



COMBA TELECOM SYSTEMS HOLDINGS LIMITED
京信通信系統控股有限公司

(incorporated in Cayman Islands with limited liability)
(Stock Code: 2342)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Comba Telecom Systems Holdings Limited (the “Company”) will be held at 1503-1510, 15th Floor, Delta House, 3 On Yiu Street, Shatin, New Territories, Hong Kong on Tuesday, 31 July 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions:

ORDINARY RESOLUTION

“THAT:

- (1) the New Product Sales Agreement dated 21 June 2007 and made between Comba Telecom Systems Investments Limited and WaveLab Telecom Equipment (Guangzhou) Limited 波達通信設備(廣州)有限公司 (a copy of which is marked “A” and has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) be and is hereby ratified, confirmed and approved;
- (2) the Transactions (as defined and more particularly described in the circular of the Company to its shareholders dated 13 July 2007 (the “Circular”, a copy of which is marked “B” and has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification)) be and is hereby ratified, confirmed and approved subject to the New Cap (as defined and more particularly described in the Circular);
- (3) the New Cap (as defined and more particularly described in the Circular) be and are hereby approved and confirmed;
- (4) the directors of the Company (the “Directors”) be and are hereby authorised from time to time to approve and/or to enter into, on behalf of the Company, any matter or transactions at any time relating to or under the New Product Sales Agreement subject to the New Cap (as defined and more particularly described in the Circular); and
- (5) each of the Directors be and is hereby authorized to sign, seal, execute, perfect and deliver all such documents, undertakings and deeds or to do anything on behalf of the Company which he or she may consider necessary, desirable or expedient for the purposes of, or in connection with, the implementation of the New Product Sales Agreement, the Transactions and/or the New Cap and any matters relating thereto.”

By Order of the Board
Chan Kai Leung, Clement
Executive Director and Company Secretary

Hong Kong, 13 July 2007

Notes:

- (1) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed herewith.
- (2) Where there are joint registered holders of any share of the Company, any one of such persons may vote at any meeting, either personally or by its duly authorised representative or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's principal office in Hong Kong at 1503–1510, 15th Floor, Delta House, 3 On Yiu Street, Shatin, New Territories, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjourned meeting. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Mr Zheng Guobao, a Shareholder, an executive Director and a substantial shareholder of WaveLab Holdings and his associate (within the meaning of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) will abstain from voting in relation to the ordinary resolution to be put forward at this meeting. There are no other shareholders of the Company apart from Mr. Zheng who are required to abstain from voting for the ratification of the previous transaction and the New Product Sales Agreement.

Registered Office:

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P.O. Box 2681
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Cayman Islands

Principal Office in Hong Kong:

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15th Floor
Delta House
3 On Yiu Street
Shatin, New Territories
Hong Kong

As at the date of this announcement, the board of directors of the Company comprises the following executive Directors: Mr FOK Tung Ling, Mr ZHANG Yue Jun, Mr CHAN Kai Leung, Clement, Mr WU Jiang Cheng, Mr YAN Ji Ci, Mr ZHENG Guo Bao and Mr YEUNG Pui Sang, Simon; and the following independent non-executive Directors: Mr YAO Yan, Mr LAU Siu Ki, Kevin and Mr LIU Cai.