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If you have sold or transferred all your shares in SmarTone Telecommunications Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SMARTONE TELECOMMUNICATIONS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00315)

**PROPOSED BONUS ISSUE OF SHARES,
PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL,
PROPOSED GENERAL MANDATE TO ISSUE SHARES,
PROPOSED RE-ELECTION OF DIRECTOR
AND
NOTICE OF SPECIAL GENERAL MEETING**

A letter from the Board of the Company is set out on pages 4 to 9 of this circular. Notice of the special general meeting of SmarTone Telecommunications Holdings Limited to be held at World Trade Centre Club, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 29 March 2011 at 10:00 a.m. is set out on pages 10 to 13 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting, to the office of the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or adjourned meeting should you so wish.

11 March 2011

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DEFINITIONS

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

“Board”	the board of Directors;
“Bonus Issue”	the proposed bonus issue of Shares on the basis of one Bonus Share for every existing Share in issue on the Record Date;
“Bonus Shares”	new Shares proposed to be issued pursuant to the Bonus Issue;
“CCASS”	Central Clearing and Settlement System established and operated by HKSCC;
“Company”	SmarTone Telecommunications Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange;
“Directors”	the directors of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	Wednesday, 9 March 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Mr. Miller”	Mr. John Anthony Miller, a non-executive Director;
“Overseas Shareholders”	Shareholders whose addresses as shown on the register of members of the Company on the Record Date are outside Hong Kong;
“Record Date”	Tuesday, 29 March 2011, being the date by reference to which entitlements to the Bonus Issue will be determined;

DEFINITIONS

“Scheme Rules”	the rules of the share option scheme of the Company adopted by the Shareholders on 15 November 2002;
“SGM”	the special general meeting of the Company to be held at World Trade Centre Club, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 29 March 2011 at 10:00 a.m., notice of which is set out on pages 10 to 13 of this circular;
“Share Options”	share options which may from time to time be granted under the share option scheme of the Company adopted by the Shareholders on 15 November 2002;
“Share Registrar”	Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong;
“Shareholders”	holders of Shares;
“Shares”	ordinary shares of HK\$0.10 each in the capital of the Company; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

EXPECTED TIMETABLE

The following is a summary of the events in relation to the proposed Bonus Issue in the form of a timetable:

2011

Last day of dealings in the Shares on a cum-entitlement basis	Tuesday, 22 March
First day of dealings in the Shares on an ex-entitlement basis	Wednesday, 23 March
Latest time for lodging transfers of the Shares for registration in order to qualify for the Bonus Issue	4:30 p.m. on Thursday, 24 March
Closure of register of members of the Company	Friday, 25 March to Tuesday, 29 March (both days inclusive)
Latest date and time to return any form of proxy for the SGM	10:00 a.m. on Sunday, 27 March
Date and time of the SGM	10:00 a.m. on Tuesday, 29 March
Record Date	Tuesday, 29 March
Register of members re-opens	Wednesday, 30 March
Certificates for the Bonus Shares expected to be despatched.	Wednesday, 6 April
Dealings in Bonus Shares expected to commence	Friday, 8 April

Note: All references to times are Hong Kong time.

The above timetable is subject to change and to the fulfilment of the conditions of the Bonus Issue. The Company will announce in compliance with the Listing Rules if the above timetable changes.

LETTER FROM THE BOARD

SMARTONE TELECOMMUNICATIONS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00315)

Directors:

*Raymond Ping-luen Kwok, *Chairman*

Douglas Li, *Chief Executive Officer*

Patrick Kai-lung Chan

*Wing-yui Cheung

*David Norman Prince

*Wing-chung Yung

*Thomas Hon-wah Siu

*Alfred Wing-kit Tsim

*John Anthony Miller

Eric Ka-cheung Li, *JP*

Leung-sing Ng, *JP*

Xiang-dong Yang

Eric Fock-kin Gan

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal Office in Hong Kong:

