TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED 本申請表格必須整份交回方為有效



Application can only be made by the Qualifying Shareholder(s) named above. 申請僅可由名列上文之合資格股東作出。

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as the number of Offer Shares applied for multiplied by HK\$0.13)

(carculated as the number of Offer Shares applied for multiplied by HK\$0.1

請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額 (以申請認購之發售股份數目乘以0.13港元計算)

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject to as mentioned in the Prospectus, such offer is made to the holders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment of two Offer Shares for every one New Share hold on Fridday, 2 September 2016. No excess Offer Shares will be differed to the Qualifying Shareholders and Offer Shares will be taken up by the Underwriter. If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge the same together with the appropriate remittance for the full amount payable in respect of the Offer Shares being accepted with the Registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:00 p.m. on MONDAY, 17 OCTOBER 2016. All remittance(s) for the Offer Shares under this Application Form must be in Hong Kong dollars and made payable to **'First Mobile Group Holdings Limited'** and crossed **'Account Payee Only'** and comply with the procedures set out overleaf. No application(s) of the Offer Shares can be made by any persons who were Non-qualifying Shareholders. If First Mobile Group Holdings Limited'' and Crossed **'Account Payee Only'** and comply allog be BUG of a Account **A** and **b** and

Number of Offer Shares applied for 申請認購之發售股份數目

Remittance enclosed 隨附股款

Box D HKS 丁欄 港元

All dates or deadlines specified in this Application Form refer to Hong Kong time. 本申請表格所訂明之所有日期或限期均指香港時間。



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)

IMPORTANT NOTES

- 1. The Qualifying Shareholders are not entitled to apply for any Offer Shares in excess of their respective assured entitlements.
- 2. No fractional entitlements to the Offer Shares will be issued to the Qualifying Shareholders.
- 3. No Non-qualifying Shareholder is permitted to apply for any Offer Shares.
- 4. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for the Offer Shares in respect of which the application(s) is/are made in full or in part will be despatched to the applicant(s) or, in the case of joint applicants, to the first named applicant by ordinary post on Tuesday, 25 October 2016, at their own risk, at the address stated on the Application Form.
- 5. Completion of the Application Form will constitute an instruction and authority by the Qualifying Shareholder(s) to the Company and/or Tricor Abacus Limited or any person nominated by them for the purpose, on behalf of the Qualifying Shareholder(s), to execute any registration of the Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the Qualifying Shareholder(s) of the Offer Shares being applied for or any lesser number in accordance with the arrangements described in the Prospectus.
- 6. The Qualifying Shareholder(s) of the Offer Shares undertake(s) to sign all documents and to do all other acts necessary to enable them to be registered as the holder(s) of the Offer Shares which he/she/they has/have applied for subject to the memorandum of association and articles of association of the Company.
- Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application in respect of which cheque is dishonoured upon first presentation is liable to be rejected.
- 8. The allotments under the Open Offer on an assured basis are not transferable.
- 9. The Company reserves the right to refuse any application of Offer Shares which does not comply with the procedures set out herein.
- 10. In the event of inconsistency, the English version of the Application Form shall prevail over the Chinese version.

Completion and return of the Application Form by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such application have been duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the warranties and representations.

PROCEDURES FOR APPLICATION

You may apply for such number of the Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in the Application Form.

To apply for such number of the Offer Shares which is less than your assured allotment, you must enter in Box D of the Application Form the number of the Offer Shares for which you wish to apply for and the total amount payable (calculated as the number of the Offer Shares being applied for multiplied by HK\$0.13). If the amount of the corresponding remittance received is less than that required for the number of the Offer Shares inserted, you will be deemed to have applied for such lesser number of the Offer Shares for which full payment has been received.

If you wish to apply for the exact number of the Offer Shares set out in Box B of the Application Form, the number should be inserted in Box D of the Application Form. If no number is inserted, you will be deemed to have applied for the number of the Offer Shares for which full payment has been received.

The Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on MONDAY, 17 OCTOBER 2016. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "First Mobile Group Holdings Limited" and crossed "Account Payee Only". Unless the Application Form together with the appropriate remittance shown in Box C or Box D (as the case may be) of the Application Form has been received by no later than 4:00 p.m. on MONDAY, 17 OCTOBER 2016, your right to apply for any of the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled. TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to 4:00 p.m. on Tuesday, 18 October 2016 or such later date or time as the Company and the Underwriter may agree in writing, being the Latest Time for Termination:

(1) in the reasonable opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:

- (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the sole and reasonable opinion of the Underwriter, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
- (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the sole and reasonable opinion of the Underwriter, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (c) any material adverse change in the business or in the financial or trading position of the Group as a whole; or
- (2) any material adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the sole and reasonable opinion of the Underwriter is likely to materially and adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the sole and reasonable opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or
- (4) the circular, prospectus or announcements of the Company published since the date of the Underwriting Agreement when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the sole and reasonable opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer or might cause a prudent investor not to accept the relevant Offer Shares offered to it,

the Underwriter shall, by notice in writing to the Company served prior to the Latest Time for Termination, be entitled to terminate the Underwriting Agreement.

If the Underwriter exercises its right to terminate the Underwriting Agreement, the Open Offer will not proceed.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately upon receipt and all interest earned on such application monies (if any) will be retained for the benefit of the Company. Completion and lodgment of the Application Form together with a cheque or banker's cashier order in payment for the Offer Shares applied will constitute a warranty by you that the cheque or banker's cashier order will be honored on first presentation. Any Application Form in respect of which the accompanying cheque and/or banker's cashier order is dishonored on first presentation is liable to be rejected, and in such event, the relevant entitlements thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OFFER SHARES

The Offer Shares, when allotted, issued and fully paid, will rank pari passu with the then existing New Shares in issue on the date of allotment of the Offer Shares in all respects. Holders of such Offer Shares will be entitled to receive all future dividends and distributions which are declared after the date of allotment and issue of the Offer Shares.

SHARE CERTIFICATES AND REFUND CHEQUES FOR THE OFFER SHARES

Subject to the fulfillment of the conditions of the Open Offer, certificates for all fully-paid Offer Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Tuesday, 25 October 2016. You will only receive one share certificate for all the fully-paid Offer Shares registered under your name.

Refund cheques in respect of the Offer Shares, if the Open Offer is terminated, shall be despatched by ordinary post on or before Tuesday, 25 October 2016 to the applicants at their own risk.

GENERAL

Lodgement of the Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

The Application Form and any application of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.



FIRST MOBILE GROUP HOLDINGS LIMITED

(第一電訊集團有限公司)

(於開曼群島註冊成立之有限公司)

(股份代號:865)

重要事項

- 1. 合資格股東無權申請任何超出彼等各自之保證配額之發售股份。
- 2. 發售股份之零碎配額將不會發行予合資格股東。
- 3. 不合資格股東不得申請任何發售股份。
- 4. 概不會就收到之申請款項發出收據,惟預期申請全數或部份發售股份之股票將於二零一六年十月二十五日(星期二)以平郵方式按申請表格所 列地址寄交申請人;如屬聯名申請人,則寄交名列首位之申請人,郵誤風險概由彼等自行承擔。
- 5. 填妥申請表格即表示合資格股東指示及授權本公司及/或卓佳雅柏勤有限公司或彼等就此指名之任何人士代表合資格股東根據發售章程所述 安排辦理申請表格或其他文件之任何登記手續,以及進行有關公司或人士可能認為必要或合宜之一切其他事宜,將合資格股東所申請之數目 或任何較少數目之發售股份登記在合資格股東名下。
- 6. 發售股份之合資格股東承諾簽署所有文件並採取一切其他必要行動以讓彼等登記成為所申請之發售股份之持有人,惟須符合本公司組織章程 大綱及組織章程細則之規定。
- 7. 股款將於本公司收訖後過戶,而就此賺取之所有利息(如有)將撥歸本公司所有。倘支票未能於首次過戶時兑現,則有關申請將可不獲受理。
- 8. 公開發售之配額乃按保證基準作出,不得轉讓。
- 本公司保留權利,拒絕任何不符合申請表格所載手續之發售股份申請。
- 10. 如本申請表格的英文版和中文版之間有差異,概以英文版為準。

任何居於香港以外地區人士填妥及交回申請表格即表示向本公司作出一項保證及聲明,是次申請已全面遵守有關司法權區之一切登記、法律及監管規定。 為免生疑,香港結算及香港中央結算(代理人)有限公司均不受任何保證及聲明所限。

