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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)**

**INSIDE INFORMATION ANNOUNCEMENT –  
UPDATE ON  
POSSIBLE VERY SUBSTANTIAL ACQUISITION,  
POSSIBLE CONNECTED TRANSACTION  
AND  
POSSIBLE REVERSE TAKEOVER TREATED AS  
A NEW LISTING APPLICATION**

**THE PROPOSED ACQUISITION**

On 21 January 2013, the Company entered into the Acquisition Agreement (as amended by the Supplemental Agreement) with Energy Industry and the Julong Management Shareholders, pursuant to which the Company agreed to acquire 57.55% equity interest in Julong at a consideration of HK\$391.34 million to be satisfied by the allotment and issue of a number of consideration shares credited as fully paid. On 22 March 2013, the Company entered into the Option Agreement with Apex Ocean, pursuant to which Apex Ocean has agreed to grant to the Company a call option to purchase 42.45% equity interest in Julong at a consideration of HK\$288.66 million to be satisfied by the allotment and issue of a number of consideration shares credited as fully paid.

The Proposed Acquisition constitutes a very substantial acquisition, a connected transaction and a reverse takeover for the Company under the Listing Rules.

\* *For identification purposes only*

Upon completion of the Proposed Acquisition, Energy Industry and parties acting in concert with it will hold more than 30% of the enlarged issued share capital of the Company. Energy Industry and parties acting in concert with it will apply to the Executive for the grant of a whitewash waiver by the Executive under Rule 26.1 of the Takeovers Code in connection with the Proposed Acquisition. The Proposed Acquisition is subject to certain conditions precedent including, among other things, the grant of the aforesaid whitewash waiver. Such condition is not waivable by the relevant parties.

### **POSSIBLE OPEN OFFER**

To enable the existing Shareholders to participate in the Resumption Proposal, the Company is considering an open offer. The Company will appoint an independent underwriter to underwrite the offer shares to be issued and allotted under the open offer in full and will publish further announcements as and when appropriate.

### **POSSIBLE PLACEMENT**

Upon completion of the Proposed Acquisition, the public float of the Company will fall below the 25% threshold as required under Rule 8.08(1)(a) of the Listing Rules. To restore the public float, the Company will endeavour to place certain number of new Adjusted Shares to independent places immediately after completion of the Proposed Acquisition.

### **GENERAL**

After the signing of the aforementioned agreements, the relevant parties have further discussed and negotiated the appropriate documentation and the execution process for the proposed acquisition of 100% equity interest in Julong by the Company and are now considering further amending the terms and conditions of the Acquisition Agreement and the Option Agreement. The Board considers that additional time is required for (i) finalising the proposed amendments to the Acquisition Agreement and the Option Agreement; and (ii) preparing the announcement of the Proposed Acquisition in compliance with the Listing Rules and the Takeovers Code. An announcement setting out, among other things, details of the Proposed Acquisition is being prepared and will be published as and when appropriate.

Trading in the Shares has been suspended since 9:30 a.m. on 27 November 2009 and will remain suspended until further notice.

**The Proposed Acquisition is subject to, among other things, the fulfillment of the conditions precedent and therefore may or may not materialise. The terms of the Proposed Acquisition, which are still subject to further negotiations between the parties, have yet to be finalised and may deviate from those set out in the Acquisition Agreement and the Option Agreement. The publication of this announcement does not indicate that the Proposed Acquisition, the possible open offer or the possible placement will be completed or that the trading in the Shares will be resumed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

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 14 July 2011, 14 February 2012 and 21 December 2012 (the “Announcements”). Capitalised terms used herein shall have the same meanings as defined in the Announcements unless the context requires otherwise.

## **THE PROPOSED ACQUISITION**

The Board wishes to inform the Shareholders that, subsequent to the entering into of the Term Sheet, on 21 January 2013, the Company entered into the Acquisition Agreement (as amended by the Supplemental Agreement) with Energy Industry and the Julong Management Shareholders, pursuant to which the Company, subject to the fulfillment of certain conditions precedent set out therein, agreed to acquire 57.55% equity interest in Julong at a consideration of HK\$391.34 million to be satisfied by the allotment and issue of a number of consideration shares credited as fully paid. On 22 March 2013, the Company entered into the Option Agreement with Apex Ocean, pursuant to which Apex Ocean has agreed to grant to the Company a call option to purchase 42.45% equity interest in Julong at a consideration of HK\$288.66 million to be satisfied by the allotment and issue of a number of consideration shares credited as fully paid. On 10 April 2013, the Company issued a notice exercising the Option to acquire 42.45% equity interest in Julong, the completion of which is subject to the fulfillment of certain conditions precedent set out therein.

