMISSORY NOTES**

Please refer to Note 32 to the financial statements for details of the promissory notes of the Group.

## **CORPORATE BONDS**

Please refer to Note 33 to the financial statements for details of the corporate bonds of the Group.

## **COMMERCIAL PAPERS**

Please refer to Note 37 to the financial statements for details of the commercial papers of the Group.

## **CAPITALISED INTEREST**

Please refer to Note 15 to the financial statements for details of the interest capitalised by the Group for the year.

## **EQUITY-LINKED AGREEMENTS**

Other than the share option scheme as disclosed in this Report of Directors, as at 31 December 2017, no equity-linked agreements were entered into by the Group during the year or subsisted.

## **PROPERTY, PLANT AND EQUIPMENT**

Please refer to Note 15 to the financial statements for movements in the property, plant and equipment of the Group for the year.

## **CHARGE ON ASSETS**

As at 31 December 2017, no property, plant and equipment was pledged to banks as loan security (31 December 2016: Nil).

## **SHARE CAPITAL**

Please refer to Note 28 to the financial statements for details of the share capital.

## **RESERVES**

Please refer to page 108 and page 168 of this annual report for the movements in the reserves of the Group and the Company during the year ended 31 December 2017 respectively. As at 31 December 2017, the distributable reserve of the Company amounted to approximately RMB2,259 million (2016: approximately RMB1,421 million).

## **SUBSIDIARIES AND ASSOCIATES**

Please refer to Notes 18 and 19 to the financial statements for details of the Company's subsidiaries and the Group's associates.

#### **CHANGES IN SHAREHOLDERS' EQUITY**

Please refer to page 108 of this annual report for the Consolidated Statement of Changes in Equity and page 168 for the Statement of Changes in Equity.

#### **EMPLOYEE BENEFIT EXPENSES**

Please refer to Note 8 to the financial statements for details of the employee benefit expenses provided to employees of the Group.

#### **PRE-EMPTIVE RIGHTS**

There are no provisions for pre-emptive rights in the articles of association of the Company requiring the Company to offer new shares to the existing shareholders in proportion to their shareholdings.

## MAJOR CUSTOMERS AND SUPPLIERS

The Group's sales to its five largest customers for the year ended 31 December 2017 did not exceed 30% of the Group's total turnover for the year.

The Group's purchases from its largest supplier for the year ended 31 December 2017 represented approximately 28.1% of the Group's total purchases for the year. The total purchases attributable to the five largest suppliers of the Group for the year ended 31 December 2017 accounted for approximately 49.7% of the total purchases of the Group for the year.

None of the Directors nor their respective associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the Listing Rules)) nor any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had any interests in the five largest suppliers of the Group for the year ended 31 December 2017.

## SHARE OPTION SCHEME OF THE COMPANY

### 2014 Share Option Scheme

Pursuant to a resolution passed at the annual general meeting held on 16 April 2014, the Company adopted a new share option scheme (the 2014 Share Option Scheme). The purpose of the 2014 Share Option Scheme was to recognise the contribution that certain individuals have made to the Company, to attract and retain the best available personnel and to promote the success of the Company. The 2014 Share Option Scheme is valid and effective for a period of 10 years commencing on 22 April 2014 and will expire on 22 April 2024. Following the expiry of the 2014 Share Option Scheme, no further share option can be granted under the 2014 Share Option Scheme, but the provisions of the 2014 Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any share

options granted prior thereto or otherwise as may be required in accordance with the provisions of the 2014 Share Option Scheme. Under the 2014 Share Option Scheme:

- (1) share options may be granted to employees including all Directors;
- (2) any grant of share options to a Connected Person (as defined in the Listing Rules) of the Company must be approved by the independent non-executive Directors of the Company (excluding any independent non-executive Director of the Company in the case such Director is a grantee of the options) and all grants to connected persons shall be subject to compliance with the requirements of the Listing Rules, including where necessary the prior approval of the shareholders;
- (3) the maximum aggregate number of shares in respect of which share options may be granted shall be calculated in accordance with the following formula:

$$N = A - B - C$$

where:

**N** is the maximum aggregate number of shares in respect of which share options may be granted pursuant to the 2014 Share Option Scheme;

**A** is the maximum aggregate number of shares in respect of which shares options may be granted pursuant to the 2014 Share Option Scheme and any other share option schemes of the Company, being 10% of the aggregate of the number of shares in issue as at the date of adoption of the 2014 Share Option Scheme;

**B** is the maximum aggregate number of shares underlying the share options already granted pursuant to the 2014 Share Option Scheme; and

**C** is the maximum aggregate number of shares underlying the options already granted pursuant to any other share option schemes of the Company.

Shares in respect of share options which have lapsed in accordance with the terms of the 2014 Share Option Scheme and any other share option schemes of the Company will not be counted for the purpose of determining the maximum aggregate number of shares in respect of which options may be granted pursuant to the 2014 Share Option Scheme.

(4) the option period commences on any day after the date on which such share option is offered, but may not exceed 10 years from the offer date;

(5) the subscription price shall not be less than the higher of:

(a) the closing price of the shares on the Hong Kong Stock Exchange on the offer date in respect of the share options; and

(b) the average closing price of the shares on the Hong Kong Stock Exchange for the five trading days immediately preceding the offer date;

(6) the total number of shares in the Company issued and to be issued upon exercise of the share options granted to a participant of the 2014 Share Option Scheme (including both exercised and outstanding share options) in any 12-month period must not exceed 1% of the issued share capital of the Company; and

(7) the consideration payable for each grant is HKD1.00.

No share options had been granted since adoption of the 2014 Share Option Scheme.

As at 31 December 2017, 1,777,437,107 options were available for issue under the 2014 Share Option Scheme, representing approximately 5.81% of issued share capital of the Company as at the date of this annual report.

#### **Directors , Chief Executives and Employees Interests Under the Share Option Scheme of the Company**

For the year ended 31 December 2017 and as at 31 December 2017, none of the Directors of the Company or chief executives or employees of the Company had any interests under any share option scheme of the Company.

## **DIRECTORS AND CHIEF EXECUTIVES INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES**

As at 31 December 2017, the interests and short positions of Directors and chief executives of the Company and their respective close associates in any shares, underlying shares and debentures of the Company or any of its associated corporations (as defined in Part XV of the Hong Kong Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules"), were as follows:

| <b>Name of Director</b> | <b>Capacity</b>             | <b>Ordinary<br/>Shares<br/>Held</b> | <b>Percentage<br/>of Issued<br/>Shares</b> |
|-------------------------|-----------------------------|-------------------------------------|--------------------------------------------|
| Cheung Wing Lam Linus   | Beneficial owner (Personal) | 200,000                             | 0.0007%                                    |
| Chung Shui Ming Timpson | Beneficial owner (Personal) | 6,000                               | 0.0000%                                    |

Save as disclosed in the foregoing, as at 31 December 2017, none of the Directors or chief executives of the Company or their respective close associates had any interests or short positions in any shares, underlying shares, or debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) as recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

Furthermore, save as disclosed in the foregoing, during the year ended 31 December 2017, none of the Directors or chief executives (including their spouses and children under the age of 18) of the Company had any interests in or was granted any right to subscribe in any shares, underlying shares, or debentures of the Company or any of its associated corporations, or had exercised any such rights.

**MATERIAL INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL****SHAREHOLDERS IN SHARES AND UNDERLYING SHARES OF THE COMPANY**

As at 31 December 2017, the following persons (other than disclosed under the section headed Directors and Chief Executives Interests and Short Positions in Shares, Underlying Shares and Debentures ) had the following interests and short positions in the shares or underlying shares of the Company as recorded in the register required to be kept pursuant to Section 336 of Part XV of the SFO:

| Name of Shareholders                                                                        | Ordinary Shares Held |                | Percentage       |
|---------------------------------------------------------------------------------------------|----------------------|----------------|------------------|
|                                                                                             | Directly             | Indirectly     | of Issued Shares |
| (i) China United Network Communications Group Company Limited ( Unicom Group <sup>2</sup> ) |                      | 24,683,896,309 | 80.67%           |
| (ii) China United Network Communications Limited ( Unicom A Share Company <sup>1</sup> )    |                      | 16,376,043,282 | 53.52%           |
| (iii) China Unicom (BVI) Limited ( Unicom BVI ) <sup>1</sup>                                | 16,376,043,282       |                | 53.52%           |
| (iv) China Unicom Group Corporation (BVI) Limited ( Unicom Group BVI <sup>23</sup> )        | 8,082,130,236        | 225,722,791    | 27.15%           |

Notes:

- Unicom Group and Unicom A Share Company directly or indirectly control one-third or more of the voting rights in the shareholders' meetings of Unicom BVI, and in accordance with the SFO, the interests of Unicom BVI are deemed to be, and have therefore been included in, the respective interests of Unicom Group and Unicom A Share Company.
- Unicom Group BVI is a wholly-owned subsidiary of Unicom Group. In accordance with the SFO, the interests of Unicom Group BVI are deemed to be, and have therefore been included in, the interests of Unicom Group.
- Unicom Group BVI holds 8,082,130,236 shares (representing 26.41% of the total issued shares) of the Company directly. In addition, Unicom Group BVI is also deemed under the SFO to be interested in 225,722,791 shares (representing 0.74% of the total issued shares) of the Company held as trustee on behalf of a PRC shareholder. Apart from the foregoing, as at 31 December 2017, no person had any interest or short position in the shares or underlying shares in the Company as recorded in the register required to be kept under Section 336 of the SFO.

Please also refer to Note 28 to the consolidated financial statements for details of the share capital of the Company.

**REPURCHASE, SALE OR REDEMPTION OF LISTED SHARES OF THE COMPANY**

For the year ended 31 December 2017, neither the Company nor any of its subsidiaries had repurchased, sold or redeemed any of the Company's listed shares.





## COMPOSITION OF THE BOARD

The following is the list of Directors during the year and up to date of this report.

### Executive Directors:

Wang Xiaochu

*(Chairman and Chief Executive Officer)*

Lu Yimin

Li Fushen

Shao Guanglu (appointed on 16 March 2017)

### Non-Executive Director:

Cesareo Alierta Izuel

### Independent Non-Executive Directors:

Cheung Wing Lam Linus

Wong Wai Ming

Chung Shui Ming Timpson

Law Fan Chiu Fun Fanny

Pursuant to the articles of association of the Company, Mr. Li Fushen, Mr. Chung Shui Ming Timpson, and Mrs. Law Fan Chui Fun Fanny will retire by rotation at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election.

Please refer to Note 8 to the financial statements for details of the emoluments of the Directors.

## INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of its independent non-executive Directors the annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers that all independent non-executive Directors are currently independent.

## DIRECTORS' INTEREST IN CONTRACTS

Save for the service agreements between the Company and the executive Directors, as at 31 December 2017, the Directors did not have any material interest, whether directly or indirectly, in any significant contracts entered into by the Company.

None of the Directors for re-election at the forthcoming annual general meeting has an unexpired service agreement which is not terminable by the Company within one year without payment of compensation (other than statutory

compensation).

## **DIRECTORS INTEREST IN COMPETING BUSINESSES**

Unicom Group and the A Share Company are engaged in telecommunications business and other related businesses in China that are similar to and/or compete with those of the Company. Executive directors of the Company also hold executive positions with Unicom Group and the A Share Company. Please refer to the section headed Directors and Senior Management on pages 32 to 39 of this annual report for further details.

Mr. Wang Xiaochu, chairman of the Board and Chief Executive Officer of the Company, has served as a director of Telefónica S.A. since September 2015. Mr. Cesareo Alierta Izuel is a director of Telefónica Audiovisual Digital, S.L.U., which is an affiliate of Telefónica, S.A.

Mr. Lu Yimin, an executive Director and President of the Company, has served as a non-executive director of PCCW Limited since May 2008 and the deputy chairman of the board of directors of PCCW Limited since November 2011. Mr. Lu Yimin has also served as a non-executive director of HKT Limited and HKT Management Limited (the trustee-manager of the HKT Trust) since November 2011. Mr. Li Fushen, an executive Director and Chief Financial Officer of the Company, has served as a non-executive director of PCCW Limited since July 2007 and as a non-executive director of HKT Limited and HKT Management Limited since November 2011. Mr. Shao Guanglu, an executive Director and Senior Vice President of the Company, has served as a non-executive director of PCCW Limited since March 2017.

Each of Telefónica S.A., PCCW Limited, HKT Limited and HKT Management Limited, is engaged in the telecommunications business and other related businesses that may compete with those of the Company.

Apart from the above, there are no competing interests of directors which are disclosable under Rule 8.10(2)(b) of the Listing Rules at any time during the year of 2017 up to and including the date of this annual report.

## **DIRECTORS OF SUBSIDIARIES**

The names of all directors who have served on the boards of the subsidiaries of the Company during the year ended 31 December 2017 and up to the date of this report of directors are available on the Company's website (<http://www.chinaunicom.com.hk>).

## **PERMITTED INDEMNITY**

Pursuant to the Company's articles of association, subject to the applicable laws and regulations, every Director shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he/she may sustain or incur in the execution of his/her office or otherwise in relation thereto. The Company has taken out insurance against the liability and costs associated with defending any proceedings which may be brought against directors of the Group.

## **EMPLOYEE AND REMUNERATION POLICY**

As at 31 December 2017, the Group had approximately 251,786 employees, 588 employees and 181 employees in Mainland China, Hong Kong and other countries, respectively. Furthermore, the Group had approximately 15,035 temporary staff in Mainland China. For the year ended 31 December 2017, employee benefit expenses were approximately RMB 42.471 billion (for the year ended 31 December 2016: RMB36.907 billion). The Group endeavors to maintain its employees' remuneration in line with the market trend and to remain competitive. Employees' remuneration is determined in accordance with the Group's remuneration and bonus policies based

on their performance. The Group also provides comprehensive benefit packages and career development opportunities for its employees, including retirement benefits, housing benefits and internal and external training programmes, which are tailored in accordance with individual needs.

The Company has adopted share option schemes, under which the Company may grant share options to eligible employees for subscribing for the Company's shares.

## **CONNECTED TRANSACTION - ISSUE OF NEW SHARES**

On 22 August 2017, the Company and Unicom BVI entered into a share subscription agreement. The completion of allotment and issuance of the subscription shares took place on 28 November 2017. 6,651,043,262 new ordinary shares of the Company have been issued for a cash consideration of HKD13.24 per share to Unicom BVI and the gross proceeds amounted to HKD88,059.81 million (equivalent to approximately RMB74,953.87 million) and the net issue price amounted to HKD13.24 each. The closing price was HKD12.04 per share as quoted on the Hong Kong Stock Exchange as at the date of the share subscription agreement. Details of such issue have been disclosed in the circular dated 28 August 2017.

The share subscription is part of the mixed ownership reform plan implemented by Unicom Group. Through integrated planning on the mixed ownership reform plan, Unicom A Share Company actively introduced strategic investors which are engaged in businesses that are highly correlated with and complementary to the principal businesses of Unicom A Share Company and which reduced the state-owned shareholding in Unicom A Share

Company, so as to progress with the mixed ownership reform. Through implementing the mixed ownership reform plan, Unicom A Share Company expects to further optimise its corporate governance in accordance with the market-oriented principles, focus on the development of its principal businesses, establish an innovative business model and further develop innovative businesses, so as to improve and enhance its overall efficiency and competitiveness and to achieve its strategic goals.

As disclosed in the circular in relation to the subscription of new shares by Unicom BVI issued by the Company on 28 August 2017, the use of proceed was intended to be utilised for the following purposes:

- (a) approximately HKD46,777.96 million (equivalent to approximately RMB39,816 million) for upgrading the 4G network capabilities of the Company, which involves the upgrading of the transmission capacity of existing nationwide 4G network, construction of new 4G stations, improving the interoperation with 5G network and construction of transmission network in connection with the interoperation;
- (b) approximately HKD23,011.85 million (equivalent to approximately RMB19,587 million) for technology validation and enablement and launch of trial programs in relation to the 5G network, which involve research, development and validation of 5G network related technologies, construction of 5G trial stations and establishment of basic 5G network capability;
- (c) approximately HKD2,728.01 million (equivalent to approximately RMB2,322 million) for developing innovative businesses, which involves the establishment of specialised teams and business platforms to back up the development of cloud computing, big data, the Internet of Things, industrial Internet, payment finance, video and other businesses; and
- (d) approximately HKD15,538.98 million (equivalent to approximately RMB13,226 million) for the repayment of the outstanding principal amount of loans obtained from the banks.

As at 31 December 2017, RMB19,902 million of the proceeds has been utilised for the following purposes:

(Unit: RMB, million)

| Intended use of proceeds as set out in the circular                                             | Actual amounts                                      |                                                     |                                                          |
|-------------------------------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------|
|                                                                                                 | Intended amounts to be utilised out in the circular | utilised for as set the year ended 31 December 2017 | Amounts not yet utilised as at 31 December 2017 (Note 1) |
| Upgrading the 4G network capabilities                                                           | 39,816                                              | 6,580                                               | 33,236                                                   |
| Technology validation and enablement and launch of trial programs in relation to the 5G network | 19,587                                              |                                                     | 19,587                                                   |
| Developing innovative businesses                                                                | 2,322                                               | 96                                                  | 2,226                                                    |
| Repayment of the principal amount of loans                                                      | 13,226                                              | 13,226                                              |                                                          |

Note 1: As at 31 December 2017, approximately RMB55,049 million of the proceeds from issuance remains unused, which was temporarily used to supplement the Company's working capital. The remaining proceeds will be utilised according to the use of proceeds disclosed in the circular and the actual development plan of projects.



## CONTINUING CONNECTED TRANSACTIONS

On 25 November 2016, China United Network Communications Corporation Limited ( CUCL ), a wholly-owned subsidiary of the Company, and Unicom Group entered into a comprehensive services agreement (the 2017-2019 Comprehensive Services Agreement ) to renew certain continuing connected transactions including (i) telecommunications resources leasing; (ii) property leasing; (iii) value-added telecommunications services; (iv) materials procurement services; (v) engineering design and construction services; (vi) ancillary telecommunications services; (vii) comprehensive support services; (viii) shared services; and (ix) financial services are new continuing connected transactions, including deposit services, lending and other credit services, and other financial services. Pursuant to the 2017-2019 Comprehensive Services Agreement, CUCL and Unicom Group shall provide certain services and facilities to each other and the receiving party shall pay the corresponding service fees in a timely manner. The 2017-2019 Comprehensive Services Agreement is valid for a term of three years starting from 1 January 2017 and expiring on 31 December 2019. Unicom Group is the ultimate controlling shareholder of the Company and is therefore a connected person of the Company under the Listing Rules.

Details of the continuing connected transactions under the 2017-2019 Comprehensive Services Agreement are as follows:

### **(1) Telecommunications Resources Leasing**

#### **Unicom Group agrees to lease to CUCL:**

- (a) certain international telecommunications resources (including international telecommunications channel gateways, international telecommunications service gateways, international submarine cable capacity, international land cables and international satellite facilities); and
- (b) certain other telecommunications facilities required by CUCL for its operations.

The rental charges for the leasing of international telecommunications resources and other telecommunications facilities are based on the annual depreciation charges of such resources and telecommunications facilities provided that such charges would not be higher than market rates. CUCL shall be responsible for the on-going maintenance of such international telecommunications resources. CUCL and Unicom Group shall determine and agree which party is to provide maintenance service to the telecommunications facilities referred to in (b). Unless otherwise agreed by CUCL and Unicom Group, such maintenance service charges would be borne by CUCL. If Unicom Group is responsible for maintaining any telecommunications facilities referred to in (b), CUCL shall pay to Unicom Group the relevant maintenance service charges which shall be determined with reference to market rate, or where there is no market rate, shall be agreed between the parties and determined on a cost-plus basis. When determining the pricing standard or reasonable profit margin, to the extent practicable, management of the Company shall take into account the rates of at least two similar and comparable transactions entered with or carried out by Independent Third Parties or relevant industry profit margins in the corresponding period of reference. CUCL and Unicom Group agree to settle the net rental charges and service charges due to Unicom Group on a quarterly basis.

For the year ended 31 December 2017, the total charges paid by CUCL to Unicom Group amounted to approximately RMB270 million.



**(2) Property Leasing**

CUCL and Unicom Group agree to lease each other properties and ancillary facilities owned by CUCL or Unicom Group (including their respective branch companies and subsidiaries).

The rental charges for the leasing of each other properties and ancillary facilities are based on market rates. Where there is no market rate or it is not possible to determine the market rate, the rate shall be negotiated and agreed between the two parties. Market rates refer to the rates at which the same or similar type of products or services are provided by Independent Third Parties in the ordinary course of business and under normal commercial terms. Negotiated rates refer to the rates based on the reasonable costs plus the amount of the relevant taxes and reasonable profit margin. When determining the pricing standard or reasonable profit margin, to the extent practicable, management of the Company shall take into account the rates of at least two similar and comparable transactions entered with or carried out by Independent Third Parties in the corresponding period of reference. The rental charges are payable quarterly in arrears.

For the year ended 31 December 2017, the rental charges paid by CUCL to Unicom Group amounted to approximately RMB1,017 million, and the rental charges paid by Unicom Group to CUCL was negligible.

**(3) Value-added Telecommunications Services**

Unicom Group (or its subsidiaries) agrees to provide the customers of CUCL with various types of value-added telecommunications services.

CUCL shall settle the revenue generated from the value-added telecommunications services with the branches of Unicom Group (or its subsidiaries) on the condition that such settlement will be based on the average revenue for independent value-added telecommunications content providers who provide value-added telecommunications content to CUCL in the same region. The revenue shall be settled on a monthly basis.

For the year ended 31 December 2017, the total revenue allocated to Unicom Group in relation to value-added telecommunications services amounted to approximately RMB30 million.

**(4) Materials Procurement Services**

Unicom Group agrees to provide comprehensive procurement services for imported and domestic telecommunications materials and other domestic non-telecommunications materials to CUCL. Unicom Group also agrees to provide services on management of tenders, verification of technical specifications, installation, consulting and agency services. In addition, Unicom Group will sell cable, modem and other materials operated by itself to CUCL and will also provide storage and logistics services in relation to the above materials procurement.

Charges for the provision of materials procurement services are calculated at the rate of:

- (a) up to 3% of the contract value of those procurement contracts in the case of domestic materials procurement;  
and
- (b) up to 1% of the contract value of those procurement contracts in the case of imported materials procurement.



The charges for the provision of materials operated by Unicom Group, and the pricing and/or charging standard of various materials procurement services, and storage and logistics services commission relevant to the direct material procurement are based on the market rates. Where there is no market rate or it is not possible to determine the market rate, the rate will be negotiated and agreed between the two parties. Market rates refer to the rates at which the same or similar type of assets or services is provided by Independent Third Parties in the ordinary course of business and under normal commercial terms. Negotiated rates refer to the rates based on the reasonable costs incurred in providing the services plus the amount of the relevant taxes and reasonable profit margin. When determining the pricing standard or reasonable profit margin, to the extent practicable, management of the Company shall take into account the rates of at least two similar and comparable transactions entered into with Independent Third Parties in the corresponding period or the relevant industry profit margin for reference. The service charges due to Unicom Group will be settled on a monthly basis.

For the year ended 31 December 2017 the total charges paid by CUCL to Unicom Group amounted to approximately RMB60 million.

#### **(5) Engineering Design and Construction Services**

Unicom Group agrees to provide to CUCL engineering design, construction and supervision services and IT services. Engineering design services include planning and design, engineering inspection, telecommunications electronic engineering, telecommunications equipment engineering and corporate telecommunications

engineering. Construction services include services relating to telecommunications equipment, telecommunications routing, power supplies, telecommunications conduit, and technical support systems. IT services include services relating to office automation, software testing, network upgrading, research and development of new business, and development of support systems.

The charges for the provision of engineering design and construction services are based on market rates. Market rates refer to the rates at which the same or similar type of products or services are provided by Independent Third Parties in the ordinary course of business and under normal commercial terms. When determining the pricing standard, to the extent practicable, management of the Company shall take into account the rates of at least two similar and comparable transactions entered with or carried out by Independent Third Parties in the corresponding period of reference. In the event the recipient will determine the specific provider of engineering design and construction services through tender, the provider will be no less qualified and equipped than the Independent Third Parties, and will participate in the tender procedure in a similar manner as the Independent Third Parties. Under such circumstances, the pricing will be determined by the final rate according to the tender procedure.

The service charges will be settled between CUCL and Unicom Group as and when the relevant services are provided.

For the year ended 31 December 2017, the total charges paid by CUCL to Unicom Group amounted to approximately RMB2,411 million.

**(6) Ancillary Telecommunications Services**

Unicom Group agrees to provide to CUCL ancillary telecommunications services, including certain telecommunications pre-sale, on-sale and after-sale services such as assembling and repairing of certain client telecommunications equipment, sales agency services, printing and invoice delivery services, maintenance of telephone booths, customers' acquisitions and servicing and other customers' services.

The charges payable for the provision of ancillary telecommunications services are determined by the market rates between the two parties. Where there is no market rate or it is not possible to determine the market rates, the rate will be negotiated and agreed between the two parties. Market rates refer to the rates at which the same or similar type of assets or services are provided by Independent Third Parties under normal commercial terms. Negotiated rates refer to the rates based on the reasonable costs plus the amount of the relevant taxes and reasonable profit margin. When determining the pricing standard or reasonable profit margin, to the extent practicable, management of the Company shall take into account the rates of at least two similar and comparable transactions entered into with Independent Third Parties in the corresponding period or the relevant industry profit margin for reference. The service charges will be settled between CUCL and Unicom Group as and when the relevant services are provided.

For the year ended 31 December 2017, the total services charges paid by CUCL to Unicom Group amounted to approximately RMB2,699 million.

**(7) Comprehensive Support Services**

Unicom Group and CUCL agree to provide comprehensive support services to each other, including dining services, facilities leasing services (excluding those facilities which are provided under the Telecommunications Resources Leasing above), vehicle services, health and medical services, labour services, security services, hotel and conference services, gardening services, decoration and renovation services, sales services, construction agency, equipment maintenance services, market development, technical support services, research and development services, sanitary services, parking services, staff trainings, storage services, advertising services, marketing, property management services, information and communications technology services (including construction and installation services, system integration services, software development, product sales and agent services, operation and maintenance services, and consultation services).

The service charges are determined by the market rates between the two parties. Where there is no market rate or it is not possible to determine the market rate, the rate will be negotiated and agreed between the two parties. Market rates refer to the rates at which the same or similar type of assets or services are provided by Independent Third Parties under normal commercial terms. Negotiated rates refer to the rates based on the reasonable costs plus the amount of the relevant taxes and reasonable profit margin. When determining the pricing standard or reasonable profit margin, to the extent practicable, management of the Company shall take into account the rates of at least two similar and comparable transactions entered into with Independent Third Parties in the corresponding period or the relevant industry profit margin for reference. The service charges will be settled between CUCL and Unicom Group as and when the relevant services are provided.

For the year ended 31 December 2017, the total services charges paid by CUCL to Unicom Group amounted to approximately RMB1,274 million, and the total services charges paid by Unicom Group to CUCL amounted to approximately RMB67 million.

#### **(8) Shared Services**

Unicom Group and CUCL agree to provide shared services to each other, including, but not limited to, the following: (a) CUCL will provide headquarter human resources services to Unicom Group; (b) Unicom Group and CUCL will provide business support centre services to each other; (c) CUCL will provide hosting services related to the services referred to in (a) and (b) above to Unicom Group; and (d) Unicom Group will provide premises to CUCL and other shared services requested by its headquarters. In relation to the services referred to in (b) above, CUCL will provide support services, such as billing and settlement services provided by the business support centre and operational statistics reports. Unicom Group will provide support services, including telephone card production, development and related services, maintenance and technical support and management services in relation to the telecommunications card operational system.

Unicom Group and CUCL share the costs related to the shared services proportionately in accordance with their respective total assets value, except that the total assets value of the overseas subsidiaries and the listed company of Unicom Group will be excluded from the total asset value of Unicom Group. The shared costs proportion will be agreed between Unicom Group and CUCL in accordance with the total assets value set out in the financial statements provided to each other, as adjusted in accordance with their respective total assets value on an annual basis.

For the year ended 31 December 2017, the total services charges paid by CUCL to Unicom Group amounted to approximately RMB83 million, and the services charges paid by Unicom Group to CUCL was negligible.

#### **(9) Financial Services**

CUCL or its subsidiaries agrees to provide financial services to Unicom Group, including deposit services, lending and other credit services, and other financial services. Other financial services include settlement services, acceptance of bills, entrusted loans, credit verification, financial and financing consultation, consultation, agency business, approved insurance agent services, and other businesses approved by China Banking Regulatory Commission.

The key pricing policies are follows:

##### **(a) Deposit Services**

The interest rate for Unicom Group's deposit with CUCL or its subsidiaries will be no more than the maximum interest rate promulgated by the People's Bank of China for the same type of deposit, the interest rate for the same type of deposit offered to other clients and the applicable interest rate offered by the general commercial banks in PRC for the same type of deposit.

##### **(b) Lending and other credit services**

The lending interest rate will follow the interest rate standard promulgated by the People's Bank of China, and will be no less than the minimum interest rate offered by CUCL and its subsidiaries to other clients for the same type of loan, and the applicable interest rate offered to Unicom Group by the general commercial banks in PRC for the same type

of loan. For the year ended 31 December 2017, the maximum daily lending and other credit services balance (including accrued interests) amounted to approximately RMB704 million.

**(c) Other financial services**

The fees to be charged by CUCL or its subsidiaries for the provision of the financial services to Unicom Group will comply with the relevant prescribed rates for such services as determined by the People's Bank of China or the China Banking Regulatory Commission. Where no relevant prescribed rate is applicable, the fee will be determined with reference to market rates of similar financial services charges and agreed between the parties.

The service charges will be settled between CUCL or its subsidiaries and Unicom Group as and when the relevant services are provided.

For the financial year ended 31 December 2017, the above continuing connected transactions have not exceeded their respective caps.

The Company has formulated and strictly implemented various systems including the *Administrative Measures of Connected Transactions of China Unicom* to ensure that connected transactions are properly entered into in accordance with pricing mechanisms and the terms of the transactions are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

The staff from the relevant business departments and the connected persons of the Company will negotiate the pricing terms of the continuing connected transactions. These pricing terms will be determined in accordance with the pricing policy principles set out in the 2017-2019 comprehensive services agreement, which should be fair and reasonable and subject to the review of the finance department.

The legal department is responsible for the review of the agreement for connected transactions. The finance department takes the lead in the daily management and supervision of connected transactions, including liaising with the relevant business departments for account reconciliation with connected parties, monitoring the implementation of connected transactions together with business departments on a routine basis and performing supervisory examination. The finance department regularly reports the status of the implementation of connected transactions to the Audit Committee. The audit department includes review on connected transactions into the scope of annual internal control assessment and reports the results to the management.

Furthermore, the aforesaid continuing connected transactions have been reviewed by independent non-executive directors of the Company. The independent non-executive directors confirmed that the aforesaid continuing connected transactions were entered into (a) in the ordinary and usual course of business of the Group; (b) either on normal commercial terms or better or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from independent third parties; and (c) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's independent auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 Assurance Engagements Other Than Audits or Reviews of Historical Financial Information and with reference to Practice Note 740 Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules issued by the Hong Kong Institute of Certified Public Accountants. The independent auditor has issued an unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group in pages 79 to 84 of this annual report in accordance with paragraph 14A.56 of the Listing Rules. The independent auditors' letter has confirmed that nothing has come to their attention that cause them to believe that the continuing connected transactions:

- (A) have not been approved by the Board;
- (B) were not, in all material respects, in accordance with the pricing policies of the Group as stated in this annual report;
- (C) were not entered into, in all material respects, in accordance with the relevant agreements governing the continuing connected transactions; and
- (D) have exceeded their respective caps for the financial year ended 31 December 2017 set out in the previous announcements of the Company.

