

SMARTONE TELECOMMUNICATIONS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00315)

Proxy Form for Special General Meeting

I/We ^(Note 1) _____

of ^(Note 2) _____

being the registered holder(s) of ^(Note 3) _____ ordinary shares of HK\$0.10 each in the capital of SmarTone Telecommunications Holdings Limited (the "Company"), hereby appoint ^(Notes 4 and 5) _____

of _____
or failing him the Chairman of the meeting to act as my/our proxy to attend and, on a poll, vote for me/us and on my/our behalf at 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. and at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the Bye-laws of the Company). ^(Note 6)

I/We wish my/our proxy to vote as indicated below in respect of the Resolutions to be proposed at the meeting or at any adjournment thereof. (Please indicate how you wish your vote(s) to be cast on a poll with an "X" in the appropriate box next to each Resolution. ^(Note 7))

	Ordinary Resolutions	For	Against
1.	To approve the increase in the authorised share capital of the Company from HK\$100,000,000 to HK\$200,000,000.*		
2.	To approve the bonus issue of shares in the Company on the basis of one share for every existing share in issue.*		
3.	To grant a general mandate to the Board of Directors to allot and issue additional shares in the Company, not exceeding 20 per cent. of the aggregate nominal share capital of the Company in issue at the date of passing this Resolution.*		
4.	To extend the general mandate granted to the Board of Directors to allot and issue shares by the addition of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company.*		
5.	To re-elect John Anthony Miller as Director.		

Signature _____ ^(Note 8)

Dated _____, 2011

NOTES:

1. Full name(s) to be inserted in **BLOCK CAPITALS**.
2. Full address(es) to be inserted in **BLOCK CAPITALS**.
3. 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 proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
4. A proxy need not be a member of the Company, but must attend the meeting and any adjournment thereof in person to represent you.
5. If the name of the proxy is not inserted, the Chairman of the meeting shall be your proxy.
6. The person appointed as proxy may exercise all the rights conferred on proxies under law, regulations or the Bye-laws of the Company.
7. If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his discretion as to whether he votes on that matter and, if so, how. Unless instructed otherwise, your proxy may also vote or abstain from voting as he thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting or any adjournment thereof.
8. This proxy form must be signed and dated by the shareholder or his attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (an) officer(s) or attorney(s) duly authorised to sign on its behalf. In the case of joint shareholdings, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
9. 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.
10. Any changes to this proxy form should be initialled.

* The full text of the Resolution is set out in the Notice of the Special General Meeting.