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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

No Shareholder receiving a copy of this circular and/or an Election Form in any territory outside Hong Kong may treat the same as an invitation to elect for Shares unless in the relevant territory such invitation could lawfully be made to it/him/her without the Company having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities. It is the responsibility of any Shareholder outside Hong Kong who wishes to receive New Shares under the Scrip Dividend Scheme to comply with the laws of the relevant jurisdictions including procedures or any other similar formalities. In particular, this circular does not constitute an offer to sell or the solicitation of an offer to buy any of the Shares in the United States. The Shares may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities law. No public offer of the Shares is to be made in the United States.

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**SMARTONE TELECOMMUNICATIONS HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00315)**

**SCRIP DIVIDEND SCHEME IN RELATION TO  
THE INTERIM DIVIDEND  
FOR THE SIX MONTHS ENDED 31 DECEMBER 2018**

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## DEFINITIONS

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

“Board”	the board of Directors;
“CCASS”	Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
“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;
“Election Form”	the form of election in relation to the Scrip Dividend Scheme;
“Eligible Shareholders”	Shareholders whose names appeared on the register of members of the Company on the Record Date (except US Shareholders);
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Interim Dividend”	the interim dividend of HK\$0.18 per Share for the six months ended 31 December 2018 payable to Shareholders whose names appeared on the register of members of the Company as at the Record Date;
“New Shares”	new fully paid Shares to be issued under the Scrip Dividend Scheme;
“Overseas Shareholders”	Shareholders whose addresses as shown on the register of members of the Company on the Record Date are outside Hong Kong (with the exception of US Shareholders);
“Record Date”	Monday, 18 February 2019, being the date by reference to which entitlements to the Interim Dividend will be determined;

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## DEFINITIONS

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“Scrip Dividend Scheme”	the scrip alternative offered to the Shareholders whereby Shareholders may elect to receive their Interim Dividend wholly or partly by the allotment of fully paid New Shares in lieu of cash;
“Share Registrar”	Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong;
“Shareholders”	holders of Shares;
“Shares”	ordinary shares of HK\$0.10 each in the capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“US”	United States of America or any of its territories or possessions; and
“US Shareholders”	Shareholders whose addresses as shown on the register of members of the Company on the Record Date are in the US.

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## EXPECTED TIMETABLE

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*The following is a summary of the events in relation to the Scrip Dividend Scheme in the form of a timetable:*

Last day of dealings in the Shares on a cum-entitlement basis .....	Wednesday, 13 February 2019
First day of dealings in the Shares on an ex-entitlement basis .....	Thursday, 14 February 2019
Latest time for lodging transfers of the Shares for registration in order to be entitled to the Interim Dividend .....	4:30 p.m. on Friday, 15 February 2019
Closure of register of members of the Company .....	Monday, 18 February 2019
Record Date .....	Monday, 18 February 2019
Announcement of calculation of the market value of Shares for calculating the number of New Shares to be issued .....	Wednesday, 20 February 2019
Latest time for return of the Election Form to the Share Registrar <sup>2</sup> .....	4:30 p.m. on Thursday, 14 March 2019
Despatch of cheques for cash dividends and definitive certificates for New Shares at the risk of recipients .....	Wednesday, 27 March 2019
Dealings in New Shares expected to commence .....	9:00 a.m. on Thursday, 28 March 2019

*Notes:*

1. All references to times are Hong Kong time.
2. If there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning in force at or at any time prior to 4:30 p.m. on Thursday, 14 March 2019, the deadline for return of the Election Form will be changed. Further information is set out in the paragraph headed “Election Form” of the “Letter from the Board”.