A copy of the independent auditor's letter has been provided by the Company to the Hong Kong Stock Exchange.

The Company confirms that it has complied with the requirements of Chapter 14A of the Listing Rules in relation to all connected transactions and continuing connected transactions to which any Group member was a party during 2017. Please

refer to Note 41 to the financial statements for a summary of the related party transactions entered into by the members of the Group for the year ended 31 December 2017.

## **CORPORATE GOVERNANCE REPORT**

Report on the Company's corporate governance is set out in Corporate Governance Report on pages 42 to 66.

## **MATERIAL LEGAL PROCEEDINGS**

As a company incorporated in Hong Kong and dual-listed in Hong Kong and the United States, the Company adopts the Companies Ordinance of Hong Kong, the Securities and Futures Ordinance of Hong Kong, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the regulatory requirements for non-US companies listed in the United States, the Company's Articles of Association and other related laws and regulations as the basic guidelines for the Company's corporate governance.

The principal activities of Company's subsidiaries are the provision of cellular and fixed-line voice and related value-added services, broadband and other Internet-related services, information communications technology services, and business and data communications services in the PRC. The Company is required to comply with the Telecommunications Regulations of the People's Republic of China, Administrative Regulations on Telecommunications Companies with Foreign Investments, Cybersecurity Law of the People's Republic of China and



other related laws and regulations. At the same time, oversea subsidiaries of the Company are also required to comply with the related laws and regulations where their business operations are located.

For the year ended 31 December 2017, the Company had not been involved in any material litigation, arbitration or administrative proceedings. So far as the Company is aware of, no such litigation, arbitration or administrative proceedings were pending or threatened as at 31 December 2017.

## **PUBLIC FLOAT**

Based on publicly available information and so far as Directors are aware, the Company has maintained the specified amount of public float as required by the Hong Kong Stock Exchange during the year ended 31 December 2017 and as at the date of this annual report.

## **DONATIONS**

For the year ended 31 December 2017, the Group made charitable and other donations in an aggregate amount of approximately RMB12.65 million.

## **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of ascertaining the shareholders' rights to attend and vote at the Annual General Meeting (and any adjournment thereof), and entitlement to the 2017 Final Dividend, the register of members of the Company will be closed. Details of such closures are set out below:

### **(1) For ascertaining the shareholders' rights to attend and vote at the Annual General Meeting:**

|                                                          |                                |
|----------------------------------------------------------|--------------------------------|
| Latest time to lodge transfer documents for registration | 4:30 p.m. of 4 May 2018        |
| Closure of register of members                           | From 7 May 2018 to 11 May 2018 |
| Record date                                              | 7 May 2018                     |

### **(2) For ascertaining the shareholders' entitlement to the 2017 Final Dividend:**

|                                                          |                          |
|----------------------------------------------------------|--------------------------|
| Latest time to lodge transfer documents for registration | 4:30 p.m. of 17 May 2018 |
| Closure of register of members                           | 18 May 2018              |
| Record date                                              | 18 May 2018              |

During the above closure periods, no transfer of shares will be registered. To be eligible to attend and vote at the Annual General Meeting, and to qualify for the 2017 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 the aforementioned latest times.

## **WITHHOLDING AND PAYMENT OF ENTERPRISE INCOME TAX FOR NON-RESIDENT ENTERPRISES IN RESPECT OF 2017 FINAL DIVIDEND**

Pursuant to (i) the Notice Regarding Matters on Determination of Tax Residence Status of Chinese-controlled Offshore Incorporated Enterprises under Rules of Effective Management (the Notice) issued by the State Administration of Taxation of the People's Republic of China (the SAT); (ii) the Enterprise Income Tax Law of the People's Republic of China (the Enterprise Income Tax Law) and the Detailed Rules for the Implementation of the Enterprise Income Tax Law of the People's Republic of China (the Implementation Rules); and (iii) information

obtained from the SAT, the Company is required to withhold and pay enterprise income tax when it pays the 2017 Final Dividend to its non-resident enterprise shareholders. The enterprise income tax is 10% on the amount of dividend paid to non-resident enterprise shareholders (the Enterprise Income Tax ), and the withholding and payment obligation lies with the Company.

As a result of the foregoing, in respect of any shareholders whose names appear on the Company's register of members on the Dividend Record Date and who are not individuals (including HKSCC Nominees Limited, other custodians, corporate nominees and trustees such as securities companies and banks, and other entities or organisations), the Company will distribute the 2017 Final Dividend payable to them after deducting the amount of Enterprise Income Tax payable on such dividend. Investors who invest in the shares in the Company listed on the Main Board of The Stock Exchange of Hong Kong Limited through the Shanghai Stock Exchange or Shenzhen-Hong Kong Stock Exchange (the Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect investors) are investors who hold shares through HKSCC Nominees Limited, and in accordance with the above requirements, the Company will pay to HKSCC Nominees Limited the amount of the 2017 Final Dividend after deducting the amount of Enterprise Income Tax payable on such dividend.

In respect of any shareholders whose names appear on the Company's register of members on the Dividend Record Date and who are individual shareholders, there will be no deduction of Enterprise Income Tax from the dividend that such shareholder is entitled to.

Shareholders who are not individual shareholders listed on the Company's register of members and who (i) are resident enterprises of the People's Republic of China (the PRC) (as defined in the Enterprise Income Tax Law), or (ii) are enterprises deemed to be resident enterprises of the PRC in accordance with the Notice, and who, in each case, do not desire to have the Company withhold Enterprise Income Tax from their 2017 Final Dividend, should lodge 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, at or before 4:30 p.m. of 17 May 2018, and present the documents from such shareholder's governing tax authority in

the PRC confirming that the Company is not required to withhold and pay Enterprise Income Tax in respect of the dividend that such shareholder is entitled to.

If anyone would like to change the identity of the holders in the register of members, please enquire about the relevant procedures with the nominees or trustees. The Company will withhold for payment of the Enterprise Income Tax for its non-resident enterprise shareholders strictly in accordance with the relevant laws and requirements of the relevant government agencies and adhere strictly to the information set out in the Company's register of members on the Dividend Record Date. The Company assumes no liability whatsoever in respect of and will not process any claims, arising from any delay in, or inaccurate determination of, the status of the shareholders, or any disputes over the mechanism of withholding.

## **INDEPENDENT AUDITOR**

The Hong Kong financial reporting and U.S. financial reporting for the year ended 31 December 2017 have been audited by KPMG and KPMG Huazhen LLP, respectively, which retire and, being eligible, offer themselves for re-appointment at the 2018 annual general meeting. A resolution to re-appoint KPMG and KPMG Huazhen LLP and to authorise the Directors to fix their respective remuneration will be proposed at the 2018 annual general meeting.

By Order of the Board

**Wang Xiaochu**

*Chairman and Chief Executive Officer*

Hong Kong, 15 March 2018



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## HUMAN RESOURCES DEVELOPMENT

China Unicom adheres to its people-oriented principle and continuously upholds mechanism innovation to pursue the harmonious development between the Company and its employees. In 2017, underpinned by its Focus Strategy and taking mixed-ownership reform as an opportunity, China Unicom's human resources practice proactively adapted to Internet-oriented transformation and pushed forward the development of market-oriented human resources system and mechanism, promoted to achieve better salary up and down, staff in and out, and post up and down, with the aim to provide support and assurance for the stable development of corporate reform.

Focusing on labour efficiency enhancement to conduct in-depth reform. In 2017, China Unicom's employee productivity was RMB924,000 per staff, up by 5.8% year-on-year. Pulling back outsourcing business for internal staff handling enabled the Company to save outsourcing costs of RMB280

million. As a result, the overall human resources cost efficiency was further improved. The Company's staff mix was further optimised as the ratio of bachelor degree (or above) holders reached 58.3% and the proportion of dispatched worker maintained below 10%.

Optimising compensation system to spur vitality. The Company further refined its dynamic allocation principles on employee compensation by focusing on efficiency enhancement and its related effectiveness. The Company focused on segmentation management and mechanism rationalisation to establish a differentiated incentive and control scheme compatible with the management model aligning authority and responsibility. The Company further established its comprehensive incentive system with share-based compensation which drives collective sharing of upside and downside and improves staff's sense of achievement.

Enhancing staff selection and building competent teams. Taking the pilot mixed-ownership reform as an opportunity, the Company strived to build a professional high-caliber cadre team, continued to improve cadre management system, promoted market-oriented and contract-based management, strictly complied with the staff selection and appointment standards and procedures, and strengthened leadership team quality in all levels. The Company enhanced its talent structure build-up and had selected 195 expert talents, 1,492 backbone talents, 2,758 young and competitive talents, with a total of 4,445 talents from over 10 professions including IT, network optimisation and proprietary research and development, etc. The Company established Internet-oriented talent community to enhance talent value contributions and deployment efficiency. The Company held various training sessions during the year, including 11 leadership training courses, 176 specialised skills training courses, as well as 58 high-end technical training courses, to enhance staff professional skills and corporate strategy execution.

### Analysis of Staff Composition

|                       | By Age |
|-----------------------|--------|
| 30 years old or below | 17%    |
| 31-50 years old       | 70%    |
| 51 years old or above | 13%    |

|                           | By<br>Education<br>Background |
|---------------------------|-------------------------------|
| Postgraduate or above     | 6%                            |
| Bachelor degree           |                               |
| including double degree)  | 52%                           |
| College                   | 24%                           |
| Secondary school or below | 18%                           |

*Have a look at our outstanding employee of China Unicom, please visit our website at*

**[www.chinaunicom.com.hk/en/about/our\\_people.php](http://www.chinaunicom.com.hk/en/about/our_people.php)**

*For further details of Human Resources Development, please refer to the relevant sections of our detailed Corporate Social Responsibility Report 2017 to be published in June 2018. Please visit our website at*

**[www.chinaunicom.com.hk](http://www.chinaunicom.com.hk)**



## **SOCIAL RESPONSIBILITY**

Guided by new development philosophies of innovation, coordination, eco-friendliness, openness and sharing, China Unicom practically implemented national strategic measures such as network superpower, the Belt and Road initiative and supply-side structural reform. The Company fulfils its responsibilities in a proactive manner by ensuring responsible business operations while strengthening the ability to generate integrated economic, social and environmental value, so as to facilitate sustainable development and make due contributions to the informatisation process of the national economy and society.

## **INNOVATION DRIVES GOOD SMART LIVING**

Innovation is an indispensable driving force for maintaining corporate vibrancy. It is the primary power for development and provides strategic support for building a modernised economy. China Unicom persists in bringing good smart living to its customers through innovation. In 2017, the Company actively pushed forward the construction of intelligent networks, stepped up deployment in areas such as cloud computing, Big Data and Internet of Things, and proactively explored artificial

intelligence. The Company rolled out a diverse range of Smart+ applications, strived to foster a smart brand, and facilitated smart living and smart industry development, comprehensively improving customer services via multiple channels. It deeply propelled system and mechanism reform to achieve innovation-driven development.

## **CONTRIBUTE TO BALANCE AND COORDINATION THROUGH UNIVERSAL AND PRECISE SERVICES**

Balanced and robust social development represents the key theme of a new era. China Unicom is committed to meeting the public's ever-changing demand for information life and facilitating the development of the society as a whole. In 2017, the Company continued to improve its 4G network, accelerated all-fibre network construction and actively advanced Speed Upgrade and Tariff Reduction. It coordinated network construction and endeavoured to narrow the digital divide. It actively assumed obligations in universal service by offering concessionary tariffs and promoting universal availability of information. It served the Belt and Road initiative and drove robust development in both local and overseas markets.

## **BUILD A WIN-WIN INDUSTRY ECOLOGY THROUGH OPEN COOPERATION**

Open cooperation is an important driving force that stimulates corporate creativity and propels industry development. In line with the principles of cooperation, openness and win-win, China Unicom engages in concerted development with its business partners. In 2017, China Unicom facilitated healthy industry development by deepening cooperation with fellow operators and sharing resources. It cooperated with various partners in the supply chain to innovate and build a prosperous and mutually beneficial industry ecology. It will also work with the next Winter Olympics to jointly deliver a smart future.

## **SHARE BENEFITS WITH THE PUBLIC TO ENHANCE SENSE OF REWARD FOR THE WHOLE SOCIETY**

As a responsible corporate citizen, China Unicom adheres to people-oriented development and regards public well-being and comprehensive social development as the basis of its business. In 2017, the Company deeply cultivated team spirit, continued to grow with its staff and pragmatically safeguarded the lawful interests of its employees, fostering friendly and harmonious labour relations. It adhered to the belief that business development is for the society and the outcomes of development should be shared with the society. It proactively gave back to the society, emphasised obligation performance in overseas markets, and continued to enhance the sense of reward for the whole society, heading towards a future of sustainable development.

## **ECO-FRIENDLY OPERATION HELPS PRESERVE GREEN ENVIRONMENT**

China Unicom actively advocates and practises the philosophy of Green environment is as valuable as gold and silver . In strict compliance with national resource conservation and environmental protection policies, the Company continued to strengthen initiatives such as green networks, green operations, green supply and green actions. It actively implemented the national supply-side reform and earnestly practised energy conservation and emission reduction, contributing to the harmonious co-existence between people and the nature and helping to build a beautiful China .

## **SECURE AND CONTROLLABLE NETWORK CREATES A CLEAN CYBERSPACE**

It is essential that information network is secure and controllable, which serves as the solid foundation for healthy and sustainable growth of the information and communications industry. In 2017, the Company upheld proper cybersecurity ethics and continued to enhance communication security and support measures. It acted proactively in safeguarding communication during emergencies, protecting customers information security and privacy, and curbing malicious contents, thereby fostering a secure and clean cyberspace and providing strong support for national security and social stability.

## **SOCIAL RESPONSIBILITY MANAGEMENT**

Improving the organisation of social responsibility

Establishing a system for social responsibility

Providing training in social responsibility

Assessing the performance of social responsibility

Evaluating social responsibility practices

Institutionalising communication of social responsibility

## **SOCIAL RESPONSIBILITY AGENDA**

Enhance institutionalisation and efficiency of internal management

Forge quality network with ubiquitous connectivity

Quest for innovation-driven smart living

Refine customer-oriented and meticulous services

Create prosperous industry ecology through win-win cooperation

Build secure and clean cyberspace

Foster growth ambience with team collaboration

Procure harmonious development of green and low-carbon

Promote charity undertaking to share benefits with public

*The Company will publish our detailed Corporate Social Responsibility Report 2017 in June 2018.*

*For more details, please visit our website at **[www.chinaunicom.com.hk](http://www.chinaunicom.com.hk)**.*

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## **Independent Auditor's Report**

### **TO THE MEMBERS OF CHINA UNICOM (HONG KONG) LIMITED**

(incorporated in Hong Kong with limited liability)

#### **Opinion**

We have audited the consolidated financial statements of China Unicom (Hong Kong) Limited (the Company) and its subsidiaries (the Group) set out on pages 104 to 187, which comprise the consolidated statement of financial position as at 31 December 2017, the consolidated statement of income, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB) and Hong Kong Financial Reporting Standards (HKFRSs) issued by the Hong Kong Institute of Certified Public Accountants (HKICPA) and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

#### **Basis for opinion**

We conducted our audit in accordance with Hong Kong Standards on Auditing (HKSAs) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the Code) and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key audit matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## **Revenue recognition**

*Refer to note 6 to the consolidated financial statements on page 142 and the accounting policies on page 128.*

## **The Key Audit Matter**

The Group's revenue is primarily generated from the provision of voice usage, broadband and mobile data services, data and internet application services, other value-added services, leased lines and associated services and sales of telecommunications products.

The accuracy of revenue recorded in the consolidated financial statements is an inherent industry risk because the billing systems of telecommunications companies are complex and process large volumes of data with a combination of different products sold during the year, through a number of different systems.

Significant management judgement can be required in determining the appropriate measurement and timing of recognition of different elements of revenue within bundled sales packages, which may include services and telecommunication products such as handsets, and complex settings are required in the Group's information technology (IT) systems to achieve the appropriate allocation of transaction prices.

We identified revenue recognition as a key audit matter because revenue is one of the key performance indicators of the Group and because it involves complex IT systems and management judgement both of which give rise to an inherent risk that revenue could be recorded in the incorrect period or could be subject to manipulation to meet targets or expectations.

## **How the matter was addressed in our audit**

Our audit procedures to assess the recognition of revenue included the following:

assessing, with the assistance of our internal IT specialists, the design, implementation and operating effectiveness of management's key internal controls over the general IT environment in which the business systems operate, including access to program controls, program change controls, program development controls and computer operation controls;

assessing, with the assistance of our internal IT specialists, the design, implementation and operating effectiveness of management's key internal IT controls over the completeness and accuracy of rating and bill generation and the end-to-end reconciliation controls from the rating and billing systems to the accounting system;

selecting bills issued to customers, on a sample basis, and comparing the details with the corresponding trade receivable details and cash receipts;

recalculating the balances of trade receivables and advances from customers with the use of electronic audit tools using data extracted from the business support systems and reconciling the results to the Group's financial



records;

assessing, on a sample basis, the standalone selling prices determined by the Group for services and handsets offered in mobile handset bundled sales packages, by comparison with the observable prices of the service or handset when the Group sells that service or handset separately in similar circumstances and to similar customers;

assessing, on a sample basis, the settings in the IT system for revenue allocation between the services and handsets offered in mobile handset bundled sales packages by comparing the settings with the Group's allocation basis and recalculating and comparing the allocation results with the system generated results;

evaluating journals entries posted to revenue accounts, on a specific risk-based sample basis, and comparing details of these journals entries with relevant underlying documentation, which included service contracts and progress reports.

## **Independent Auditor's Report**

### **Carrying value of property, plant and equipment ( PP&E )**

*Refer to note 15 to the consolidated financial statements on pages 152 to 153 and the accounting policies on pages 121 to 122.*

### **The Key Audit Matter**

The Group continues to incur a significant level of capital expenditure in connection with the expansion of its network coverage and improvements to network quality. The carrying value of PP&E as at 31 December 2017 was approximately RMB416,596 million.

There are a number of areas where management judgement impacts the carrying value of PP&E, and the related depreciation profiles. These include:

determining which costs meet the criteria for capitalisation;

determining the date on which construction-in-progress is transferred to property, plant and equipment and depreciation commences;

the estimation of economic useful lives and residual values assigned to property, plant and equipment.

We identified the carrying value of property, plant and equipment as a key audit matter because of the high level of management judgement involved and because of its significance to the consolidated financial statements.

### **How the matter was addressed in our audit**

Our audit procedures to assess the carrying value of PP&E included the following:

assessing the design, implementation and operating effectiveness of key internal controls over the completeness, existence and accuracy of property, plant and equipment, including the key internal controls over the estimation of useful economic lives and residual values;

assessing, on a sample basis, costs capitalised during the year by comparing the costs capitalised with the relevant underlying documentation, which included purchase agreements and invoices, and assessing whether the costs capitalised met the relevant criteria for capitalisation; which included comparing interest rates to loan agreements, recalculating the interest capitalisation rate and assessing, on a sample basis, the calculation of interest capitalised in construction-in-progress;

challenging the date of transferring construction-in-progress to PP&E by examining the inspection reports and/or project progress reports, on a sample basis;

evaluating management's estimation of useful economic lives and residual values by considering our knowledge of the business and practices adopted in the wider telecommunications industry.

**Information other than the consolidated financial statements and auditor's report thereon**

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of the directors for the consolidated financial statements**

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB and HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

## **Auditor's responsibilities for the audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for

the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Chan Kim Tak.

**KPMG**

*Certified Public Accountants*

8th Floor, Prince's Building

10 Chater Road

Central, Hong Kong

15 March 2018

**Consolidated Statement of Income**

(All amounts in Renminbi ( RMB ) millions, except per share data)

|                                                                                                          |      | <b>Year ended<br/>31 December</b> |          |
|----------------------------------------------------------------------------------------------------------|------|-----------------------------------|----------|
|                                                                                                          | Note | <b>2017</b>                       | 2016     |
| Revenue                                                                                                  | 6    | <b>274,829</b>                    | 274,197  |
| Interconnection charges                                                                                  |      | <b>(12,617)</b>                   | (12,739) |
| Depreciation and amortisation                                                                            |      | <b>(77,492)</b>                   | (76,805) |
| Network, operation and support expenses                                                                  | 7    | <b>(54,507)</b>                   | (51,167) |
| Employee benefit expenses                                                                                | 8    | <b>(42,471)</b>                   | (36,907) |
| Costs of telecommunications products sold                                                                | 9    | <b>(26,643)</b>                   | (39,301) |
| Other operating expenses                                                                                 | 10   | <b>(57,166)</b>                   | (54,585) |
| Finance costs                                                                                            | 11   | <b>(5,734)</b>                    | (5,017)  |
| Interest income                                                                                          |      | <b>1,647</b>                      | 1,160    |
| Share of net profit of associates                                                                        |      | <b>893</b>                        | 204      |
| Share of net profit of joint ventures                                                                    |      | <b>574</b>                        | 153      |
| Other income net                                                                                         | 12   | <b>1,280</b>                      | 1,591    |
| <b>Profit before income tax</b>                                                                          |      | <b>2,593</b>                      | 784      |
| Income tax expenses                                                                                      | 13   | <b>(743)</b>                      | (154)    |
| <b>Profit for the year</b>                                                                               |      | <b>1,850</b>                      | 630      |
| <b>Profit attributable to:</b>                                                                           |      |                                   |          |
| Equity shareholders of the Company                                                                       |      | <b>1,828</b>                      | 625      |
| Non-controlling interests                                                                                |      | <b>22</b>                         | 5        |
| <b>Earnings per share for profit attributable to equity shareholders of the Company during the year:</b> |      |                                   |          |
| Basic earnings per share (RMB)                                                                           | 14   | <b>0.07</b>                       | 0.03     |
| Diluted earnings per share (RMB)                                                                         | 14   | <b>0.07</b>                       | 0.03     |

Details of dividends attributable to equity shareholders of the Company for the years ended 31 December 2017 and 2016 are set out in Note 30.

The notes on pages 111 to 187 are an integral part of these consolidated financial statements.



**Consolidated Statement of Comprehensive Income**

(All amounts in RMB millions)

|                                                                                            | <b>Year ended<br/>31 December</b> |              |
|--------------------------------------------------------------------------------------------|-----------------------------------|--------------|
|                                                                                            | <b>2017</b>                       | <b>2016</b>  |
| <b>Profit for the year</b>                                                                 | <b>1,850</b>                      | <b>630</b>   |
| <b>Other comprehensive income</b>                                                          |                                   |              |
| <b>Items that will not be reclassified to statement of income:</b>                         |                                   |              |
| Changes in fair value of financial assets through other comprehensive income               | (56)                              | (544)        |
| Tax effect on changes in fair value of financial assets through other comprehensive income | (2)                               | 14           |
| Changes in fair value of financial assets through other comprehensive income, net of tax   | (58)                              | (530)        |
| Remeasurement of net defined benefit liability, net of tax                                 | 6                                 | 14           |
|                                                                                            | (52)                              | (516)        |
| <b>Item that may be reclassified subsequently to statement of income:</b>                  |                                   |              |
| Currency translation differences                                                           | (178)                             | 153          |
| <b>Other comprehensive income for the year, net of tax</b>                                 | <b>(230)</b>                      | <b>(363)</b> |
| <b>Total comprehensive income for the year</b>                                             | <b>1,620</b>                      | <b>267</b>   |
| <b>Total comprehensive income attributable to:</b>                                         |                                   |              |
| Equity shareholders of the Company                                                         | 1,598                             | 262          |
| Non-controlling interests                                                                  | 22                                | 5            |

The notes on pages 111 to 187 are an integral part of these consolidated financial statements.

**Consolidated Statement of Financial Position**

(All amounts in RMB millions)

|                                                                   | Note | <b>As at 31 December</b> |             |
|-------------------------------------------------------------------|------|--------------------------|-------------|
|                                                                   |      | <b>2017</b>              | <b>2016</b> |
| <b>ASSETS</b>                                                     |      |                          |             |
| <b>Non-current assets</b>                                         |      |                          |             |
| Property, plant and equipment                                     | 15   | <b>416,596</b>           | 451,115     |
| Lease prepayments                                                 | 16   | <b>9,313</b>             | 9,436       |
| Goodwill                                                          | 17   | <b>2,771</b>             | 2,771       |
| Interest in associates                                            | 19   | <b>33,233</b>            | 32,248      |
| Interest in joint ventures                                        | 20   | <b>2,368</b>             | 1,175       |
| Deferred income tax assets                                        | 13   | <b>5,973</b>             | 5,986       |
| Financial assets at fair value through other comprehensive income | 21   | <b>4,286</b>             | 4,326       |
| Other assets                                                      | 22   | <b>20,721</b>            | 24,879      |
|                                                                   |      | <b>495,261</b>           | 531,936     |
| <b>Current assets</b>                                             |      |                          |             |
| Inventories and consumables                                       | 23   | <b>2,239</b>             | 2,431       |
| Accounts receivable                                               | 24   | <b>13,964</b>            | 13,622      |
| Prepayments and other current assets                              | 25   | <b>13,801</b>            | 14,023      |
| Amounts due from ultimate holding company                         | 41   | <b>239</b>               |             |
| Amounts due from related parties                                  | 41   | <b>3,274</b>             | 22,724      |
| Amounts due from domestic carriers                                |      | <b>4,683</b>             | 3,908       |
| Financial assets at fair value through profit and loss            |      | <b>160</b>               | 123         |
| Short-term bank deposits and restricted deposits                  | 26   | <b>5,526</b>             | 1,754       |
| Cash and cash equivalents                                         | 27   | <b>32,836</b>            | 23,633      |
|                                                                   |      | <b>76,722</b>            | 82,218      |
| <b>Total assets</b>                                               |      | <b>571,983</b>           | 614,154     |
| <b>EQUITY</b>                                                     |      |                          |             |
| <b>Equity attributable to equity shareholders of the Company</b>  |      |                          |             |
| Share capital                                                     | 28   | <b>254,056</b>           | 179,102     |
| Reserves                                                          | 29   | <b>(20,912)</b>          | (21,017)    |
| Retained profits                                                  |      |                          |             |
| Proposed final dividend                                           | 30   | <b>1,591</b>             |             |
| Others                                                            |      | <b>69,315</b>            | 69,322      |
|                                                                   |      | <b>304,050</b>           | 227,407     |
| <b>Non-controlling interests</b>                                  |      | <b>297</b>               | 275         |
| <b>Total equity</b>                                               |      | <b>304,347</b>           | 227,682     |



|                                              |      | As at 31 December |           |
|----------------------------------------------|------|-------------------|-----------|
|                                              | Note | 2017              | 2016      |
| <b>LIABILITIES</b>                           |      |                   |           |
| <b>Non-current liabilities</b>               |      |                   |           |
| Long-term bank loans                         | 31   | 3,473             | 4,495     |
| Promissory notes                             | 32   |                   | 17,906    |
| Corporate bonds                              | 33   | 17,981            | 17,970    |
| Deferred income tax liabilities              | 13   | 108               | 113       |
| Deferred revenue                             | 34   | 3,020             | 2,998     |
| Other obligations                            | 35   | 432               | 335       |
|                                              |      | <b>25,014</b>     | 43,817    |
| <b>Current liabilities</b>                   |      |                   |           |
| Short-term bank loans                        | 36   | 22,500            | 76,994    |
| Commercial papers                            | 37   | 8,991             | 35,958    |
| Current portion of long-term bank loans      | 31   | 410               | 161       |
| Current portion of promissory notes          | 32   | 17,960            | 18,976    |
| Accounts payable and accrued liabilities     | 38   | 125,260           | 143,224   |
| Taxes payable                                |      | 1,121             | 732       |
| Amounts due to ultimate holding company      | 41   | 2,176             | 2,463     |
| Amounts due to related parties               | 41   | 8,126             | 8,700     |
| Amounts due to domestic carriers             |      | 2,538             | 1,989     |
| Dividend payable                             |      | 920               | 920       |
| Current portion of corporate bonds           | 33   |                   | 2,000     |
| Current portion of deferred revenue          | 34   | 350               | 369       |
| Current portion of other obligations         | 35   | 2,987             | 3,141     |
| Advances from customers                      |      | 49,283            | 47,028    |
|                                              |      | <b>242,622</b>    | 342,655   |
| <b>Total liabilities</b>                     |      | <b>267,636</b>    | 386,472   |
| <b>Total equity and liabilities</b>          |      | <b>571,983</b>    | 614,154   |
| <b>Net current liabilities</b>               |      | <b>(165,900)</b>  | (260,437) |
| <b>Total assets less current liabilities</b> |      | <b>329,361</b>    | 271,499   |

The notes on pages 111 to 187 are an integral part of these consolidated financial statements.

Approved and authorised for issue by the Board of Directors on 15 March 2018 and signed on behalf of the Board by:

**Wang Xiaochu**  
Director

**Li Fushen**  
Director



**Consolidated Statement of Changes in Equity**

(All amounts in RMB millions)

|                                                     | Attributable to equity shareholders of the Company |                            |                                      |                       |                  |                     | Non-    |                          | Total   |
|-----------------------------------------------------|----------------------------------------------------|----------------------------|--------------------------------------|-----------------------|------------------|---------------------|---------|--------------------------|---------|
|                                                     | Share<br>capital                                   | General<br>risk<br>reserve | Investment<br>revaluation<br>reserve | Statutory<br>reserves | Other<br>reserve | Retained<br>profits | Total   | controlling<br>interests | equity  |
| Balance at 1 January 2016                           | 179,102                                            |                            | (6,406)                              | 28,780                | (43,108)         | 72,848              | 231,216 |                          | 231,216 |
| Total comprehensive income for the year             |                                                    |                            | (530)                                |                       | 167              | 625                 | 262     | 5                        | 267     |
| Capital contribution from non-controlling interests |                                                    |                            |                                      |                       |                  |                     |         | 270                      | 270     |
| Appropriation to statutory reserves                 |                                                    |                            |                                      | 47                    |                  | (47)                |         |                          |         |
| Appropriation to other reserves                     |                                                    | 33                         |                                      |                       |                  | (33)                |         |                          |         |
| Dividends relating to 2015 (Note 30)                |                                                    |                            |                                      |                       |                  | (4,071)             | (4,071) |                          | (4,071) |
| Balance at 31 December 2016                         | 179,102                                            | 33                         | (6,936)                              | 28,827                | (42,941)         | 69,322              | 227,407 | 275                      | 227,682 |
| Balance at 1 January 2017                           | 179,102                                            | 33                         | (6,936)                              | 28,827                | (42,941)         | 69,322              | 227,407 | 275                      | 227,682 |
| Total comprehensive income for the year             |                                                    |                            | (58)                                 |                       | (172)            | 1,828               | 1,598   | 22                       | 1,620   |
| Issue of share capital                              | 74,954                                             |                            |                                      |                       |                  |                     | 74,954  |                          | 74,954  |
| Share of associate's other reserve                  |                                                    |                            |                                      |                       | 91               |                     | 91      |                          | 91      |
| Appropriation to statutory reserves                 |                                                    |                            |                                      | 50                    |                  | (50)                |         |                          |         |
| Appropriation to other reserves                     |                                                    | 194                        |                                      |                       |                  | (194)               |         |                          |         |
| Balance at 31 December 2017                         | 254,056                                            | 227                        | (6,994)                              | 28,877                | (43,022)         | 70,906              | 304,050 | 297                      | 304,347 |

The notes on pages 111 to 187 are an integral part of these consolidated financial statements.

