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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)

**(1) DISCLOSURE PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE;**

**(2) CHANGE IN AUDITORS, DELAY IN PUBLICATION OF ANNUAL RESULTS  
AND DESPATCH OF ANNUAL REPORT FOR THE YEAR ENDED 31  
DECEMBER 2009;**

**AND**

**(3) CHANGE OF HEAD OFFICE AND  
PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Reference is made to the Company's announcements dated 26 November 2009, 4 December 2009, 4 January 2010, 4 February 2010, 4 March 2010 and 1 April 2010 (the "**Announcements**") in relation to, inter alia, the Group having received demand letters from the Bank Creditors requiring the immediate repayment of an aggregate of approximately HK\$362 million and expressions of interest from interested parties in relation to the acquisition of a strategic interest in the Group. Unless otherwise stated, terms used herein shall have the same meaning as those defined in the Announcements.

#### **DISCLOSURE PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

The Board, pursuant to Rule 3.7 of the Takeovers Code, is pleased to inform that the Company has identified an investor (the "**Potential Investor**") to participate in the proposed restructuring of the Group. Subject to finalization of the terms, the proposed restructuring may contemplate, among others, a provision of working capital facility to the Group by the Potential Investor and a possible change of control of the Company (the "**Proposed Restructuring**"). The Company, in consultation with its major creditors,

shall enter into an exclusivity agreement setting out the principal terms of the Proposed Restructuring with the Potential Investor as soon as practicable.

Premised to the above, Asian Capital (Corporate Finance) Limited has been appointed by the Company as its financial adviser for the Proposed Restructuring.

Further announcement(s) regarding the progress of the Proposed Restructuring will be made by the Company as and when appropriate in accordance with the requirements of the Listing Rules and the Takeovers Code.

**Shareholders and potential investors are urged to exercise caution when dealing in the securities of the Company.**

#### **CHANGE IN AUDITORS, DELAY IN PUBLICATION OF ANNUAL RESULTS AND DESPATCH OF ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2009**

PricewaterhouseCoopers, the auditors of the Company, has indicated their intention to resign. The Company will engage another firm of auditors to fill the vacancy and will make a further announcement in respect of such engagement, whether there are any matters that need to be brought to the attention of the shareholders of the Company and any other relevant information upon having received PricewaterhouseCoopers' resignation letter.

Pursuant to Rules 13.46 and 13.49 of the Listing Rules, the Company is required to publish its annual results (the “**Annual Results**”) and despatch its annual report (the “**Annual Report**”) for the year ended 31 December 2009 to its shareholders no later than four months after the date upon which its financial year ended, that is, on or before 30 April 2010.

Pending the change of auditors and the completion of the audit of the Company's Annual Results, there will be a delay in the publication of the Annual Results and the despatch of the Annual Report which constitute non-compliance of Rules 13.46 and 13.49 of the Listing Rules. It is expected that the audit may be completed on or before 30 June 2010 and therefore the Annual Results would be announced and the Annual Report would be despatched immediately thereafter.

#### **CHANGE OF HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

The head office and principal place of business of the Company in Hong Kong will be changed to Suite 1915, 19th Floor, Grandtech Centre, 8 On Ping Street, Shatin, New Territories, Hong Kong with effect from 1 May 2010.

#### **SUSPENSION OF TRADING**

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

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

Hong Kong, 30 April 2010

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

*The directors of the Company jointly and severally accept full responsibility for 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.*

*\*For identification purpose only*