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## LETTER FROM THE BOARD

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# SMARTONE TELECOMMUNICATIONS HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00315)**

*Directors:*

- \* KWOK Ping-luen, Raymond, *Chairman*
- \* CHEUNG Wing-yui, Deputy *Chairman*
- \* FUNG Yuk-lun, Allen, Deputy *Chairman*
- Anna YIP, *Chief Executive Officer*
- CHAN Kai-lung, Patrick
- CHAU Kam-kun, Stephen
- \* David Norman PRINCE
- \* SIU Hon-wah, Thomas
- \* John Anthony MILLER
- # LI Ka-cheung, Eric, *JP*
- # NG Leung-sing, *JP*
- # GAN Fock-kin, Eric
- # IP YEUNG See-ming, Christine
- # LAM Kwok-fung, Kenny

\* *Non-Executive Director*

# *Independent Non-Executive Director*

*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

26 February 2019

*To: the Shareholders*

Dear Sir or Madam,

### **SCRIP DIVIDEND SCHEME IN RELATION TO THE INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 31 DECEMBER 2018**

#### **INTRODUCTION**

The Company announced on 30 January 2019 that the Board had declared the Interim Dividend and resolved that the Interim Dividend would be paid to Shareholders whose names appeared on the register of members of the Company on the Record Date. Eligible Shareholders may elect to receive the Interim Dividend in cash, or in the form of fully paid New Shares in lieu of cash, or partly in cash and partly in the form of fully paid New Shares under the Scrip Dividend Scheme. The register of members of the Company was closed on Monday, 18 February 2019. In order to establish entitlement to the Interim Dividend, all completed transfer forms, accompanied by the relevant share certificates, had to be lodged with the Company's Share Registrar for registration not later than 4:30 p.m. on Friday, 15 February 2019.

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## LETTER FROM THE BOARD

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The purpose of this circular is to set out the procedures which apply in relation to the Scrip Dividend Scheme and the action which should be taken by the Shareholders in relation thereto.

### DETAILS OF THE SCRIP DIVIDEND SCHEME

Under the Scrip Dividend Scheme, Eligible Shareholders may elect to receive the Interim Dividend in one of the following ways:

- (a) cash of HK\$0.18 for each Share held on the Record Date; or
- (b) an allotment of fully paid New Shares (the number of which is determined as explained below); or
- (c) partly in cash and partly in the form of fully paid New Shares.

For Shareholders with a registered address outside of Hong Kong or who are otherwise resident outside of Hong Kong, your attention is drawn to the information set out under the section headed “Shareholders resident outside Hong Kong”.

For the purpose of calculating the number of New Shares to be allotted pursuant to the Scrip Dividend Scheme, the market value of the New Shares has been fixed at HK\$9.134 per Share (the “**Average Closing Price**”), which is the average value of the closing prices per Share as quoted on the Stock Exchange for the five consecutive trading days commencing from, and including, Thursday, 14 February 2019.

Accordingly, the number of New Shares which an Eligible Shareholder is entitled to receive, in respect of the Shares registered in its/his/her name as at the Record Date and for which it/he/she has elected to receive New Shares, will be calculated as follows:

$$\begin{array}{l} \text{Number of} \\ \text{New Shares to} \\ \text{be received} \end{array} = \begin{array}{l} \text{Number of existing Shares held on} \\ \text{the Record Date for which scrip} \\ \text{election is made for the Interim} \\ \text{Dividend} \end{array} \times \frac{\text{HK\$0.18 (Interim Dividend per Share)}}{\text{HK\$9.134 (Average Closing Price)}}$$

**The last day and time on which the Eligible Shareholders will be entitled to select their desired form of the Interim Dividend is 4:30 p.m. on Thursday, 14 March 2019.** The number of New Shares to be issued to each Eligible Shareholder pursuant to its/his/her election will be rounded down to the nearest whole number of the New Shares. Fractional entitlements to the New Shares will be disregarded and the benefit thereof will accrue to the Company. The New Shares to be issued pursuant to the Scrip Dividend Scheme will, when they are issued, rank *pari passu* in all respects with the Shares in issue on the date of the allotment and issue of the New Shares except that such New Shares themselves will not be entitled to the Interim Dividend.

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## LETTER FROM THE BOARD

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### ADVANTAGES OF THE SCRIP DIVIDEND SCHEME

The Directors consider that the Scrip Dividend Scheme is beneficial to both the Shareholders and the Company as it will give Shareholders the opportunity to increase their investment in the Company at market value without incurring brokerage fees, stamp duty and related dealing costs and the Company the opportunity to retain cash, which would otherwise have been paid to the Shareholders, for the use as working capital by the Company.