31st Floor

Millennium City 2

378 Kwun Tong Road

Kwun Tong

Kowloon

Hong Kong

* *Non-Executive Director*

Independent Non-Executive Director

11 March 2011

**PROPOSED BONUS ISSUE OF SHARES,
PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL,
PROPOSED GENERAL MANDATE TO ISSUE SHARES,
PROPOSED RE-ELECTION OF DIRECTOR
AND
NOTICE OF SPECIAL GENERAL MEETING**

To: the Shareholders and the holders of the Share Options (for information only)

Dear Sir or Madam,

INTRODUCTION

It was announced on 23 February 2011 that the Board has resolved to recommend the Bonus Issue, being a bonus issue of Shares on the basis of one Bonus Share for every existing Share in issue on the Record Date. As mentioned in the same announcement, the Board has also proposed that the authorised share capital of the Company be increased from HK\$100,000,000 to HK\$200,000,000 by creating 1,000,000,000 additional Shares in order to allow the Bonus Issue and any further issues of Shares and that a new general mandate to issue Shares be granted in the light of the proposed Bonus Issue.

LETTER FROM THE BOARD

It was announced on 11 November 2010 that Mr. Miller was appointed as a non-executive Director by the Board with effect from 11 November 2010 and that Mr. Miller would retire from office and offer himself for re-election at the next general meeting of the Company.

The purpose of this circular is to provide you with further details in respect of the proposed Bonus Issue, the proposed increase in authorised share capital, the proposed new general mandate to issue Shares and the proposed re-election of Mr. Miller and to give you notice of the SGM to consider and, if thought fit, approve, the proposed Bonus Issue, the proposed increase in authorised share capital and the proposed general mandate to issue Shares and to re-elect Mr. Miller.

BONUS ISSUE

The Board has resolved to recommend the Bonus Issue, being a bonus issue of Shares on the basis of one Share for every existing Share in issue on the Record Date. The Bonus Shares will be credited as fully paid by way of capitalisation of an amount equal to the total par value of the Bonus Shares standing to the credit of the contributed surplus account of the Company. Upon issuance, the Bonus Shares will rank pari passu in all respects with the then existing Shares in issue except that they will not rank for the interim dividend for the six months ended 31 December 2010.

As at the Latest Practicable Date, there were 512,575,928 Shares in issue. Assuming that there will be no change in the number of Shares in issue from the Latest Practicable Date up to (and including) the Record Date, 512,575,928 Bonus Shares will be issued under the Bonus Issue.

Conditions of the Bonus Issue

The Bonus Issue is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders approving the proposed increase in the authorised share capital of the Company;
- (ii) the passing of an ordinary resolution by the Shareholders approving the proposed Bonus Issue; and
- (iii) the Stock Exchange granting listing of, and permission to deal in, the Bonus Shares.

Reasons for the proposed Bonus Issue

Due to the recent surge in the price of the Shares, the trading value per board lot of the Shares has increased substantially. The Directors believe that the Bonus Issue will reduce the trading value per board lot of the Shares, thereby increasing the trading liquidity of the Shares as well as likely to enlarge the Shareholders' base of the Company.

LETTER FROM THE BOARD

Adjustments to the Share Options

Implementation of the Bonus Issue, under the Scheme Rules, will lead to adjustments to the exercise price and/or the number of Shares to be issued upon exercise of the Share Options. The Company will notify holders of the Share Options regarding the adjustments to be made pursuant to the terms and conditions of the Share Options and will notify the Shareholders by way of an announcement. Such adjustments will be certified by the auditor of the Company in accordance with the Scheme Rules. Save for the Share Options, the Company has no outstanding options, warrants or convertible securities to subscribe for any Shares.

Closure of register of members

The register of members of the Company will be closed from Friday, 25 March 2011 to Tuesday, 29 March 2011, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlements to the Bonus Issue, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar not later than 4:30 p.m. on Thursday, 24 March 2011.