**Consolidated Statement of Cash Flows**

(All amounts in RMB millions)

|                                                                                           |      | <b>Year ended 31 December</b> |             |
|-------------------------------------------------------------------------------------------|------|-------------------------------|-------------|
|                                                                                           | Note | <b>2017</b>                   | <b>2016</b> |
| <b>Cash flows from operating activities</b>                                               |      |                               |             |
| Cash generated from operations                                                            | (a)  | <b>91,519</b>                 | 81,168      |
| Interest received                                                                         |      | <b>807</b>                    | 335         |
| Interest paid                                                                             |      | <b>(6,293)</b>                | (4,938)     |
| Income tax paid                                                                           |      | <b>(979)</b>                  | (1,972)     |
| Net cash inflow from operating activities                                                 |      | <b>85,054</b>                 | 74,593      |
| <b>Cash flows from investing activities</b>                                               |      |                               |             |
| Purchase of property, plant and equipment                                                 |      | <b>(61,489)</b>               | (98,293)    |
| Proceeds from disposal of Tower Assets and other property, plant and equipment            |      | <b>22,121</b>                 | 6,390       |
| Dividends received from financial assets at fair value through other comprehensive income |      | <b>167</b>                    | 357         |
| Proceeds from disposal of financial assets at fair value through profit and loss          |      | <b>60</b>                     | 68          |
| Dividends received from associates                                                        |      | <b>10</b>                     |             |
| (Increase)/Decrease in short-term bank deposits and restricted deposits                   |      | <b>(3,094)</b>                | 2           |
| Purchase of other assets                                                                  |      | <b>(4,204)</b>                | (4,092)     |
| Acquisition of financial assets at fair value through profit and loss                     |      | <b>(74)</b>                   | (51)        |
| Acquisition of financial assets at fair value through other comprehensive income          |      | <b>(8)</b>                    | (18)        |
| Acquisition of interest in associates                                                     |      | <b>(5)</b>                    | (48)        |
| Acquisition of interest in joint ventures                                                 |      | <b>(620)</b>                  | (64)        |
| Lending by China Unicom Finance Company Limited ( Finance Company )                       |      | <b>(700)</b>                  |             |
| Repayment of loan lent by Finance Company                                                 |      | <b>500</b>                    |             |
| Net cash outflow from investing activities                                                |      | <b>(47,336)</b>               | (95,749)    |
| <b>Cash flows from financing activities</b>                                               |      |                               |             |
| Proceeds from shares issued                                                               |      | <b>74,954</b>                 |             |
| Capital contributions from non-controlling interests                                      |      |                               | 270         |
| Proceeds from commercial papers                                                           |      | <b>26,941</b>                 | 59,880      |
| Proceeds from short-term bank loans                                                       |      | <b>117,571</b>                | 142,567     |
| Proceeds from long-term bank loans                                                        |      | <b>1,549</b>                  | 3,307       |
| Loans from ultimate holding company                                                       |      | <b>5,237</b>                  |             |
| Loans from related parties                                                                |      | <b>535</b>                    |             |
| Proceeds from corporate bonds                                                             |      |                               | 17,965      |
| Repayment of commercial papers                                                            |      | <b>(54,000)</b>               | (44,000)    |
| Repayment of short-term bank loans                                                        |      | <b>(172,065)</b>              | (149,425)   |
| Repayment of long-term bank loans                                                         |      | <b>(2,686)</b>                | (84)        |
| Repayment of related party loan                                                           |      | <b>(60)</b>                   |             |
| Repayment of ultimate holding company loan                                                |      | <b>(3,893)</b>                | (1,344)     |
| Repayment of finance lease                                                                |      | <b>(695)</b>                  | (406)       |
| Repayment of promissory notes                                                             |      | <b>(19,000)</b>               | (2,500)     |

|                                                                                          |       |               |              |
|------------------------------------------------------------------------------------------|-------|---------------|--------------|
| Repayment of corporate bonds                                                             |       | (2,000)       |              |
| Payment of issuing expense for promissory notes                                          |       | (82)          | (102)        |
| Dividends paid to equity shareholders of the Company                                     | 30    |               | (4,071)      |
| Net (withdrawal)/deposits by Unicom Group and its subsidiaries from/with Finance Company |       | (112)         | 2,397        |
| Net deposits from a joint venture with Finance Company                                   |       | 12            |              |
| Increase in statutory reserve deposits placed by Finance Company                         | 26(i) | (620)         | (1,577)      |
| Net cash (outflow)/inflow from financing activities                                      |       | (28,414)      | 22,877       |
| <b>Net increase in cash and cash equivalents</b>                                         |       | <b>9,304</b>  | <b>1,721</b> |
| Cash and cash equivalents, beginning of year                                             |       | <b>23,633</b> | 21,755       |
| Effect of changes in foreign exchange rate                                               |       | (101)         | 157          |
| <b>Cash and cash equivalents, end of year</b>                                            | 27    | <b>32,836</b> | 23,633       |
| <b>Analysis of the balances of cash and cash equivalents:</b>                            |       |               |              |
| Cash balances                                                                            |       | 3             | 1            |
| Bank balances                                                                            |       | <b>32,833</b> | 23,632       |
|                                                                                          |       | <b>32,836</b> | 23,633       |

The notes on pages 111 to 187 are an integral part of these consolidated financial statements.



**Consolidated Statement of Cash Flows**

(All amounts in RMB millions)

(a) The reconciliation of profit before income tax to cash generated from operating activities is as follows:

|                                                                                  | <b>Year ended 31 December</b> |             |
|----------------------------------------------------------------------------------|-------------------------------|-------------|
|                                                                                  | <b>2017</b>                   | <b>2016</b> |
| Profit before income tax                                                         | <b>2,593</b>                  | 784         |
| Adjustments for:                                                                 |                               |             |
| Depreciation and amortisation                                                    | <b>77,492</b>                 | 76,805      |
| Interest income                                                                  | <b>(1,647)</b>                | (1,160)     |
| Finance costs                                                                    | <b>5,363</b>                  | 4,832       |
| Loss on disposal of property, plant and equipment                                | <b>3,489</b>                  | 355         |
| Impairment losses for doubtful debts and write-down of inventories               | <b>3,955</b>                  | 4,173       |
| Dividends from financial assets at fair value through other comprehensive income | <b>(206)</b>                  | (357)       |
| Share of net profit of associates                                                | <b>(893)</b>                  | (204)       |
| Share of net profit of joint ventures                                            | <b>(574)</b>                  | (153)       |
| Other investment gain                                                            | <b>(19)</b>                   | (9)         |
| Changes in working capital:                                                      |                               |             |
| Increase in accounts receivable                                                  | <b>(3,667)</b>                | (2,664)     |
| Decrease in inventories and consumables                                          | <b>81</b>                     | 1,354       |
| (Increase)/Decrease in short-term bank deposits and restricted deposits          | <b>(58)</b>                   | 23          |
| Increase in other assets                                                         | <b>(2,034)</b>                | (4,763)     |
| Decrease in prepayments and other current assets                                 | <b>166</b>                    | 4,171       |
| Increase in amounts due from ultimate holding company                            | <b>(39)</b>                   |             |
| Decrease/(Increase) in amounts due from related parties                          | <b>112</b>                    | (3,302)     |
| Increase in amounts due from domestic carriers                                   | <b>(775)</b>                  | (1,914)     |
| Increase/(Decrease) in accounts payable and accrued liabilities                  | <b>5,752</b>                  | (835)       |
| Increase/(Decrease) in taxes payable                                             | <b>362</b>                    | (1,176)     |
| Increase/(Decrease) in advances from customers                                   | <b>2,255</b>                  | (1,329)     |
| Increase in deferred revenue                                                     | <b>365</b>                    | 395         |
| Increase in other obligations                                                    | <b>45</b>                     | 69          |
| (Decrease)/Increase in amounts due to ultimate holding company                   | <b>(203)</b>                  | 73          |
| (Decrease)/Increase in amounts due to related parties                            | <b>(945)</b>                  | 5,311       |
| Increase in amounts due to domestic carriers                                     | <b>549</b>                    | 689         |
| Cash generated from operations                                                   | <b>91,519</b>                 | 81,168      |

## Notes to the Consolidated Financial Statements

(All amounts in RMB millions unless otherwise stated)

### 1. ORGANISATION AND PRINCIPAL ACTIVITIES

China Unicom (Hong Kong) Limited (the Company) was incorporated as a limited liability company in the Hong Kong Special Administrative Region (Hong Kong), the People's Republic of China (the PRC) on 8 February 2000. The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are the provision of voice usage, broadband and mobile data services, data and other internet application services, other value-added services, leased lines and associated services and sales of telecommunications products in the PRC. The Company and its subsidiaries are hereinafter referred to as the Group. The address of the Company's registered office is 75th Floor, The Center, 99 Queen's Road Central, Hong Kong.

The shares of the Company were listed on The Stock Exchange of Hong Kong Limited (SEHK) on 22 June 2000 and the American Depositary Shares (ADS) of the Company were listed on the New York Stock Exchange on 21 June 2000.

The substantial shareholders of the Company are China Unicom (BVI) Limited (Unicom BVI) and China Unicom Group Corporation (BVI) Limited (Unicom Group BVI). The majority of equity interests in Unicom BVI is owned by China United Network Communications Limited (A Share Company, a joint stock company incorporated in the PRC on 31 December 2001, with its A shares listed on the Shanghai Stock Exchange on 9 October 2002). The majority of the equity interest in A Share Company is owned by China United Network Communications Group Company Limited (a state-owned enterprise established in the PRC, hereinafter referred to as Unicom Group). Unicom Group BVI is a wholly-owned subsidiary of Unicom Group. As a result, the directors of the Company consider Unicom Group to be the ultimate holding company.

Under a mixed ownership reform, A Share Company completed a non-public share issuance to certain strategic investors in October 2017. The gross proceeds of the non-public share issuance amounted to RMB61,725 million. Immediately upon the completion of non-public share issuance by A Share Company, Unicom Group also transferred certain shares in A Share Company to China Structural Reform Fund Corporation Limited at a cash consideration of RMB12,975 million.

On 28 November 2017, the Company issued 6,651,043,262 new shares to Unicom BVI for a cash consideration of RMB74,954 million.

As a result of the above transactions, the shareholding of Unicom BVI in the Company increased from 40.61% to 53.52%, while Unicom Group remain as the ultimate holding company.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### **2.1 Statement of Compliance**

The financial statements have been prepared in accordance with all applicable International Financial Reporting Standards ( IFRSs ) issued by the International Accounting Standards Board ( IASB ), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards ( IASs ) and Interpretations issued by the IASB. Hong Kong Financial Reporting Standards ( HKFRSs ), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ( HKASs ) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ( HKICPA ), are consistent with IFRSs. The financial statements also comply with HKFRSs as well as the applicable disclosure provisions of the Rules Governing the Listing of Securities on the SEHK ( Listing Rules ) and the requirements of the Hong Kong Companies Ordinance.

### **2.2 Basis of Preparation**

The consolidated financial statements have been prepared under the historical cost convention, except that the following assets are stated at their fair value set out below:

Financial assets at fair value through other comprehensive income

Financial assets at fair value through profit and loss

The consolidated financial statements prepared by the PRC subsidiaries for PRC statutory reporting purposes are based on the Chinese Accounting Standards for Business Enterprises ( CAS ) issued by the Ministry of Finance ( MOF ) of the PRC, which became effective from 1 January 2007 with certain transitional provisions. There are certain differences between the Group's IFRSs/HKFRSs financial statements and PRC financial statements. The principal adjustments made to the PRC financial statements to conform to IFRSs/HKFRSs include the following:

reversal of the revaluation surplus or deficit and related amortisation charges arising from the revaluation of prepayments for the leasehold land performed by independent valuers for the purpose of reporting to relevant PRC government authorities;

recognition of goodwill associated with the acquisition of certain subsidiaries prior to 2005; and

adjustments for deferred taxation in relation to the above adjustments.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **2.2 Basis of Preparation (Continued)**

#### **(a) Going Concern Assumption**

As at 31 December 2017, current liabilities of the Group exceeded current assets by approximately RMB165.9 billion (2016: approximately RMB260.4 billion). Given the current global economic conditions and taking into account of the Group's expected capital expenditure in the foreseeable future, management has comprehensively considered the Group's available sources of funds as follows:

The Group's continuous net cash inflows from operating activities;

Approximately RMB307.4 billion of revolving banking facilities and registered quota of corporate bonds, of which approximately RMB271.5 billion was unutilised as at 31 December 2017; and

Other available sources of financing from domestic banks and other financial institutions in view of the Group's good credit history.

In addition, the Group believes it has the ability to raise funds from short, medium and long-term perspectives and maintain reasonable financing costs through appropriate financing portfolio.

Based on the above considerations, the Board of Directors is of the opinion that the Group has sufficient funds to meet its working capital requirements and debt obligations. As a result, the consolidated financial statements of the Group for the year ended 31 December 2017 have been prepared on a going concern basis.

#### **(b) Critical Accounting Estimates and Judgment**

The preparation of the consolidated financial statements in conformity with IFRSs/HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRSs/HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 4.



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Basis of Preparation (Continued)

#### (c) New Accounting Standards and Amendments

- (i) The IASB and HKICPA has issued a number of amendments to IFRSs/HKFRSs that are first effective for the current accounting period of the Group. None of these impact on the accounting policies of the Group. However, additional disclosure has been included in Note 27(b) to satisfy the new disclosure requirements introduced by the amendments to IAS/HKAS 7, Statement of cash flows: Disclosure initiative, which require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.
- (ii) Up to the date of issue of these financial statements, the IASB and HKICPA issued certain amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2017 and which have not been adopted in these financial statements except for IFRS/HKFRS 9 (2010), Financial instruments was early adopted by the Group on 1 January 2011. These include the following which may be relevant to the Group.

|                                                                                                                          | Effective for<br>accounting<br>periods<br>beginning<br>on or after |
|--------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| IFRS/HKFRS 9 (2014), Financial instruments                                                                               | 1 January 2018                                                     |
| IFRS/HKFRS 15, Revenue from contracts with customers                                                                     | 1 January 2018                                                     |
| Amendments to IFRS/HKFRS 2, Share-based payment<br>Classification and measurement of share-based payment<br>transactions | 1 January 2018                                                     |
| Amendments to IFRS/HKFRS 40, Investment property<br>Transfer of investment property                                      | 1 January 2018                                                     |
| HK(IFRIC) 22, Foreign currency transaction and advance<br>consideration                                                  | 1 January 2018                                                     |
| Annual Improvements to IFRSs/HKFRSs 2014–2016 Cycle                                                                      | 1 January 2018                                                     |
| IFRS/HKFRS 16, Leases                                                                                                    | 1 January 2019                                                     |
| HK(IFRIC) 23, Uncertainty over income tax treatments                                                                     | 1 January 2019                                                     |

The Group is required to adopt IFRS/HKFRS 9 (2014) and IFRS/HKFRS 15 from 1 January 2018 and the Group is currently finalising its assessment of the impact of these new standards will have on its consolidated financial statements upon adoption. In addition, it is in the process of making an assessment of what the impact of other amendments, new standards and interpretations is expected to be in the period of initial application. So far the Group has identified the following aspects of the new standards which may have impact on the consolidated financial statements. The actual impacts upon the initial adoption of the standards may differ as the assessment to date is based on the information currently available to the Group, and further impacts may be identified before the Group publishes its interim financial report for the six months ending 30 June 2018. The Group may also change its accounting policy

elections, including the transition options, until the standards are initially applied in that financial report.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **2.2 Basis of Preparation (Continued)**

#### **(c) New Accounting Standards and Amendments (Continued)**

##### **IFRS/HKFRS 15, Revenue from contracts with customers**

IFRS/HKFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including IAS/HKAS 18, Revenue, IAS/HKAS 11, Construction contracts and HK(IFRIC) 13, Customer Loyalty Programs.

Under IFRS/HKFRS 15, an entity is required to identify the performance obligations in the contract, determine the transaction price of the contract, allocate the transaction price to the performance obligations in the contract based on each performance obligation's standalone price, and recognise revenue when the performance obligations are satisfied.

The Group has been assessing whether and how the new requirements will impact its accounting in different areas, including identification of the number and the nature of performance obligations for bundled sales transactions and sales incentive offers, determination of standalone price, price allocation method, contract modifications and cost capitalisation. Based on the assessment completed to date, with the exception of the accounting for contract costs which is further explained below, the Group expects that the new requirements will not result in material adjustments on the opening balances at 1 January 2018 as the Group's current accounting policy is generally consistent with the new requirements in material respects.

##### **Sales commission**

IFRS/HKFRS 15 requires an entity to capitalise incremental costs of obtaining a contract with a customer e.g. sales commissions, and amortise the capitalised costs on a systematic basis that is consistent with the pattern of transfer of the good or service to which the capitalised costs related.

This requirement will result in a change in the timing of expensing sales commission and similar costs incurred in obtaining contracts as under the Group's current policy sales commissions are expensed when incurred. However, as allowed by IFRS/HKFRS 15, the Group will continue to expense the costs of obtaining contracts when incurred if the amortisation period of those costs would be one year or less.

IFRS/HKFRS 15 allows for two transition methods, namely the full retrospective method and the cumulative effect transition method with the cumulative effect from initial application recognised as an adjustment to the opening balance of retained earnings at the date of initial application. The Group plans to elect to use the cumulative effect transition method for the adoption of IFRS/HKFRS 15 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2018. As allowed by IFRS/HKFRS 15, the Group plans to apply the new requirements only to contracts that are not completed before 1 January 2018.



## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **2.2 Basis of Preparation (Continued)**

#### **(c) New Accounting Standards and Amendments (Continued)**

##### **IFRS/HKFRS 15, Revenue from contracts with customers (Continued)**

###### **Sales commission (Continued)**

Based on a preliminary assessment, upon the initial adoption of IFRS/HKFRS 15, this change in accounting policy will result in a recognition of contract asset of approximately RMB2 billion to RMB2.5 billion, with a corresponding after-tax increase to the opening balance of retained profits at 1 January 2018. The adoption will also result in additional disclosures around the nature and timing of the Group's performance obligations, deferred revenue contract liabilities, deferred contract cost assets, as well as significant judgments and practical expedients used by the Group in applying the new revenue recognition model.

The Group has identified and is in the process of implementing changes to its systems and processes and internal control to meet the standard's reporting and disclosure requirements.

###### **IFRS/HKFRS 9 (2014), Financial Instruments**

The Group has early adopted IFRS/HKFRS 9 (2010) in 2011 and will apply IFRS/HKFRS 9 (2014) on 1 January 2018. Compared with IFRS/HKFRS 9 (2010), IFRS/HKFRS 9 (2014) includes the new expected credit losses model for impairment of financial assets, the new general hedge accounting requirements and limited amendments to the classification and measurement of financial assets.

The new impairment model in IFRS/HKFRS 9 (2014) replaces the incurred loss model in IAS/HKAS 39 with an expected credit loss model. Under the expected credit loss model, it will no longer be necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure either a 12-month expected credit loss or a lifetime expected credit loss, depending on the asset and the facts and circumstances. However, lifetime expected credit loss measurement always applies for trade receivables and contract assets without a significant financing component. The Group expects that the application of the expected credit loss model will result in earlier recognition of credit losses.

IFRS/HKFRS 9 (2014) is effective for annual periods beginning on or after 1 January 2018 on a retrospective basis. The Group plans to use the exemption from restating comparative information and will recognise any transition adjustments against the opening balance of equity at 1 January 2018. Based on a preliminary assessment, if the Group were to adopt the new impairment requirements at 31 December 2017, credit loss allowance at that date would increase by approximately RMB1 billion, compared with that recognised under IAS/HKAS 39, with a corresponding after-tax decrease to the opening balance of retained profits at 1 January 2018.

The Group has identified and is in the process of implementing changes to its systems and processes and internal control to meet the standard's reporting and disclosure requirements.



## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **2.2 Basis of Preparation (Continued)**

#### **(c) New Accounting Standards and Amendments (Continued)**

##### **IFRS/HKFRS 16, Leases**

As disclosed in Note 2.27, currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

IFRS/HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once IFRS/HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding right-of-use asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

IFRS/HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease. The Group will need to perform a more detailed analysis to determine the amounts of new assets and liabilities arising from operating lease commitments on adoption of IFRS/HKFRS 16, after taking into account the applicability of the practical expedient and adjusting for any leases entered into or terminated between now and the adoption of IFRS/HKFRS 16 and the effects of discounting.

### **2.3 Subsidiaries and Non-Controlling Interests**

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.



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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.3 Subsidiaries and Non-Controlling Interests (Continued)

The Group adopted the purchase method of accounting to account for business combination of entities and businesses under common control before 2005. Under the purchase method of accounting in force at the date of the acquisition, the cost of an acquisition was measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed were measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired was recorded as goodwill. If the cost of acquisition was less than the fair value of the Group's share of the identifiable net assets of the subsidiary acquired, the difference was recognised directly in the statement of income.

Under HKFRSs, business combination of entity and business under common control of the Group after 2005 was accounted for using merger accounting in accordance with the Accounting Guideline 5 Merger accounting for common control combinations (AG 5) issued by the HKICPA in 2005. Upon the adoption of IFRSs by the Group in 2008, the Group adopted the accounting policy to account for business combinations of entities and businesses under common control using the predecessor values method, which is consistent with HKFRSs.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of income and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with Note 2.19 depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 2.11) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see Note 2.4).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 2.12), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 Associates and Joint Ventures

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment. The Group's share of the post-acquisition post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of income, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised as other comprehensive income in the consolidated statement of comprehensive income.

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture.

Unrealised profits and losses resulting from transactions between the Group and its associates and joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **2.5 Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision-Maker ( CODM ). The CODM, who is responsible for allocating resources and assessing performance of the operating segments regularly, has been identified as the Executive Directors of the Company that makes strategic decisions.

### **2.6 Foreign Currency Translation**

#### **(a) Functional and presentation currency**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entities operate ( the functional currency ). The consolidated financial statements are presented in RMB, which is the Company's functional and presentation currency.

#### **(b) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of income.

#### **(c) Group companies**

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

Assets and liabilities for each statement of financial position presented are translated at the closing rate at the statement of financial position date;

Income and expenses for each statement of income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

All resulting exchange differences are recognised in other comprehensive income and as a separate component of equity into other reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity.



When a foreign operation is sold, such exchange differences are recognised in the statement of income as part of the gain or loss on disposal.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **2.7 Property, Plant and Equipment**

#### **(a) Construction-in-progress**

Construction-in-progress ( CIP ) represents buildings, plant and equipment under construction and pending installation, and is stated at cost less accumulated impairment losses. Costs include construction and acquisition costs, and interest charges arising from borrowings used to finance the assets during the construction period. No provision for depreciation is made on CIP until such time as the assets are completed and ready for its intended use. When the asset being constructed becomes available for use, the CIP is transferred to the appropriate category of assets.

#### **(b) Property, plant and equipment**

Property, plant and equipment held by the Group are stated at cost less accumulated depreciation and accumulated impairment losses, and are depreciated over their expected useful lives.

Property, plant and equipment comprise buildings, telecommunications equipment, leasehold improvements, office furniture, fixtures, motor vehicles and other equipment. The cost of an asset, except for those acquired in exchange for a non-monetary asset or assets, comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

If an item of property, plant and equipment is acquired in exchange for another item of property, plant and equipment, the cost of such an item of property, plant and equipment is measured at fair value unless (i) the exchange transactions lacks commercial substance or (ii) the fair value of neither the asset received nor the asset given up is reliably measurable. If the acquired item is not measured at fair value, its cost is measured at the carrying amount of the asset given up.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable at the time the costs are incurred that future economic benefits associated with the item will flow to the Group, and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the statement of income during the financial period in which they are incurred.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.7 Property, Plant and Equipment (Continued)

#### (c) Depreciation

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their costs less their residual values over their estimated useful lives, as follows:

|                                                                | Depreciable life | Residual rate |
|----------------------------------------------------------------|------------------|---------------|
| Buildings                                                      | 10 30 years      | 3 5%          |
| Telecommunications equipment                                   | 5 10 years       | 3 5%          |
| Office furniture, fixtures, motor vehicles and other equipment | 5 10 years       | 3 5%          |

Leasehold improvements are depreciated over the shorter of their estimated useful lives and the lease periods.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each statement of financial position date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.12).

#### (d) Gain or loss on disposal of property, plant or equipment

Gains or losses on disposal of property, plant or equipment are determined by comparing the net sales proceeds with the carrying amounts, and are recognised in the statement of income.

### 2.8 Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiaries at the date of acquisition before the adoption of IFRS/HKFRS 3 (Revised). Goodwill is tested at least annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gain or loss on the disposal of an entity includes the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the synergies of business combination in which the goodwill arose.

### 2.9 Lease Prepayments

Lease prepayments represent payments for land use rights. Lease prepayments for land use rights are stated at cost initially and expensed on a straight-line basis over the lease period.



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.10 Other Assets

Other assets mainly represent (i) computer software; (ii) prepaid rental for premises, leased lines and electricity cables and (iii) capitalised direct incremental costs for activating broadband and Internet Protocol Television ( IPTV ) subscribers.

- (i) Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives on a straight-line basis.
- (ii) Long-term prepaid rental for premises, leased lines and electricity cables are amortised using a straight-line method over the lease period.
- (iii) Capitalised direct incremental costs for activating broadband and IPTV subscribers mainly include the costs of installing broadband and IPTV terminals at customer s homes for the provision of broadband and IPTV services. Such costs are amortised over the expected service period.

### 2.11 Financial Assets

The Group classifies its financial assets into two measurement categories: those measured at amortised cost and those measured at fair value. The determination is made at initial recognition and the classification depends on the entity s business model for managing its financial instruments and the contractual cash flow characteristics of the instrument.

#### Financial assets measured at amortised cost

Investments are classified under this category if they satisfy both of the following conditions:

The assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows for managing liquidity and generating income on the investments, but not for the purpose of realising fair value gains; and

The contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, with interest being the consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time.

Bank deposits, accounts receivable and other deposits are also classified under this category.

Financial assets under this category are carried at amortised cost using effective interest method less provision for impairment. Gains and losses arising from disposal, being the differences between the net sales proceeds and the

carrying values, are recognised in the statement of income. Interest income is recognised in the statement of income using the effective interest method and disclosed as interest income.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **2.11 Financial Assets (Continued)**

#### **Financial assets measured at fair value**

Investments and other financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost.

Financial assets under this category are equity investments carried at fair value. Gains and losses arising from changes in fair value are included in the statement of income or the statement of comprehensive income in cases where an irrevocable election is made by the Group to recognise changes in fair value of an equity investment measured at fair value through the statement of income or the statement of comprehensive income, in the period in which they arise. Upon disposal of the investments, the differences between the net sale proceeds and the carrying values are included in the statement of income or the statement of comprehensive income. Dividend income is recognised when the right to receive a dividend is established and is disclosed separately as dividend income.

Purchases and sales of financial assets are recognised on the trade date. Financial assets are derecognised when the rights to receive cash flows from the assets have expired or the Group has transferred substantially all the risks and rewards of ownership of the assets.

#### **2.12 Impairment of Non-Financial Assets**

Assets that have an indefinite useful life or are not yet available for use are not subject to amortisation and are tested for impairment at each statement of financial position date. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of (i) an asset's fair value less costs to sell and (ii) value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Assets other than goodwill that impairment losses were previously recognised are reviewed for possible reversal of the impairment at each reporting date.

#### **2.13 Impairment of Financial Assets Carried at Amortised Costs**

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets measured at amortised cost is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a loss event) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

#### **2.14 Inventories and Consumables**

Inventories, which primarily comprise handsets, SIM/USIM cards and accessories, are stated at the lower of cost and net realisable value. Cost is based on the first-in-first-out method and comprises all costs of purchase and other costs

incurred in bringing the inventories to their present location and condition. Net realisable value for all the inventories is determined on the basis of anticipated sales proceeds less estimated selling expenses.

Consumables consist of materials and supplies used in maintaining the Group's telecommunications networks and are charged to the statement of income when brought into use. Consumables are stated at cost less any provision for obsolescence.



## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **2.15 Accounts Receivable and Other Receivables**

Accounts receivable and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for doubtful debts (see Note 2.13), except where the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for doubtful debts.

Accounts receivable are amounts due from customers for services performed in the ordinary course of business. Other receivables are amounts due from the sales of mobile handsets and other operating activities. If collection of accounts receivable and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

### **2.16 Short-term Bank Deposits**

Short-term bank deposits are cash invested in fixed-term deposits with original maturities ranging from more than 3 months to 1 year.

### **2.17 Cash and Cash Equivalents**

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of 3 months or less.

### **2.18 Deferred Revenue and Advances from Customers**

#### **(a) Deferred revenue**

##### **(i) Government grants**

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same period in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are recognised as deferred income consequently are effectively recognised in profit or loss over the useful life of the asset as other income.

##### **(ii) Subscriber points reward program**

The fair value of providing telecommunications services and the subscriber points reward is allocated based on their relative fair values. The allocated portion of fair value for the subscriber points reward is recorded as deferred revenue when the rewards are granted and recognised as revenue when the points are redeemed or expired.

**(b) Advances from customers**

Advances from customers are mainly amounts paid by customers for prepaid cards, other calling cards and prepaid service fees, which cover future telecommunications services. Advances from customers are stated at the amount of proceeds received less the amount already recognised as revenue upon the rendering of services.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **2.19 Borrowings**

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost, any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of income over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date.

### **2.20 Share Capital**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issuance of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of tax) is deducted from equity attributable to equity shareholders of the Company and no gain or loss shall be recognised in the statement of income.

### **2.21 Employee Benefits**

#### **(a) Retirement benefits**

The Group participates in defined contribution pension schemes. For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a reduction in the future payments is available.

#### **(b) Medical insurance**

The Group's contributions to basic and supplementary medical insurances are expensed as incurred. The Group has no further payment obligations once the contributions have been paid.

#### **(c) Housing benefits**

One-off cash housing subsidies paid to PRC employees are charged to the statement of income in the year in which it is determined that the payment of such subsidies is probable and the amounts can be reasonably estimated.

The Group's contributions to the housing fund, special monetary housing benefits and other housing benefits are expensed as incurred. The Group has no further payment obligations once the contributions have been paid.



## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **2.21 Employee Benefits (Continued)**

#### **(d) Supplementary benefits**

In addition to participating in local governmental defined contribution social insurance, subsidiaries of the Group also provide other post retirement supplementary benefits to their employees, including supplementary pension allowance, reimbursement of medical expenses and supplementary medical insurance. These post retirement supplementary benefits are accounted as defined benefit plan. The present value of the defined benefit obligation is included in non-current other obligations and salary and welfare payables (current portion). The liability is remeasured with sufficient regularity and the movement of the remeasurement is recognised in other comprehensive income, which is not allowed to reverse to profit and loss in subsequent period. As at 31 December 2017, the amount of the liability was RMB68 million (2016: RMB75 million).

