

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in First Mobile Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company and is being provided to you solely for the purposes of considering the resolutions to be voted upon at the EGM to be held on [REDACTED].

The issuance of this circular does not necessarily mean that trading in the Shares will be resumed. The Company will make separate announcement in respect of the Resumption.



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)

- (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 [REDACTED] APPLICATION;
- (3) PROPOSED CAPITAL REORGANISATION;
- (4) CREDITORS SCHEMES;
- (5) PROPOSED [REDACTED] OF [REDACTED] ON THE BASIS OF TWO [REDACTED] FOR EVERY ONE NEW SHARE HELD ON [REDACTED];
- (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

Sponsor to the new [REDACTED] application of the Company



Financial adviser to the Company



Independent Financial Adviser to the Independent Shareholders



A letter from the Board is set out on pages 39 to 86 of this circular, and a letter from the Independent Financial Adviser containing its advice to the Independent Shareholders is set out on pages 87 to 124 of this circular.

A notice convening the EGM to be held at [●] on [Monday], [REDACTED] at [REDACTED] is set out on pages EGM-1 to EGM-7 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, [REDACTED], at [REDACTED] as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending, and voting in person at the EGM or any adjournment thereof if you so desire.

* For identification purposes only