申請手續

閣下可透過填寫申請表格申請相等於或少於乙欄所列 閣下獲保證配發之有關發售股份數目。

倘欲申請少於 閣下獲保證配發之發售股份數目,請在申請表格丁欄內填上 閣下欲申請之發售股份數目及應繳股款總額(以申請之發售股份數目乘以0.13 港元計算)。倘所收到之相應股款少於所填之發售股份數目之所需股款,則 閣下將被視作申請已收全數款項所代表之有關較少發售股份數目。

倘 閣下欲申請申請表格乙欄所列數目之發售股份,則請在申請表格丁欄內填上此數目。如無填上任何數目,則 閣下將被視作申請已收全數款項所 代表之發售股份數目。

填妥申請表格並將適當之股款相應地緊釘其上後,請將表格對摺並須不遲於二零一六年十月十七日(星期一)下午四時交回股份過戶登記處卓佳雅柏 勤有限公司,地址為香港皇后大道東183號合和中心22樓。所有股款必須以港元支付。支票須以香港持牌銀行賬戶開出,而銀行本票須由香港持牌銀 行發出,並以「First Mobile Group Holdings Limited」為抬頭人及劃線註明「只准入抬頭人賬戶」。除非申請表格連同申請表格丙欄或丁欄(視情況而定)所 示之適當股款於二零一六年十月十七日(星期一)下午四時前已經收妥,否則 閣下申請任何發售股份之權利以及一切有關權利將被視為已遭放棄及將 被註銷。

終止包銷協議

倘於二零一六年十月十八日(星期二)下午四時正或本公司與包銷商可能書面協定的其他較遲日期或時間,即最後終止時間前:

- (1) 包銷商合理認為,公開發售的成功將因下列事項受到重大不利影響:
 - (a) 頒佈任何新法律或法規或現有法例或法規(或其司法詮釋)出現任何變動或發生任何性質的其他事故,而包銷商全權及合理認為可能對本 集團的整體業務或財務或貿易狀況或前景構成重大不利影響或對公開發售重大不利;或
 - (b) 任何地區、國家或國際出現政治、軍事、金融、經濟或其他性質(不論是否與前述任何一項同類)的事件或變動(不論是否構成於包銷協議 日期前及/或後出現或持續出現的連串事件或變動的一部分),或任何地區、國家或國際爆發敵對狀況或武裝衝突或敵對狀況或武裝衝 突升級,或事件足以影響當地證券市場,而包銷商全權及合理認為可能對本集團的整體業務或財務或貿易狀況或前景構成重大不利影響, 或對公開發售的成功進行產生重大不利影響,或導致進行公開發售不合宜或不明智;或
 - (c) 本集團的整體業務或財務或貿易狀況的任何重大不利變動;或
- (2) 市況出現任何重大不利變動(包括但不限於財政或貨幣政策或外匯或貨幣市場出現變動、證券買賣暫停或受重大限制),而包銷商全權及合理認為其可能重大不利地影響公開發售的成功進行或導致進行公開發售不合宜或不明智;或
- (3) 本公司或本集團任何成員公司的狀況出現任何變動,而包銷商全權及合理認為將對本公司前景產生不利影響,包括但不限於上文所述的一般性下, 被申請清盤或通過決議案清盤或結業或本集團任何成員公司發生類似事件或本集團任何重大資產被損毀;或
- (4) 本公司於包銷協議日期後發佈的通函、章程或公佈於刊發時載有若干資料(不論有關本集團的業務前景或狀況或有關其遵守任何法例或上市規 則或任何適用法規的情況),而有關資料於包銷協議日期前從未經本公司公開公佈或刊發,且包銷商全權及合理認為可能對本集團整體而言屬重大, 並可能會對公開發售的成功構成重大不利影響,或可能導致審慎的投資者不接納其獲提呈的有關發售股份,

