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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 on Main Board: 865)**

**(Stock Code on GEM: 8110)**

**TRANSFER OF LISTING  
FROM THE GROWTH ENTERPRISE MARKET  
TO THE MAIN BOARD OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED**

**Financial adviser to the Company**



**CIMB-GK Securities (HK) Limited**

On 6th October 2008, an application was made by the Company to the Stock Exchange for the transfer of listing from GEM to the Main Board. The Company has applied for the listing of, and permission to deal in, (i) the 1,945,696,565 Shares in issue; and (ii) 186,200,000 Shares which may fall to be issued pursuant to the exercise of the outstanding options which were granted under the GEM Share Option Scheme on the Main Board by way of transfer of the listing from GEM to the Main Board. The approval-in-principle for the Transfer was granted by the Stock Exchange on 29th October 2008.

Subject to, among others, the granting of relevant approval by the Stock Exchange, the last day of dealings in the Shares on GEM is 5th November 2008 and dealings in the Shares on the Main Board (Stock code: 865) will commence at 9:30 a.m. on 6th November 2008.

*\* For identification purposes only*

## **TRANSFER OF THE LISTING OF THE SHARES FROM GEM TO THE MAIN BOARD**

On 6th October 2008, an application was made by the Company to the Stock Exchange for the transfer of listing from GEM to the Main Board. The Company has applied for the listing of, and permission to deal in, (i) the 1,945,696,565 Shares in issue; and (ii) 186,200,000 Shares which may fall to be issued pursuant to the exercise of the outstanding options which were granted under the GEM Share Option Scheme on the Main Board by way of transfer of the listing from GEM to the Main Board. The approval-in-principle for the Transfer was granted by the Stock Exchange on 29th October 2008.

All pre-conditions for the Transfer as set out in Rule 9A.02 of the Listing Rules have been fulfilled in relation to the Company and the Shares.

### **REASONS FOR THE TRANSFER**

The Company has been listed on GEM since 29th December 2000. The Group is principally engaged in the trading, distribution and retailing of mobile phones and accessories.

The Directors believe that the listing of the Shares on the Main Board will help to enhance the profile of the Group and increase the trading liquidity of the Shares by attracting a larger pool of institutional and retail investors. The Directors consider that the listing of the Shares on the Main Board will be beneficial to the future growth, financial flexibility and business development of the Group. The Directors do not contemplate a significant change in the nature of the Group's business in the immediate term following the Transfer.

The Transfer will not involve the issuance of any new Shares by the Company.

### **DEALINGS IN THE SHARES ON THE MAIN BOARD**

The Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from 29th December 2000, the date on which the Shares were listed on GEM. Subject to the continued compliance with the stock admission requirements of HKSCC, the Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS once dealings in the Shares on the Main Board commence, and that all activities under CCASS are subject to the General Rules of the CCASS and CCASS Operational Procedures in effect from time to time.

Subject to, among others, the granting of relevant approval by the Stock Exchange, the last day of dealings in the Shares on GEM is 5th November 2008 and dealings in the Shares on the Main Board (Stock code: 865) will commence at 9:30 a.m. on 6th November 2008.

The Transfer will have no effect on the existing share certificates in respect of the Shares which will continue to be good evidence of legal title and will not involve any transfer or exchange of the existing share certificates. No change will be made to the board lot size, trading currency of the Shares and the share registrars of the Shares in connection with the Transfer. Shares will be traded under the new stock code 865 in board lots of 4,000 Shares each following the Transfer.

## **SHARE OPTION SCHEME**

The GEM Share Option Scheme was adopted on 29th April 2003 for the primary purpose of providing incentives to Directors and eligible employees and which will expire on 28th April 2013. As at the date of this announcement, there were 186,200,000 options granted to option-holders, of which 92,000,000 are exercisable at an exercise price of HK\$0.265 per Share during the period from 11th July 2007 to 10th January 2011; 79,600,000 are exercisable at an exercise price of HK\$0.265 per Share during the period from 11th October 2007 to 10th January 2011; while the remaining 14,600,000 option are exercisable at an exercise price of HK\$0.265 per Share during the period from 11th November 2007 to 10th January 2011.

No further options will be offered or granted under the GEM Share Option Scheme after the Transfer. The Company proposes to seek the approval of the Shareholders to terminate the GEM Share Option Scheme and adopt a new share option scheme which will comply with the requirements of Chapter 17 of the Listing Rules as soon as practicable after the Transfer. Pursuant to the GEM Share Option Scheme, the outstanding 186,200,000 options previously granted but unexercised under the GEM Share Option Scheme will remain valid and exercisable in accordance with their terms of issue.

Save as disclosed above, no other options, warrants or similar rights or convertible equity securities had been issued by the Company and are remained outstanding as at the date of this announcement.

## **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

Pursuant to Rule 9A.12 of the Listing Rules, the general mandates granted to the Directors to allot and issue new Shares and repurchase Shares by the Shareholders on 29th April 2008 will continue to be valid and remain in effect until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or any applicable laws of the Cayman Islands to be held; or
- (c) the revocation or variation of such authority by an ordinary resolution of Shareholders in general meeting.

## **COMPETING INTERESTS**

As at the date of this announcement, none of the Directors, management shareholders and controlling shareholders of the Company and their respective associates has an interest in a business which competes or may compete, either directly or indirectly, with the business of the Group pursuant to Rule 9A.09(10) of the Listing Rules.

## DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be made available for inspection on the Company's website at <http://www.firstmobile.com> and the Stock Exchange at <http://www.hkexnews.hk>:

- (a) the memorandum and articles of association of the Company;
- (b) the interim report of the Group for the six months ended 30th June 2008;
- (c) the Directors' report and the annual report of the Group for the year ended 31st December 2007;
- (d) a circular of the Company dated 28th March 2008 with respect to the proposed general mandate to issue new Shares and to repurchase Shares;
- (e) a circular of the Company dated 29th March 2007 with respect to the proposed general mandate to issue new Shares and to repurchase Shares; and
- (f) a copy of each of the announcements and other corporate communications made by the Company as required under the GEM Listing Rules.

## DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context requires otherwise:

"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Company"	First Mobile Group Holdings Limited
"Director(s)"	director(s) of the Company
"GEM"	the Growth Enterprise Market of the Stock Exchange
"GEM Listing Rules"	Rules Governing the Listing of Securities on the GEM
"GEM Share Option Scheme"	the share option scheme adopted by the Company on 29th April 2003
"Group"	the Company and its subsidiaries from time to time
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Share(s)”	share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer”	the transfer of listing of the Shares from GEM to the Main Board pursuant to the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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

Hong Kong, 29th October 2008

*As at the date of this announcement, (a) the executive Directors are Messrs. Ng Kok Hong (Executive Chairman), Ng Kok Tai (Executive Deputy Chairman) and Ng Kok Yang; and (b) the independent non-executive Directors are Messrs. See Tak Wah, Wu Wai Chung Michael and Wong Tin Sang Patrick.*

*This announcement includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement in this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website (<http://www.hkgem.com>) for at least 7 days from the date of its publication, on the “Listed Company Information” page on the website of the Stock Exchange at <http://www.hkexnews.hk> and the Company’s own website at <http://www.firstmobile.com>.*