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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)

IN-PRINCIPLE APPROVAL TO THE NEW LISTING APPLICATION
AND
UPDATE OF THE STATUS OF THE RESUMPTION

Financial adviser to the Company



This announcement is made pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 31 October 2014 (the “**Announcement**”) in relation to, among others, the Proposed Restructuring. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Announcement.

By its letter dated 26 February 2016 (the “**Letter**”), the Stock Exchange confirms that they have no further comments on the circular (the “**Circular**”) containing all the information relating to, among others, the new listing application and approve in-principle the listing of shares of the Company as described in the Circular. The Stock Exchange will grant a formal and final approval before the trading in the Company’s shares commences (the “**Resumption**”), on the condition that:

1. the documentary requirements under Chapters 9 and 19 of the Listing Rules are followed; and
2. the Stock Exchange are satisfied with the contents of the published version of the Circular.

* *For identification purpose only*

As the Letter is not yet a formal approval of the new listing application of the Company, the conditions stated in the Letter are not necessarily exhaustive. The Stock Exchange may impose additional conditions in the formal approval letter of the Stock Exchange if circumstances require. The Resumption is also subject to completion of all the transactions under the Circular.

Trading in the Shares has been suspended since 27 November 2009 and will remain suspended until further notice.

Shareholders and potential investors should note that the Resumption is subject to various conditions which may or may not be fulfilled. There is no guarantee that the Resumption will take place. Shareholders and potential investors are reminded to exercise caution when dealing the Shares.

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

Hong Kong, 29 February 2016

As at the date of this announcement, the board of directors of the Company consists of three executive directors, namely Mr. Ng Kok Hong, Mr. Ng Kok Tai and Mr. Ng Kok Yang.