Listing and dealing

Application has been made to the Stock Exchange for listing of, and permission to deal in, the Bonus Shares. The shares are listed on the Stock Exchange and are traded over the counter in the United States in the form of American Depositary Receipts (ADR). No part of the securities of the Company is listed or dealt in, nor is listing or permission to deal in the securities of the Company being or proposed to be sought, on any other stock exchange.

Subject to the granting of listing of, and permission to deal in, the Bonus Shares on the Stock Exchange, the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS. Shareholders should seek the advice of their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests. All activities under CCASS are subject to the general rules of CCASS and CCASS operational procedures in effect from time to time.

Subject to the conditions as set out in the paragraph headed "Conditions of the Bonus Issue" above, (i) the certificates for the Bonus Shares are expected to be issued and posted to the persons entitled thereto at their own risk on or about Wednesday, 6 April 2011; and (ii) dealings in the Bonus Shares are expected to commence on Friday, 8 April 2011.

Overseas Shareholders

As at the Latest Practicable Date, the addresses of some of the Shareholders as shown on the register of members of the Company were outside Hong Kong.

LETTER FROM THE BOARD

If the register of members of the Company reveals, on the Record Date, that there are Overseas Shareholders and the Directors, after having made enquiry regarding the legal restrictions under the laws of the relevant places and the requirements of the relevant regulatory bodies or stock exchanges in relation to the proposed issue of Bonus Shares to the Overseas Shareholders, consider the exclusion of any Overseas Shareholders from the Bonus Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, those Overseas Shareholders will not receive any Bonus Shares. Instead the Bonus Shares which those Overseas Shareholders would otherwise receive pursuant to the Bonus Issue will be sold in the market as soon as reasonably practicable after commencement of dealings in the Bonus Shares on the Stock Exchange. Any net proceeds of such sale of any Bonus Shares for each relevant Overseas Shareholder, after deduction of expenses, of HK\$100 or more will be paid in Hong Kong dollars to that Overseas Shareholder by ordinary post at his own risk. If the amount of the net proceeds of such sale, after deduction of expenses, is less than HK\$100, the net proceeds will be retained for the benefit of the Company.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The authorised share capital of the Company is HK\$100,000,000 divided into 1,000,000,000 Shares, of which 512,575,928 Shares were in issue and fully paid as at the Latest Practicable Date. Under the Bonus Issue, the Company will issue 512,575,928 Shares on the assumption that there will be no change in the number of the issued Shares up to (and including) the Record Date. In order to allow the Bonus Issue and any further issues of Shares, the Board proposes to increase the authorised share capital of the Company from HK\$100,000,000 to HK\$200,000,000 by creating 1,000,000,000 additional Shares.

GENERAL MANDATES TO ISSUE SHARES

At the annual general meeting of the Company held on 4 November 2010, the Shareholders granted a general mandate to the Directors to issue Shares not exceeding the aggregate of 10% of the issued share capital of the Company as at the date of that annual general meeting and any share capital purchased by the Company. The Directors have not utilised that general issue mandate as at the Latest Practicable Date. While that general mandate has not lapsed, the Board proposes that, subject to the issue of the Bonus Shares under proposed Bonus Issue, a new general issue mandate be granted to the Directors to issue Shares not exceeding 20% of the issued share capital of the Company as at the date of the resolution giving such new general issue mandate (and the existing general issue mandate be therefore revoked). Since the issued share capital of the Company will be doubled by the Bonus Issue, the granting of this new general issue mandate will maintain the Directors' ability to issue not exceeding 10% of the issued share capital of the Company as enlarged by the Bonus issue. For this purpose, two ordinary resolutions, Resolutions 3 and 4 in the notice of the SGM set out on pages 10 to 13 of this circular, will be proposed at the SGM:

LETTER FROM THE BOARD

- (i) subject to the issue of the Bonus Shares under the proposed Bonus Issue, to give the Directors a new general mandate to issue and otherwise deal with additional Shares not exceeding 20 per cent. (instead of 10 per cent. in the light of the proposed Bonus Issue) of the aggregate nominal amount of the issued share capital of the Company as at the date of Resolution 3 and to revoke the general issue mandate granted to the Directors at the annual general meeting of the Company held on 4 November 2010; and
- (ii) conditional on the passing of the above ordinary resolution to grant the new general issue mandate, to authorise the Directors to exercise the powers to issue and otherwise deal with additional Shares under that new general issue mandate in respect of the aggregate nominal amount of share capital in the Company purchased by the Company.

