



FIRST MOBILE GROUP HOLDINGS LIMITED
(第一電訊集團有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 865)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING
(or at any adjournment thereof)

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each in the capital of First Mobile Group Holdings Limited (the "Company"), HEREBY APPOINT ^(note 3) _____
of _____
or failing him, the Chairman of the meeting, as my/our proxy to act for me/us at the extraordinary general meeting (or at any adjournment thereof) of the Company to be held at Room 101, The Boys' & Girls' Clubs Association of Hong Kong, 3 Lockhart Road, Wanchai, Hong Kong on Monday, 18 April 2016 at 2:00 p.m. and in particular (but without limitation) at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given as my/our proxy thinks fit.

Unless otherwise indicated, capitalised terms used herein shall have the meanings as those defined in the circular of the Company dated 29 February 2016.

SPECIAL RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To approve the Capital Reorganisation.		
2.	To approve and adopt the New Memorandum and Articles.		
ORDINARY RESOLUTIONS			
3.	To approve, ratify and confirm the Acquisition Agreement (including but not limited to the allotment and issue of the Consideration Shares) and the transactions contemplated thereunder.		
4.	To approve, ratify and confirm the Underwriting Agreement, the Open Offer (including but not limited to the allotment and issue of the Offer Shares) and the transactions contemplated thereunder.		
5.	To approve, ratify and confirm the Subscription Agreements (including but not limited to the allotment and issue of the Subscription Shares) and the transactions contemplated thereunder.		
6.	To approve the Whitewash Waiver.		
7.	To approve the Special Deal.		
8.	(a) To approve the appointment of the following persons as Directors with effect from completion of the Acquisition:		
	(i) Mr. Shie Tak Chung as an executive Director;		
	(ii) Mr. Tsoi Kin Sze as an executive Director;		
	(iii) Mr. Wu Zhisong as an executive Director;		
	(iv) Mr. Lee Lit Mo Johnny as an executive Director;		
	(v) Mr. Ma Sai Yam as an independent non-executive Director;		
	(vi) Mr. Zhang Senquan as an independent non-executive Director; and		
	(vii) Mr. Wang Yiming as an independent non-executive Director; and		
	(b) To authorise the Board to fix the remuneration of the Directors.		

Date _____

Signature ^(note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL, SUBJECT TO THE LIMITATION AS HEREINAFTER MENTIONED, ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorised.
- In the case of joint holders, any one of such joint holders may vote, either in person or by proxy, at the meeting, but if more than one of the joint holders are present at the meeting, the vote of the senior who tenders a vote, either in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- In order to be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong and transfer office, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting (as the case may be).
- The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
- The full text of the resolutions appear in the notice convening the extraordinary general meeting of the Company dated 29 February 2016.

* For identification purpose only