### CONDITION OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the New Shares to be issued in respect of the Interim Dividend.

If this condition is not satisfied, the Scrip Dividend Scheme described in this circular will not become effective and the Election Form will be void. The Interim Dividend will then be paid wholly in cash.

### EFFECT OF THE SCRIP DIVIDEND SCHEME

Based on 1,121,231,304 Shares in issue as at the close of business on the Record Date, if all Eligible Shareholders elect to receive the Interim Dividend in cash, the total cash dividend payable by the Company would be HK\$201,821,634.72. If all Eligible Shareholders elect to receive all of their entitlement to the Interim Dividend in the form of New Shares in lieu of cash and based on the Average Closing Price, the maximum number of New Shares to be issued under the Scrip Dividend Scheme will be 22,095,646 Shares, representing approximately 1.97% of the existing issued share capital of the Company and approximately 1.93% of the issued share capital of the Company as enlarged by the issue of New Shares.

Shareholders should note that the New Shares to be issued under the Scrip Dividend Scheme may give rise to disclosure requirements under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). **Shareholders who are in any doubt as to how these provisions may affect them as a result of the issue of the New Shares are recommended to seek their own professional advice. Shareholders who are in any doubt as to their taxation position are also recommended to seek their own professional advice.**

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## LETTER FROM THE BOARD

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### ELECTION FORM

The Election Form is enclosed with this circular for use by Eligible Shareholders who wish to receive the Interim Dividend wholly in the form of New Shares or partly in cash and partly in the form of New Shares in lieu of cash. Please read carefully the instructions below and the instructions printed on the Election Form.

**(a) To receive only cash dividend**

If you wish to receive only cash for the Interim Dividend, you do not need to take any action. Therefore, please DO NOT return the Election Form. Shareholders who do not make an election to receive their Interim Dividend in New Shares will receive the dividend in cash.

**(b) To receive only New Shares for the Interim Dividend**

If you wish to receive only New Shares for the Interim Dividend, please just SIGN, DATE and RETURN the Election Form.

**(c) To receive part cash dividend and part New Shares for the Interim Dividend**

If you wish to receive your Interim Dividend partly in cash and partly in New Shares, please ENTER in Box C of the Election Form the number of Shares which you held on the Record Date for which you require the Interim Dividend to be paid in New Shares, and then SIGN, DATE, and RETURN the Election Form.

If you do not specify the number of Shares in respect of which you wish to receive an allotment of New Shares or if you elect to receive New Shares in respect of a greater number of Shares than your registered holding on the Record Date, you will be deemed to have elected to receive only New Shares in respect of ALL the Shares registered in your name on the Record Date. Therefore, you will receive only New Shares for the Interim Dividend.

The Election Form should be completed in accordance with the instructions printed thereon and returned, so that they are received by the Company's Share Registrar no later than 4:30 p.m. on Thursday, 14 March 2019 at:

**Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong**

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## LETTER FROM THE BOARD

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The deadline for return of the Election Form mentioned above will not be valid if there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning:

- a. in force in Hong Kong at any local time at or before 12:00 noon and no longer in force after 12:00 noon on Thursday, 14 March 2019. Instead, the deadline for the submission of Election Forms will be 5:00 p.m. on the same business day;
- b. in force in Hong Kong at any local time between 12:00 noon and 4:30 p.m. on Thursday, 14 March 2019. Instead, the deadline for the submission of Election Forms will be rescheduled to 4:30 p.m. on the next business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:30 p.m.

Failure to complete and return the signed Election Form in accordance with the instructions printed thereon will result in the relevant Eligible Shareholder’s Interim Dividend being paid wholly in the form of cash.

No acknowledgement of receipt of the Election Form will be issued.

No elections in respect of the Interim Dividend may, after the relevant Election Forms are signed and returned to the Company’s Share Registrar, be in any way withdrawn, revoked, superseded or altered.