RE-ELECTION OF DIRECTOR

It was announced on 11 November 2010 that Mr. Miller was appointed as a non-executive Director by the Board with effect from 11 November 2010 and that Mr. Miller would retire from office and offer himself for re-election at the next general meeting of the Company. Accordingly, Mr. Miller will retire from office and will offer himself for re-election at the SGM.

Mr. Miller, SBS, OBE, aged 60, has been a Director of Transport International Holdings Limited and The Kowloon Motor Bus Company (1933) Limited since 1 March 2008, and a Director of RoadShow Holdings Limited since 20 March 2008. He is also Chairman of Hong Kong Business Aviation Centre Limited, a partly-owned subsidiary of Sun Hung Kai Properties Limited. Mr. Miller retired from the Civil Service in February 2007 as Permanent Representative of Hong Kong to the World Trade Organisation in Geneva. Key positions held over a career spanning 35 years prior to Mr. Miller's retirement include Permanent Secretary for Financial Services and the Treasury (2002-2004), Director of Housing and Chief Executive of the Housing Authority (1996-2002), Director-General of Trade (1993-1996), Director of Marine (1991-1993), Information Coordinator in the Chief Secretary's Office (1989-1991) and Private Secretary to the Governor (1979-1982). Mr. Miller holds an MPA degree from Harvard University and a BA degree from London University.

Save as disclosed above, Mr. Miller does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Miller did not have any interests in and did not hold any short positions in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance as recorded in the register required to be kept under section 352 of the Securities and Futures Ordinance or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

LETTER FROM THE BOARD

There is no service contract between Mr. Miller and the Company and there is no fixed term of his service with the Company. Pursuant to the code provisions of the Code on Corporate Governance Practices in Appendix 14 of the Listing Rules, he will retire from office at the next general meeting of the Company, that is, the SGM. He will offer himself for re-election at the SGM. Thereafter, he will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with its Bye-laws. Mr. Miller is entitled to a director's fee which is currently at the rate of HK\$80,000 per annum and is determined by the Board under the authority granted by the Shareholders. The fee is subject to annual assessment based on prevailing market rate of directors' fees for companies listed in Hong Kong.

Save as disclosed above, there are no other matters relating to the proposed re-election of Mr. Miller that need to be brought to the attention of the holders of securities of the Company and there is no information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to (v) of the Listing Rules.

SPECIAL GENERAL MEETING

The notice convening the SGM is set out on pages 10 to 13 of this circular. A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the meeting in person, please complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. The chairman of the SGM will therefore demand a poll for every resolution to be put to the vote at the SGM. The results of the poll will be announced by the Company after the SGM.

Recommendation

The Directors believe that the Bonus Issue, the proposed general mandate to issue Shares, the proposed increase in authorised share capital and the proposed re-election of Mr. Miller are in the interests of the Company and the Shareholders. Accordingly, the Board recommends Shareholders to vote in favour of all of the resolutions set out in the notice of the SGM.

