

## FORMS RELATING TO LISTING

### FORM F

#### The Growth Enterprise Market (GEM)

##### Company Information Sheet

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**Company name :** **First Mobile Group Holdings Limited**

**Stock code (ordinary shares) :** **8110**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 15th August, 2005.

#### **A. General**

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 29th December, 2000

Name of Sponsor(s) : Kingsway Capital Limited  
Asia Investment Capital Limited  
(Sponsors’ Agreement expired on 31<sup>st</sup> December, 2002)

Names of directors : **Executive Directors**  
*(Please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive)*  
Mr. NG Kok Hong  
Mr. NG Kok Tai  
Mr. NG Kok Yang

#### **Independent non-executive Directors**

Mr. SEE Tak Wah  
Mr. WU Wai Chung Michael  
Mr. WONG Tin Sang Patrick

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company : Mr. NG Kok Hong (Note a) which is interested in 605,855,014 shares of the Company, representing 31.138% of the entire issued share capital

Ms. TAN Sook Kiang (Note a) which is interested in 605,855,014 shares of the Company, representing 31.138% of the entire issued share capital

NKT Holdings Sdn. Bhd. (Note b) which is interested in 596,766,389 shares of the Company, representing 30.671% of the entire issued share capital

Mr. NG Kok Tai (Note b) which is interested in 596,766,389 shares of the Company, representing 30.671% of the entire issued share capital

Ms. SIEW Ai Lian (Note b) which is interested in 596,766,389 shares of the Company, representing 30.671% of the entire issued share capital

#### Notes

- (a) NG Kok Hong and TAN Sook Kiang are interested in such shares in the following manner:
- (i) 596,766,389 shares are held by NG Kok Hong personally and TAN Sook Kiang, the spouse of NG Kok Hong, is deemed to be interested in these shares by virtue of the Securities and Futures Ordinance.
  - (ii) 9,088,625 shares are held by TAN Sook Kiang, and therefore, NG Kok Hong is deemed to be interested in these shares by virtue of the Securities and Futures Ordinance.
- (b) NG Kok Tai and SIEW Ai Lian, the spouse of NG Kok Tai, are the only shareholders of NKT Holdings Sdn. Bhd., which is interested in shares representing 30.671% of the issued share capital of the Company. Accordingly, NG Kok Tai, SIEW Ai Lian and NKT Holdings Sdn. Bhd. are regarded as substantial shareholders for the purpose of the GEM Listing Rules.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31st December

Registered address : Ugland House  
South Church Street  
P.O. Box 309  
George Town  
Grand Cayman  
Cayman Islands

Head office and principal place of business : Suite 1919-1923  
19th Floor, Grandtech Centre  
8 On Ping Street  
Shatin  
New Territories  
Hong Kong

Web-site address (if applicable) : [www.firstmobile.com](http://www.firstmobile.com)

Share registrar : Cayman Islands principal share registrar and transfer office  
Butterfield Bank (Cayman) Limited  
Butterfield House, 68 Fort Street  
P.O. Box 705, George Town  
Grand Cayman  
Cayman Islands

Hong Kong branch share registrar and transfer office  
Abacus Share Registrars Limited  
G/F, Bank of East Asia Harbour View Centre  
56 Gloucester Road  
Wanchai  
Hong Kong

Auditors : PricewaterhouseCoopers  
Certified Public Accountants  
22nd Floor, Prince's Building  
Central  
Hong Kong

**B. Business activities**

The Group is engaged principally in the distribution and trading of a wide variety of brands of mobile phones and related accessories in the Asia Pacific Region through its distribution network in Hong Kong, Mainland China, Malaysia, the Philippines, Taiwan and Singapore.

### C. Ordinary shares

Number of ordinary shares in issue	: 1,945,696,565 shares
Par value of ordinary shares in issue	: HK\$0.10
Board lot size (in number of shares)	: 4,000
Name of other stock exchange(s) on which ordinary shares are also listed	: N/A

### D. Warrants

Stock code	: N/A
Board lot size	: N/A
Expiry date	: N/A
Exercise price	: N/A
Conversion ratio <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	: N/A
No. of warrants outstanding	: N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	: N/A

### E. Other securities

Details of any other securities in issue.

*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Options to subscribe for an aggregate of 174,965,000 shares in the Company at HK\$0.82 per share have been granted by the Company under the pre-listing share option plan adopted on 15th December, 2000 of the Company. Each of the grantees will be entitled to exercise the options as follows :-

- (i) 10% of the options so granted to him/her at any time after the expiry of 6 months from 29th December, 2000;
- (ii) 20% of the options so granted to him/her at any time after the expiry of 12 months from 29th December, 2000;
- (iii) 25% of the options so granted to him/her at any time after the expiry of 18 months from 29th December, 2000;

- (iv) 25% of the options so granted to him/her at any time after the expiry of 24 months from 29th December, 2000;
- (v) the remaining 20% of the options granted to him/her at any time after the expiry of 30 months from 29th December, 2000 and,

in each case, not later than three years from the date of exercise of the options.

At the annual general meeting held on 29th April, 2003, the shareholders of the Company approved the adoption of a new share option scheme (the “2003 Share Option Scheme”) and the termination of the share option scheme adopted by written resolution of shareholders of the Company on 15th December, 2000 (the “2000 Share Option Scheme”). No options had been granted under the 2000 Share Option Scheme since its adoption on 15th December, 2000 and up to the date of its termination.

As at the date of this information sheet, no options had been granted by the Company under the 2003 Share Option Scheme.

Save for the above, the Company does not have any other securities in issue as at the date of this information sheet.

**Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liabilities incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed :

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Mr. NG Kok Hong, Director

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Mr. NG Kok Tai, Director

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Mr. NG Kok Yang, Director

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Mr. SEE Tak Wah, Director

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Mr. WU Wai Chung Michael, Director

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Mr. WONG Tin Sang Patrick, Director