

Edgar Filing: China Netcom Group CORP (Hong Kong) LTD - Form 6-K

China Netcom Group CORP (Hong Kong) LTD  
Form 6-K  
October 26, 2005

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of October, 2005

(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 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  
registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_. )

N/A

China Netcom Group Corporation (Hong Kong) Limited  
Building C, No. 156, Fuxingmennei Avenue  
Xicheng District  
Beijing, 100031 PRC

This Form 6-K consists of:

The announcement on poll results at the extraordinary general meeting held on  
25 October 2005 by China Netcom Group Corporation (Hong Kong) Limited (the  
"Registrant"), made by the Registrant in English on October 25, 2005.

SIGNATURE

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 under-signed, thereunto duly authorized.

CHINA NETCOM GROUP CORPORATION (HONG KONG) LIMITED

By /s/ Zhang Xiaotie  
-----

By /s/ Mok Kam Wan  
-----

Name: Zhang Xiaotie and Mok Kam Wan

Title: Joint Company Secretaries

Date: October 25, 2005

[GRAPHIC OMITTED]

CHINA NETCOM GROUP CORPORATION (HONG KONG) LIMITED

[GRAPHIC OMITTED]

(incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 906)

Extraordinary General Meeting held on 25 October 2005  
Poll Results

## Edgar Filing: China Netcom Group CORP (Hong Kong) LTD - Form 6-K

The board of directors (the "Board") of China Netcom Group Corporation (Hong Kong) Limited (the "Company") is pleased to announce that the resolutions proposed at the Extraordinary General Meeting of the Company held in Nathan Room, Conrad Hotel, Hong Kong on 25 October 2005 were duly passed as ordinary resolutions. The poll results in respect of such ordinary resolutions are as follows:

| Ordinary resolutions passed at the Extraordinary General Meeting  | No. of Votes<br>(%)                 |
|---|-------------------------------------|
| For   |                                     |
| <p>1. The conditional sale and purchase agreement dated 12 September 2005 (the "Acquisition Agreement") entered into among the Company, China Netcom Group Corporation (BVI) Limited ("CNC BVI") and China Network Communications Group Corporation ("China Netcom Group"), a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked "A", pursuant to which, inter alia, CNC BVI has agreed as legal and beneficial owner to sell, and the Company has agreed to purchase, the entire issued share capital of China Netcom Group New Horizon Communications Corporation (BVI) Limited, which holds the entire equity interest in China Netcom Group New Horizon Communications Corporation Limited which in turn owns the assets and liabilities and the business operations for the provision of fixed-line telephone services, broadband and other Internet-related services in Heilongjiang Province, Jilin Province, Neimenggu Autonomous Region and Shanxi Province in the People's Republic of China, at a consideration of RMB12,800 million, comprising an initial consideration of RMB3,000 million payable in cash to CNC BVI and a deferred consideration of RMB9,800 million payable within five years after completion of the acquisition contemplated under the Acquisition Agreement, be and is hereby generally and unconditionally approved and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the Acquisition Agreement.</p> <p>As more than 50% of the votes were cast in favour of this resolution, the resolution was passed as an ordinary resolution.</p> | <p>1,303,975,809<br/>(99.99998)</p> |
| <p>2. Subject to the passing of Ordinary Resolution No.1 set out in the notice convening the Extraordinary General Meeting at which this Resolution is proposed, the continuing connected transactions contemplated under the Engineering and Information Technology Services Agreement and the Materials Procurement Agreement, as described in the paragraph headed "Continuing Connected Transactions" under the section "Letter from the Chairman" of the circular of the Company dated 23 September 2005, together with the relevant annual caps be and are hereby approved and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions.</p> <p>As more than 50% of the votes were cast in favour of this resolution, the resolution was</p>  | <p>1,303,695,569<br/>(99.99996)</p> |

Edgar Filing: China Netcom Group CORP (Hong Kong) LTD - Form 6-K

|       |       |   |                                |
|-------|-------|---|--------------------------------|
|       |       | passed as an ordinary resolution.   |                                |
| ----- | ----- | -----   | -----                          |
| 3.    |       | Subject to the passing of Ordinary Resolution No.1 set out in the notice convening the Extraordinary General Meeting at which this Resolution is proposed, the continuing connected transactions contemplated under the Domestic Interconnection Settlement Agreement and the International Long Distance Voice Services Settlement Agreement, as described in the paragraph headed "Continuing Connected Transactions" under the section "Letter from the Chairman" of the circular of the Company dated 23 September 2005 and for which continuing connected transactions no annual caps have been proposed, be and are hereby approved and the directors of the Company be and are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of such continuing connected transactions. | 1,302,366,069<br>(100.00000) 0 |
|       |       | -----   |                                |
|       |       | As more than 50% of the votes were cast in favour of this resolution, the resolution was passed as an ordinary resolution.  |                                |
| ----- | ----- | -----   | -----                          |

The Company anticipates that completion of the Acquisition will take place on 31 October 2005.

As at the date of the Extraordinary General Meeting, the number of issued shares of the Company was 6,593,529,000 shares. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), China Netcom Group Corporation (BVI) Limited, the controlling shareholder of the Company which beneficially owns 4,647,449,014 shares, representing approximately 70.49% of the issued share capital of the Company, and its associates as defined in the Listing Rules, have abstained from voting at the Extraordinary General Meeting in respect of their beneficial interests. The total number of shares entitling the holders to attend and vote for or against the proposed resolutions at the Extraordinary General Meeting was 1,946,079,986 shares. There was no share entitling the holder to attend and vote only against the proposed resolutions at the Extraordinary General Meeting.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company, acted as scrutineer for the vote-taking at the Extraordinary General Meeting.

By Order of the Board  
Zhang Xiaotie                      Mok Kam Wan  
Joint Company Secretaries

Hong Kong, 25 October 2005

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