The Proposed Acquisition constitutes a very substantial acquisition for the Company under Chapter 14 of the Listing Rules. As the transactions contemplated thereunder involve the Company acquiring interests in Julong where a substantial shareholder of Julong, i.e. Energy Industry, is proposed to be a controller (as defined under the Listing Rules), the Proposed Acquisition also constitutes a connected transaction for the Company pursuant to Rule 14A.13(1)(b)(i) of the Listing Rules. Furthermore, as the issuance of the Consideration Shares to Energy Industry will result in a change in control (as defined under the Takeovers Code) of the Company, the Proposed Acquisition will also constitute a reverse takeover of the Company under Rule 14.06(6)(a) of the Listing Rules. Pursuant to Rule 14.54 of the Listing

Rules, the Stock Exchange will treat a listed issuer proposing a reverse takeover as if it were a new listing applicant. Accordingly, the Company will be treated as if it were a new listing applicant.

Upon completion of the Proposed Acquisition, Energy Industry and parties acting in concert with it will hold more than 30% of the enlarged issued share capital of the Company. Energy Industry and parties acting in concert with it will apply to the Executive for the grant of a whitewash waiver by the Executive under Rule 26.1 of the Takeovers Code in connection with the Proposed Acquisition. The Proposed Acquisition is subject to certain conditions precedent including, among other things, the grant of the aforesaid whitewash waiver. Such condition is not waivable by the relevant parties.

### **POSSIBLE OPEN OFFER**

To enable the existing Shareholders to participate in the Resumption Proposal, the Company is considering an open offer. The Company will appoint an independent underwriter to underwrite the offer shares to be issued and allotted under the open offer in full and will publish further announcements as and when appropriate.

### **POSSIBLE PLACEMENT**

Upon completion of the Proposed Acquisition, the public float of the Company will fall below the 25% threshold as required under Rule 8.08(1)(a) of the Listing Rules. To restore the public float, the Company will endeavour to place certain number of new Adjusted Shares to independent places immediately after completion of the Proposed Acquisition. The Company will issue further announcements in respect of the possible placement as and when appropriate.

### **GENERAL**

After the signing of the aforementioned agreements, the relevant parties have further discussed and negotiated the appropriate documentation and the execution process for the proposed acquisition of 100% equity interest in Julong by the Company and are now considering further amending the terms and conditions of the Acquisition Agreement and the Option Agreement. The Board considers that additional time is required for (i) finalising the proposed amendments to the Acquisition Agreement and the Option Agreement; and (ii) preparing the announcement of the Proposed Acquisition in compliance with the Listing Rules and the Takeovers Code. An announcement setting out, among other things, details of the Proposed Acquisition is being prepared and will be published as and when appropriate.

Trading in the Shares has been suspended since 9:30 a.m. on 27 November 2009 and will remain suspended until further notice.

**The Proposed Acquisition is subject to, among other things, the fulfillment of the conditions precedent and therefore may or may not materialise. The terms of the Proposed Acquisition, which are still subject to further negotiations between the parties, have yet to be finalised and may deviate from those set out in the Acquisition Agreement and the Option Agreement. The publication of this announcement does not indicate that the Proposed Acquisition, the possible open offer or the possible placement will be completed or that the trading in the Shares will be resumed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

## **DEFINITIONS**

In this announcement, the following expressions shall have the following meanings as set out below unless the context requires otherwise:

“Acquisition Agreement”	the definitive sale and purchase agreement dated 21 January 2013 (as amended by the Supplemental Agreement) in respect of the acquisition of 57.55% equity interest in Julong entered into between the Company, Energy Industry and the Julong Management Shareholders
“Apex Ocean”	Apex Ocean Holdings Limited, a company incorporated in Hong Kong, to whom 42.45% equity interest in Julong will be transferred by Dongsheng Aluminum
“Dongsheng Aluminum”	重慶市東昇鋁業股份有限公司 (Chongqing Dongsheng Aluminum Company Limited*), a company established in the PRC, which holds the remaining equity interest of 42.45% in Julong
“Energy Industry”	重慶涪陵能源實業集團有限公司 (Chongqing Fuling Energy Industry Group Co., Ltd.*), a company established in the PRC and is the beneficial owner of 47.55% equity interest in Julong
“Option”	the call option granted by Apex Ocean to the Company pursuant to the Option Agreement for 42.45% equity interest in Julong at a consideration to be satisfied by the issuance of a number of consideration shares credited as fully paid exercisable at any time during the option period

“Option Agreement” the call option agreement dated 22 March 2013 entered into between the Company and Apex Ocean in respect of the Option

“Supplemental Agreement” the supplemental agreement dated 22 March 2013 entered into between the Company, Energy Industry and the Julong Management Shareholders to amend certain terms of the Acquisition Agreement

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

Hong Kong, 24 June 2013

*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, 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.*

*Certain English translations of Chinese names or words in this announcement are included for information only, and are not official English translations of such Chinese names or words. If there is any inconsistency between the Chinese names of the PRC entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail.*

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