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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 to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in First Mobile Group Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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**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)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of First Mobile Group Holdings Limited to be held at President Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong on Tuesday, 29 May 2012 at 4:00 p.m., is set out on page 5 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.

Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the meeting should they so wish.

\* For identification purpose only

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**TABLE OF CONTENTS**

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	2
<b>Appendix I – Biography of Director proposed to be re-elected at the Annual General Meeting</b>	4
<b>Notice of Annual General Meeting</b> .....	5

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at President Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong on Tuesday, 29 May 2012 at 4:00 p.m.
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“Company”	First Mobile Group Holdings Limited
“Director(s)”	director(s) of the Company
“Group”	the Company, its subsidiaries and its associated companies from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	30 March 2012, being the latest practicable date prior to the printing of this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance
“Share(s)”	share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**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)**

*Executive Directors:*

Mr. Ng Kok Hong  
Mr. Ng Kok Tai  
Mr. Ng Kok Yang

*Registered Office:*

P.O. Box 472  
2nd Floor, Harbour Place  
103 South Church Street  
George Town, KY1-1106  
Grand Cayman, Cayman

*Head Office and*

*Principal Place of Business:*

Suite 1915  
19th Floor  
Grandtech Centre  
8 On Ping Street  
Shatin  
New Territories  
Hong Kong

27 April 2012

*To the Shareholders of the Company*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the ordinary resolution to be proposed at the AGM relating to the re-election of the retiring Director.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTOR

Mr. Ng Kok Hong will retire from office at the AGM in accordance with article 116 of the Articles of Association. The retiring Director, being eligible, has offered himself for re-election at the forthcoming AGM.

Biographical details of Mr. Ng Kok Hong, as required in accordance with the Listing Rules, are set out in Appendix I to this circular.

### ANNUAL GENERAL MEETING

The notice convening the AGM is set out on page 5 of this circular.

A form of proxy for use at the AGM is enclosed with the 2011 Annual Report. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy and return the same to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the AGM. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof if you so wish.

### VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the meeting shall therefore demand a poll for every resolution to be proposed at the AGM pursuant to article 80 of the Company's Articles of Association.

### RECOMMENDATION

The Directors believe that the re-election of the retiring Director, Mr. Ng Kok Hong, is in the best interest of the Company as well as its Shareholders. Accordingly, the Directors recommend that all the Shareholders of the Company should vote in favour of the aforesaid resolution.

Yours faithfully,  
For and on behalf of the Board of  
**First Mobile Group Holdings Limited**  
**Ng Kok Hong**  
*Executive Chairman*

The biography of the Director who will retire from office at the AGM and, being eligible, will offer himself for re-election at the AGM, is set out below:

**NG Kok Hong** (“Mr. Ng”), aged 48, is the Executive Chairman of the Company since its listing on the Growth Enterprise Market of the Stock Exchange on 29 December 2000. He is also a director of most of the Group’s subsidiaries. Since Mr. Ng co-founded a company with Mr. Ng Kok Tai to do mobile phone distribution in Malaysia in 1989 until present, he has been actively involved in the mobile phone industry.

Save as Mr. Ng is the brother of Mr. Ng Kok Tai, Executive Deputy Chairman of the Company, Mr. Ng Kok Yang, Chief Executive Officer of the Company, and husband of Ms. Tan Sook Kiang (“Ms. Tan”), and brother-in-law of Ms. Siew Ai Lian, wife of Mr. Ng Kok Tai, Mr. Ng does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Group. Save as aforesaid, Mr. Ng did not hold other directorship in any public listed companies in the past three years.

Mr. Ng has entered into a service agreement with the Company for an initial term of three years commencing from 1 January 2001 and shall continue thereafter until terminated by either party giving not less than six months’ notice in writing to the other party. As at the Latest Practicable Date, no notice of termination has been served by either the Company or Mr. Ng. Mr. Ng’s director emolument is determined by reference to his experience, duties and responsibilities to the Group. Under the existing service agreement, he is entitled to an annual salary of HK\$3,828,500 (not including any discretionary bonus, benefits in kind (if any) and statutory retirement scheme contribution) for the financial year ending 31 December 2012 and a discretionary bonus calculated as a percentage of the audited consolidated profit of the Group attributable to the Shareholders of the Company. The percentage shall be determined by the board of Directors but in any case the aggregate amount payable in each financial year to all the executive Directors of the Company shall not exceed 10 per cent of such profit. Mr. Ng has agreed to waive his emoluments of approximately HK\$3,593,000 for the financial year ended 31 December 2011.

Mr. Ng is deemed to be interested in 605,855,014 Shares in the Company, amongst which 596,766,389 Shares are held by Mr. Ng under his personal interest and 9,088,625 Shares are held by his spouse, Ms. Tan, under family interest. Mr. Ng and Ms. Tan also hold 1,239,326 and 18,878 non-voting deferred shares of HK\$1.00 each in First Telecom International Limited. Save as aforesaid, Mr. Ng does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **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)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of First Mobile Group Holdings Limited (the “Company”) will be held at President Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong on Tuesday, 29 May 2012 at 4:00 p.m. for the following purposes:

1. To consider and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2011;
2. To re-elect the retiring director and to authorise the board of directors to fix the directors’ fees; and
3. To re-appoint the auditors and to authorise the board of directors to fix their remuneration.

By order of the Board  
**Mah Kwong Chee Dyland**  
*Company Secretary*

Hong Kong, 27 April 2012

*Head Office and Principal Place of Business:*

Suite 1915, 19th Floor,  
Grandtech Centre,  
8 On Ping Street,  
Shatin, New Territories,  
Hong Kong

*Notes:*

1. Every shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
2. 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 that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM.
3. Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting at the AGM if the shareholder so desires.

\* *For identification purpose only*