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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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 18 APRIL 2016
AND
GRANT OF THE WHITEWASH WAIVER**

The Board is pleased to announce that at the EGM held on 18 April 2016, the (i) Special Resolution No. 2 and Ordinary Resolution No. 8 as set out in the Notice were duly passed by the Shareholders by way of poll; and (ii) Special Resolution No. 1 and Ordinary Resolutions Nos. 3, 4, 5, 6 and 7 were duly passed by the Independent Shareholders by way of poll.

Reference is made to the circular of First Mobile Group Holdings Limited (“**Company**”) dated 29 February 2016 (“**Circular**”) and the notice of the EGM of the same date (“**Notice**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held on 18 April 2016, the (i) Special Resolution No. 2 and Ordinary Resolution No. 8 as set out in the Notice were duly passed by the Shareholders by way of poll; and (ii) Special Resolution No. 1 and Ordinary Resolutions Nos. 3, 4, 5, 6 and 7 were duly passed by the Independent Shareholders by way of poll.

The poll results in respect of the resolutions are as follows:

SPECIAL RESOLUTIONS		Number of Votes (%)	
		FOR	AGAINST
1	To approve the Capital Reorganisation.	344,525 (100.00%)	0 (0.00%)
2	To approve and adopt the New Memorandum and Articles.	344,525 (100.00%)	0 (0.00%)

* For identification purposes only

ORDINARY RESOLUTIONS		Number of Votes (%)	
		FOR	AGAINST
3	To approve, ratify and confirm the Acquisition Agreement (including but not limited to the allotment and issue of the Consideration Shares) and the transactions contemplated thereunder.	344,525 (100.00%)	0 (0.00%)
4	To approve, ratify and confirm the Underwriting Agreement, the Open Offer (including but not limited to the allotment and issue of the Offer Shares) and the transactions contemplated thereunder.	344,525 (100.00%)	0 (0.00%)
5	To approve, ratify and confirm the Subscription Agreements (including but not limited to the allotment and issue of the Subscription Shares) and the transactions contemplated thereunder.	344,525 (100.00%)	0 (0.00%)
6	To approve the Whitewash Waiver.	344,525 (100.00%)	0 (0.00%)
7	To approve the Special Deal.	344,525 (100.00%)	0 (0.00%)
8	(a) To approve the appointment of the following persons as Directors with effect from completion of the Acquisition:		
	(i) Mr. Shie Tak Chung as an executive Director;	344,525 (100.00%)	0 (0.00%)
	(ii) Mr. Tsoi Kin Sze as an executive Director;	344,525 (100.00%)	0 (0.00%)
	(iii) Mr. Wu Zhisong as an executive Director;	344,525 (100.00%)	0 (0.00%)
	(iv) Mr. Lee Lit Mo Johnny as an executive Director;	344,525 (100.00%)	0 (0.00%)
	(v) Mr. Ma Sai Yam as an independent non-executive Director;	344,525 (100.00%)	0 (0.00%)
	(vi) Mr. Zhang Senquan as an independent non-executive Director; and	344,525 (100.00%)	0 (0.00%)
	(vii) Mr. Wang Yiming as an independent non-executive Director; and	344,525 (100.00%)	0 (0.00%)
	(b) To authorise the Board to fix the remuneration of the Directors.	344,525 (100.00%)	0 (0.00%)

Notes:

1. All percentages are rounded to two decimal places.
2. The full texts of the above resolutions are set out in the Notice.
3. Total number of Shares in issue as at the date of the EGM: 1,945,996,565 Shares.
4. The Existing Controlling Shareholders, holding an aggregate of 1,349,566,292 Shares, representing approximately 69.35% of the issued share capital, are required to abstain and has abstained from voting on resolutions Nos. 1, 3, 5, 6 and 7 relating to the Capital Reorganisation, the Acquisition Agreement, the Subscription Agreements, the Whitewash Waiver and the Special Deal at the EGM. Accordingly, the total number of Shares held by the Shareholders who were entitled to attend and vote for or against resolutions Nos. 1, 3, 5, 6 and 7 was 596,430,273 Shares.
5. No Shareholder has a material interest in the adoption of the New Memorandum and Articles and the appointment of the proposed Directors other than being a Shareholder, therefore no Shareholder was required to abstain from voting on resolutions Nos. 2 and 8 at the EGM. Accordingly, the total number of Shares held by the Shareholders who were entitled to attend and vote for or against resolutions Nos. 2 and 8 was 1,945,996,565 Shares.
6. Pursuant to Rule 7.24(5) of the Listing Rules, the Existing Controlling Shareholders, holding an aggregate of 1,349,566,292 Shares, representing approximately 69.35% of the issued share capital, are required to abstain and has abstained from voting in favour of resolution No. 4 relating to the Open Offer. Accordingly, the total number of Shares entitling the holders to attend and vote in favour of resolution No. 4 at the EGM was 596,430,273 Shares.
7. Save for 1,349,566,292 Shares (representing approximately 69.35% of the issued share capital) held by the Existing Controlling Shareholders and the Concert Group which are required to abstain from voting in favour of resolution No. 4 in relation to the Open Offer, no other Shares entitled the Shareholders to attend and abstain from voting in favour in the EGM as set out in Rule 13.40 of the Listing Rules.
8. Save as disclosed above, none of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolution at the EGM.
9. The scrutineer for the poll at the EGM: Tricor Abacus Limited, the Hong Kong Branch Share Registrar of the Company.

NUMBER OF SHARES AND SHAREHOLDING PERCENTAGE OF THE VENDORS AND THEIR CONCERT PARTIES UPON COMPLETION

Upon Completion, the Vendors and the parties acting in concert with them will become the Controlling Shareholders holding 4,086,592,788 Shares, representing approximately 70% of the issued share capital of the Company after the Capital Reorganisation and as enlarged by the Offer Shares, the Subscription Shares and the Consideration Shares.

GRANT OF THE WHITEWASH WAIVER

Pursuant to a letter issued by the SFC on 14 April 2016, the Executive has conditionally granted the Whitewash Waiver to Fame Build and Talent Connect, which is subject to (i) the issue of the Consideration Shares being approved by a vote of the Independent Shareholders at the EGM, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by Fame Build, Talent Connect or parties acting in concert with any of them between the date of announcement of the proposed issue

of the Consideration Shares on 21 December 2012 (the “**Issue**”) and the completion date of the Issue. As the resolution approving the issue of the Consideration Shares was duly passed by the Independent Shareholders at the EGM (Resolution No. 3, condition (i) has been fulfilled as at the date hereof.

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

Hong Kong, 18 April 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.