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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 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

(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 4 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.

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

By order of the Board of
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 notarially 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.

As at the date of this announcement, Executive Directors of the Company are Mr. Douglas Li and Mr. Patrick Kai-lung Chan; Non-Executive Directors are Mr. Raymond Ping-luen Kwok, Mr. Wing-yui Cheung, Mr. David Norman Prince, Mr. Wing-chung Yung, Mr. Thomas Hon-wah Siu Mr. Alfred Wing-kit Tsim and Mr. John Anthony Miller; Independent Non-Executive Directors are Dr. Eric Ka-cheung Li, JP, Mr. Leung-sing Ng, JP, Mr. Xiang-dong Yang and Mr. Eric Fock-kin Gan.