Yours faithfully,
For and on behalf of the board of
SmarTone Telecommunications Holdings Limited
Raymond Ping-luen Kwok
Chairman

NOTICE OF SPECIAL GENERAL MEETING

SMARTONE TELECOMMUNICATIONS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00315)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of SmarTone Telecommunications Holdings Limited (the “Company”) will be held at the World Trade Centre Club, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 29 March 2011 at 10:00 a.m.:

To consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions:

1. **THAT** the authorised share capital of the Company be and is hereby increased from HK\$100,000,000 to HK\$200,000,000 by creating 1,000,000,000 additional ordinary shares of HK\$0.10 each in the capital of the Company.
2. **THAT** subject to the passing of Resolution 1 set out above and to the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting listing of, and permission to deal in, the Bonus Shares (as defined below):
 - (a) an amount standing to the credit of the contributed surplus account of the Company as shall be required to be applied in paying up in full at par new ordinary shares of HK\$0.10 each in the capital of the Company, such shares, credited as fully paid, to be issued, allotted and distributed among members of the Company whose names appear on the register of members of the Company on 29 March 2011 on the basis of one new share (“Bonus Share”) for every existing Share then held, be capitalised and applied in such manner and the directors of the Company (the “Directors”) be and are hereby authorised to allot, issue and distribute such Bonus Shares;
 - (b) the Bonus Shares to be issued, allotted and distributed pursuant to paragraph (a) of this Resolution shall rank pari passu in all respects with the existing issued and unissued shares as at the date of issue of the Bonus Shares except that they will not rank for the interim dividend for the six months ended 31 December 2010; and
 - (c) the Directors be and are hereby authorised to do all such acts and things as they may consider to be necessary, expedient or desirable in connection with the issue, allotment and distribution of the Bonus Shares pursuant to paragraph (a) of this Resolution (the “Bonus Issue”), including without limitation, to settle any difficulty which may arise in regard to the Bonus Shares in such manner as the Directors may consider necessary, expedient or desirable (including without limitation, where

NOTICE OF SPECIAL GENERAL MEETING

appropriate, not to issue, allot and/or distribute the Bonus Shares to any members of the Company whose addresses as shown on the register of members of the Company on 29 March 2011 are outside Hong Kong and in respect of whom the Directors consider their exclusion from the Bonus Issue to be necessary or expedient (the “Overseas Shareholders”) and to arrange for such Bonus Shares which the Overseas Shareholders would otherwise receive to be sold in the market after dealings in the Bonus Shares commence, and to distribute and/or deal with the net proceeds thereof (if any) in such manner as the Directors may determine).

3. **THAT** subject to the issue of the Bonus Shares:
- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot and issue additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of the power given in that paragraph (a) after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;
 - (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 of the Company in accordance with the Bye-laws of the Company; or
 - (iv) any share option scheme of the Company,

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and

NOTICE OF SPECIAL GENERAL MEETING

(d) the general mandate granted by the shareholders of the Company pursuant to Resolution 5 passed at the annual general meeting of the Company on 4 November 2010 to the Directors to exercise the powers of the Company to allot and issue Shares to the extent not already exercised be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this Resolution).

(e) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of Bermuda or the Bye-laws of the Company to be held; and
- iii. the revocation or variation of this Resolution by an ordinary resolution of shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares, or any class of shares, on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).

4. **THAT** conditional upon the passing of Resolution 3 set out above, the general mandate granted to the Directors to exercise the powers of the Company to allot and issue shares pursuant to Resolution 3 be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 6 passed at the annual general meeting of the Company on 4th November 2010 provided that such an amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of that Resolution 6.

NOTICE OF SPECIAL GENERAL MEETING

5. To re-elect John Anthony Miller as a Director.

By order of the Board
SmarTone Telecommunications Holdings Limited
Alvin Yau-hing Mak
Company Secretary

Hong Kong, 11 March 2011

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the Bye-laws of the Company, vote on his behalf. A proxy need not be a member of the Company. In order to be valid, a form of proxy, and the power of attorney or other authority, if any, under which it is signed or a notially certified copy of such power of attorney or other authority, must be deposited with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
2. The register of members of the Company will be closed from Friday, 25 March 2011 to Tuesday, 29 March 2011, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the meeting convened by the above notice and establish entitlements to Bonus Shares, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Thursday, 24 March 2011.

This circular is in English and Chinese. In the case of any inconsistency, the English version shall prevail.