#### **(e) Share-based compensation costs**

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the share options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the share options granted at the grant date excluding the impact of any non-market vesting conditions (for example, revenue and profit targets) and is not subsequently remeasured. However, non-market vesting conditions are considered in determining the number of options that are expected to vest. At each statement of financial position date, the Group revises its estimates of the number of share options that are expected to vest. The Group recognises the impact of the revision of original estimates, if any, in the statement of income of the period in which the revision occurs, with a corresponding adjustment to equity.

The equity amount is recognised in the employee share-based compensation reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

### **2.22 Accounts Payable**

Accounts payable are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Accounts payable are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

### **2.23 Provisions**

Provisions are recognised when the Group has present legal or constructive obligations as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably

estimated. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the pre-tax amount of expenditures expected to be required to settle the obligation that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.24 Revenue Recognition

Revenue comprises the fair value of the consideration received or receivable for the services and sales of goods or telecommunications products in the ordinary course of the Group's activities.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration of the type of customer, the type of transaction and the specifics of each arrangement.

#### Sales of services and goods

Voice usage and monthly fees are recognised when the services are rendered;

Revenue from the provision of broadband and mobile data services are recognised when the services are provided to customers;

Data and internet application service revenue, which mainly represent revenue from the provision of data storage and application, information communications technology and other internet related services, are recognised when services are rendered;

Other value-added services revenue, which mainly represents revenue from the provision of services such as short message, cool ringtone, personalised ring, caller number display and secretarial services to subscribers etc., are recognised when services are rendered;

Interconnection fees represent revenue received or receivable from other domestic and foreign telecommunications operators for the use of the Group's telecommunications network, is recognised when service is rendered;

Revenue from leased lines and associated services, which mainly represent income from offering lines and customer-end equipment to customers for usage and related services, are recognised on a straight-line basis over the respective lease and service period;

Standalone sales of telecommunications products, which mainly represent handsets and accessories, are recognised when title has been passed to the buyers;

The Group offers preferential packages to the customers which include the bundle sale of mobile handset and provision of service. The total contract consideration of such preferential packages is allocated to service revenue and sales of handsets based on their relative fair values. Revenue relating

to the sale of the handset is recognised when the title is passed to the customer whereas service revenue is recognised based upon the actual usage of the telecommunications service. The cost of the mobile handset is expensed immediately to the statement of income upon revenue recognition.

**2.25 Interest income**

Interest income from deposits in banks or other financial institutions is recognised on a time proportion basis, using the effective interest method.

**2.26 Dividend income**

Dividend income is recognised when the right to receive payment is established.



## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **2.27 Leases (as the lessee)**

#### **(a) Operating lease**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor), including long-term prepayment for land use rights, are expensed in the statement of income on a straight-line basis over the period of the lease.

#### **(b) Finance lease**

Leases of assets where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the commencement of the lease at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. The interest element implicit in the lease payment is recognised in the statement of income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

#### **(c) Sale and leaseback**

Under certain circumstances, the Group may enter into sale and leaseback arrangements whereby it sells certain assets and leases back a portion of those assets. The Group reviews the substance of each of these transactions to determine whether the leaseback is a finance lease or an operating lease. Where it is determined that the leaseback is an operating lease and (i) the Group does not maintain or maintains only minor continuing involvement in these assets, other than the required lease payments and (ii) these transactions are established at fair value, the gain or loss on sale is recognised in the statement of income immediately subject to any elimination of such gain or loss in accordance with Note 2.4 above. Any gain or loss on a sale and finance leaseback transaction is deferred and amortised over the term of the lease.

### **2.28 Borrowing Costs**

Borrowing costs are expensed as incurred, except for interest directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use, in which case they are capitalised as part of the cost of that asset. Capitalisation of borrowing costs commences when expenditures for the asset and borrowing costs are being incurred and the activities to prepare the asset for its intended use are in progress. Borrowing costs are capitalised up to the date when the project is completed and ready for its intended use.

To the extent that funds are borrowed specifically for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined at the actual borrowing costs incurred on that borrowing during the period less any investment income on the temporary investment of those borrowings.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalised during a period should not exceed the amount of borrowing cost incurred during that period. Other borrowing costs are recognised as expenses when incurred.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.29 Taxation

#### (a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the statement of financial position date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of the amount expected to be paid to the tax authorities.

#### (b) Deferred income tax

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

### 2.30 Dividend Distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.



## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **2.31 Contingent Liabilities and Contingent Assets**

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial statements. When a change in the probability of an outflow of economic resources occurs so that outflow is probable, the liability will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

A contingent asset is not recognised but is disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When an inflow is virtually certain, an asset is recognised.

### **2.32 Earnings per Share**

Basic earnings per share is computed by dividing the profit attributable to equity shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit attributable to equity shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, after adjusting for the effects of the dilutive potential ordinary shares.

### **2.33 Related parties**

- (a) A person, or a close member of that person's family, is related to the Group if that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **2.33 Related parties (Continued)**

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (iii) Both entities are joint ventures of the same third party;
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) The entity is controlled or jointly controlled by a person identified in (a); or
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

## **3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS**

### **3.1 Financial risk factors**

The Group's operating activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk, cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Financial risk management is carried out by the Group's fund management center at its headquarter, following the overall direction determined by the Executive Directors of the Company. The Group's fund management center at its headquarter identifies and evaluates financial risks in close co-operation with the Group's operating units.

**(a) Market risk**

**(i) Foreign exchange risk**

The Group's major operational activities are carried out in Mainland China and a majority of the transactions are denominated in RMB. The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US dollars, HK dollars and Euro. Exchange risk mainly exists with respect to the repayment of indebtedness to foreign lenders and payables to equipment suppliers and contractors.

The Group's fund management center at its headquarter is responsible for monitoring the amount of monetary assets and liabilities denominated in foreign currencies. From time to time, the Group may consider entering into forward exchange contracts or currency swap contracts to mitigate the foreign exchange risk. During the years of 2017 and 2016, the Group had not entered into any forward exchange contracts or currency swap contracts.

### 3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

##### (i) Foreign exchange risk (Continued)

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate and have been translated to RMB at the applicable rates quoted by the People's Bank of China as at 31 December 2017 and 2016.

|                                                                               | 2017                             |                  |                               | 2016                             |                  |                               |
|-------------------------------------------------------------------------------|----------------------------------|------------------|-------------------------------|----------------------------------|------------------|-------------------------------|
|                                                                               | Original<br>currency<br>millions | Exchange<br>rate | RMB<br>equivalent<br>millions | Original<br>currency<br>millions | Exchange<br>rate | RMB<br>equivalent<br>millions |
| <b>Cash and cash equivalents:</b>                                             |                                  |                  |                               |                                  |                  |                               |
| denominated in HK dollars                                                     | 508                              | 0.84             | 425                           | 410                              | 0.89             | 367                           |
| denominated in US dollars                                                     | 150                              | 6.53             | 980                           | 271                              | 6.94             | 1,879                         |
| denominated in Euro                                                           | 12                               | 7.80             | 95                            | 13                               | 7.31             | 96                            |
| denominated in Japanese Yen                                                   | 17                               | 0.06             | 1                             | 218                              | 0.06             | 13                            |
| denominated in SGD                                                            |                                  | 4.88             | 1                             | 1                                | 4.80             | 7                             |
| denominated in GBP                                                            | 1                                | 8.78             | 10                            | 1                                | 8.51             | 6                             |
| Sub-total                                                                     |                                  |                  | 1,512                         |                                  |                  | 2,368                         |
| <b>Accounts receivable:</b>                                                   |                                  |                  |                               |                                  |                  |                               |
| denominated in US dollars                                                     | 229                              | 6.53             | 1,496                         | 195                              | 6.94             | 1,355                         |
| denominated in Euro                                                           | 2                                | 7.80             | 16                            | 1                                | 7.31             | 6                             |
| Sub-total                                                                     |                                  |                  | 1,512                         |                                  |                  | 1,361                         |
| <b>Financial assets at fair value through other<br/>comprehensive income:</b> |                                  |                  |                               |                                  |                  |                               |
| denominated in Euro                                                           | 522                              | 7.80             | 4,070                         | 566                              | 7.31             | 4,138                         |
| Total                                                                         |                                  |                  | 7,094                         |                                  |                  | 7,867                         |
| <b>Borrowings:</b>                                                            |                                  |                  |                               |                                  |                  |                               |
| denominated in US dollars                                                     | 43                               | 6.53             | 278                           | 46                               | 6.94             | 321                           |



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|                           |     |      |       |    |      |     |
|---------------------------|-----|------|-------|----|------|-----|
| denominated in Euro       | 9   | 7.80 | 72    | 12 | 7.31 | 89  |
| denominated in HK dollars | 520 | 0.84 | 435   |    | 0.89 |     |
| Sub-total                 |     |      | 785   |    |      | 410 |
| <b>Accounts payable:</b>  |     |      |       |    |      |     |
| denominated in US dollars | 58  | 6.53 | 379   | 60 | 6.94 | 416 |
| denominated in Euro       | 2   | 7.80 | 16    | 3  | 7.31 | 20  |
| Sub-total                 |     |      | 395   |    |      | 436 |
| Total                     |     |      | 1,180 |    |      | 846 |

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### **3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)**

#### **3.1 Financial risk factors (Continued)**

##### **(a) Market risk (Continued)**

##### **(i) Foreign exchange risk (Continued)**

The Group did not have and does not believe it will have any difficulties in exchanging its foreign currency cash into RMB at the exchange rates quoted by the People's Bank of China.

As at 31 December 2017, if the RMB had strengthened/weakened by 10% against foreign currencies, primarily with respect to US dollars, HK dollars, Euro, Japanese Yen, SGD and GBP, while all other variables are held constant, the effect on profit after tax would be approximately RMB138 million (2016: approximately RMB216 million) for cash and cash equivalents, borrowings and obligations under finance lease included in other obligations denominated in foreign currencies, and the effect on other comprehensive income would be approximately RMB407 million (2016: approximately RMB414 million) for financial assets denominated in foreign currency, which were recorded in fair value through other comprehensive income.

##### **(ii) Price risk**

The Group is exposed to equity securities price risk because investments held by the Group are classified in the consolidated statement of financial position as financial assets at fair value through other comprehensive income.

The financial assets at fair value through other comprehensive income comprise primarily equity securities of Telefónica S.A. (Telefónica). As at 31 December 2017, if the share price of Telefónica had increased/decreased by 10%, while the exchange rate of RMB against Euro is held constant, the effect on other comprehensive income, would be approximately RMB407 million (2016: approximately RMB414 million).

##### **(iii) Cash flow and fair value interest rate risk**

The Group's interest-bearing assets are mainly represented by bank deposits. Management does not expect the changes in market deposit interest rates will have significant impact on the financial statements as the deposits are all short-term in nature and the interest involved will not be significant.

The Group's interest rate risk mainly arises from interest-bearing borrowings including bank loans, commercial papers, promissory notes, corporate bonds and related parties loans. Borrowings issued at floating rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk upon renewal. The Group determines the amount of its fixed rate or floating rate borrowings depending on the prevailing market conditions. During 2017 and 2016, the Group's borrowings were mainly at fixed rates and were mainly denominated in RMB.

Increases in interest rates will increase the cost of new borrowing and the interest expense with respect to the Group's outstanding floating rate borrowings, and therefore could have a material adverse effect on the Group's financial position. Management continuously monitors the interest rate position of the Group and makes decisions with reference to the latest market conditions. From time to time, the Group may enter into interest rate swap agreements to mitigate its exposure to interest rate risks in connection with the floating rate borrowings, although the Group did not consider it was necessary to do so in 2017 and 2016.

### **3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)**

#### **3.1 Financial risk factors (Continued)**

##### **(a) Market risk (Continued)**

##### **(iii) Cash flow and fair value interest rate risk (Continued)**

As at 31 December 2017, the Group had approximately RMB33,310 million (2016: approximately RMB112,997 million) of floating rate borrowings and short-term fixed rate borrowings and approximately RMB40,516 million (2016: approximately RMB62,257 million) of long-term fixed rate borrowings.

For the year ended 31 December 2017, if interest rates on the floating rate borrowings and short-term fixed rate borrowings had increased/decreased 50 basic points while all other variables are held constant, the effect on profit after tax is approximately RMB125 million (2016: approximately RMB424 million).

##### **(b) Credit risk**

Credit risk is managed on a group basis. Credit risk arises from cash and cash equivalents and short-term bank deposits with banks, as well as credit exposures to corporate customers, individual subscribers, related parties and other operators.

To limit exposure to credit risk relating to cash and cash equivalents and short-term bank deposits, the Group primarily places cash and cash equivalents and short-term bank deposits only with large state-owned financial institutions in the PRC and other banks with acceptable credit ratings. Therefore, the Group expects that there is no significant credit risk and does not expect that there will be any significant losses from non-performance by these counterparties.

In addition, the Group has no significant concentrations of credit risk with respect to corporate customers and individual subscribers. The Group has policies to limit the credit exposure on receivables for services and the sales of mobile handsets. The Group assesses the credit quality of and sets credit limits on all its customers by taking into account their financial position, the availability of guarantee from third parties, their credit history and other factors such as current market conditions. The normal credit period granted by the Group to individual subscribers is 30 days from the date of billing unless they meet certain specified credit assessment criteria. For corporate customers, the credit period granted by the Group is based on the service contract terms, normally not exceeding 1 year. The utilisation of credit limits and the settlement pattern of the customers are regularly monitored by the Group. In respect of other receivables, individual credit evaluations are performed on all counterparties requiring credit over a certain amount. These evaluations focus on the counterparties' past history of making payments when due and current ability to pay, and take into account information specific to the counterparties as well as the economic environment in which the counterparties operates.

Credit risk relating to amounts due from related parties and other operators is not considered to be significant as these companies are reputable and their receivables are settled on a regular basis.

### 3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and availability of funds including the raising of bank loans and issuance of commercial papers, promissory notes and corporate bonds. Due to the dynamic nature of the underlying business, the Group's fund management center at its headquarter maintains flexibility in funding through having adequate amount of cash and cash equivalents and utilising different sources of financing when necessary.

The following tables show the undiscounted balances of the financial liabilities (including interest expense) categorised by time from the end of the period under review to the contractual maturity date:

|                                          | Less than<br>1 year | Between<br>1 and 2 years | Between<br>2 and 5 years | Over<br>5 years | Carrying<br>amounts |
|------------------------------------------|---------------------|--------------------------|--------------------------|-----------------|---------------------|
| <b>At 31 December 2017</b>               |                     |                          |                          |                 |                     |
| Long-term bank loans                     | 412                 | 444                      | 1,329                    | 2,567           | 3,883               |
| Corporate bonds                          | 544                 | 17,282                   | 1,049                    |                 | 17,981              |
| Promissory notes                         | 18,440              |                          |                          |                 | 17,960              |
| Other obligations                        | 3,006               | 293                      | 48                       | 47              | 3,419               |
| Accounts payable and accrued liabilities | 125,260             |                          |                          |                 | 125,260             |
| Amounts due to related parties           | 8,138               |                          |                          |                 | 8,126               |
| Amounts due to ultimate holding company  | 2,184               |                          |                          |                 | 2,176               |
| Amounts due to domestic carriers         | 2,538               |                          |                          |                 | 2,538               |
| Commercial papers                        | 9,127               |                          |                          |                 | 8,991               |
| Short-term bank loans                    | 22,945              |                          |                          |                 | 22,500              |
|                                          | 192,594             | 18,019                   | 2,426                    | 2,614           | 212,834             |
| <b>At 31 December 2016</b>               |                     |                          |                          |                 |                     |
| Long-term bank loans                     | 207                 | 472                      | 1,299                    | 4,119           | 4,656               |
| Corporate bonds                          | 2,583               | 544                      | 18,331                   |                 | 19,970              |
| Promissory notes                         | 20,078              | 18,440                   |                          |                 | 36,882              |
| Other obligations                        | 3,179               | 258                      | 44                       | 55              | 3,476               |
| Accounts payable and accrued liabilities | 143,224             |                          |                          |                 | 143,224             |
| Amounts due to related parties           | 8,700               |                          |                          |                 | 8,700               |
| Amounts due to ultimate holding company  | 2,463               |                          |                          |                 | 2,463               |
| Amounts due to domestic carriers         | 1,989               |                          |                          |                 | 1,989               |
| Commercial papers                        | 36,395              |                          |                          |                 | 35,958              |
| Short-term bank loans                    | 78,210              |                          |                          |                 | 76,994              |
|                                          | 297,028             | 19,714                   | 19,674                   | 4,174           | 334,312             |

Regarding the Group's use of the going concern basis for the preparation of its financial statements, please refer to Note 2.2(a) for details.

### 3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### 3.2 Capital risk management

The Group's objectives when managing capital are:

To safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

To support the Group's stability and growth.

To provide capital for the purpose of strengthening the Group's risk management capability.

In order to maintain or adjust the capital structure, the Group reviews and manages its capital structure actively and regularly to ensure optimal capital structure and shareholder returns, taking into account the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities.

The Group monitors capital on the basis of the debt-to-capitalisation ratio. This ratio is calculated as interest-bearing debts over interest-bearing debts plus total equity. Interest-bearing debts represent commercial papers, short-term bank loans, long-term bank loans, promissory notes, corporate bonds, obligations under finance lease, and certain amounts due to ultimate holding company and related parties, as shown in the consolidated statement of financial position. The interest-bearing debts do not include balance of deposits received by Finance Company from Unicom Group and its subsidiaries and a joint venture of RMB2,285 million and RMB12 million, respectively, as at 31 December 2017 (2016: balance of deposits received by Finance Company from Unicom Group and its subsidiaries of RMB2,397 million).

The Group's debt-to-capitalisation ratios are as follows:

|                                                               | 2017   | 2016   |
|---------------------------------------------------------------|--------|--------|
| Interest-bearing debts:                                       |        |        |
| Commercial papers                                             | 8,991  | 35,958 |
| Short-term bank loans                                         | 22,500 | 76,994 |
| Long-term bank loans                                          | 3,473  | 4,495  |
| Promissory notes                                              |        | 17,906 |
| Corporate bonds                                               | 17,981 | 17,970 |
| Obligations under finance lease included in other obligations | 231    | 208    |
| Amounts due to ultimate holding company                       | 1,344  |        |
| Amounts due to related parties                                | 475    |        |
| Current portion of long-term bank loans                       | 410    | 161    |
| Current portion of promissory notes                           | 17,960 | 18,976 |



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|                                                    |                |         |
|----------------------------------------------------|----------------|---------|
| Current portion of corporate bonds                 |                | 2,000   |
| Current portion of obligations under finance lease | <b>461</b>     | 586     |
|                                                    | <b>73,826</b>  | 175,254 |
| Total equity                                       | <b>304,347</b> | 227,682 |
| Interest-bearing debts plus total equity           | <b>378,173</b> | 402,936 |
| Debt-to-capitalisation ratio                       | <b>19.5%</b>   | 43.5%   |

The decrease in debt-to-capitalisation ratio during 2017 resulted primarily from the decrease in interest-bearing debts and the increase in total equity.

### 3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### 3.3 Fair value estimation

Financial assets of the Group mainly include cash and cash equivalents, short-term bank deposits and restricted deposits, financial assets at fair value through other comprehensive income, financial assets at fair value through profit and loss, accounts receivable, receivables for the sales of mobile handsets, amounts due from ultimate holding company, related parties and domestic carriers. Financial liabilities of the Group mainly include accounts payable and accrued liabilities, short-term bank loans, commercial papers, corporate bonds, promissory notes, long-term bank loans, other obligations and amounts due to ultimate holding company, related parties and domestic carriers.

#### (a) Financial assets and liabilities measured at fair value

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

Level 1 valuation: unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date

Level 2 valuation: observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs for which market data are not available

Level 3 valuation: fair value measured using significant unobservable inputs

The following table presents the Group's assets that are measured at fair value at 31 December 2017:

|                                                                   | Level 1 | Level 2 | Level 3 | Total |
|-------------------------------------------------------------------|---------|---------|---------|-------|
| <b>Recurring fair value measurement:</b>                          |         |         |         |       |
| Financial assets at fair value through other comprehensive income |         |         |         |       |
| Equity securities                                                 |         |         |         |       |
| Listed                                                            | 4,228   |         |         | 4,228 |
| Unlisted                                                          |         |         | 58      | 58    |
|                                                                   | 4,228   |         | 58      | 4,286 |
| Financial assets at fair value through profit and loss            |         |         |         |       |
| Equity securities                                                 |         |         |         |       |
| Unlisted                                                          |         |         | 160     | 160   |
| Total                                                             | 4,228   |         | 218     | 4,446 |



### 3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### 3.3 Fair value estimation (Continued)

##### (a) Financial assets and liabilities measured at fair value (Continued)

The following table presents the Group's assets that are measured at fair value at 31 December 2016:

|                                                                   | Level 1 | Level 2 | Level 3 | Total |
|-------------------------------------------------------------------|---------|---------|---------|-------|
| <b>Recurring fair value measurement:</b>                          |         |         |         |       |
| Financial assets at fair value through other comprehensive income |         |         |         |       |
| Equity securities                                                 |         |         |         |       |
| Listed                                                            | 4,285   |         |         | 4,285 |
| Unlisted                                                          |         |         | 41      | 41    |
|                                                                   | 4,285   |         | 41      | 4,326 |
| Financial assets at fair value through profit and loss            |         |         |         |       |
| Equity securities                                                 |         |         |         |       |
| Unlisted                                                          |         |         | 123     | 123   |
| Total                                                             | 4,285   |         | 164     | 4,449 |

The fair value of financial instruments traded in active markets is based on quoted market prices at the statement of financial position date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1 and comprise primarily equity securities of Telefónica which are classified as financial assets at fair value through other comprehensive income.

During the years ended 31 December 2017 and 2016, there were no transfer between Level 1 and Level 2, or transfer into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

### 3. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### 3.3 Fair value estimation (Continued)

##### (b) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at amortised cost are not materially different from their fair values as at 31 December 2017 and 2016. Their carrying amounts, fair values and the level of fair values hierarchy are disclosed below:

|                                             | Carrying<br>amount<br>as at 31<br>December<br>2017 | Fair value<br>as at 31<br>December<br>2017 | Fair value measurement as at<br>31 December 2017 categorised into |         |         | Carrying<br>amount<br>as at 31<br>December<br>2016 | Fair<br>value<br>as at 31<br>December<br>2016 |
|---------------------------------------------|----------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------|---------|---------|----------------------------------------------------|-----------------------------------------------|
|                                             |                                                    |                                            | Level 1                                                           | Level 2 | Level 3 |                                                    |                                               |
| Non-current portion of long-term bank loans | 3,473                                              | 3,187                                      |                                                                   | 3,187   |         | 4,495                                              | 4,339                                         |
| Non-current portion of promissory notes     |                                                    |                                            |                                                                   |         |         | 17,906                                             | 18,031                                        |
| Non-current portion of corporate bonds      | 17,981                                             | 17,712                                     | 17,712                                                            |         |         | 17,970                                             | 17,989                                        |

The fair value of the non-current portion of long-term bank loans is based on the expected cash flows of principal and interests payment discounted at market rates ranging from 1.18% to 5.51% (2016: 1.28% to 4.48%) per annum.

Besides, the carrying amounts of the Group's other financial assets and liabilities carried at amortised cost approximated their fair values as at 31 December 2017 and 2016 due to the nature or short maturity of those instruments.

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates may not be equal to the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### 4.1 Depreciation on property, plant and equipment

Depreciation on the Group's property, plant and equipment is calculated using the straight-line method to allocate cost up to residual values over the estimated useful lives of the assets. The Group reviews the useful lives and residual values periodically to ensure that the method and rates of depreciation are consistent with the expected pattern of realisation of economic benefits from property, plant and equipment. The Group estimates the useful lives of property,

plant and equipment based on historical experience, taking into account anticipated technological changes. If there are significant changes from previously estimated useful lives, the amount of depreciation expenses may change.

#### **4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)**

##### **4.2 Impairment of Non-Financial Assets**

The Group tests whether non-financial assets have suffered from any impairment, in accordance with the accounting policy stated in Note 2.12. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. Management estimates value in use based on estimated discounted pre-tax future cash flows of the cash generating unit at the lowest level to which the asset belongs. If there is any significant change in management's assumptions, including discount rates or growth rates in the future cash flow projection, the estimated recoverable amounts of the non-financial assets and the Group's results would be significantly affected. Such impairment losses are recognised in the statement of income. Accordingly, there will be an impact to the future results if there is a significant change in the recoverable amounts of the non-financial assets.

No significant impairment loss on property, plant and equipment was recognised for the years ended 31 December 2017 and 2016.

##### **4.3 Allowance for doubtful debts**

Management estimates an allowance for doubtful debts resulting from the inability of the customers to make the required payments. Management bases its estimates on the aging of the accounts receivable balance, customer credit-worthiness, and historical write-off experience. If the financial condition of the customers were to deteriorate, additional allowance may be required.

##### **4.4 Income tax and deferred taxation**

The Group estimates its income tax provision and deferred taxation in accordance with the prevailing tax rules and regulations, taking into account any special approvals obtained from relevant tax authorities and any preferential tax treatment to which it is entitled in each location or jurisdiction in which the Group operates. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

For temporary differences which give rise to deferred tax assets, the Group assesses the likelihood that the deferred tax assets could be recovered. Major deferred tax assets relate to deductible tax losses, unrecognised revaluation surplus on prepayments for the leasehold land determined under PRC regulations, accruals of expenses not yet deductible for tax purpose, and allowance for doubtful debts. Due to the effects of these temporary differences on income tax, the Group has recorded net deferred tax assets amounting to approximately RMB5,973 million as at 31 December 2017 (2016: approximately RMB5,986 million) (see Note 13). Deferred tax assets are recognised based on the Group's estimates and assumptions that they will be recovered from taxable income arising from continuing operations in the foreseeable future.

The Group believes it has recorded adequate current tax provision and deferred taxes based on the prevailing tax rules and regulations and its current best estimates and assumptions. In the event that future tax rules and regulations or related circumstances change, adjustments to current and deferred taxation may be necessary which would impact the

Group's results or financial position.



**4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)****4.5 Determining the type of lease**

The Group analysed the substance of the leases to determine whether the arrangements should be classified as operating leases or finance leases in accordance with the requirements of the prevailing accounting standards. The Group bases its judgment on the lease agreements and related arrangements to assess whether substantially all the risks and rewards incidental to ownership of the leased assets has been transferred.

**5. SEGMENT INFORMATION**

The Executive Directors of the Company have been identified as the CODM. Operating segments are identified on the basis of internal reports that the CODM reviews regularly in allocating resources to segments and in assessing their performances.

The CODM make resources allocation decisions based on internal management functions and assess the Group's business performance as one integrated business instead of by separate business lines or geographical regions. Accordingly, the Group has only one operating segment and therefore, no segment information is presented.

The Group primarily operates in Mainland China and accordingly, no geographic information is presented. No single customer accounted for 10 percent or more of the Group's revenue in all periods presented.

**6. REVENUE**

Revenue from telecommunications services are subject to value-added tax ( VAT ) and VAT rates applicable to various telecommunications services. The VAT rate for basic telecommunications services is 11%; the VAT rate for value-added telecommunications services is 6% and the VAT rate for sales of telecommunications products remains at 17%. Basic telecommunications services include business activities for the provision of voice services, and leased lines and associated services etc. Value-added telecommunications services include business activities for the provision of Short Message Service and Multimedia Message Service, broadband and mobile data services, and data and internet application services etc. VAT is excluded from the revenue.

The major components of revenue are as follows:

|                                        | <b>2017</b>    | 2016    |
|----------------------------------------|----------------|---------|
| Voice usage and monthly fees           | <b>39,154</b>  | 47,500  |
| Broadband and mobile data services     | <b>137,133</b> | 118,209 |
| Data and internet application services | <b>20,074</b>  | 17,782  |
| Other value-added services             | <b>22,793</b>  | 24,187  |
| Interconnection fees                   | <b>14,233</b>  | 14,748  |
| Leased lines and associated services   | <b>12,519</b>  | 11,618  |
| Other services                         | <b>3,109</b>   | 3,989   |
| Total service revenue                  | <b>249,015</b> | 238,033 |
| Sales of telecommunications products   | <b>25,814</b>  | 36,164  |

**274,829** 274,197

**7. NETWORK, OPERATION AND SUPPORT EXPENSES**

|                                                                         | Note | 2017          | 2016   |
|-------------------------------------------------------------------------|------|---------------|--------|
| Repairs and maintenance                                                 |      | <b>10,531</b> | 11,150 |
| Power and water charges                                                 |      | <b>14,853</b> | 13,898 |
| Operating lease charges for network, premises, equipment and facilities |      | <b>10,724</b> | 9,779  |
| Operating lease and other service charges to Tower Company              | 41.2 | <b>16,524</b> | 14,887 |
| Others                                                                  |      | <b>1,875</b>  | 1,453  |
|                                                                         |      | <b>54,507</b> | 51,167 |

**8. EMPLOYEE BENEFIT EXPENSES**

|                                                       | 2017          | 2016   |
|-------------------------------------------------------|---------------|--------|
| Salaries and wages                                    | <b>32,155</b> | 27,178 |
| Contributions to defined contribution pension schemes | <b>5,550</b>  | 5,236  |
| Contributions to medical insurance                    | <b>2,010</b>  | 1,889  |
| Contributions to housing fund                         | <b>2,722</b>  | 2,569  |
| Other benefits                                        | <b>34</b>     | 35     |
|                                                       | <b>42,471</b> | 36,907 |

**8.1 Directors' emoluments**

The remuneration of each Director for the year of 2017 is set out below:

| Name of Director      | Note | Fees<br>(RMB 000) | Salaries<br>and<br>allowance<br>(RMB 000) | Bonuses<br>paid<br>and<br>payable<br>(RMB 000) | Contributions<br>to<br>pension<br>schemes<br>(RMB 000) | Total<br>(RMB 000) |
|-----------------------|------|-------------------|-------------------------------------------|------------------------------------------------|--------------------------------------------------------|--------------------|
| Wang Xiaochu          |      |                   | 195                                       | 398                                            | 114                                                    | 707                |
| Lu Yimin              |      |                   | 195                                       | 398                                            | 114                                                    | 707                |
| Li Fushen             |      |                   | 166                                       | 367                                            | 114                                                    | 647                |
| Shao Guanglu          | (a)  |                   | 132                                       | 283                                            | 91                                                     | 506                |
| Cesareo Alierta Izuel |      | 260               |                                           |                                                |                                                        | 260                |
| Cheung Wing Lam Linus |      | 355               |                                           |                                                |                                                        | 355                |
| Wong Wai Ming         |      | 363               |                                           |                                                |                                                        | 363                |

|                         |       |     |       |     |       |
|-------------------------|-------|-----|-------|-----|-------|
| Chung Shui Ming Timpson | 372   |     |       |     | 372   |
| Law Fan Chiu Fun Fanny  | 337   |     |       |     | 337   |
| Total                   | 1,687 | 688 | 1,446 | 433 | 4,254 |

**8. EMPLOYEE BENEFIT EXPENSES (Continued)****8.1 Directors' emoluments (Continued)**

The remuneration of each Director for the year of 2016 is set out below:

| Name of Director        | Note | Fees<br>(RMB 000) | Salaries<br>and<br>allowance<br>(RMB 000) | Bonuses<br>paid and<br>payable*<br>(RMB 000) | Contributions<br>to<br>pension<br>schemes<br>(RMB 000) | Total<br>(RMB 000) |
|-------------------------|------|-------------------|-------------------------------------------|----------------------------------------------|--------------------------------------------------------|--------------------|
| Wang Xiaochu            |      |                   | 185                                       | 275                                          | 113                                                    | 573                |
| Lu Yimin                |      |                   | 185                                       | 476                                          | 113                                                    | 774                |
| Li Fushen               |      |                   | 158                                       | 435                                          | 113                                                    | 706                |
| Zhang Junan             | (b)  |                   | 131                                       | 131                                          | 94                                                     | 356                |
| Cesareo Alierta Izuel   |      | 257               |                                           |                                              |                                                        | 257                |
| Cheung Wing Lam Linus   |      | 351               |                                           |                                              |                                                        | 351                |
| Wong Wai Ming           |      | 360               |                                           |                                              |                                                        | 360                |
| Chung Shui Ming Timpson |      | 366               |                                           |                                              |                                                        | 366                |
| Law Fan Chiu Fun Fanny  |      | 332               |                                           |                                              |                                                        | 332                |
| Total                   |      | 1,666             | 659                                       | 1,317                                        | 433                                                    | 4,075              |

\* In addition, according to the Notice on the Compensation Information Disclosure of the Central Government Controlled Enterprises (Guozifengei [2016] No. 339) (Translated from 国 资 委 关 于 2016 年 中央 企业 负责人 薪酬 追 溯 披露 的 通知, [2016]339号), Directors were also entitled to deferred bonuses in relation to 2013 and 2014. The deferred bonuses paid to Mr. Lu Yimin and Mr. Li Fushen were RMB394,000 and RMB347,000 respectively.

