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This announcement, for which the directors of First Mobile Group Holdings Limited (the "Directors") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to First Mobile Group Holdings Limited. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



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: 8110)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "AGM") of First Mobile Group Holdings Limited (the "Company") will be held at The Derby Suite III, Level 3, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong on Wednesday, 26th April, 2006 at 3:30 p.m. for the following purposes:

1. To consider and adopt the audited accounts and the reports of the directors and auditors for the year ended 31st December, 2005;
2. To re-elect retiring directors and to authorise the board of directors to fix the directors' fees;
3. To re-appoint the auditors and to authorise the board of directors to fix their remuneration;

and, as special business, to consider and, if thought fit, to pass, with or without modification, the following proposed resolutions:

SPECIAL RESOLUTION

4. **"THAT** the existing Articles of Association of the Company be and are hereby amended in the following manner:
 - (A) by deleting Article 99 in its entirety and substituting therefor the following paragraph:

The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. All Directors appointed to fill a casual vacancy or as an addition to the Board shall be subject to election by shareholders at the first general meeting of the Company after their appointment and shall then be eligible for re-election at that meeting, provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116.

* For identification purpose only

- (B) by deleting the words “a special” and substituting therefor the words “an ordinary” in Article 106(vii);
- (C) by deleting the first sentence of Article 116 and substituting therefor the following:

At each annual general meeting, one-third of the Directors (including the Managing Director or Joint Managing Director) for the time being or (if their number is not three or a multiple of three (3), then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.
- (D) by deleting the word “special” as appeared in the marginal note of Article 122 and substituting therefor the word “ordinary”; and
- (E) by deleting the word “special” as appeared in line 1 of Article 122(a) and substituting therefor the word “ordinary.”

ORDINARY RESOLUTIONS

5. **“THAT:**

- (A) subject to paragraph (C) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing securities of the Company which carry rights to subscribe for or are convertible into Shares; or (iii) an issue of Shares in the Company upon the exercise of options granted or which may be granted under the Pre-Listing Share Option Plan (as approved by an ordinary resolution passed on 15th December, 2000) or any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares in the Company; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed the aggregate of 20 per cent of the aggregate nominal value of the share capital of the Company in issue at the date of the passing of this resolution and the authority granted pursuant to paragraph (A) of this resolution shall be limited accordingly; and

(D) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

“Rights Issue” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the directors of the Company to holders of Shares whose names appear on the register of shareholders of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such Shares (or, where appropriate, such other securities), (subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT:**

(A) subject to paragraph (B) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company, including to determine the manner of repurchase, to repurchase shares in the capital of the Company (the “Shares”) on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Exchange for this purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Exchange or of any other stock exchanges as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

(B) the aggregate nominal value of the Shares to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal value of the share capital of the Company in issue at the date of the passing of this resolution and the authority granted pursuant to paragraph (A) of this resolution shall be limited accordingly; and

(C) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution.”

7. “**THAT** conditional upon the Ordinary Resolutions Nos. 5 and 6 set out in the notice of this meeting being passed, the general unconditional mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to the Ordinary Resolution No. 5 set out in the notice of this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general unconditional mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the Ordinary Resolution No. 6 set out in the notice of this meeting, provided that such extended amount shall not exceed 10 per cent of the aggregate nominal value of the share capital of the Company in issue at the date of the passing of Ordinary Resolution No. 6.”

By order of the Board
Mah Kwong Chee Dyland
Company Secretary

Hong Kong, 23rd March, 2006

Head Office and Principal Place of Business:
Suite 1919-1923, 19th Floor,
Grandtech Centre,
8 On Ping Street,
Shatin, New Territories,
Hong Kong

Executive Directors:
Ng Kok Hong (Executive Chairman)
Ng Kok Tai (Executive Deputy Chairman)
Ng Kok Yang

Independent Non-executive Directors:
See Tak Wah
Wu Wai Chung Michael
Wong Tin Sang Patrick

Notes:

1. Every shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Abacus Share Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM.
3. Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting at the AGM if the shareholder so desires.
4. A circular containing further details regarding resolutions nos. 5 to 7 as required by the GEM Listing Rules will be dispatched to the shareholders of the Company together with the 2005 annual report.

This announcement will remain on the GEM website on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at www.firstmobile.com.