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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)**

**DELAY IN DESPATCH OF CIRCULAR  
IN RELATION TO  
THE PROPOSED RESTRUCTURING OF  
FIRST MOBILE GROUP HOLDINGS LIMITED  
INVOLVING**

- (1) PROPOSED CAPITAL RESTRUCTURING;**
- (2) PROPOSED SUBSCRIPTION FOR NEW SHARES;**
- (3) PROPOSED CREDITORS' SCHEMES OF ARRANGEMENT  
AND GROUP REORGANISATION; AND**
- (4) APPLICATION FOR WHITEWASH WAIVER**

Reference is made to the joint announcements of the Company and the Investor dated 16 September 2010 and 30 September 2010, and the announcements of the Company dated 5 October 2010, 30 December 2010, 29 April 2011, 30 May 2011, 31 August 2011, 9 November 2011, 30 December 2011 and 2 April 2012 (the "Announcements"). Capitalised terms used herein shall have the same meanings as defined in the Announcements unless the context requires otherwise.

Under Rule 8.2 of the Takeovers Code, the Circular is required to be posted to the Shareholders within 21 days of the date of the announcement on 16 September 2010, which is on or before 7 October 2010. Pursuant to the letters from the SFC dated 8 October 2010, 10 January 2011, 9 May 2011, 7 September 2011, 10 January 2012 and 16 April 2012, the Executive granted consent to extend the date of despatch of the Circular to 30 September 2012.

\* For identification purposes only

The Company and, among other parties, the Investor are in discussions regarding certain material changes to the investment structure. As set out in the announcement of the Company dated 30 December 2011, the Revised Proposal was submitted to the Stock Exchange on 8 November 2011. In view of such proposed material changes to the investment structure and consequential material amendments to the terms of the Subscription Agreement, the Company withdrew the Revised Proposal in May 2012.

On 20 June 2012, the Stock Exchange placed the Company in the third delisting stage and announced that the Company had a final six months (i.e. by 19 December 2012) to submit a viable resumption proposal. The Company anticipates that additional time will be required to finalise the aforesaid amendments to the terms of the Subscription Agreement and consequently to finalise and submit a revised resumption proposal to the Stock Exchange.

The Company is seeking consent from the relevant parties for a further extension of the long stop dates under the Subscription Agreement and the Standstill Agreement.

The Circular will not be despatched to the Shareholders by 30 September 2012. In this regard, the Company has applied to the Executive for a further extension of the latest time for despatching the Circular to 19 December 2012 and the Executive has indicated that it is minded to grant consent. The Company will make further announcement(s) as and when appropriate.

At the request of the Company, trading in the Shares has been suspended since 9:30 a.m. on 27 November 2009 and will remain suspended until further notice.

By order of the Board  
**First Mobile Group Holdings Limited**  
**Ng Kok Hong**  
*Executive Chairman*

Hong Kong, 28 September 2012.

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Ng Kok Hong, Mr. Ng Kok Tai and Mr. Ng Kok Yang.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, the opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*