Notes:

(a) Mr. Shao Guanglu was appointed as executive director on 16 March 2017.

(b) Mr. Zhang Junan resigned as executive director on 1 November 2016.

During 2017 and 2016, no share options were granted to the Directors.

No directors waived the right to receive emoluments during the years ended 31 December 2017 and 2016.

During 2017 and 2016, the Company did not incur any payment to any director for loss of office or as an inducement to any director to join the Company.

**8. EMPLOYEE BENEFIT EXPENSES (Continued)****8.2 Senior management's emoluments**

Of the 5 senior management of the Company for the year ended 31 December 2017, 4 of them are directors of the Company and their remuneration has been disclosed in Note 8.1. For the remuneration of the 5 senior management, all fall within the band from RMB Nil to RMB1,000,000.

**8.3 Five highest paid individuals**

Of the five highest paid individuals for the year ended 31 December 2017, five of them are staffs and four fall within the band from RMB1,000,001 to RMB1,500,000 and one falls within the band from RMB2,500,001 to RMB3,000,000 (2016: five of them are staffs and four fall within the band from RMB1,000,001 to RMB1,500,000 and one falls within the band from RMB2,000,001 to RMB2,500,000).

The aggregate of the emoluments in respect of the five (2016: five) individuals are as follows:

|                                  | <b>2017</b><br><b>(RMB '000)</b> | <b>2016</b><br><b>(RMB '000)</b> |
|----------------------------------|----------------------------------|----------------------------------|
| Salaries and allowances          | <b>3,363</b>                     | 3,089                            |
| Bonuses paid and payable         | <b>3,508</b>                     | 3,480                            |
| Contributions to pension schemes | <b>788</b>                       | 323                              |
|                                  | <b>7,659</b>                     | 6,892                            |

**9. COSTS OF TELECOMMUNICATIONS PRODUCTS SOLD**

|                                               | <b>2017</b>   | <b>2016</b> |
|-----------------------------------------------|---------------|-------------|
| Handsets and other telecommunication products | <b>26,406</b> | 38,888      |
| Others                                        | <b>237</b>    | 413         |
|                                               | <b>26,643</b> | 39,301      |

**10. OTHER OPERATING EXPENSES**

|                                                                    | <b>2017</b>   | <b>2016</b> |
|--------------------------------------------------------------------|---------------|-------------|
| Impairment losses for doubtful debts and write-down of inventories | <b>3,955</b>  | 4,173       |
| Commission and other service expenses                              | <b>22,658</b> | 23,826      |
| Advertising and promotion expenses                                 | <b>3,894</b>  | 3,188       |
| Internet access terminal maintenance expenses                      | <b>3,547</b>  | 3,857       |
| Customer retention costs                                           | <b>3,987</b>  | 3,775       |
| Auditors remuneration                                              | <b>74</b>     | 69          |
| Property management fee                                            | <b>2,169</b>  | 2,150       |
| Office and administrative expenses                                 | <b>1,919</b>  | 1,972       |
| Transportation expense                                             | <b>1,642</b>  | 1,676       |
| Miscellaneous taxes and fees                                       | <b>1,251</b>  | 1,375       |
| Service technical support expenses                                 | <b>4,355</b>  | 4,641       |
| Repairs and maintenance expenses                                   | <b>824</b>    | 852         |
| Loss on disposal of property, plant and equipment                  | <b>3,489</b>  | 355         |
| Others                                                             | <b>3,402</b>  | 2,676       |
|                                                                    | <b>57,166</b> | 54,585      |

**11. FINANCE COSTS**

|                                                                                              | Note | <b>2017</b>  | <b>2016</b> |
|----------------------------------------------------------------------------------------------|------|--------------|-------------|
| Finance costs:                                                                               |      |              |             |
| Interest on bank loans repayable within 5 years                                              |      | <b>3,378</b> | 2,730       |
| Interest on corporate bonds, promissory notes and commercial papers repayable within 5 years |      | <b>2,403</b> | 2,885       |
| Interest on related parties loans repayable within 5 years                                   |      | <b>73</b>    |             |
| Interest on bank loans repayable over 5 years                                                |      | <b>53</b>    | 62          |
| Less: Amounts capitalised in CIP                                                             | 15   | <b>(670)</b> | (769)       |
| Total interest expense                                                                       |      | <b>5,237</b> | 4,908       |
| Net exchange loss/(gain)                                                                     |      | <b>231</b>   | (260)       |
| Others                                                                                       |      | <b>266</b>   | 369         |
|                                                                                              |      | <b>5,734</b> | 5,017       |

**12. OTHER INCOME NET**

**2017**      **2016**

|                                                                                        |              |       |
|----------------------------------------------------------------------------------------|--------------|-------|
| Dividend income from financial assets at fair value through other comprehensive income | <b>206</b>   | 357   |
| Others                                                                                 | <b>1,074</b> | 1,234 |
|                                                                                        | <b>1,280</b> | 1,591 |



**13. TAXATION**

Hong Kong profits tax has been provided at the rate of 16.5% (2016: 16.5%) on the estimated assessable profits for the year. Taxation on profits outside Hong Kong has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates. The Company's subsidiaries operate mainly in the PRC and the applicable statutory enterprise income tax rate is 25% (2016: 25%). Taxation for certain subsidiaries in the PRC was calculated at a preferential tax rate of 15% (2016: 15%).

|                                                                        | 2017 | 2016    |
|------------------------------------------------------------------------|------|---------|
| Provision for income tax on the estimated taxable profits for the year |      |         |
| Hong Kong                                                              | 44   | 13      |
| Mainland China and other countries                                     | 654  | 1,722   |
| Under/(Over)-provision in respect of prior years                       | 39   | (41)    |
|                                                                        | 737  | 1,694   |
| Deferred taxation                                                      | 6    | (1,540) |
| Income tax expenses                                                    | 743  | 154     |

Reconciliation between actual income tax expense and accounting profit at PRC statutory tax rate:

|                                                                    | Note  | 2017  | 2016 |
|--------------------------------------------------------------------|-------|-------|------|
| Profit before taxation                                             |       | 2,593 | 784  |
| Expected income tax expense at PRC statutory tax rate of 25%       |       | 648   | 196  |
| Impact of different tax rates outside mainland China               |       | (55)  | (14) |
| Tax effect of preferential tax rate                                | (i)   | (82)  | (68) |
| Tax effect of non-deductible expenses                              |       | 300   | 191  |
| Investment in joint ventures                                       |       | (143) | (38) |
| Investment in associates                                           | (ii)  | (133) | 39   |
| Under/(Over)-provision in respect of prior years                   |       | 39    | (41) |
| Tax effect of unused tax losses not recognised, net of utilisation | (iii) | 49    | (45) |
| Others                                                             |       | 120   | (66) |
| Actual tax expense                                                 |       | 743   | 154  |

- (i) According to the PRC enterprise income tax law and its relevant regulations, entities that are qualified as High and New Technology Enterprise under the tax law are entitled to a preferential income tax rate of 15%. Certain subsidiaries of the Group obtained the approval of High and New Technology Enterprise and were entitled to a preferential income tax rate of 15%.
- (ii)

Adjustment to investment in associates represents the tax effect on share of profit/(loss) of associates, net of reversal of deferred tax assets on unrealised profit from transactions with China Tower Corporation Limited ( Tower Company ).

- (iii) As at 31 December 2017, the Group did not recognise deferred tax assets in respect of tax losses of approximately RMB1,923 million (2016: approximately RMB2,622 million), since it is not probable that future taxable profits will be available against which the deferred tax asset can be utilised. The tax losses can be carried forward for five years from the year incurred and hence will be expired by 2022.

As at 31 December 2017, the Group did not recognise deferred tax assets of RMB1,849 million (2016: RMB1,832 million) in respect of changes in fair value on financial assets through other comprehensive income, since it is not probable that the related tax benefit will be realised.

**13. TAXATION (Continued)**

The analysis of deferred tax assets and deferred tax liabilities are as follows:

|                                                         | <b>2017</b>    | <b>2016</b> |
|---------------------------------------------------------|----------------|-------------|
| Deferred tax assets:                                    |                |             |
| Deferred tax asset to be recovered after 12 months      | <b>8,011</b>   | 8,168       |
| Deferred tax asset to be recovered within 12 months     | <b>2,598</b>   | 1,198       |
|                                                         | <b>10,609</b>  | 9,366       |
| Deferred tax liabilities:                               |                |             |
| Deferred tax liabilities to be settled after 12 months  | <b>(4,079)</b> | (2,897)     |
| Deferred tax liabilities to be settled within 12 months | <b>(557)</b>   | (483)       |
|                                                         | <b>(4,636)</b> | (3,380)     |
| Net deferred tax assets after offsetting                | <b>5,973</b>   | 5,986       |
| Deferred tax liabilities:                               |                |             |
| Deferred tax liabilities to be settled after 12 months  | <b>(108)</b>   | (113)       |
| Deferred tax liabilities to be settled within 12 months |                |             |
|                                                         | <b>(108)</b>   | (113)       |
| Net deferred tax liabilities after offsetting           | <b>(108)</b>   | (113)       |

The movement of the net deferred tax assets/liabilities is as follows:

|                                                               | Note | <b>2017</b>  | <b>2016</b> |
|---------------------------------------------------------------|------|--------------|-------------|
| Net deferred tax assets after offsetting:                     |      |              |             |
| Beginning of year                                             |      | <b>5,986</b> | 5,642       |
| Deferred tax (charged)/credited to the statement of income    |      | <b>(11)</b>  | 1,635       |
| Deferred tax (charged)/credited to other comprehensive income |      | <b>(2)</b>   | 13          |
| Reclassified from current taxes payable                       | (i)  |              | (1,304)     |
| End of year                                                   |      | <b>5,973</b> | 5,986       |
| Net deferred tax liabilities after offsetting:                |      |              |             |
| Beginning of year                                             |      | <b>(113)</b> | (18)        |
| Deferred tax credited/(charged) to the statement of income    |      | <b>5</b>     | (95)        |
| End of year                                                   |      | <b>(108)</b> | (113)       |



**13. TAXATION (Continued)**

The movement of the net deferred tax assets/liabilities is as follows: (Continued)

- (i) On 14 October 2015, The Group disposed tower assets ( Tower Assets Disposal ) to Tower Company in exchange for cash and shares issued by Tower Company (see Note 41). According to the applicable tax laws issued by the MOF and the State Administration of Taxation ( SAT ) of the PRC, the gain from Tower Assets Disposal in exchange for investment in Tower Company ( Qualified Income ) is, upon fulfilling the filing requirement with in-charge tax bureau, eligible to be deferred and treated as taxable income on a straight-line basis over a period not exceeding five years. Before completing the filing, the Group accrued current taxes payable based on the total gain from Tower Asset Disposal. During the year ended 31 December 2016, the Group successfully completed the filing requirement with in-charge tax bureau with respect to the Qualified Income and since then has become eligible for deferring part of tax liability with respect to the Qualified Income, which will be reversed in the four years from 2016 to 2019. Accordingly, a balance of RMB1,304 million was reclassified from current taxes payable to net deferred tax assets, and RMB373 million (2016: RMB186 million) was subsequently utilised during the year ended 31 December 2017.

The components of the deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

|                                                  | Unrecognised<br>revaluation<br>surplus<br>on<br>prepayments<br>for the<br>leasehold<br>land<br>determined<br>under<br>PRC<br>regulation |               | Accelerated<br>depreciation<br>of<br>plant<br>and<br>equipment |                                           | Gain<br>from<br>Tower<br>Assets<br>Disposal          |                | Gain<br>from<br>Tower<br>Assets<br>Disposal |        | Total   |
|--------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------------------------------------------|-------------------------------------------|------------------------------------------------------|----------------|---------------------------------------------|--------|---------|
| Deferred tax arising from:                       | Allowance<br>for doubtful<br>debts                                                                                                      | (Note<br>(i)) | Deductible<br>tax<br>losses                                    | Accruals<br>not yet<br>for tax<br>purpose | Unrealised<br>profit<br>from the<br>Tower<br>Company | (Note<br>(ii)) | Disposal                                    | Others |         |
| At 1 January 2016                                | 1,431                                                                                                                                   | 1,504         |                                                                | 1,221                                     | 877                                                  | (992)          |                                             | 1,583  | 5,624   |
| Credited/(charged) to the<br>statement of income | 122                                                                                                                                     | (53)          | 2,433                                                          | 472                                       | (90)                                                 | (1,251)        | 186                                         | (279)  | 1,540   |
| Credited to other<br>comprehensive income        |                                                                                                                                         |               |                                                                |                                           |                                                      |                |                                             | 13     | 13      |
| Reclassification of current tax<br>payable       |                                                                                                                                         |               |                                                                |                                           |                                                      |                | (1,304)                                     |        | (1,304) |
| At 31 December 2016                              | 1,553                                                                                                                                   | 1,451         | 2,433                                                          | 1,693                                     | 787                                                  | (2,243)        | (1,118)                                     | 1,317  | 5,873   |

|                                                        |              |              |              |              |             |                |              |              |              |
|--------------------------------------------------------|--------------|--------------|--------------|--------------|-------------|----------------|--------------|--------------|--------------|
| <b>Credit/(charged) to the<br/>statement of income</b> | <b>50</b>    | <b>(48)</b>  | <b>(189)</b> | <b>861</b>   | <b>(90)</b> | <b>(1,627)</b> | <b>373</b>   | <b>664</b>   | <b>(6)</b>   |
| <b>Charged to other<br/>comprehensive income</b>       |              |              |              |              |             |                |              | <b>(2)</b>   | <b>(2)</b>   |
| <b>At 31 December 2017</b>                             | <b>1,603</b> | <b>1,403</b> | <b>2,244</b> | <b>2,554</b> | <b>697</b>  | <b>(3,870)</b> | <b>(745)</b> | <b>1,979</b> | <b>5,865</b> |

**13. TAXATION (Continued)**

Deferred taxation as at year-end represents the taxation effect of the following temporary differences, taking into consideration the offsetting of balances related to the same tax authority:

|                                                                                                         | Note | 2017           | 2016    |
|---------------------------------------------------------------------------------------------------------|------|----------------|---------|
| <b>Net deferred tax assets after offsetting:</b>                                                        |      |                |         |
| Deferred tax assets:                                                                                    |      |                |         |
| Allowance for doubtful debts                                                                            |      | <b>1,603</b>   | 1,553   |
| Unrecognised revaluation surplus on prepayments for the leasehold land determined under PRC regulations | (i)  | <b>1,403</b>   | 1,451   |
| Accruals of expenses not yet deductible for tax purpose                                                 |      | <b>2,554</b>   | 1,693   |
| Deferred revenue on subscriber points reward program                                                    |      | <b>183</b>     | 156     |
| Unrealised profit for the inter-company transactions                                                    |      | <b>120</b>     | 189     |
| Unrealised profit from the transactions with Tower Company                                              |      | <b>697</b>     | 787     |
| Government grants related to assets                                                                     |      | <b>363</b>     | 271     |
| Intangible assets amortisation difference                                                               |      | <b>423</b>     | 345     |
| Deductible tax losses                                                                                   |      | <b>2,244</b>   | 2,433   |
| Others                                                                                                  |      | <b>1,019</b>   | 488     |
|                                                                                                         |      | <b>10,609</b>  | 9,366   |
| Deferred tax liabilities:                                                                               |      |                |         |
| Gain from Tower Assets Disposal                                                                         |      | <b>(745)</b>   | (1,118) |
| Accelerated depreciation of property, plant and equipment                                               | (ii) | <b>(3,870)</b> | (2,243) |
| Others                                                                                                  |      | <b>(21)</b>    | (19)    |
|                                                                                                         |      | <b>(4,636)</b> | (3,380) |
|                                                                                                         |      | <b>5,973</b>   | 5,986   |
| <b>Net deferred tax liabilities after offsetting:</b>                                                   |      |                |         |
| Deferred tax liabilities:                                                                               |      |                |         |
| Accelerated depreciation for tax purpose                                                                |      | <b>(108)</b>   | (113)   |
|                                                                                                         |      | <b>(108)</b>   | (113)   |

**13. TAXATION (Continued)**

Deferred taxation as at year-end represents the taxation effect of the following temporary differences, taking into consideration the offsetting of balances related to the same tax authority: (Continued)

- (i) The prepayments for the leasehold land were revalued for PRC tax purposes as at 31 December 2003 and 2004. However, the resulting revaluations of the prepayments for the leasehold land were not recognised under IFRSs/HKFRSs. Accordingly, deferred tax assets were recorded by the Group under IFRSs/HKFRSs.
- (ii) According to Announcement on Enterprise Income Tax Policy for Those Enterprise Involved in the Accelerated Depreciation of Property, Plant and Equipment (Caishui [2014] No.75) issued by the MOF and the SAT of the PRC, starting from 2014, the Group's property, plant and equipment that comply with this tax policy are allowed to be depreciated under the accelerated depreciation method, or fully deducted for tax purpose in the year of purchase. Temporary differences arise from the different useful life under tax basis and accounting basis have been recorded as deferred tax liabilities.

**14. EARNINGS PER SHARE**

Basic earnings per share for the years ended 31 December 2017 and 2016 were computed by dividing the profit attributable to equity shareholders of the Company by the weighted average number of ordinary shares outstanding during the years.

Diluted earnings per share for the years ended 31 December 2017 and 2016 were computed by dividing the profit attributable to equity shareholders of the Company by the weighted average number of ordinary shares outstanding during the years, after adjusting for the effects of the dilutive potential ordinary shares. No dilutive potential ordinary shares for the years ended 31 December 2017 and 2016.

The following table sets forth the computation of basic and diluted earnings per share:

|                                                                                                              | Note | 2017          | 2016   |
|--------------------------------------------------------------------------------------------------------------|------|---------------|--------|
| <b>Numerator (in RMB millions):</b>                                                                          |      |               |        |
| Profit attributable to equity shareholders of the Company used in computing basic/diluted earnings per share |      | <b>1,828</b>  | 625    |
| <b>Denominator (in millions):</b>                                                                            |      |               |        |
| Weighted average number of ordinary shares outstanding used in computing basic/diluted earnings per share    | (i)  | <b>24,567</b> | 23,947 |
| <b>Basic/Diluted earnings per share (in RMB)</b>                                                             |      | <b>0.07</b>   | 0.03   |



(i) Weighted average number of ordinary shares

|                                                              | <b>2017</b><br><b>(in millions)</b> | 2016<br>(in millions) |
|--------------------------------------------------------------|-------------------------------------|-----------------------|
| Issued ordinary shares at 1 January                          | <b>23,947</b>                       | 23,947                |
| Effect of shares issued                                      | <b>620</b>                          |                       |
| Weighted average number of ordinary shares at<br>31 December | <b>24,567</b>                       | 23,947                |

**15. PROPERTY, PLANT AND EQUIPMENT**

The movements of property, plant and equipment for the years ended 31 December 2017 and 2016 are as follows:

|                                             | 2017     |                                      |                                                                                     |                           |          |           |
|---------------------------------------------|----------|--------------------------------------|-------------------------------------------------------------------------------------|---------------------------|----------|-----------|
|                                             |          | Tele-<br>communications<br>equipment | Office<br>furniture,<br>fixtures,<br>motor<br>vehicles<br>and<br>other<br>equipment | Leasehold<br>improvements | CIP      | Total     |
| Cost:                                       |          |                                      |                                                                                     |                           |          |           |
| Beginning of year                           | 67,140   | 876,452                              | 20,007                                                                              | 4,035                     | 78,905   | 1,046,539 |
| Additions                                   | 129      | 293                                  | 426                                                                                 | 290                       | 41,510   | 42,648    |
| Transfer from CIP                           | 4,219    | 58,535                               | 783                                                                                 | 284                       | (63,821) |           |
| Transfer to other assets                    |          |                                      |                                                                                     |                           | (4,376)  | (4,376)   |
| Disposals                                   | (411)    | (64,588)                             | (1,046)                                                                             | (319)                     |          | (66,364)  |
| End of year                                 | 71,077   | 870,692                              | 20,170                                                                              | 4,290                     | 52,218   | 1,018,447 |
| Accumulated depreciation and<br>impairment: |          |                                      |                                                                                     |                           |          |           |
| Beginning of year                           | (29,174) | (548,472)                            | (14,986)                                                                            | (2,687)                   | (105)    | (595,424) |
| Charge for the year                         | (2,765)  | (62,311)                             | (1,386)                                                                             | (810)                     |          | (67,272)  |
| Disposals                                   | 225      | 59,384                               | 928                                                                                 | 308                       |          | 60,845    |
| End of year                                 | (31,714) | (551,399)                            | (15,444)                                                                            | (3,189)                   | (105)    | (601,851) |
| Net book value:                             |          |                                      |                                                                                     |                           |          |           |
| End of year                                 | 39,363   | 319,293                              | 4,726                                                                               | 1,101                     | 52,113   | 416,596   |
| Beginning of year                           | 37,966   | 327,980                              | 5,021                                                                               | 1,348                     | 78,800   | 451,115   |

**15. PROPERTY, PLANT AND EQUIPMENT (Continued)**

|                                                 |           |                               | 2016                                                           |                        |          |           |
|-------------------------------------------------|-----------|-------------------------------|----------------------------------------------------------------|------------------------|----------|-----------|
|                                                 | Buildings | Tele-communications equipment | Office furniture, fixtures, motor vehicles and other equipment | Leasehold improvements | CIP      | Total     |
| <b>Cost:</b>                                    |           |                               |                                                                |                        |          |           |
| Beginning of year                               | 62,969    | 838,995                       | 19,464                                                         | 3,878                  | 97,601   | 1,022,907 |
| Additions                                       | 57        | 748                           | 427                                                            | 186                    | 70,418   | 71,836    |
| Transfer from CIP                               | 4,211     | 79,808                        | 748                                                            | 301                    | (85,068) |           |
| Transfer to other assets                        |           |                               |                                                                |                        | (4,046)  | (4,046)   |
| Disposals                                       | (97)      | (43,099)                      | (632)                                                          | (330)                  |          | (44,158)  |
| End of year                                     | 67,140    | 876,452                       | 20,007                                                         | 4,035                  | 78,905   | 1,046,539 |
| <b>Accumulated depreciation and impairment:</b> |           |                               |                                                                |                        |          |           |
| Beginning of year                               | (26,612)  | (525,244)                     | (14,059)                                                       | (2,256)                | (105)    | (568,276) |
| Charge for the year                             | (2,621)   | (62,932)                      | (1,516)                                                        | (681)                  |          | (67,750)  |
| Disposals                                       | 59        | 39,704                        | 589                                                            | 250                    |          | 40,602    |
| End of year                                     | (29,174)  | (548,472)                     | (14,986)                                                       | (2,687)                | (105)    | (595,424) |
| <b>Net book value:</b>                          |           |                               |                                                                |                        |          |           |
| End of year                                     | 37,966    | 327,980                       | 5,021                                                          | 1,348                  | 78,800   | 451,115   |
| Beginning of year                               | 36,357    | 313,751                       | 5,405                                                          | 1,622                  | 97,496   | 454,631   |

As at 31 December 2017, the net book value of assets held under finance leases was approximately RMB789 million (2016: approximately RMB582 million).

For the year ended 31 December 2017, interest expense of approximately RMB670 million (2016: approximately RMB769 million) was capitalised to CIP. The capitalised borrowing rate represents the cost of capital for raising the related borrowings and varied from 3.21% to 3.88% for the year ended 31 December 2017 (2016: 3.33% to 3.79%).

For the year ended 31 December 2017, the Group disposed certain property, plant and equipment with carrying amounts RMB5,519 million (2016: RMB3,556 million) for sales proceeds of RMB2,030 million (2016: RMB3,201 million) in total, resulting in a net loss on disposal of property, plant and equipment of approximately RMB3,489 million (2016: a net loss of approximately RMB355 million), mainly as a result of Group's ongoing upgrade of its broadband network. In order to achieve a higher speed of transmission, the Group is gradually replacing copper cabling broadband network by optical fibre broadband network. Subscribers' migration progress, which is voluntary, is not entirely predictable. When all subscribers of a copper broadband network site have migrated to

optical fibre broadband network site, the old broadband related equipment became idle and were then disposed by the Group.

**16. LEASE PREPAYMENTS**

The Group's long-term prepayment for land use rights represents prepaid operating lease payments for land use rights. The movement of lease prepayments for the year ended 31 December 2017 and 2016 are as follow:

|                       | <b>2017</b>  | 2016  |
|-----------------------|--------------|-------|
| Beginning of the year | <b>9,436</b> | 9,148 |
| Addition              | <b>186</b>   | 603   |
| Amortisation          | <b>(309)</b> | (315) |
| End of the year       | <b>9,313</b> | 9,436 |

**17. GOODWILL**

Goodwill arising from the acquisitions of Unicom New Century Telecommunications Co., Ltd. and Unicom New World Telecommunications Co., Ltd. by the Group in 2002 and 2003, respectively, represented the excess of the purchase consideration over the Group's shares of the fair values of the separately identifiable net assets acquired prior to the adoption of HKFRSs and AG 5 in 2005.

Goodwill is allocated to the Group's cash-generating units (CGU). The recoverable amount of goodwill is determined based on value in use calculations. These calculations use pre-tax cash flow projections for 5 years based on financial budgets approved by management, including service revenue annual growth rate of 2% (2016: 1%) and the applicable discount rate of 11% (2016: 10%). Management determined expected growth rates and operating results based on past performance and its expectations in relation to market developments. The discount rate used is pre-tax and reflects specific risks relating to the CGU. Based on management's assessment results, there was no impairment of goodwill as at 31 December 2017 and 2016, any adverse change in the assumptions used in the calculation of recoverable amount would result in impairment losses.

