

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in First Mobile Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company and is being provided to you solely for the purposes of considering the resolutions to be voted upon at the EGM to be held on [REDACTED].

The issuance of this circular does not necessarily mean that trading in the Shares will be resumed. The Company will make separate announcement in respect of the Resumption.



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)

- (1) VERY SUBSTANTIAL ACQUISITION IN RELATION TO
THE ACQUISITION OF CHINA GENERAL (HK) COMPANY LIMITED
(中總(香港)有限公司);
- (2) REVERSE TAKEOVER INVOLVING A NEW [REDACTED] APPLICATION;
- (3) PROPOSED CAPITAL REORGANISATION;
- (4) CREDITORS SCHEMES;
- (5) PROPOSED [REDACTED] OF [REDACTED] ON THE BASIS OF
TWO [REDACTED] FOR EVERY ONE NEW SHARE
HELD ON [REDACTED] RECORD DATE;
- (6) PROPOSED SUBSCRIPTION OF SUBSCRIPTION SHARES
UNDER SPECIFIC MANDATE;
- (7) APPLICATION FOR WHITEWASH WAIVER;
- (8) SPECIAL DEAL AND MAJOR AND CONNECTED TRANSACTIONS
IN RELATION TO THE DISPOSAL;
- (9) PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES;
- (10) PROPOSED APPOINTMENT OF PROPOSED DIRECTORS; AND
- (11) NOTICE OF EXTRAORDINARY GENERAL MEETING

Sponsor to the new [REDACTED] application
of the Company



信達國際
CINDA INTERNATIONAL

Financial adviser to the Company



ASIAN CAPITAL
(CORPORATE FINANCE) LIMITED
卓亞(企業融資)有限公司

Independent Financial Adviser to the Independent Shareholders



高銀融資有限公司
GOLDIN FINANCIAL LIMITED

A letter from the Board is set out on pages 43 to 92 of this circular, and a letter from the Independent Financial Adviser containing its advice to the Independent Shareholders is set out on pages 93 to 131 of this circular.

A notice convening the EGM to be held at Room 101, The Boys' & Girls' Clubs Association of Hong Kong, 3 Lockhart Road, Wanchai, Hong Kong on [REDACTED], [REDACTED] at [REDACTED] is set out on pages EGM-1 to EGM-7 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, [REDACTED], at [REDACTED] as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending, and voting in person at the EGM or any adjournment thereof if you so desire.

* For identification purposes only

[REDACTED]