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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)*

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Company announces that it proposes to amend its Articles of Association to align it with recent changes to the GEM Listing Rules at the forthcoming AGM. This announcement is made pursuant to the requirement of rule 17.50 of the GEM Listing Rules. A circular providing further details of the Proposed Amendments will be despatched to shareholders of the Company as soon as possible.

The board of directors (the “Board”) of First Mobile Group Holdings Limited (the “Company”) announces that, at a meeting of the Board held on 21st March, 2006, it was decided to put to the shareholders of the Company for their approval by way of a special resolution at the forthcoming annual general meeting (the “AGM”) certain amendments (the “Proposed Amendments”) to the articles of association of the Company (the “Articles of Association”) in order to align it with recent changes 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”).

\* *For identification purpose only*

The Proposed Amendments are as follows:

- (a) All Directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment;
- (b) Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years; and
- (c) A Director may be removed by an ordinary resolution in general meeting rather than a special resolution.

The Proposed Amendments are subject to the approval of the Company's shareholders at the AGM to be held on Wednesday, 26th April, 2006 at 3:30 p.m. at The Derby Suite III, Level 3, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong.

A circular providing further details of the Proposed Amendments, together with the notice of AGM and the proxy form for the AGM, will be despatched to the shareholders of the Company as soon as possible.

By order of the Board  
**Ng Kok Hong**  
*Executive Chairman*

Hong Kong, 23rd March, 2006

*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

*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](http://www.firstmobile.com).*