**18. INVESTMENTS IN SUBSIDIARIES**

As at 31 December 2017, the details of the Company's subsidiaries are as follows:

| Name                                                             | Place and date<br>of incorporation/<br>establishment and<br>nature of legal entity             | Percentage of equity<br>interests held |          | Particular of issued<br>share capital/<br>paid up capital | Principal<br>activities and<br>place of operation  |
|------------------------------------------------------------------|------------------------------------------------------------------------------------------------|----------------------------------------|----------|-----------------------------------------------------------|----------------------------------------------------|
|                                                                  |                                                                                                | Direct                                 | Indirect |                                                           |                                                    |
| China United Network Communications Corporation Limited ( CUCL ) | The PRC,<br>21 April 2000,<br>limited liability company                                        | 100%                                   |          | RMB213,044,797,828                                        | Telecommunications operation in the PRC            |
| China Unicom Global Limited                                      | Hong Kong,<br>29 May 2015,<br>limited company                                                  | 100%                                   |          | HKD137,745,892                                            | Investment holding                                 |
| China Unicom (Hong Kong) Operations Limited                      | Hong Kong,<br>24 May 2000,<br>limited company                                                  |                                        | 100%     | HKD1,510,100,000                                          | Telecommunications service in Hong Kong            |
| China Unicom (Americas) Operations Limited                       | USA,<br>24 May 2002,<br>limited company                                                        |                                        | 100%     | 5,000 shares, USD100 each                                 | Telecommunications service in the USA              |
| China Unicom (Europe) Operations Limited                         | The United Kingdom,<br>8 November 2006,<br>limited company                                     |                                        | 100%     | 4,861,000 shares, GBP1 each                               | Telecommunications operation in the United Kingdom |
| China Unicom (Japan) Operations Corporation                      | Japan,<br>25 January 2007,<br>limited company                                                  |                                        | 100%     | 1,000 shares, JPY366,000 each                             | Telecommunications operation in Japan              |
| China Unicom (Singapore) Operations Pte Limited                  | Singapore,<br>5 August 2009,<br>limited company                                                |                                        | 100%     | 30,000,000 shares, RMB1 each                              | Telecommunications operation in Singapore          |
| China Unicom (South Africa) Operations (Pty) Limited             | South Africa,<br>19 November 2012,<br>limited liability company                                | 100%                                   |          | Not applicable                                            | Dormant                                            |
| China Unicom (MYA) Operations Company Limited                    | The Republic of the Union of Myanmar ( Myanmar ),<br>7 June 2013,<br>limited liability company | 30%                                    | 70%      | 2,150,000 shares, USD1 each                               | Communications technology training in Myanmar      |



**18. INVESTMENTS IN SUBSIDIARIES (Continued)**

| Name                                                             | Place and date<br>of incorporation/<br>establishment and<br>nature of legal entity | Percentage of equity<br>interests held |          | Particular of issued<br>share capital/<br>paid up capital | Principal<br>activities and<br>place of operation                                                         |
|------------------------------------------------------------------|------------------------------------------------------------------------------------|----------------------------------------|----------|-----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
|                                                                  |                                                                                    | Direct                                 | Indirect |                                                           |                                                                                                           |
| China Unicom<br>(Australia) Operations<br>Pty Limited            | Australia,<br>27 May 2014,<br>limited liability<br>company                         | 100%                                   |          | 4,350,000 shares,<br><br>AUD 1 each                       | Telecommunications<br>operation in Australia                                                              |
| China Unicom (Russia)<br>Operations Limited<br>Liability Company | Russia,<br>28 December 2016,<br>limited liability<br>company                       |                                        | 100%     | RUB10,000                                                 | Telecommunications<br>service in Russia                                                                   |
| China Unicom (Brazil)<br>Telecommunications<br>Limited           | Brazil,<br>23 June 2016,<br>limited liability<br>company                           |                                        | 100%     | R\$1,120,776                                              | Telecommunications<br>service in Brazil                                                                   |
| China Unicom (Brazil)<br>Holdings Ltda.                          | Brazil,<br>27 October 2017,<br>limited liability<br>company                        |                                        | 100%     | R\$1,109,128                                              | Investment holding                                                                                        |
| China Unicom<br>Operations (Thailand)<br>Limited                 | Thailand,<br>20 November 2017,<br>limited liability<br>company                     |                                        | 100%     | Not applicable                                            | Telecommunications<br>service in Thailand                                                                 |
| China Unicom<br>Operations (Malaysia)<br>Sdn. Bhd.               | Malaysia,<br>10 November 2017,<br>limited liability<br>company                     |                                        | 100%     | Not applicable                                            | Telecommunications<br>service in Malaysia                                                                 |
| China Unicom<br>Operations Korea Co.,<br>Ltd                     | Korea,<br>24 November 2017,<br>limited liability<br>company                        |                                        | 100%     | Not applicable                                            | Telecommunications<br>service in Korea                                                                    |
| Unicom Vsens<br>Telecommunications<br>Company Limited            | The PRC,<br>19 August 2008,<br>limited liability<br>company                        |                                        | 100%     | RMB610,526,500                                            | Sales of handsets,<br>telecommunication<br>equipment and<br>provision of technical<br>services in the PRC |
| China Unicom System<br>Integration Limited<br>Corporation        | The PRC,<br>30 April 2006,<br>limited liability<br>company                         |                                        | 100%     | RMB550,000,000                                            | Provision of<br>information<br>communications<br>technology services<br>in the PRC                        |





**18. INVESTMENTS IN SUBSIDIARIES (Continued)**

| <b>Name</b>                                                                     | <b>Place and date<br/>of incorporation/<br/>establishment and<br/>nature of legal entity</b> | <b>Percentage of equity<br/>interests held</b> |                 | <b>Particular of issued<br/>share capital/<br/>paid up capital</b> | <b>Principal<br/>activities and<br/>place of operation</b>                                                                                                              |
|---------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|------------------------------------------------|-----------------|--------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                 |                                                                                              | <b>Direct</b>                                  | <b>Indirect</b> |                                                                    |                                                                                                                                                                         |
| China Unicom Online Information Technology Company Limited                      | The PRC,<br>29 March 2006,<br>limited liability<br>company                                   |                                                | 100%            | RMB100,000,000                                                     | Provision of internet information services and value-added telecommunications services in the PRC                                                                       |
| Beijing Telecommunications Planning and Designing Institute Corporation Limited | The PRC,<br>25 April 1996,<br>limited liability<br>company                                   |                                                | 100%            | RMB264,227,115                                                     | Provision of telecommunications network construction, planning and technical consulting services in the PRC                                                             |
| China Information Technology Designing & Consulting Institute Company Limited   | The PRC,<br>11 November 1991,<br>limited liability<br>company                                |                                                | 100%            | RMB430,000,000                                                     | Provision of consultancy, survey, design and contract services relating to information projects and construction projects in the telecommunications industry in the PRC |
| China Unicom Information Navigation Company Limited                             | The PRC,<br>17 September 1998,<br>limited liability<br>company                               |                                                | 100%            | RMB6,825,087,800                                                   | Provision of customer services in the PRC                                                                                                                               |
| Huaxia P&T Project Consultation and Management Company Limited                  | The PRC,<br>5 March 1998,<br>limited liability<br>company                                    |                                                | 100%            | RMB30,000,000                                                      | Provision of project consultation and management service in the PRC                                                                                                     |
| Zhengzhou Kaicheng Industrial Company Limited                                   | The PRC,<br>21 December 2005,<br>limited liability<br>company                                |                                                | 100%            | RMB2,200,000                                                       | Provision of property management services in the PRC                                                                                                                    |
| Unicompay Company Limited                                                       | The PRC,<br>11 April 2011,<br>limited liability<br>company                                   |                                                | 100%            | RMB250,000,000                                                     | Provision of e-payment services in the PRC                                                                                                                              |



**18. INVESTMENTS IN SUBSIDIARIES (Continued)**

| Name                                                                                                | Place and date<br>of incorporation/<br>establishment and<br>nature of legal entity | Percentage of equity<br>interests held |          | Particular of issued<br>share capital/<br>paid up capital | Principal<br>activities and<br>place of operation                               |
|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|----------------------------------------|----------|-----------------------------------------------------------|---------------------------------------------------------------------------------|
|                                                                                                     |                                                                                    | Direct                                 | Indirect |                                                           |                                                                                 |
| China United Network Communications Beijing NewSpace Infinite Media Advertising Limited Corporation | The PRC,<br>21 July 2006,<br>limited liability<br>company                          |                                        | 100%     | RMB100,000                                                | Provision of advertising design, production, agency and publication in the PRC  |
| Designing Techniques of Posts and Telecommunications Magazine Office Company Limited                | The PRC,<br>15 December 2011,<br>limited liability<br>company                      |                                        | 100%     | RMB300,000                                                | Provision of magazine publishing services in the PRC                            |
| Unicom New Horizon Telecommunications Company Limited                                               | The PRC,<br>14 February 2001,<br>limited liability<br>company                      |                                        | 100%     | RMB40,233,739,557                                         | Provision of lease service of telecommunications networks in the PRC            |
| Unicom Cloud Data Company Limited                                                                   | The PRC,<br>4 June 2013,<br>limited liability<br>company                           |                                        | 100%     | RMB2,854,851,100                                          | Provision of technology development, transfer and consulting service in the PRC |
| Unicom Innovation Investment Company Limited                                                        | The PRC,<br>29 April 2014,<br>limited liability<br>company                         |                                        | 100%     | RMB240,000,000                                            | Venture capital investment business in the PRC                                  |
| Wostore Technology Company Limited                                                                  | The PRC,<br>24 October 2014,<br>limited liability<br>company                       |                                        | 100%     | RMB200,000,000                                            | Communications technology development and promotion in the PRC                  |
| China Unicom Smart Connection Technology Company Limited                                            | The PRC,<br>7 August 2015,<br>limited liability<br>company                         |                                        | 100%     | RMB100,000,000                                            | Auto informatisation in the PRC                                                 |
| Finance Company                                                                                     | The PRC,<br>17 June 2016,<br>limited liability<br>company                          |                                        | 91%      | RMB3,000,000,000                                          | Provision of financial services in the PRC                                      |

**18. INVESTMENTS IN SUBSIDIARIES (Continued)**

| Name                                                                        | Place and date<br>of incorporation/<br>establishment and<br>nature of legal entity | Percentage of equity<br>interests held |          | Particular of issued<br>share capital/<br>paid up capital | Principal<br>activities and<br>place of operation                                  |
|-----------------------------------------------------------------------------|------------------------------------------------------------------------------------|----------------------------------------|----------|-----------------------------------------------------------|------------------------------------------------------------------------------------|
|                                                                             |                                                                                    | Direct                                 | Indirect |                                                           |                                                                                    |
| China Unicom<br>Innovation<br>Investment Company<br>(Shenzhen) Limited      | The PRC,<br>28 January 2016,<br>limited liability<br>company                       |                                        | 100%     | Not applicable                                            | Venture capital<br>investment business<br>in the PRC                               |
| China Unicom<br>Innovation<br>Investment Company<br>(Guizhou) Limited       | The PRC,<br>8 October 2016,<br>limited liability<br>company                        |                                        | 60%      | RMB1,000,000                                              | Venture capital<br>investment business<br>in the PRC                               |
| China Unicom<br>Innovation<br>Investment<br>(Shenzhen)<br>Investment Centre | The PRC,<br>1 February 2016,<br>limited partnership                                |                                        | 100%     | RMB28,500,000                                             | Venture capital<br>investment business<br>in the PRC                               |
| China Unicom Big<br>Data Company<br>Limited                                 | The PRC,<br>24 August 2017,<br>limited liability<br>company                        |                                        | 100%     | RMB500,000,000                                            | Provision of data<br>processing service in<br>the PRC                              |
| Liantong Travel<br>Service (Beijing)<br>Company Limited                     | The PRC,<br>30 September 2017,<br>limited liability<br>company                     |                                        | 100%     | RMB30,000,000                                             | Provision of tourism<br>and information<br>services in the PRC                     |
| China Unicom<br>(Guangdong Branch)<br>Internet Industry<br>Limited          | The PRC,<br>5 January 2017,<br>limited liability<br>company                        |                                        | 100%     | RMB100,000,000                                            | Provision of<br>information<br>communications<br>technology services<br>in the PRC |
| China Unicom<br>(Zhejiang) Industry<br>Internet Company<br>Limited          | The PRC,<br>20 June 2017,<br>limited liability<br>company                          |                                        | 100%     | RMB50,000,000                                             | Provision of<br>information<br>communications<br>technology services<br>in the PRC |
| China Unicom<br>(ShanDong)<br>Industrial Internet<br>Company Limited        | The PRC,<br>3 March 2017,<br>limited liability<br>company                          |                                        | 100%     | RMB50,000,000                                             | Provision of<br>information<br>communications<br>technology services<br>in the PRC |



**19. INTEREST IN ASSOCIATES**

|                     | <b>2017</b>   | 2016   |
|---------------------|---------------|--------|
| Share of net assets | <b>33,233</b> | 32,248 |

The following list contains the particulars of material associate, which is unlisted corporate entity whose quoted market price is not available:

| <b>Name</b>   | <b>Form of business structure</b> | <b>Place of incorporation and business</b> | <b>Proportion of ownership interest held by a subsidiary</b> | <b>Paid up capital</b> | <b>Principal activities</b>                                                                |
|---------------|-----------------------------------|--------------------------------------------|--------------------------------------------------------------|------------------------|--------------------------------------------------------------------------------------------|
| Tower Company | Incorporated                      | The PRC                                    | 28.1%                                                        | RMB129,344,615,024     | Construction, maintenance and operation of communications towers in the PRC<br>(Note 41.2) |

The above associate is accounted for using the equity method in the consolidated financial statements.

Summarised financial information of the material associate, adjusted for any differences in accounting policies, and reconciled to the carrying amount in the consolidated financial statements, are disclosed below:

|                                                                                                  | <b>Tower Company</b> |           |
|--------------------------------------------------------------------------------------------------|----------------------|-----------|
|                                                                                                  | <b>2017</b>          | 2016      |
| Current assets                                                                                   | <b>30,517</b>        | 39,565    |
| Non-current assets                                                                               | <b>292,126</b>       | 272,103   |
| Current liabilities                                                                              | <b>(150,438)</b>     | (171,568) |
| Non-current liabilities                                                                          | <b>(44,710)</b>      | (14,548)  |
| Equity                                                                                           | <b>(127,495)</b>     | (125,552) |
| Revenue                                                                                          | <b>68,665</b>        | 54,474    |
| Profit/(loss) for the year                                                                       | <b>1,943</b>         | (575)     |
| Total comprehensive income for the year                                                          | <b>1,943</b>         | (575)     |
| <b>Reconciled to the Group's interest in the associate:</b>                                      |                      |           |
| Net assets of the associate                                                                      | <b>127,495</b>       | 125,552   |
| Group's effective interest                                                                       | <b>28.1%</b>         | 28.1%     |
|                                                                                                  | <b>35,826</b>        | 35,280    |
| Adjustment for the remaining balance of the deferred gain from the Group's Tower Assets Disposal | <b>(2,784)</b>       | (3,145)   |

|                                                          |               |        |
|----------------------------------------------------------|---------------|--------|
| Carrying amount in the consolidated financial statements | <b>33,042</b> | 32,135 |
|----------------------------------------------------------|---------------|--------|



**20. INTEREST IN JOINT VENTURES**

|                     | 2017  | 2016  |
|---------------------|-------|-------|
| Share of net assets | 2,368 | 1,175 |

Details of the Group's interest in the joint venture, which is accounted for using the equity method in the consolidated financial statements, are as follows:

| Name                                                       | Form of business structure | Place of incorporation and business | Proportion of ownership interest held by a subsidiary | Paid up capital   | Principal activities                                                                    |
|------------------------------------------------------------|----------------------------|-------------------------------------|-------------------------------------------------------|-------------------|-----------------------------------------------------------------------------------------|
| Merchants Union Consumer Finance Company Limited ( MUCFC ) | Incorporated               | The PRC                             | 50%                                                   | RMB3,200,000,000* | Consumer finance consulting in the PRC                                                  |
| Smart Steps Digital Technology Co., Ltd.                   | Incorporated               | The PRC                             | 55%                                                   | RMB116,000,000    | Information technology service and software research and development service in the PRC |

\* Each of the Group and China Merchants Bank injected RMB600 million to MUCFC in December 2017. Summarised financial information of the material joint venture, adjusted for any differences in accounting policies, and reconciled to the carrying amount in the consolidated financial statements, are disclosed below:

|                                                                  | MUCFC    |          |
|------------------------------------------------------------------|----------|----------|
|                                                                  | 2017     | 2016     |
| Assets                                                           | 46,980   | 18,548   |
| Liabilities                                                      | (42,339) | (16,296) |
| Equity                                                           | (4,641)  | (2,252)  |
| Revenue                                                          | 4,163    | 1,191    |
| Profit for the year                                              | 1,189    | 336      |
| Total comprehensive income for the year                          | 1,189    | 336      |
| <b>Reconciled to the Group's interests in the joint venture:</b> |          |          |
| Net assets of the joint venture                                  | 4,641    | 2,252    |
| Group's effective interest                                       | 50%      | 50%      |
| Carrying amount in the consolidated financial statements         | 2,321    | 1,126    |



**21. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME**

|                        | <b>2017</b>  | 2016         |
|------------------------|--------------|--------------|
| Listed in the PRC      | <b>158</b>   | 147          |
| Listed outside the PRC | <b>4,070</b> | 4,138        |
| Unlisted               | <b>58</b>    | 41           |
|                        | <b>4,286</b> | <b>4,326</b> |

For the year ended 31 December 2017, decrease in fair value of financial assets at fair value through other comprehensive income amounted to approximately RMB56 million (2016: decrease of approximately RMB544 million). The decrease, net of tax impact, of approximately RMB58 million (2016: decrease, net of tax impact, of approximately RMB530 million) has been recorded in the consolidated statement of comprehensive income.

**22. OTHER ASSETS**

|                                                                        | Note  | <b>2017</b>   | 2016   |
|------------------------------------------------------------------------|-------|---------------|--------|
| Intangible assets                                                      | (i)   | <b>10,988</b> | 11,120 |
| Prepaid rental for premises, leased lines and electricity cables       |       | <b>2,812</b>  | 2,854  |
| Direct incremental costs for activating broadband and IPTV subscribers | (ii)  | <b>4,522</b>  | 7,690  |
| Receivables for sales of mobile handsets, net of allowance             | (iii) | <b>753</b>    | 1,432  |
| VAT recoverable                                                        | (iv)  | <b>596</b>    | 307    |
| Others                                                                 |       | <b>1,050</b>  | 1,476  |
|                                                                        |       | <b>20,721</b> | 24,879 |

**22. OTHER ASSETS (Continued)**

## (i) Intangible assets

|                                                 | <b>Computer<br/>software</b> | <b>Others</b>  | <b>Total</b>    |
|-------------------------------------------------|------------------------------|----------------|-----------------|
| <b>Cost:</b>                                    |                              |                |                 |
| At 1 January 2016                               | 23,449                       | 1,883          | 25,332          |
| Additions                                       | 159                          | 18             | 177             |
| Transfer from CIP                               | 2,761                        | 242            | 3,003           |
| Disposals                                       | (1,148)                      | (67)           | (1,215)         |
| At 31 December 2016                             | 25,221                       | 2,076          | 27,297          |
| Additions                                       | <b>42</b>                    | <b>2</b>       | <b>44</b>       |
| Transfer from CIP                               | <b>3,222</b>                 | <b>568</b>     | <b>3,790</b>    |
| Disposals                                       | <b>(1,327)</b>               | <b>(60)</b>    | <b>(1,387)</b>  |
| At 31 December 2017                             | <b>27,158</b>                | <b>2,586</b>   | <b>29,744</b>   |
| <b>Accumulated amortisation and impairment:</b> |                              |                |                 |
| At 1 January 2016                               | (12,736)                     | (773)          | (13,509)        |
| Amortisation charge for the year                | (3,618)                      | (228)          | (3,846)         |
| Disposals                                       | 1,129                        | 49             | 1,178           |
| At 31 December 2016                             | (15,225)                     | (952)          | (16,177)        |
| Amortisation charge for the year                | <b>(3,657)</b>               | <b>(290)</b>   | <b>(3,947)</b>  |
| Disposals                                       | <b>1,323</b>                 | <b>45</b>      | <b>1,368</b>    |
| At 31 December 2017                             | <b>(17,559)</b>              | <b>(1,197)</b> | <b>(18,756)</b> |
| <b>Net book value:</b>                          |                              |                |                 |
| At 31 December 2017                             | <b>9,599</b>                 | <b>1,389</b>   | <b>10,988</b>   |
| At 31 December 2016                             | 9,996                        | 1,124          | 11,120          |

- (ii) Direct incremental costs for activating broadband subscribers mainly include the costs of installing broadband and IPTV terminals at customer's homes for the provision of broadband and IPTV services. Such costs are amortised over the expected service period.
- (iii) The amount includes the receivables from the sales of mobile handsets that are gradually recovered over one year during the contract period. Receivables to be gradually recovered within one year is included in prepayments and other current assets (see Note 25(i)).

- (iv) VAT recoverable includes input VAT and prepaid VAT which will likely be deducted beyond one year. VAT recoverable which will be deducted within one year are included in prepayments and other current assets (see Note 25(ii)).

**23. INVENTORIES AND CONSUMABLES**

|                                               | <b>2017</b>  | 2016  |
|-----------------------------------------------|--------------|-------|
| Handsets and other telecommunication products | <b>2,005</b> | 2,163 |
| Consumables                                   | <b>24</b>    | 59    |
| Others                                        | <b>210</b>   | 209   |
|                                               | <b>2,239</b> | 2,431 |

**24. ACCOUNTS RECEIVABLE**

|                                    | <b>2017</b>    | 2016    |
|------------------------------------|----------------|---------|
| Accounts receivable                | <b>19,174</b>  | 19,088  |
| Less: Allowance for doubtful debts | <b>(5,210)</b> | (5,466) |
|                                    | <b>13,964</b>  | 13,622  |

The aging analysis of accounts receivable, based on the billing date and net of allowance of doubtful debts, is as follows:

|                                     | <b>2017</b>   | 2016   |
|-------------------------------------|---------------|--------|
| Within one month                    | <b>7,184</b>  | 6,557  |
| More than one month to three months | <b>2,763</b>  | 3,181  |
| More than three months to one year  | <b>2,737</b>  | 2,869  |
| More than one year                  | <b>1,280</b>  | 1,015  |
|                                     | <b>13,964</b> | 13,622 |

The normal credit period granted by the Group to individual subscribers is thirty days from the date of billing unless they meet certain specified credit assessment criteria. For corporate customers, the credit period granted by the Group is based on the service contract terms, normally not exceeding one year.

There is no significant concentration of credit risk with respect to customer receivables, as the Group has a large number of customers.

As at 31 December 2017, accounts receivable of approximately RMB7,576 million (2016: approximately RMB7,565 million) were impaired. The Group makes a full or partial allowance against those accounts receivable based on its past experience, historical collection patterns, subscribers' creditworthiness and collection trends. The Group makes a full allowance for receivables aged over 3 months after the credit period for individual subscribers unless they meet certain specified credit assessment criteria. The individually impaired receivables mainly relate to subscriber service fees.



**24. ACCOUNTS RECEIVABLE (Continued)**

The movement in the allowance for doubtful debts during the year, including both specific and collective loss components, is as follows:

|                             | <b>2017</b>    | 2016    |
|-----------------------------|----------------|---------|
| Balance, beginning of year  | <b>5,466</b>   | 4,910   |
| Allowance for the year      | <b>3,325</b>   | 3,999   |
| Written-off during the year | <b>(3,581)</b> | (3,443) |
| Balance, end of year        | <b>5,210</b>   | 5,466   |

The creation and release of allowance for impaired receivables have been recognised in the statement of income. Amounts charged to the allowance account are generally written-off when there is reliable evidence to indicate no expectation of recovering the receivable.

The maximum exposure to credit risk as at the statement of financial position date is the carrying value of accounts receivable mentioned above. The Group does not hold any collateral as security.

As at 31 December 2017, accounts receivable of approximately RMB10,284 million (2016: approximately RMB9,626 million) were neither past due nor impaired. Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Accounts receivable of approximately RMB1,314 million (2016: approximately RMB1,890 million) were past due but not impaired. The aging analysis of these receivables is as follows:

|                                     | <b>2017</b>  | 2016  |
|-------------------------------------|--------------|-------|
| More than one month to three months | <b>926</b>   | 1,369 |
| More than three months to one year  | <b>105</b>   | 213   |
| More than one year                  | <b>283</b>   | 308   |
|                                     | <b>1,314</b> | 1,890 |

Receivables that were past due but not impaired mainly due to no objective evidence of impairment occurred. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality.



**25. PREPAYMENTS AND OTHER CURRENT ASSETS**

The nature of prepayments and other current assets, net of allowance for doubtful debts, are as follows:

|                                                                | Note | 2017          | 2016   |
|----------------------------------------------------------------|------|---------------|--------|
| Receivables for the sales of mobile handsets, net of allowance | (i)  | <b>2,221</b>  | 3,266  |
| Prepaid rental                                                 |      | <b>2,305</b>  | 2,334  |
| Deposits and prepayments                                       |      | <b>1,579</b>  | 1,876  |
| Advances to employees                                          |      | <b>20</b>     | 15     |
| VAT recoverable                                                | (ii) | <b>4,948</b>  | 4,952  |
| Prepaid enterprise income tax                                  |      | <b>438</b>    | 208    |
| Others                                                         |      | <b>2,290</b>  | 1,372  |
|                                                                |      | <b>13,801</b> | 14,023 |

- (i) The Group offers preferential packages to the customers which include the bundle sales of mobile handsets and provision of service. The total contract consideration of such preferential packages is allocated to service revenue and sales of handsets based on their relative fair values. For those contractual preferential packages which the prepaid amounts from customers less than the fair value of the mobile handsets, the revenue relating to the sale of the handsets is recognised when the titles are passed to the customers and are calculated under the aforementioned relative fair value method, which results in the corresponding receivable for the sales of mobile handsets. The receivable for the sales of mobile handsets is gradually recovered during the contract period when the customers pay the monthly package fee. Receivables to be gradually recovered beyond one year amounted to RMB753 million (2016: RMB1,432 million), and are included in long-term other assets (see Note 22(iii)).

(ii) VAT recoverable includes the input VAT and prepaid VAT that can be deducted within one year. Prepayments and other current assets are expected to be recovered or recognised as expenses within one year.

As at 31 December 2017, there was no significant impairment for the prepayments and other current assets.

**26. SHORT-TERM BANK DEPOSITS AND RESTRICTED DEPOSITS**

|                                                    | Note | 2017         | 2016  |
|----------------------------------------------------|------|--------------|-------|
| Bank deposits with maturity exceeding three months |      | <b>3,124</b> | 33    |
| Statutory reserve deposits                         | (i)  | <b>2,197</b> | 1,577 |
| Restricted deposits                                |      | <b>205</b>   | 144   |
|                                                    |      | <b>5,526</b> | 1,754 |

(i)

In order to carry on its business, Finance Company placed statutory reserve deposits with the People's Bank of China as Deposit Reserve (Yinfaxing) from 2008 to 2015. These statutory reserve deposits are not available for use by the Group in daily operations.

**27. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION****(a) Cash and cash equivalents**

|                                                                | 2017   | 2016   |
|----------------------------------------------------------------|--------|--------|
| Cash at bank and in hand                                       | 32,836 | 23,373 |
| Bank deposits with original maturities of three months or less |        | 260    |
|                                                                | 32,836 | 23,633 |

**(b) Reconciliation of liabilities arising from financing activities**

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

|                                           | Short-term<br>bank<br>loans<br>(Note 36) | Long-term<br>bank loans<br>(Note 31) | Commercial<br>papers<br>(Note 37) | Promissory<br>notes<br>(Note 32) | Corporate<br>bonds<br>(Note 33) | Finance<br>lease<br>(Note 35(b)) | Other<br>borrowings<br>(Note 41) | Total     |
|-------------------------------------------|------------------------------------------|--------------------------------------|-----------------------------------|----------------------------------|---------------------------------|----------------------------------|----------------------------------|-----------|
| <b>At 1 January 2017</b>                  | 76,994                                   | 4,656                                | 35,958                            | 36,882                           | 19,970                          | 794                              | 2,397                            | 177,651   |
| <b>Changes from financing cash flows:</b> |                                          |                                      |                                   |                                  |                                 |                                  |                                  |           |
| Proceeds from commercial papers           |                                          |                                      | 26,941                            |                                  |                                 |                                  |                                  | 26,941    |
| Proceeds from short-term bank loans       | 117,571                                  |                                      |                                   |                                  |                                 |                                  |                                  | 117,571   |
| Proceeds from long-term bank loans        |                                          | 1,549                                |                                   |                                  |                                 |                                  |                                  | 1,549     |
| Loans from ultimate holding company       |                                          |                                      |                                   |                                  |                                 |                                  | 5,237                            | 5,237     |
| Loans from related parties                |                                          |                                      |                                   |                                  |                                 |                                  | 535                              | 535       |
| Repayment of commercial papers            |                                          |                                      | (54,000)                          |                                  |                                 |                                  |                                  | (54,000)  |
| Repayment of short-term bank loans        | (172,065)                                |                                      |                                   |                                  |                                 |                                  |                                  | (172,065) |
| Repayment of long-term bank loans         |                                          | (2,686)                              |                                   |                                  |                                 |                                  |                                  | (2,686)   |

|                                                                          |          |         |          |          |         |         |       |           |
|--------------------------------------------------------------------------|----------|---------|----------|----------|---------|---------|-------|-----------|
| Repayment of ultimate holding company loan                               |          |         |          |          |         | (3,893) |       | (3,893)   |
| Repayment of related parties loan                                        |          |         |          |          |         | (60)    |       | (60)      |
| Repayment of finance lease                                               |          |         |          |          |         | (695)   |       | (695)     |
| Repayment of promissory notes                                            |          |         |          | (19,000) |         |         |       | (19,000)  |
| Repayment of Corporate bonds                                             |          |         |          |          | (2,000) |         |       | (2,000)   |
| Payment of issuing expense for promissory notes                          |          |         |          | (82)     |         |         |       | (82)      |
| Net withdrawal by Unicom Group and its subsidiaries from Finance Company |          |         |          |          |         |         | (112) | (112)     |
| Net deposits from a joint venture with Finance Company                   |          |         |          |          |         |         | 12    | 12        |
| Total changes form financing cash flows                                  | (54,494) | (1,137) | (27,059) | (19,082) | (2,000) | (695)   | 1,719 | (102,748) |
| <b>Exchange adjustments</b>                                              |          | (13)    |          |          |         |         |       | (13)      |
| <b>Other changes:</b>                                                    |          |         |          |          |         |         |       |           |
| New financing leases                                                     |          |         |          |          |         | 573     |       | 573       |
| Finance charges on obligations under finance leases                      |          |         |          |          |         | 20      |       | 20        |
| Interest expenses                                                        |          | 377     | 92       | 160      | 11      |         |       | 640       |
| Total other changes                                                      |          | 377     | 92       | 160      | 11      | 593     |       | 1,233     |
| <b>At 31 December 2017</b>                                               | 22,500   | 3,883   | 8,991    | 17,960   | 17,981  | 692     | 4,116 | 76,123    |

**28. SHARE CAPITAL**

|                                               | Note | Number<br>of shares<br>millions | Share<br>capital |
|-----------------------------------------------|------|---------------------------------|------------------|
| <b>Issued and fully paid:</b>                 |      |                                 |                  |
| <b>At 1 January 2016, at 31 December 2016</b> |      | 23,947                          | 179,102          |
| <b>Shares issued</b>                          | 1    | 6,651                           | 74,954           |
| <b>At 31 December 2017</b>                    |      | <b>30,598</b>                   | <b>254,056</b>   |

On 28 November 2017, the Company issued 6,651,043,262 new shares to Unicom BVI in return for a cash consideration of RMB74,954 million.

**29. RESERVES**

**(a) Movements in components of equity**  
**The Company**

|                                         | Share<br>capital | Investment<br>revaluation<br>reserve | Other<br>reserve | Retained<br>profits | Total equity |
|-----------------------------------------|------------------|--------------------------------------|------------------|---------------------|--------------|
| Balance at 1 January 2016               | 179,102          | (6,489)                              | 572              | 10,070              | 183,255      |
| Total comprehensive income for the year |                  | (531)                                |                  | 1,870               | 1,339        |
| Dividends relating to 2015 (Note 30)    |                  |                                      |                  | (4,071)             | (4,071)      |
| Balance at 31 December 2016             | 179,102          | (7,020)                              | 572              | 7,869               | 180,523      |
| Balance at 1 January 2017               | 179,102          | (7,020)                              | 572              | 7,869               | 180,523      |
| Total comprehensive income for the year |                  | (68)                                 |                  | 906                 | 838          |
| Issue of share capital                  | 74,954           |                                      |                  |                     | 74,954       |
| Balance at 31 December 2017             | 254,056          | (7,088)                              | 572              | 8,775               | 256,315      |



**(iv) Other reserve**

Other reserve mainly represents the difference between the consideration and the net assets value for business combination of entities and businesses under common control and the effect of CUCL's capitalisation of retained profits.

**30. DIVIDENDS**

At a meeting held on 15 March 2017, the Board of the Directors of the Company resolved not to pay a final dividend for the year ended 31 December 2016.

At a meeting held on 15 March 2018, the Board of Directors of the Company proposed the payment of a final dividend of RMB0.052 per ordinary share to the shareholders for the year ended 31 December 2017 totaling approximately RMB1,591 million. This proposed dividend has not been reflected as a dividend payable in the financial statements as at 31 December 2017, but will be reflected in the financial statements for the year ending 31 December 2018.

|                                                        | 2017  | 2016 |
|--------------------------------------------------------|-------|------|
| Proposed final dividend:                               |       |      |
| RMB0.052 (2016: Nil) per ordinary share by the Company | 1,591 |      |

Pursuant to the PRC enterprise income tax law, a 10% withholding income tax is levied on dividends declared on or after 1 January 2008 by foreign investment enterprises to their foreign enterprise shareholders unless the enterprise investor is deemed as a PRC Tax Resident Enterprise ( TRE ). On 11 November 2010, the Company obtained an approval from the SAT of the PRC, pursuant to which the Company qualifies as a PRC TRE from 1 January 2008. Therefore, as at 31 December 2017, the Company's subsidiaries in the PRC did not accrue for withholding tax on dividends distributed to the Company and there has been no deferred tax liability accrued in the Group's consolidated financial statements for the undistributed profits of the Company's subsidiaries in the PRC.

For the Company's non-PRC TRE enterprise shareholders (including HKSCC Nominees Limited), the Company would distribute dividends after deducting the amount of enterprise income tax payable by these non-PRC TRE enterprise shareholders thereon and reclassify the related dividend payable to withholding tax payable upon the declaration of such dividends. The requirement to withhold tax does not apply to the Company's shareholders appearing as individuals in its share register.

**31. LONG-TERM BANK LOANS**

|                             | Interest rates and final maturity                                                                                                          | 2017  | 2016  |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|-------|-------|
| RMB denominated bank loans  | Fixed interest rates ranging from 1.08% to 1.20% (2016: 1.08% to 1.20%) per annum with maturity through 2036 (2016: maturity through 2036) | 3,533 | 4,246 |
| USD denominated bank loans  | Fixed interest rates ranging from Nil to 1.55% (2016: Nil to 1.55%) per annum with maturity through 2039 (2016: maturity through 2039)     | 278   | 321   |
| Euro denominated bank loans | Fixed interest rates ranging from 1.10% to 2.50% (2016: 1.10% to 2.50%) per annum with maturity through 2034 (2016: maturity through 2034) | 72    | 89    |



|                       |              |       |
|-----------------------|--------------|-------|
| Sub-total             | <b>3,883</b> | 4,656 |
| Less: Current portion | <b>(410)</b> | (161) |
|                       | <b>3,473</b> | 4,495 |

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**31. LONG-TERM BANK LOANS (Continued)**

As at 31 December 2017, long-term bank loans of approximately RMB105 million (2016: approximately RMB173 million) were guaranteed by third parties.