### LISTING AND DEALINGS

Application has been made to the Listing Committee of the Stock Exchange for listing of, and permission to deal in, the New Shares to be allotted and issued pursuant to the Scrip Dividend Scheme.

Subject to the said application being granted by the Stock Exchange, it is expected that the definitive certificates for New Shares, and cheques for cash dividends, will be sent by ordinary mail to Shareholders at the risk of those entitled thereto on or about Wednesday, 27 March 2019, and the first day of dealings in the New Shares on the Stock Exchange is expected to be on or about Thursday, 28 March 2019.

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## LETTER FROM THE BOARD

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Subject to the granting of the listing of, and permission to deal in, the New Shares to be allotted and issued pursuant to the Scrip Dividend Scheme on the Stock Exchange, such New Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in the CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by Hong Kong Securities Clearing Company Limited. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek the advice of their licensed securities dealer or other professional adviser for details of these settlement arrangements and how such arrangements will affect their rights and interests.

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.

### **SHAREHOLDERS RESIDENT OUTSIDE HONG KONG**

As at the Record Date, the addresses of some of the Shareholders as shown on the register of members of the Company were in certain overseas jurisdictions, namely, the Republic of India, the Republic of Korea, Taiwan, the United Kingdom and the US.

#### **United States**

US Shareholders will not be permitted to participate in the Scrip Dividend Scheme and they will receive the Interim Dividend wholly in cash. Having obtained and taken into consideration US legal advice, the Directors considered such exclusion to be necessary or expedient pursuant to Rule 13.36(2) of the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited. US Shareholders are therefore not “Eligible Shareholders” for the purposes of the Scrip Dividend Scheme. This circular has been sent to such Shareholders for information only and no Election Form is being sent to such Shareholders.

#### **United States Resident Holders of ADRs**

The right to elect to receive the Interim Dividend in the form of fully paid New Shares is not extended to the ADR holders and therefore ADR holders will receive their entitlements thereof wholly and only in the form of cash.

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## LETTER FROM THE BOARD

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### Overseas Shareholders

For the avoidance of doubt, the Company does not exclude Overseas Shareholders (with the exception of US Shareholders) from participating in the Scrip Dividend Scheme. However, such Overseas Shareholders should consult their professional advisers as to whether or not they are permitted under applicable laws and regulations to participate in the Scrip Dividend Scheme or whether any government or other consents are required or other formalities need to be observed. No Shareholder receiving a copy of this circular and/or an Election Form in any territory outside Hong Kong may treat the same as an invitation to elect for Shares unless in the relevant territory such invitation could lawfully be made to it/him/her without the Company having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities. It is the responsibility of any Overseas Shareholder who wishes to receive New Shares under the Scrip Dividend Scheme to comply with the laws of the relevant jurisdictions including procedures or any other similar formalities. Overseas Shareholders residing in a jurisdiction where it would be illegal for them to participate in the Scrip Dividend Scheme will be deemed to have received this circular and/or Election Form for information only. Persons who receive New Shares in lieu of the cash dividend must also comply with any restrictions on the resale of the Shares which may apply outside Hong Kong.

This circular and Election Form do not constitute or form part of an offer or solicitation of any offer to buy securities of the Company to the public, and the Election Form is non-transferable.

### BOOK CLOSURE PERIOD

The register of members of the Company was closed on Monday, 18 February 2019 for the purpose of determining the Eligible Shareholders.

### GENERAL

New Shares issued to the Eligible Shareholders pursuant to an election to receive some or all of their Interim Dividend in New Shares may be allocated in odd lots (of fewer than a board lot of 500 Shares). No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of New Shares issued in odd lots. Eligible Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.

Whether or not it is to your advantage to receive cash or the New Shares, in whole or in part, in respect of the Interim Dividend depends upon your own individual circumstances, and the decision in this regard and all effects resulting therefrom must be solely your responsibility. **If you are in doubt as to what to do, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.**

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## LETTER FROM THE BOARD

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Shareholders who are trustees are recommended to take professional advice as to whether an election to receive New Shares is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

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

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