



**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)**

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING**  
**(or at any adjournment thereof)**

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.10 each in the capital  
of First Mobile Group Holdings Limited (the "Company"), HEREBY APPOINT (Note 3) \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the meeting, as my/our proxy to act for me/us at the annual general meeting (or at  
any adjournment thereof) of the Company to 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. and in particular (but without  
limitation) at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as indicated  
below or, if no such indication is given as my/our proxy thinks fit.

		FOR (Note 4)	AGAINST (Note 4)
1.	To consider and adopt the audited accounts and the reports of the directors and auditors for the year ended 31st December, 2005		
2.	(1) To re-elect Mr. NG Kok Hong as director		
	(2) To re-elect Mr. SEE Tak Wah as director		
	(3) 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		
4.	Special resolution to approve the amendments to the Articles of Association		
5.	Ordinary resolution to approve the Issue Mandate		
6.	Ordinary resolution to approve the Repurchase Mandate		
7.	Ordinary resolution to approve the extension of the Issue Mandate to cover shares repurchased under the Repurchase Mandate		

Date: \_\_\_\_\_

Signature (Note 5): \_\_\_\_\_

- Notes:**
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
  - Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
  - Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL, SUBJECT TO THE LIMITATION AS HEREINAFTER MENTIONED, ACT AS YOUR PROXY.** Under the Articles of Association of the Company, a resolution put to the meeting shall be decided in the first instance on a show of hands unless a poll is properly demanded and on a show of hands, every member present in person or by proxy or being a corporation by a duly authorised representative shall have one vote.
  - IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
  - This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorised.
  - In the case of joint holders, any one of such joint holders may vote, either in person or by proxy, at the meeting, but if more than one of the joint holders are present at the meeting, the vote of the senior who tenders a vote, either in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
  - In order to be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a notorially 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 meeting or the adjourned meeting (as the case may be).
  - The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
  - Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

\* For identification purpose only