The repayment schedule of the long-term bank loans is as follows:

|                                                   | 2017  | 2016  |
|---------------------------------------------------|-------|-------|
| Balances due:                                     |       |       |
| no later than one year                            | 410   | 161   |
| later than one year and no later than two years   | 423   | 385   |
| later than two years and no later than five years | 1,175 | 1,047 |
| later than five years                             | 1,875 | 3,063 |
|                                                   | 3,883 | 4,656 |
| Less: Portion classified as current liabilities   | (410) | (161) |
|                                                   | 3,473 | 4,495 |

**32. PROMISSORY NOTES**

On 3 April 2014, the Company established a Medium Term Note Programme (the "MTN Programme"), under which the Company could offer and issue notes of aggregate principal amount of up to RMB10 billion. Notes under the MTN Programme (the "Notes") will be denominated in RMB and are to be issued to professional investors outside the United States. On 16 April 2014, the Company completed the issue of Notes in an aggregate nominal amount of RMB4 billion pursuant to the MTN Programme, with a maturity of 3 years and at an interest rate of 4.00% per annum, and was fully repaid in April 2017. On 24 July 2014, the Company completed the issue of Notes in an aggregate nominal amount of RMB2.5 billion with a maturity period of 2 years and at an interest rate of 3.80% per annum, and was fully repaid in July 2016.

On 16 April 2014, CUCL issued tranche one of 2014 promissory notes in the amount of RMB5 billion, with a maturity period of 3 years from the date of issue and which carries interests at 5.35% per annum, and was fully repaid in April 2017.

On 14 July 2014, CUCL issued tranche two of 2014 promissory notes in an amount of RMB5 billion, with a maturity period of 3 years from the date of issue and which carries interest at 4.84% per annum, and was fully repaid in July 2017.

On 28 November 2014, CUCL issued tranche three of 2014 promissory notes in an amount of RMB5 billion, with a maturity period of 3 years from the date of issue and which carries interest at 4.20% per annum, and was fully repaid in November 2017.

On 15 June 2015, CUCL issued tranche one of 2015 promissory notes in an amount of RMB4 billion, with a maturity period of 3 years from the date of issue and which carries interest at 3.85% per annum.

On 18 June 2015, CUCL issued tranche two of 2015 promissory notes in an amount of RMB4 billion, with a maturity period of 3 years from the date of issue and which carries interest at 3.85% per annum.

On 30 November 2015, CUCL issued tranche three of 2015 promissory notes in an amount of RMB3.5 billion, tranche four of 2015 promissory notes in an amount of RMB3.5 billion and tranche five of 2015 promissory notes in an amount of RMB3 billion, all with a maturity period of 3 years from the date of issue and which carries interest at 3.30% per annum.

**33. CORPORATE BONDS**

On 8 June 2007, the Group issued RMB2 billion 10-year corporate bonds, bearing interest at 4.50% per annum. The corporate bonds were secured by a corporate guarantee granted by Bank of China Limited, and was fully repaid in June 2017.

On 7 June 2016, the Group issued RMB7 billion 3-year corporate bonds and RMB1 billion 5-year corporate bond, bearing interest at 3.07% and 3.43% per annum respectively.

On 14 July 2016, the Group issued RMB10 billion 3-year corporate bonds, bearing interest at 2.95% per annum.

**34. DEFERRED REVENUE**

Deferred revenue mainly represents the unused portion of subscriber points and the unamortised portion of government grants.

|                                                                         | 2017  | 2016  |
|-------------------------------------------------------------------------|-------|-------|
| Balance at beginning of the year                                        | 3,367 | 2,399 |
| Additions for the year                                                  |       |       |
| subscriber points                                                       | 813   | 287   |
| government grants                                                       | 513   | 1,199 |
| others                                                                  | 36    | 11    |
|                                                                         | 1,362 | 1,497 |
| Reductions for the year                                                 |       |       |
| usage of subscriber points                                              | (703) | (247) |
| recognition of government grants in profit or loss and other reductions | (507) | (100) |
| others                                                                  | (149) | (182) |
| Balance at end of the year                                              | 3,370 | 3,367 |
| Representing:                                                           |       |       |
| current portion                                                         | 350   | 369   |
| non-current portion                                                     | 3,020 | 2,998 |
|                                                                         | 3,370 | 3,367 |

**35. OTHER OBLIGATIONS**

|                                 | Note | 2017           | 2016    |
|---------------------------------|------|----------------|---------|
| One-off cash housing subsidies  | (a)  | <b>2,496</b>   | 2,496   |
| Obligations under finance lease | (b)  | <b>692</b>     | 794     |
| Others                          |      | <b>231</b>     | 186     |
| Sub-total                       |      | <b>3,419</b>   | 3,476   |
| Less: Current portion           |      | <b>(2,987)</b> | (3,141) |
|                                 |      | <b>432</b>     | 335     |

**(a) One-off cash housing subsidies**

Certain staff quarters, prior to 1998, were sold to certain of the Group's employees at preferential prices, subject to a number of eligibility requirements. In 1998, the State Council issued a circular which stipulated that the sale of quarters to employees at preferential prices should be terminated. In 2000, the State Council issued a further circular stating that cash subsidies should be made to certain eligible employees following the withdrawal of the allocation of staff quarters. However, the specific timetable and procedures for the implementation of these policies were to be determined by individual provincial or municipal governments based on the particular situation of the provinces or municipality.

Based on the relevant detailed local government regulations promulgated, certain entities within the Group adopted cash housing subsidy plans. In accordance with these plans, for those eligible employees who had not been allocated with quarters or who had not been allocated with quarters up to the prescribed standards before the discounted sales of quarters were terminated, the Group determined to pay them one-off cash housing subsidies based on their years of service, positions and other criteria. Based on the available information, the Group estimated the required provision for these cash housing subsidies amounted to RMB4,142 million, which was charged to the statement of income for the year ended 31 December 2000 (the year in which the State Council circular in respect of cash subsidies was issued).

In January 2009, through the absorption of China Netcom (Group) Company Limited (CNC China) by CUCL and the absorption of China Network Communications Group Corporation (Netcom Group) by Unicom Group, the rights and obligations formerly undertaken by CNC China and Netcom Group were taken over by CUCL and Unicom Group separately. As at 31 December 2017, the Group's unpaid one-off cash housing subsidies amounted to approximately RMB2,496 million. If the actual payments required for these one-off housing subsidies differ from the amount provided, Unicom Group will bear any additional payments required. If the actual payments are lower than the amount provided, the difference will be paid to Unicom Group.

**35. OTHER OBLIGATIONS (Continued)****(b) Obligations under finance lease**

The obligations under finance lease represent the payables for the finance lease of telecommunications equipment. The lease payments under finance lease are analysed as follows:

|                                                   | 2017 | 2016 |
|---------------------------------------------------|------|------|
| Total minimum lease payments under finance lease: |      |      |
| not later than one year                           | 484  | 624  |
| later than one year and not later than two years  | 236  | 230  |
|                                                   | 720  | 854  |
| Less: Future finance charges                      | (28) | (60) |
| Present value of minimum obligations              | 692  | 794  |
| Representing obligations under finance lease:     |      |      |
| current liabilities                               | 461  | 586  |
| non-current liabilities                           | 231  | 208  |

**36. SHORT-TERM BANK LOANS**

|                            | Interest rates and final maturity                                                                                                          | 2017   | 2016   |
|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|--------|--------|
| RMB denominated bank loans | Fixed interest rates ranging from 2.35% to 5.80% (2016: 2.35% to 4.35%) per annum with maturity through 2018 (2016: maturity through 2017) | 22,500 | 76,994 |
| Total                      |                                                                                                                                            | 22,500 | 76,994 |

At 31 December 2017 and 2016, all short-term bank loans were unsecured.

### **37. COMMERCIAL PAPERS**

On 3 June 2016, CUCL issued tranche three of 2016 super short term commercial papers in an amount of RMB6 billion, with a maturity period of 270 days from the date of issue and which carries interest at 2.72% per annum, and was fully repaid in February 2017.

On 12 July 2016, CUCL issued tranche four of 2016 super short term commercial papers in an amount of RMB10 billion, with a maturity period of 270 days from the date of issue and which carries interest at 2.55% per annum, and was fully repaid in April 2017.

On 17 November 2016, CUCL issued tranche five of 2016 super short term commercial papers in an amount of RMB10 billion, with a maturity period of 270 days from the date of issue and which carries interest at 3.00% per annum, and was fully repaid in August 2017.

On 24 November 2016, CUCL issued tranche six of 2016 super short term commercial papers in an amount of RMB5 billion, with a maturity period of 180 days from the date of issue and which carries interest at 3.00% per annum, and was fully repaid in May 2017.

On 24 November 2016, CUCL issued tranche seven of 2016 super short term commercial papers in an amount of RMB5 billion, with a maturity period of 180 days from the date of issue and which carries interest at 3.00% per annum, and was fully repaid in May 2017.

On 20 April 2017, CUCL issued tranche one of 2017 super short term commercial papers in an amount of RMB4 billion, with a maturity period of 90 days from the date of issue and which carries interest at 3.90% per annum, and was fully repaid in July 2017.

On 26 April 2017, CUCL issued tranche two of 2017 super short term commercial papers in an amount of RMB4 billion, with a maturity period of 90 days from the date of issue and which carries interest at 3.95% per annum, and was fully repaid in July 2017.

On 11 May 2017, CUCL issued tranche three of 2017 super short term commercial papers in an amount of RMB6 billion, with a maturity period of 90 days from the date of issue and which carries interest at 4.40% per annum, and was fully repaid in August 2017.

On 6 July 2017, CUCL issued tranche four of 2017 super short term commercial papers in an amount of RMB1 billion, with a maturity period of 270 days from the date of issue and which carries interest at 4.38% per annum.

On 27 July 2017, CUCL issued tranche five of 2017 super short term commercial papers in an amount of RMB4 billion, with a maturity period of 90 days from the date of issue and which carries interest at 4.09% per annum, and was fully repaid in October 2017.

On 7 August 2017, CUCL issued tranche six of 2017 super short term commercial papers in an amount of RMB4 billion, with a maturity period of 270 days from the date of issue and which carries interest at 4.26% per annum.

On 10 August 2017, CUCL issued tranche seven of 2017 super short term commercial papers in an amount of RMB4 billion, with a maturity period of 270 days from the date of issue and which carries interest at 4.23% per annum.





**38. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

|                                                     | 2017           | 2016           |
|-----------------------------------------------------|----------------|----------------|
| Payables to contractors and equipment suppliers     | 82,444         | 105,674        |
| Payables to telecommunications products suppliers   | 4,548          | 5,005          |
| Customer/contractor deposits                        | 5,262          | 4,869          |
| Repair and maintenance expense payables             | 5,348          | 4,795          |
| Bills payable                                       | 49             | 68             |
| Salary and welfare payables                         | 3,711          | 2,798          |
| Interest payable                                    | 709            | 1,303          |
| Amounts due to services providers/content providers | 2,253          | 1,412          |
| Accrued expenses                                    | 14,845         | 12,583         |
| Others                                              | 6,091          | 4,717          |
|                                                     | <b>125,260</b> | <b>143,224</b> |

The aging analysis of accounts payables and accrued liabilities is based on the invoice date as follows:

|                        | 2017           | 2016           |
|------------------------|----------------|----------------|
| Less than six months   | 104,691        | 120,191        |
| Six months to one year | 9,009          | 11,689         |
| More than one year     | 11,560         | 11,344         |
|                        | <b>125,260</b> | <b>143,224</b> |

**39. MUTUAL INVESTMENT OF THE COMPANY AND TELEFÓNICA IN EACH OTHER**

On 6 September 2009, the Company announced that in order to strengthen the cooperation between the Company and Telefónica, the parties entered into a strategic alliance agreement and a subscription agreement, pursuant to which each party conditionally agreed to invest an equivalent of USD1 billion in each other through an acquisition of each other's shares.

On 23 January 2011, the Company entered into an agreement to enhance the strategic alliance with Telefónica that: (a) Telefónica would purchase ordinary shares of the Company for a consideration of USD500 million through acquisition from third parties; and (b) the Company would acquire from Telefónica 21,827,499 ordinary shares of Telefónica held in treasury ( Telefónica Treasury Shares ) for an aggregate purchase price of Euro374,559,882.84. On 25 January 2011, the Company completed the purchase of Telefónica Treasury Shares in accordance with the strategic agreement. During 2011, Telefónica completed its investment of USD500 million in the Company.

On 14 May 2012, Telefónica declared a dividend. The Company chose to implement it by means of a scrip dividend and received 1,646,269 ordinary shares of approximately RMB146 million.



### **39. MUTUAL INVESTMENT OF THE COMPANY AND TELEFÓNICA IN EACH OTHER (Continued)**

As at 31 December 2017, the related financial assets at fair value through other comprehensive income amounted to approximately RMB4,070 million (2016: approximately RMB4,138million). For the year ended 31 December 2017, the decrease in fair value of the financial assets through other comprehensive income was approximately RMB68 million (2016: decrease of approximately RMB531million), has been recorded in the consolidated statement of comprehensive income.

### **40. EQUITY-SETTLED SHARE OPTION SCHEMES**

On 16 April 2014, the Company adopted a new share option scheme (the 2014 Share Option Scheme ). The 2014 Share Option Scheme is valid and effective for a period of 10 years commencing on 22 April 2014 and will expire on 22 April 2024. Under the 2014 Share Option Scheme, the share options may be granted to employees including all directors; any grant of share options to a Connected Person (as defined in the Listing Rules) of the Company must be approved by the independent non-executive directors of the Company (excluding any independent non-executive director of the Company in the case such director is a grantee of the options) and all grants to connected persons shall be subject to compliance with the requirements of the Listing Rules, including where necessary the prior approval of the shareholders. As at 31 December 2017, 1,777,437,107 options were available for issue under the 2014 Share Option Scheme. Pursuant to the 2014 Share Option Scheme, the consideration payable by a participant for the grant of share options will be HKD1.00. The exercise price payable by a participant upon the exercise of an option will be determined by the Board of Directors at their discretion at the date of grant, except that such price may not be set below a minimum price which is the higher of:

- (i) The closing price of the shares on the SEHK on the offer date in respect of the share options; and
- (ii) The average closing price of the shares on the SEHK for the five trading days immediately preceding the offer date;

The option period commences on any day after the date on which such share option is offered, but may not exceed 10 years from the offer date. No share options had been granted since adoption of the 2014 Share Option Scheme.

No options outstanding as at 31 December 2017 and 2016.

For the years ended 31 December 2017 and 2016, there were no employee share-based compensation expenses.

### **41. RELATED PARTY TRANSACTIONS**

Unicom Group is a state-owned enterprise directly controlled by the PRC government. The PRC government is the Company's ultimate controlling party. Neither Unicom Group nor the PRC government publishes financial statements available for public use.

The PRC government controls a significant portion of the productive assets and entities in the PRC. The Group provides telecommunications services as part of its retail transactions, thus, is likely to have extensive transactions with the employees of other state-controlled entities, including their key management personnel and their close family members. These transactions are carried out on commercial terms that are consistently applied to all customers.

Management considers certain state-owned enterprises have material transactions with the Group in its ordinary course of business, which include but not limited to 1) rendering and receiving telecommunications services, including interconnection revenue/charges; 2) purchasing of goods, including use of public utilities; and 3) placing of bank deposits and borrowing money. The Group's telecommunications network depends, in large part, on interconnection with the network and on transmission lines leased from other domestic carriers. These transactions are mainly carried out on terms comparable to those conducted with third parties or standards promulgated by relevant government authorities and have been reflected in the financial statements.

**41. RELATED PARTY TRANSACTIONS (Continued)**

Management believes that meaningful information relating to related party transactions has been disclosed below.

**41.1 Connected transactions with Unicom Group and its subsidiaries****(a) Recurring transactions**

The following is a summary of significant recurring transactions carried out by the Group with Unicom Group and its subsidiaries. In the directors' opinion, these transactions were carried out in the ordinary course of business.

|                                                             | Note        | 2017  | 2016  |
|-------------------------------------------------------------|-------------|-------|-------|
| <b>Transactions with Unicom Group and its subsidiaries:</b> |             |       |       |
| Charges for value-added telecommunications services         | (i), (ii)   | 30    | 42    |
| Rental charges for property leasing                         | (i), (iii)  | 1,017 | 1,050 |
| Charges for lease of telecommunications resources           | (i), (iv)   | 270   | 281   |
| Charges for engineering design and construction services    | (i), (v)    | 2,411 | 4,487 |
| Charges for shared services                                 | (i), (vi)   | 83    | 104   |
| Charges for materials procurement services                  | (i), (vii)  | 60    | 88    |
| Charges for ancillary telecommunications services           | (i), (viii) | 2,699 | 2,541 |
| Charges for comprehensive support services                  | (i), (ix)   | 1,274 | 1,690 |
| Income from comprehensive support services                  | (i), (ix)   | 67    | 51    |
| Lending by Finance Company to Unicom Group                  | (i), (xi)   | 700   |       |
| Repayment of loan lending by Finance Company                | (i), (xi)   | 500   |       |
| Interest income from lending services                       | (i), (xi)   | 8     |       |

- (i) On 25 November 2016, CUCL entered into the new agreement, 2017-2019 Comprehensive Services Agreement with Unicom Group to renew certain continuing connected transactions. 2017-2019 Comprehensive Services Agreement has a term of three years commencing on 1 January 2017 and expiring on 31 December 2019, and the service fees payable shall be calculated on the same basis as under previous agreement. Annual caps for certain transactions have changed under the new agreement.
- (ii) UNISK (Beijing) Information Technology Corporation Limited (UNISK) agreed to provide the mobile subscribers of CUCL with various types of value-added services through its cellular communications network and data platform. The Group retains a portion of the revenue generated from the value-added services provided to the Group's subscribers (and actually received by the Group) and allocates a portion of such fees to UNISK for settlement, on the condition that such proportion allocated to UNISK does not exceed the average proportion allocated to independent value-added telecommunications content providers who provide value-added telecommunications content to the Group in the same region. The percentage of revenue to be allocated to UNISK by the Group varies depending on the types of value-added service provided to the Group.

- (iii) CUCL and Unicom Group agreed to mutually lease properties and ancillary facilities from each other. Rentals are based on the lower of the market rates and the depreciation costs and taxes. For the year ended 31 December 2017, the rental charge paid by Unicom Group was approximately RMB6.65 million, which was negligible.

#### **41. RELATED PARTY TRANSACTIONS (Continued)**

##### **41.1 Connected transactions with Unicom Group and its subsidiaries (Continued)**

###### **(a) Recurring transactions (Continued)**

- (iv) Unicom Group agreed to lease to CUCL certain international telecommunications resources (including international telecommunications channel gateways, international telecommunications service gateways, international submarine cable capacity, international land cables and international satellite facilities) and certain other telecommunications facilities for its operations. The rental charges for the leasing of international telecommunications resources and other telecommunications facilities are based on the annual depreciation charges of such resources and facilities provided that such charges would not be higher than market rates. For maintenance service to the telecommunications facilities aforementioned, unless otherwise agreed by CUCL and Unicom Group, such maintenance service charges would be borne by CUCL and determined with reference to market rates or a cost-plus basis if there are no market rates.
- (v) Unicom Group agreed to provide engineering design, construction and supervision services and IT services to CUCL. The charges payable by CUCL for the above services are determined with reference to the market price and are settled when the relevant services are provided.
- (vi) Unicom Group and CUCL agreed to provide shared services to each other and would share the costs related to the shared services proportionately in accordance with their respective total assets value with certain adjustments. For the year ended 31 December 2017, the services charges paid by Unicom Group to CUCL was negligible.
- (vii) Unicom Group agreed to provide comprehensive procurement services for imported and domestic telecommunications materials and other domestic non-telecommunications materials to CUCL. Unicom Group has also agreed to provide services on management of tenders, verification of technical specifications, installation, consulting and agency services. In addition, Unicom Group will sell cable, modem and other materials operated by itself to CUCL and will also provide storage and logistics services in relation to the above materials procurement. The charges payable by CUCL to Unicom Group are based on contract values, market rates, government guidance price or cost-plus basis where applicable.
- (viii) Unicom Group agreed to provide ancillary telecommunications services to CUCL. These services include certain telecommunications pre-sale, on-sale and after-sale services such as assembling and repairing of certain telecommunications equipment, sales agency services, printing and invoice delivery services, maintenance of telephone booths, customers acquisitions and servicing

and other customers service. The charges are based on market rates, government guidance price or cost-plus basis and are settled as and when the relevant services are provided.



## 41. RELATED PARTY TRANSACTIONS (Continued)

### 41.1 Connected transactions with Unicom Group and its subsidiaries (Continued)

#### (a) Recurring transactions (Continued)

- (ix) Unicom Group and CUCL agreed to provide comprehensive support services to each other, including dining services, facilities leasing services (excluding those facilities mentioned in (iv) above), vehicle services, health and medical services, labour services, security services, hotel and conference services, gardening services, decoration and renovation services, sales services, construction agency, equipment maintenance services, market development, technical support services, research and development services, sanitary services, parking services, staff trainings, storage services, advertising services, marketing, property management services, information and communications technology services (including construction and installation services, system integration services, software development, product sales and agent services, operation and maintenance services, and consultation services). The charges are based on market rates, government guidance price or cost-plus basis and are settled as and when the relevant services are provided.
- (x) Unicom Group is the registered proprietor of the Unicom trademark in English and the trademark bearing the Unicom logo, which are registered at the PRC State Trademark Bureau. Pursuant to an exclusive PRC trademark licence agreement between Unicom Group and the Group, the Group has been granted the right to use these trademarks on a royalty free and renewal basis.
- (xi) Finance Company has agreed to provide financial services to Unicom Group and its subsidiaries, including deposit services, lending and other credit services, and other financial services.

For the lending services from Finance Company to Unicom Group and its subsidiaries, the interest rate will follow the interest rate standard promulgated by the People's Bank of China, and will be no less than the minimum interest rate offered to other clients for the same type of loan, and the applicable interest rate offered to Unicom Group by the general commercial banks in PRC for the same type of loan.

#### (b) Amounts due from and to Unicom Group and its subsidiaries

Amount due from Unicom Group as of 31 December 2017 included a loan from Finance Company to Unicom Group of RMB200 million with a maturity period of 1 year and floating interest rate at 90% of the one-year lending rate set by the People's Bank of China (2016: Nil).

Apart from the above and as disclosed in Note 41.3 below, amounts due from and to Unicom Group and its subsidiaries are unsecured, interest-free, repayable on demand/on contract terms and arise in the ordinary course of business in respect of transactions with Unicom Group and its subsidiaries as described in (a) above.

**41. RELATED PARTY TRANSACTIONS (Continued)****41.2 Related party transactions with Tower Company****(a) Related party transactions**

|                                                          |       | 2017   | 2016   |
|----------------------------------------------------------|-------|--------|--------|
| <b>Transactions with Tower Company:</b>                  |       |        |        |
| Interest income from Cash Consideration                  | (i)   | 755    | 809    |
| Operating lease and other service charges                | (ii)  | 16,524 | 14,887 |
| Income from engineering design and construction services | (iii) | 267    | 151    |

- (i) On 14 October 2015, CUCL and Unicom New Horizon Telecommunications Company Limited ( Unicom New Horizon , a wholly-owned subsidiary of CUCL and an indirectly wholly-owned subsidiary of the Company) entered into a transfer agreement (the Transfer Agreement ), amongst China Mobile Communications Company Limited and its related subsidiaries ( China Mobile ), China Telecom Corporation Limited ( China Telecom ), China Reform Holdings Corporation Limited ( CRHC ), and Tower Company. Pursuant to the Transfer Agreement, the Group, China Mobile and China Telecom will sell certain of their telecommunications towers and related assets (the Tower Assets ) to Tower Company in exchange for shares issued by Tower Company and cash consideration. In addition, CRHC will make a cash subscription for shares of Tower Company.

The Tower Assets Disposal was completed on 31 October 2015 ( Completion Date ). The final consideration amount for the Tower Assets Disposal attributed to the Group was determined as RMB54,658 million. Tower Company issued 33,335,836,822 shares ( Consideration Shares ) to CUCL at an issue price of RMB1.00 per share and the balance of the consideration of approximately RMB21,322 million payable in cash ( Cash Consideration ). The outstanding Cash Consideration and related VAT carries interest at 3.92% per annum. The first tranche and remaining Cash Consideration of RMB3,000 million and RMB18,322 million payable by Tower Company were settled in February 2016 and December 2017, respectively. For the year ended 31 December 2017, the interest income arisen from outstanding Cash Consideration and related VAT was approximately RMB755 million (2016: approximately RMB809 million).

- (ii) At the time the Tower Assets Disposal was completed, CUCL and the Tower Company were in the process of finalising the terms of lease and service. However, to ensure there were no interruptions in the operations of the Group, the Tower Company had undertaken to allow the Group to use the Tower Assets during a transition period, notwithstanding that the terms of the lease and service have not all been finalised, and CUCL paid service charges for the use of the Tower Assets from the Completion Date to the date that formal agreement was entered into. In addition, CUCL also leased other telecommunications towers and related assets from the Tower Company which were previously owned by China Mobile and China Telecom, or constructed by

the Tower Company.

On 8 July 2016, CUCL and Tower Company entered into a framework agreement to confirm the pricing and related arrangements in relation to the usage of certain telecommunications towers and related assets (the Agreement ). The Agreement finalised terms including assets categories, pricing basis for usage charges, and relevant service period etc. Provincial service agreements and detailed lease confirmation for specified towers have been signed subsequently.

**41. RELATED PARTY TRANSACTIONS (Continued)****41.2 Related party transactions with Tower Company (Continued)****(a) Related party transactions (Continued)**

In connection with its use of telecommunication towers and related assets, the Group recognised operating lease and other service charges for the year ended 31 December 2017 totalled RMB16,524 million (2016: approximately RMB14,887 million).

- (iii) The Group provide engineering design and construction services, including system integration and engineering design services to Tower Company.

**(b) Amounts due from and to Tower Company**

Amount due from Tower Company as at 31 December 2017 included VAT recoverable related Cash Consideration from Tower Company of RMB2,704 million (2016: included Cash Consideration of RMB18,322 million and related VAT recoverable RMB2,704 million, respectively), which carries interest at 3.92% per annum.

Amount due to Tower Company balance mainly included operating lease and other service charges payable, and payable balance in relation to power charges paid by Tower Company on behalf of the Group, of RMB2,480 million in total as at 31 December 2017 (2016: RMB4,377 million in total).

Except as mentioned above, amounts due from and to Tower Company are unsecured, interest-free, repayable on demand/on contract terms and arise in the ordinary course of business in respect of transactions with Tower Company as described in (a) above.

**41.3 Related party transactions with Unicom Group and its subsidiaries****(a) Related party transactions**

|                                                                                          | Note  | 2017  | 2016  |
|------------------------------------------------------------------------------------------|-------|-------|-------|
| <b>Transactions with Unicom Group and its subsidiaries:</b>                              |       |       |       |
| Unsecured entrusted loan from Unicom Group                                               | (i)   | 5,237 |       |
| Repayment of unsecured entrusted loan to Unicom Group                                    | (i)   | 3,893 | 1,344 |
| Loan from related parties                                                                | (ii)  | 435   |       |
| Interest expenses on unsecured entrusted loan                                            | (i)   | 70    | 33    |
| Net (withdrawal)/deposits by Unicom Group and its subsidiaries from/with Finance Company | (iii) | (112) | 2,397 |
| Interest expenses on the deposits in Finance Company                                     | (iii) | 34    | 11    |

- (i) On 23 July 2015, the Group borrowed an unsecured entrusted loan from Unicom Group of RMB1,344 million with a maturity period of 1 year and interest rate at 4.37% per annum, and was fully repaid in July 2016.

On 27 February 2017, the Group borrowed an unsecured entrusted loan from Unicom Group of RMB1,344 million with a maturity period of 1 year and interest rate at 3.92% per annum.

On 24 August 2017, the Group borrowed an unsecured entrusted loan from Unicom Group of RMB3,893 million with a maturity period of 6 months and interest rate at 3.92% per annum, and was fully repaid in October 2017.

**41. RELATED PARTY TRANSACTIONS (Continued)****41.3 Related party transactions with Unicom Group and its subsidiaries (Continued)****(a) Related party transactions (Continued)**

- (ii) On 21 December 2017, the Group borrowed a loan from Unicom Group BVI of RMB435 million with a maturity period of 1 year and floating interest rate at 1 year HIBOR plus 1.2%.
- (iii) Finance Company has agreed to provide financial services to Unicom Group and its subsidiaries. For the deposit services, the interest rate for deposits placed by Unicom Group and its subsidiaries will be no more than the maximum interest rate promulgated by the People's Bank of China for the same type of deposit, the interest rate for the same type of deposit offered to other clients and the applicable interest rate offered by the general commercial banks in PRC for the same type of deposit.

**(b) Amounts due to Unicom Group and its subsidiaries**

Amount due to Unicom Group and its subsidiaries as of 31 December 2017 also included a balance of deposits received by Finance Company from Unicom Group and its subsidiaries of RMB2,285 million with interest rates ranging from 0.35% to 2.75% per annum for saving and fixed deposits of different terms (2016: RMB2,397 million with interest rates ranging from 0.46% to 1.50% per annum).

**41.4 Related party transactions with a joint venture****(a) Related party transactions**

|                                                         | Note | 2017       | 2016 |
|---------------------------------------------------------|------|------------|------|
| <b>Transactions with a joint venture</b>                |      |            |      |
| Unsecured entrusted loans from joint venture            | (i)  | <b>100</b> |      |
| Repayment of unsecured entrusted loans to joint venture | (i)  | <b>60</b>  |      |
| Net deposits from a joint venture with Finance Company  |      | <b>12</b>  |      |

- (i) On 24 April 2017, the Group borrowed an unsecured entrusted loan from Smart Steps Digital Technology Co., Ltd., a joint venture company of the Group, of RMB50 million with a maturity period of 6 months and interest rate at 3.92% per annum, and was fully repaid in October 2017.

On 24 October 2017, the Group borrowed an unsecured loan from Smart Steps Digital Technology Co., Ltd., of RMB50 million with a maturity period of 1 year and interest rate at 3.92% per annum, and repaid RMB10 million in December 2017.

**(b) Amounts due to a joint venture**

Amounts due to a joint venture as of 31 December 2017 also included a balance of deposits received by Finance Company from Smart Steps Digital Technology Co., Ltd. of RMB12 million with interest rates ranging from 0.42% to 1.48% per annum for saving and fixed deposits of different terms (2016: Nil).

**41.5 Operating lease and other commitments to related parties**

As at 31 December 2017 and 2016, the Group had commitments to related parties in respect of total future aggregate minimum operating lease payments under non-cancellable operating leases and other commitments totalled RMB35,857 million and RMB49,038 million respectively.

