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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)

- DESPATCH OF CIRCULAR IN RELATION TO**
- (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 LISTING APPLICATION;**
 - (3) PROPOSED CAPITAL REORGANISATION;**
 - (4) CREDITORS SCHEMES;**
 - (5) PROPOSED OPEN OFFER OF OFFER SHARES ON THE BASIS OF TWO OFFER SHARES FOR EVERY ONE NEW SHARE HELD ON OPEN OFFER 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;**
- AND**
- (10) PROPOSED APPOINTMENT OF PROPOSED DIRECTORS**

Financial Adviser to the Company



Reference is made to the Company's announcements dated 22 August 2014, 31 October 2014, 30 December 2014, 30 April 2015, 30 October 2015 and 31 December 2015 in relation to, among others, the Proposed Restructuring (together, the "Announcements") and

* For identification purpose only

the Circular of the Company dated 29 February 2016 (“**Circular**”). Capitalised terms used herein have the same meanings as those defined in the Circular unless the context requires otherwise.

DESPATCH OF CIRCULAR

A circular containing, among other things, (i) further information in connection with the Proposed Restructuring and the Whitewash Waiver; (ii) the letter from the Board; (iii) the letter from the Independent Financial Adviser; (iv) the notice of the EGM; (v) information in relation to the proposed adoption of New Memorandum and Articles; (vi) the proposed appointment of proposed Directors; and (vii) other information as required under the Listing Rules and the Takeovers Code, together with the form of proxy for use at the EGM have been despatched to the Shareholders on 29 February 2016.

Dealing in the shares of the Company on the Main Board of the Stock Exchange has been suspended since 27 November 2009 and will remain suspended until further notice.

Shareholders and potential investors should note that the Proposed Restructuring and the Whitewash Waiver are subject to various conditions which may or may not be fulfilled. There is no guarantee that the Proposed Restructuring and the Whitewash Waiver will proceed. Shareholders and potential investors are reminded to exercise caution when dealing in 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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.