

SMARTONE TELECOMMUNICATIONS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00315)

Proxy Form for Annual General Meeting

I/We, _____

of _____

being the registered holder(s) of _____ shares¹ of HK\$0.10 each in the capital of

the Company hereby appoint² _____

of _____

or failing him the Chairman of the meeting as my/our proxy to vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at World Trade Centre Club, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 4 November 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following Resolutions set out in the Notice convening the said Meeting:

	Resolutions	For ³	Against ³
1.	To adopt the audited financial statements and the Reports of the Directors and Auditors for the year ended 30 June 2010.		
2.	To approve the payment of final dividend.		
3.	(i) (a) To re-elect Mr. Raymond Ping-luen Kwok as Director;		
	(b) to re-elect Mr. Wing-yui Cheung as Director;		
	(c) to re-elect Mr. David Norman Prince as Director;		
	(d) to re-elect Mr. Thomas Hon-wah Siu as Director;		
	(e) to re-elect Mr. Alfred Wing-kit Tsim as Director;		
	(f) to re-elect Dr. Eric Ka-cheung Li as Director; and		
	(ii) to authorise the Board of Directors to fix the fees of Directors.		
4.	To re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.		
5.	To give a general mandate to the Board of Directors to issue and dispose of additional shares in the Company not exceeding 10% of the nominal amount of the issued share capital.		
6.	To give a general mandate to the Board of Directors to repurchase shares of the Company not exceeding 10% of the nominal amount of the issued share capital.		
7.	To extend the general mandate granted to the Board of Directors to issue shares in the capital of the Company by the number of shares repurchased.		

Signed this _____ day of _____, 2010 Signature(s) _____

Notes:

1. Please insert the number of shares of HK\$0.10 each in the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
2. If the name of the proxy is not inserted, the Chairman of the meeting shall be your proxy.
3. Please indicate with an "X" in the relevant box which way you wish your votes to be cast. If no indication is given, the proxy will vote or abstain at his discretion.
4. Corporations must execute this form under their common seal or by an officer or attorney duly authorised.
5. In order to be valid, a form of proxy must be returned to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time appointed for holding the meeting.
6. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
7. A proxy need not be a member of the Company.
8. Any alteration made to this form of proxy must be initialed by the person who signs it.