**42. CONTINGENCIES AND COMMITMENTS****42.1 Capital commitments**

As at 31 December 2017 and 2016, the Group had capital commitments, mainly in relation to the construction of telecommunications network, as follows:

|                                   | 2017                  |           |        | 2016   |
|-----------------------------------|-----------------------|-----------|--------|--------|
|                                   | Land and<br>buildings | Equipment | Total  | Total  |
| Authorised and contracted for     | 1,541                 | 11,543    | 13,084 | 13,473 |
| Authorised but not contracted for | 11,998                | 25,795    | 37,793 | 35,286 |
|                                   | 13,539                | 37,338    | 50,877 | 48,759 |

**42.2 Operating lease and other commitments**

As at 31 December 2017 and 2016, the Group had total future aggregate minimum operating lease payments under non- cancellable operating leases and other commitments as follows:

|                                                   | 2017                  |           |                          |        | 2016   |
|---------------------------------------------------|-----------------------|-----------|--------------------------|--------|--------|
|                                                   | Land and<br>buildings | Equipment | Ancillary<br>facilities* | Total  | Total  |
| Arrangements expiring:                            |                       |           |                          |        |        |
| not later than one year                           | 1,263                 | 13,615    | 4,253                    | 19,131 | 17,191 |
| later than one year and not later than five years | 2,533                 | 20,662    | 6,385                    | 29,580 | 41,490 |
| later than five years                             | 97                    | 880       |                          | 977    | 1,503  |
|                                                   | 3,893                 | 35,157    | 10,638                   | 49,688 | 60,184 |

\* The amount included payment commitments for non-lease elements.

**42.3 Contingent liabilities**

As at 31 December 2017, the Group had no material contingent liabilities and no material financial guarantees issued.



**43. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION**

|                                                                   | <b>As at 31 December</b> |                |
|-------------------------------------------------------------------|--------------------------|----------------|
|                                                                   | <b>2017</b>              | <b>2016</b>    |
| <b>ASSETS</b>                                                     |                          |                |
| <b>Non-current assets</b>                                         |                          |                |
| Property, plant and equipment                                     | 5                        | 10             |
| Investments in subsidiaries                                       | 234,768                  | 159,815        |
| Loan to a subsidiary                                              | 22,832                   | 32,602         |
| Financial assets at fair value through other comprehensive income | 4,070                    | 4,138          |
|                                                                   | <b>261,675</b>           | <b>196,565</b> |
| <b>Current assets</b>                                             |                          |                |
| Loan to subsidiaries                                              | 202                      | 2,467          |
| Amounts due from subsidiaries                                     | 2,510                    | 5,729          |
| Dividend receivable                                               | 2,712                    | 16,158         |
| Prepayments and other current assets                              | 60                       | 6              |
| Short-term bank deposits                                          | 3,091                    |                |
| Cash and cash equivalents                                         | 1,229                    | 1,443          |
|                                                                   | <b>9,804</b>             | <b>25,803</b>  |
| <b>Total assets</b>                                               | <b>271,479</b>           | <b>222,368</b> |
| <b>EQUITY</b>                                                     |                          |                |
| <b>Equity attributable to equity shareholders of the Company</b>  |                          |                |
| Share capital                                                     | 254,056                  | 179,102        |
| Reserves                                                          | (6,516)                  | (6,448)        |
| Retained profits                                                  |                          |                |
| Proposed final dividend                                           | 1,591                    |                |
| Others                                                            | 7,184                    | 7,869          |
| <b>Total equity</b>                                               | <b>256,315</b>           | <b>180,523</b> |

**43. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION (Continued)**

|                                              | <b>As at 31 December</b> |             |
|----------------------------------------------|--------------------------|-------------|
|                                              | <b>2017</b>              | <b>2016</b> |
| <b>LIABILITIES</b>                           |                          |             |
| <b>Current liabilities</b>                   |                          |             |
| Short-term bank loans                        | <b>12,694</b>            | 29,331      |
| Accounts payable and accrued liabilities     | <b>160</b>               | 211         |
| Loan from immediate holding company          | <b>435</b>               |             |
| Loans from subsidiaries                      | <b>928</b>               | 970         |
| Amounts due to subsidiaries                  |                          | 6,385       |
| Taxes payable                                | <b>27</b>                | 29          |
| Dividend payable                             | <b>920</b>               | 920         |
| Current portion of promissory notes          |                          | 3,999       |
|                                              | <b>15,164</b>            | 41,845      |
| <b>Total liabilities</b>                     | <b>15,164</b>            | 41,845      |
| <b>Total equity and liabilities</b>          | <b>271,479</b>           | 222,368     |
| <b>Net current liabilities</b>               | <b>(5,360)</b>           | (16,042)    |
| <b>Total assets less current liabilities</b> | <b>256,315</b>           | 180,523     |

Approved and authorised for issue by the Board of Directors on 15 March 2018 and signed on behalf of the Board by:

**Wang Xiaochu**  
Director

**Li Fushen**  
Director

#### **44. COMPARATIVE FIGURES**

Certain comparative figures have been reclassified to conform with current year's presentation.

#### **45. NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD**

##### **(a) Certain supplementary provisions**

On 31 January 2018, after arm-length negotiations and discussions, CUCL and Tower Company agreed on certain supplementary provisions based on the agreement signed between the Group and Tower Company on 8 July 2016, which mainly relate to a reduction in cost margin of Tower Company which forms the benchmark for pricing and an increase in co-tenancy discount rates offered to the Group regarding towers under co-sharing arrangement. The new terms apply to the leased tower portfolio as confirmed by both parties and will be effective from 1 January 2018 for a period of five years.

##### **(b) Restrictive shares**

On 9 February 2018, the Board of Directors of A Share Company approved to implement an employee restrictive share incentive scheme. Under the initial grant, 848 million restrictive shares of A Share Company will be granted to employees, including the Group's eligible employees, with unlocking conditions prescribed for operating units and individuals on a predetermined basis.

##### **(c) Proposed dividend**

After the statement of financial position date, the Board of Directors proposed a final dividend for 2017. For details, please refer to Note 30.

#### **46. APPROVAL OF FINANCIAL STATEMENTS**

The financial statements were approved by the Board of Directors on 15 March 2018.

## Financial Summary

For the five-year ended 31 December 2017

(All amounts in RMB millions, except per share data)

Selected financial summary for 2013 to 2017, including selected consolidated statement of income data and consolidated statement of financial position data for 2013, 2014, 2015, 2016 and 2017 were prepared in accordance with IFRSs/HKFRSs.

## RESULTS

## Selected Statement of Income Data

|                                              | 2017         | 2016       | 2015          | 2014          | 2013          |
|----------------------------------------------|--------------|------------|---------------|---------------|---------------|
| Revenue                                      | 274,829      | 274,197    | 277,049       | 284,681       | 295,038       |
| Interconnection charges                      | (12,617)     | (12,739)   | (13,093)      | (14,599)      | (20,208)      |
| Depreciation and amortisation                | (77,492)     | (76,805)   | (76,738)      | (73,868)      | (68,196)      |
| Network, operation and support expenses      | (54,507)     | (51,167)   | (42,308)      | (37,851)      | (33,704)      |
| Employee benefit expenses                    | (42,471)     | (36,907)   | (35,140)      | (34,652)      | (31,783)      |
| Costs of telecommunications products sold    | (26,643)     | (39,301)   | (46,079)      | (44,863)      | (64,365)      |
| Other operating expenses                     | (57,166)     | (54,585)   | (52,927)      | (59,945)      | (61,015)      |
| Finance costs                                | (5,734)      | (5,017)    | (6,934)       | (4,617)       | (3,113)       |
| Interest income                              | 1,647        | 1,160      | 438           | 283           | 173           |
| Share of net profit/(loss) of associates     | 893          | 204        | (759)         |               |               |
| Share of net profit/(loss) of joint ventures | 574          | 153        | (42)          |               |               |
| Other income net                             | 1,280        | 1,591      | 10,568        | 1,362         | 887           |
| <b>Profit before income tax</b>              | <b>2,593</b> | <b>784</b> | <b>14,035</b> | <b>15,931</b> | <b>13,714</b> |
| Income tax expenses                          | (743)        | (154)      | (3,473)       | (3,876)       | (3,306)       |
| <b>Profit for the year</b>                   | <b>1,850</b> | <b>630</b> | <b>10,562</b> | <b>12,055</b> | <b>10,408</b> |

## Attributable to:

|                                    |       |     |        |        |        |
|------------------------------------|-------|-----|--------|--------|--------|
| Equity shareholders of the Company | 1,828 | 625 | 10,562 | 12,055 | 10,408 |
| Non-controlling interests          | 22    | 5   |        |        |        |

|                                                                                         | 2017 | 2016 | 2015 | 2014 | 2013 |
|-----------------------------------------------------------------------------------------|------|------|------|------|------|
| <b>Earnings per share for profit attributable to equity shareholders of the Company</b> |      |      |      |      |      |
| basic (RMB)                                                                             | 0.07 | 0.03 | 0.44 | 0.51 | 0.44 |
| diluted (RMB)                                                                           | 0.07 | 0.03 | 0.44 | 0.49 | 0.43 |



**RESULTS (Continued)****Selected Statement of Financial Position Data**

|                                                                   | 2017           | 2016    | 2015    | 2014    | 2013    |
|-------------------------------------------------------------------|----------------|---------|---------|---------|---------|
| Property, plant and equipment                                     | <b>416,596</b> | 451,115 | 454,631 | 438,321 | 431,625 |
| Financial assets at fair value through other comprehensive income | <b>4,286</b>   | 4,326   | 4,852   | 5,902   | 6,497   |
| Current assets                                                    | <b>76,722</b>  | 82,218  | 56,670  | 56,574  | 52,210  |
| Accounts receivable                                               | <b>13,964</b>  | 13,622  | 14,957  | 14,671  | 14,842  |
| Cash and cash equivalents                                         | <b>32,836</b>  | 23,633  | 21,755  | 25,308  | 21,506  |
| Total assets                                                      | <b>571,983</b> | 614,154 | 610,346 | 545,072 | 529,171 |
| Current liabilities                                               | <b>242,622</b> | 342,655 | 336,074 | 291,920 | 295,239 |
| Accounts payable and accrued liabilities                          | <b>125,260</b> | 143,224 | 167,396 | 120,371 | 102,212 |
| Short-term bank loans                                             | <b>22,500</b>  | 76,994  | 83,852  | 91,503  | 94,470  |
| Commercial papers                                                 | <b>8,991</b>   | 35,958  | 19,945  | 9,979   | 35,000  |
| Current portion of promissory notes                               | <b>17,960</b>  | 18,976  | 2,499   |         |         |
| Current portion of corporate bonds                                |                | 2,000   |         |         |         |
| Current portion of long-term bank loans                           | <b>410</b>     | 161     | 84      | 45      | 48      |
| Convertible bonds                                                 |                |         |         | 11,167  | 11,002  |
| Long-term bank loans                                              | <b>3,473</b>   | 4,495   | 1,748   | 420     | 481     |
| Promissory notes                                                  |                | 17,906  | 36,928  | 21,460  |         |
| Corporate bonds                                                   | <b>17,981</b>  | 17,970  | 2,000   | 2,000   | 2,000   |
| Total liabilities                                                 | <b>267,636</b> | 386,472 | 379,130 | 317,531 | 310,272 |
| Total equity                                                      | <b>304,347</b> | 227,682 | 231,216 | 227,541 | 218,899 |

Corporate Information

**BOARD OF DIRECTORS** (As At 15 March 2018)

**Executive Directors**

**Wang Xiaochu** *Executive Director,*

*Chairman and Chief Executive Officer*

**Lu Yimin** *Executive Director and President*

**Li Fushen** *Executive Director and Chief Financial Officer*

**Shao Guanglu** *Executive Director and Senior Vice President*

**Non-Executive Director**

**Cesareo Alierta Izuel**

**Independent Non-Executive Directors**

**Cheung Wing Lam Linus**

**Wong Wai Ming**

**Chung Shui Ming Timpson**

**Law Fan Chiu Fun Fanny**

**Audit Committee**

Wong Wai Ming (*Chairman*)

Cheung Wing Lam Linus

Chung Shui Ming Timpson

Law Fan Chiu Fun Fanny

**Remuneration Committee**

Cheung Wing Lam Linus (*Chairman*)

Wong Wai Ming

Chung Shui Ming Timpson

**Nomination Committee**

Chung Shui Ming Timpson (*Chairman*)

Wang Xiaochu

Law Fan Chiu Fun Fanny

**QUALIFIED ACCOUNTANT AND**

**COMPANY SECRETARY**

Yung Shun Loy Jacky

**AUDITOR**

KPMG

**LEGAL ADVISORS**

Freshfields Bruckhaus Deringer

Sullivan & Cromwell LLP

**REGISTERED OFFICE**

75th Floor,

The Center, 99 Queen's Road Central,

Hong Kong

Tel: (852) 2126 2018

**MAJOR SUBSIDIARY**

China United Network Communications Corporation Limited

No. 21 Financial Street,

Xicheng District, Beijing 100033, P.R.C.

Tel: (86) 10 6625 9550

**SHARE REGISTRAR**

Hong Kong Registrars Limited

Shops 1712-1716,

17th Floor, Hopewell Centre



183 Queen's Road East,

Wanchai, Hong Kong

Tel: (852) 2862 8555

Fax: (852) 2865 0990

Email: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)

#### **AMERICAN DEPOSITARY RECEIPTS DEPOSITARY**

The Bank of New York Mellon

BNY Mellon Shareowner Services

P.O. Box 30170, College Station, TX 77842-3170

Tel: 1-888-269-2377 (toll free in USA)

1-201-680-6825 (international)

Email: [shrrelations@cpushareownerservices.com](mailto:shrrelations@cpushareownerservices.com)

#### **PUBLICATIONS**

Under the United States securities law, the Company is required to file an annual report on Form 20-F with the United States Securities and Exchange Commission by 30 April 2018. Copies of the annual report as well as the U.S. annual report on Form 20-F, once filed, will be available at:

**Hong Kong** China Unicom (Hong Kong) Limited

75th Floor, The Center

99 Queen's Road Central, Hong Kong

**United States** The Bank of New York Mellon

101 Barclay Street

New York, NY 10286, USA

#### **STOCK CODE**

Hong Kong Stock Exchange: 0762

New York Stock Exchange: CHU

ISIN: US16945R1041

CUSIP: 16945R104

**COMPANY WEBSITE**

[www.chinaunicom.com.hk](http://www.chinaunicom.com.hk)

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

**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.

**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.**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 0762)**

**PROPOSED GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE  
SHARES, PROPOSED RE-ELECTION OF  
DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

The AGM will be convened at 11:00 a.m. on 11 May 2018 at Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong. The Notice of AGM is set out on pages 12 to 15 of this circular.

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 proxy form to the Company's Share Registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as practicable and in any event by not later than 48 hours before the time appointed for holding the AGM. The completion and return of the proxy form will not preclude you from attending and voting in person at the AGM should you so wish.

4 April 2018

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## 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 11 May 2018 at Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong                                                                                  |
| Articles of Association | the articles of association of China Unicom (Hong Kong) Limited                                                                                                                                                                            |
| 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 Notice of AGM 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 |
| 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 | 23 March 2018                                                                                                                                                                                                                              |
| Listing Rules           | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited                                                                                                                                                   |
| Notice of AGM           | notice of the AGM dated 4 April 2018                                                                                                                                                                                                       |
| Shareholder(s)          | holder(s) of the Shares                                                                                                                                                                                                                    |
| Shares                  | shares in the share capital of the Company                                                                                                                                                                                                 |
| Stock Exchange          | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                    |
| Takeovers Code          | Hong Kong Code on Takeovers and Mergers                                                                                                                                                                                                    |

## DEFINITIONS

UnicomChina Unicom (BVI) Limited, a company incorporated under the laws of the British Virgin Islands and an BVI immediate controlling shareholder of the Company

Unicom &#22283;&#32879;&#21512;&#32178;&#32097; &#38598;&#22296;&#26377;&#38480;&#20844;&#21496; Group (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

Unicom Group China Unicom Group Corporation (BVI) Limited, a company incorporated under the laws of the British Virgin BVI Islands and an immediate controlling shareholder of the Company

**LETTER FROM THE BOARD**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 0762)**

*Executive Directors:*

Wang Xiaochu

Lu Yimin

Li Fushen

Shao Guanglu

*Registered office:*

75th Floor, The Center

99 Queen's Road Central

Hong Kong

*Non-executive Director:*

Cesareo Alierta Izuel

4 April 2018

*Independent Non-executive Directors:*

Cheung Wing Lam Linus

Wong Wai Ming

Chung Shui Ming Timpson

Law Fan Chiu Fun Fanny

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO**



**BUY BACK SHARES AND TO ISSUE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with details of (1) the proposed general mandate to buy back shares and to issue Shares of the Company, (2) the proposed re-election of Directors, and (3) the Notice of AGM.

## LETTER FROM THE BOARD

### 2. PROPOSED GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES

A general mandate was granted to the Board to exercise the power of the Company to buy back Shares at the last annual general meeting of the Company held on 10 May 2017. 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 Notice of AGM 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 general mandate was granted to the Board to exercise the power of the Company to issue Shares at the last annual general meeting of the Company held 10 May 2017. 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 issue Shares as more details are set out in item 6 of the Notice of AGM.

A resolution as set out in item 7 of the Notice of AGM 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 RE-ELECTION OF DIRECTORS

Pursuant to the Articles of Association, Mr. Li Fushen, Mr. Chung Shui Ming Timpson and Mrs. Law Fan Chui Fun Fanny (together, the Directors for Re-Election ) will retire at the AGM and, being eligible, offer themselves for re-election.

Mr. Li Fushen has been acting as an Executive Director and Chief Financial Officer of the Company for approximately 7 years. Mr. Chung Shui Ming Timpson and Mrs. Law Fan Chui Fun Fanny have been acting as an Independent Non-Executive Director of the Company for approximately 9 and 5 years respectively. During their tenure as a Director, they have provided excellent advice on the affairs of the Company from time to time, which promoted and enhanced the management of the Company and standardised the corporate governance practice of the Company. Mr. Chung Shui Ming Timpson and Mrs. Law Fan Chui Fun Fanny have both confirmed to the Company that they are in compliance with the requirements of independence pursuant to Rule 3.13 of the Listing Rules. The Company has conducted assessment on their independence, and is of the view that each of them complies with the guidelines on independence as set out in Rule 3.13 of the Listing Rules and that Mr. Chung Shui Ming Timpson and Mrs. Law Fan Chui Fun Fanny are considered as independent in accordance with the provisions of the guidelines. The Nomination Committee and the Board of the Company are of the view that the re-election of the three Directors to be Directors of the Company can enhance the level of management of the Company through leveraging their professional experience and knowledge, promote the objective decision-making of the Board and contribute to the full and

impartial supervision of the management of the Company in accordance with the interests of the Company and the Shareholders as a whole.

## LETTER FROM THE BOARD

The biographies of the proposed Directors for Re-Election are set out in the Appendix II to this circular.

Except as noted in the biographies, the Directors for Re-Election have not held any other directorships in any listed public companies in the last three years nor any post in an affiliated company of the Group. Further, none of the Directors for Re-Election is connected with any Directors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chung Shui Ming Timpson had personal interests in 6,000 Shares of the Company, representing approximately 0.0000% of the issued shares of the Company. Save the above, the Directors for Re-Election did not have any other interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Please refer to the 2017 Annual Report of the Company for details of the remuneration of Mr. Li Fushen, Mr. Chung Shui Ming Timpson and Mrs. Law Fan Chui Fun Fanny in 2017. The terms of services agreed between the Directors for Re-Election and the Company neither specify the length of service nor require the Company to give more than one year's advance notice or to make payments equivalent to more than one year's remuneration to terminate the service (other than statutory compensation). However, the Directors are subject to retirement at annual general meetings in accordance with the Articles of Association. The proposed remuneration package of directors of the Company will be determined by the Remuneration Committee, subject to approval by the Board and in compliance with applicable PRC laws, regulations and policies, and taking into account the responsibilities of such person in the Company, his experience and performance as well as the prevailing market conditions. The Company will disclose as and when appropriate once the proposed remuneration packages for such persons have been determined.

Save as disclosed in this circular, each of the Directors for Re-Election has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders of the Company and that there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### 4. ANNUAL GENERAL MEETING

The AGM will be convened at 11:00 a.m. on 11 May 2018 at Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong. The Notice of AGM is set out on pages 12 to 15 of this circular. 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 proxy form to the Company's share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as practicable and in any event by not later than 48 hours before the time appointed for holding the AGM. The completion and return of the proxy form will not preclude you from attending and voting in person at the AGM should you so wish.



**LETTER FROM THE BOARD**

**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. Accordingly, the Board recommends you to vote in favour of all of the resolutions at the AGM.

By Order of the Board

**China Unicom (Hong Kong) Limited**

**Wang Xiaochu**

*Chairman and Chief Executive Officer*

## **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 239 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, 30,598,124,345 Shares were in issue and outstanding. On the basis of such figure, the Directors would be authorised to buy back up to 3,059,812,434 Shares during the period up to the date of the next annual general meeting in 2019, 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 2017) 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.

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

### **DISCLOSURE OF INTERESTS**

None of the Directors, and to the best of their knowledge, having made all reasonable enquires, none of their associates (as defined under the Listing Rules), have any present intention to sell Shares to the Company or its subsidiaries if the Buy-back Mandate is approved by the Shareholders. No core connected persons (as defined under the Listing Rules) 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 16,376,043,282 Shares, representing approximately 53.52% 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 59.47% 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 26.41% 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 29.35% of the reduced number of issued and outstanding Shares based on Unicom Group BVI's beneficial 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 79.93% 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 Group. 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.

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

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>2017</b>                                        |                            |               |
| March                                              | 10.76                      | 9.22          |
| April                                              | 11.20                      | 9.99          |
| May                                                | 11.36                      | 9.82          |
| June                                               | 12.10                      | 10.92         |
| July                                               | 11.82                      | 10.38         |
| August                                             | 13.24                      | 11.04         |
| September                                          | 11.76                      | 10.76         |
| October                                            | 11.64                      | 10.90         |
| November                                           | 12.28                      | 11.04         |
| December                                           | 11.46                      | 10.32         |
| <b>2018</b>                                        |                            |               |
| January                                            | 11.94                      | 10.58         |
| February                                           | 11.92                      | 9.81          |
| March (up to the latest practicable 23 March 2018) | 10.12                      | 9.22          |

## **APPENDIX II BIOGRAPHIES OF THE PROPOSED DIRECTORS FOR RE-ELECTION**

### **BIOGRAPHIES OF THE DIRECTORS FOR RE-ELECTION AT THE AGM**

#### **Mr. Li Fushen**

##### *Executive Director and Chief Financial Officer*

Aged 55, was appointed in March 2011 as an Executive Director and Chief Financial Officer of the Company. Mr. Li graduated from the Jilin Engineering Institute in 1988 and received a master's degree in management from the Australian National University in 2004. Mr. Li served as Deputy General Manager of the former Jilin Provincial Telecommunications Company and Jilin Communications Company, General Manager of the Finance Department of China Network Communications Group Corporation ( Netcom Group ), the Chief Accountant of Netcom Group, Chief Financial Officer of China Netcom Group Corporation (Hong Kong) Limited ( China Netcom ), Executive Director of China Netcom, Joint Company Secretary of China Netcom and Senior Vice President of the Company. In addition, Mr. Li has served as a Non-Executive Director of PCCW Limited (listed on the Hong Kong Stock Exchange with an American Depositary Receipts trading on OTC Markets Group Inc.) since July 2007, a Non-Executive Director of HKT Limited (HKT Trust and HKT Limited are listed on the Hong Kong Stock Exchange) and HKT Management Limited (the trustee-manager of the HKT Trust) since November 2011. Mr. Li is a Vice General Manager and Chief Accountant of China United Network Communications Group Company Limited, a Director and Senior Vice President of China United Network Communications Limited, as well as a Director and Senior Vice President of China United Network Communications Corporation Limited. Mr. Li has worked in the telecommunications industry for a long period of time and has extensive management experience.

#### **Mr. Chung Shui Ming Timpson**

##### *Independent Non-Executive Director*

Aged 66, was appointed in October 2008 as an Independent Non-Executive Director of the Company. Mr. Chung is a member of the National Committee of the 13th Chinese People's Political Consultative Conference. He is also the Pro-Chancellor of the City University of Hong Kong. Besides, Mr. Chung is an Independent Non-Executive Director of Glorious Sun Enterprises Limited, The Miramar Hotel & Investment Co. Limited, China Overseas Grand Oceans Group Limited, China Everbright Limited, China Construction Bank Corporation, Jinmao Hotel and Jinmao (China) Hotel Investments and Management Limited (formerly known as Jinmao Investments and Jinmao (China) Investments Holdings Limited ), China Railway Group Limited (all listed on the Hong Kong Stock Exchange). From October 2004 to October 2008, Mr. Chung served as an Independent Non-Executive Director of China Netcom. Formerly, he was the Chairman of China Business of Jardine Fleming Holdings Limited and the Deputy Chief Executive Officer of BOC International Limited. He was also the Director-General of Democratic Alliance for the Betterment and Progress of Hong Kong, the Chairman of the Advisory Committee on Arts Development, the Chairman of the Council of the City University of Hong Kong, the Chairman of the Hong Kong Housing Society, a member of the Executive Council of the Hong Kong Special Administrative Region, the Vice Chairman of the Land Fund Advisory Committee of Hong Kong Special Administrative Region Government, a member of the Managing Board of the Kowloon-Canton Railway Corporation, a member of the Hong Kong Housing Authority, a member of the Disaster Relief Fund Advisory Committee, an Independent Non-Executive Director of Henderson Land Development Company Limited and Nine

Dragons Paper (Holdings) Limited, an Independent Director of China Everbright Bank Company Limited and China State Construction Eng. Corp. Ltd. and an Outside Director of China Mobile Communications Corporation. Mr. Chung holds a bachelor of science degree from the University of Hong Kong and a master's degree in business administration from the Chinese University of Hong Kong. Mr. Chung also received an honorary doctoral degree in Social Science from the City University of Hong Kong in 2010. Mr. Chung is a fellow member of the Hong Kong Institute of Certified Public Accountants.

## **APPENDIX II BIOGRAPHIES OF THE PROPOSED DIRECTORS FOR RE-ELECTION**

### **Mrs. Law Fan Chiu Fun Fanny**

#### *Independent Non-Executive Director*

Aged 65, was appointed in November 2012 as an Independent Non-Executive Director of the Company. Mrs. Law is currently Chairman of the Board of Directors of Hong Kong Science and Technology Parks Corporation, a Member of the Executive Council of the Government of the Hong Kong Special Administrative Region ( HKSAR ), the Special Adviser to the China-US Exchange Foundation, a Director of the Fan Family Trust Fund and the Honorary Principal of Ningbo Huizhen Academy. Besides, Mrs. Law is an Independent Non-Executive Director of CLP Holdings Limited and DTXS Silk Road Investment Holdings Company Limited (formerly known as UDL Holdings Limited ) and Nameson Holdings Limited (all listed on the Hong Kong Stock Exchange), as well as External Director of China Resources (Holdings) Co., Limited. Mrs. Law served as a Deputy of HKSAR to the National People's Congress of the People's Republic of China. Prior to her retirement from the civil service in 2007, Mrs. Law was the Commissioner of the Hong Kong Independent Commission Against Corruption. During her 30 years as an Administrative Officer, Mrs. Law has worked in many fields, including medical and health, economic services, housing, land and planning, home affairs, social welfare, civil service, transport and education. Mrs. Law graduated from the University of Hong Kong with an Honours degree in Science, and in 2009 was named an outstanding alumnus of the Science Faculty of the University of Hong Kong. She received a Master degree in Public Administration from Harvard University and was named a Littauer Fellow of Harvard University. She also holds a Master degree in Education from the Chinese University of Hong Kong and is a Fellow of The Hong Kong Institute of Directors.

## NOTICE OF ANNUAL GENERAL MEETING

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 0762)**

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of China Unicom (Hong Kong) Limited (the Company) will be held on 11 May 2018 at 11:00 a.m. at Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, 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 2017.
2. To declare a final dividend for the year ended 31 December 2017.
3. To re-elect Directors and to authorise the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint KPMG and KPMG Huazhen LLP as the auditors of the Group for Hong Kong financial reporting and U.S. financial reporting purposes, respectively, and to authorise the Board of Directors to fix their remuneration for the year ending 31 December 2018.

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 (the 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;

## NOTICE OF ANNUAL GENERAL MEETING

- (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% 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: (1) 20% of the total number of Shares in issue at the date of passing this Resolution, plus (2) (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% of the total number of Shares in issue at the date of passing this Resolution), and the said approval shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(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 (2) of paragraph (c) of such resolution.

By Order of the Board of

**China Unicom (Hong Kong) Limited**

**Yung Shun Loy Jacky**

*Company Secretary*

Hong Kong, 4 April 2018

*Notes:*

1. Details of the resolutions stated above are set out in the 2017 annual report and the circular dated 4 April 2018 of the Company.
2. Any member entitled to attend and vote at the Annual General 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.
3. In order to be valid, a proxy form 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 share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at least 48 hours before the time for holding the Annual General Meeting. Completion and return of a proxy form will not preclude a member from attending and voting in person if he/she is subsequently able to be present.

## NOTICE OF ANNUAL GENERAL MEETING

4. The Directors have recommended a final dividend for the year ended 31 December 2017 of RMB0.052 per share (the 2017 Final Dividend ) and subject to the passing of the Resolution 2 above, the 2017 Final Dividend is expected to be paid in Hong Kong dollars on or about 12 June 2018 to those shareholders whose names appear on the Company's register of shareholders on 18 May 2018.

5. For the purpose of ascertaining the shareholders' rights to attend and vote at the Annual General Meeting (and any adjournment thereof), and entitlement to the 2017 Final Dividend, the register of members of the Company will be closed. Details of such closures are set out below:

(1) For ascertaining the shareholders' rights to attend and vote at the Annual General Meeting:

Latest time to lodge transfer documents for  
registration

4:30 p.m. of 4 May 2018

Closure of register of members

From 7 May 2018 to 11 May 2018

Record date

7 May 2018

(2) For ascertaining the shareholders' entitlement to the 2017 Final Dividend:

4:30 p.m. of 17 May 2018

Latest time to lodge transfer documents for  
registration Closure of register of members

18 May 2018

Record date

18 May 2018

During the above closure periods, no transfer of shares will be registered. To be eligible to attend and vote at the Annual General Meeting, and to qualify for the 2017 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 the aforementioned latest times.

6. In relation to the Ordinary Resolution set out in item 3 of the Notice, Mr. Li Fushen, Mr. Chung Shui Ming Timpson and Mrs. Law Fan Chui Fun Fanny will retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

7.

All resolutions proposed at the Annual General Meeting will be voted by poll. The poll results will be published on the Company's and The Stock Exchange of Hong Kong Limited's websites after the Annual General Meeting.

8. Shareholders are suggested to telephone the Company's hotline on (852) 2126 2018 for arrangements of the Annual General Meeting in the event that a No. 8 (or above) typhoon or black rainstorm warning is hoisted on the day of the Annual General Meeting.

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

Executive directors : Wang Xiaochu, Lu Yimin, Li Fushen and Shao Guanglu

Non-executive director : Cesareo Alierta Izuel

Independent non-executive directors : Cheung Wing Lam Linus, Wong Wai Ming,

Chung Shui Ming Timpson and Law Fan Chiu Fun Fanny