則包銷商有權於最後終止時間前向本公司發出書面通知以終止包銷協議。

倘包銷商行使其權利終止包銷協議,公開發售將不會進行。

支票及銀行本票

所有支票及銀行本票將於收訖後即時過戶,而自該等申請認購款項賺取之所有利息(如有)將撥歸本公司所有。填妥及遞交申請表格 連同申請發售股份之付款支票或銀行本票,將表示 閣下保證支票或銀行本票將可於首次過戶時兑現。倘隨附支票及/或銀行本票 未能於首次過戶時兑現,則有關申請表格將可不獲受理,而在此情況下,其項下的相關保證配額將被視為已遭放棄及將被註銷。 發售股份之地位

發售股份經配發、發行及繳足股款後,將於所有方面與於配發發售股份當日之現有已發行新股份享有同等地位。該等發售股份之持 有人將有權收取於配發及發行發售股份日期後所宣派之一切未來股息及分派。

發售股份之股票及退款支票

待公開發售之條件達成後,所有繳足發售股份之股票預期將於二零一六年十月二十五日(星期二)或之前以平郵方式寄發予有權收 取有關股票之合資格人士,郵誤風險概由彼等自行承擔。 閣下僅會就全部以 閣下名義登記之繳足發售股份獲發一張股票。 倘公開發售被終止,發售股份之退款支票預期將於二零一六年十月二十五日(星期二)或之前,以平郵方式寄發予申請人,郵誤風險 概由彼等自行承擔。

一般事項

由獲發申請表格之人士簽署之申請表格一經遞交,即屬遞交本申請表格人士之所有權最終憑證,有權處理本申請表格及收取發售股份之有關股票。

申請表格及據此作出之發售股份申請均須受香港法例監管,並按其詮釋。

To: First Mobile Group Holdings Limited

致: **第一電訊集團有限公司**

Dear Sirs,

I/We, being the Qualifying Shareholder(s) of the New Shares stated overleaf, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.13 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We hereby apply for such Offer Shares on the terms and conditions of the Prospectus dated 30 September 2016 and subject to the memorandum of association and articles of association of the Company. I/We hereby authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares and to send the share certificate(s) in respect thereof by ordinary post at my/our own risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所列新股份之合資格股東,現申請乙欄(或倘已填妥丁欄,則丁欄)所列配額之發售股份數目,並附上按每股發 售股份0.13港元之價格計算須於申請時繳足之全數股款**。本人/吾等謹此按照日期為二零一六年九月三十日之發售章程所載 之條款及條件,並在 貴公司之組織章程大綱及組織章程細則限制下申請有關數目之發售股份。本人/吾等謹此授權 貴公司將 本人/吾等之姓名列入 貴公司之股東名冊,作為有關發售股份之持有人,並請 貴公司將有關股票按背頁所列地址以平郵方式 寄予本人/吾等,郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁所載各項條件及申請手續,並同意全部遵守。

			Please insert contact telephone number 上聯絡電話號碼	
Signature(s) of Qualifying (all joint Qualifying Share 合資格股東簽署 (所有聯名合資格股東	holder(s) must sign)			
(1)		(3)	(4)	
Date 日期:	20	016		
二零一六年月	日			

Details to be filled in by Qualifying Shareholder(s): 請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄所列明之總數 或(如未有填妥) 乙欄所列明之總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額(丁欄所列明 之股款總額 或(如未有填妥)丙欄 所列明之股款總額)	Name of bank on which cheque/ cashier's order is drawn 支票/銀行本票之付款 銀行名稱	Cheque/cashier's order number 支票/銀行本票號碼
	HK\$ 港元		

- ** Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "First Mobile Group Holdings Limited" (see the section headed "PROCEDURES FOR APPLICATION" on the reverse side of this Application Form).
- ** 支票或銀行本票須劃線註明「只准入抬頭人賬戶」,並以「First Mobile Group Holdings Limited」為抬頭人(請參閱本申請表格背頁 「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to the assured allotment will be given effect in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes overleaf or above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成,申請認購發售股份數目少於或相等於申請人獲保證配發之數目之有效申請將獲全數有效配發。倘 背頁欄內或上欄內並無填上數目,則 閣下將被視作申請已收款項所代表之發售股份數目。倘股款少於背頁欄內或上欄內所填 數目之發售股份所需之股款,則 閣下將被視作申請已收款項所代表之發售股份數目。申請將被視作為申請完整之發售股份數 目而作出。本公司不會就股款發出收據。