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Comba

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)

TRANSFER OF SHARES TO STAFF OF THE GROUP

On 26 June 2009, Prime Choice, a company wholly beneficially owned by Mr. Fok, off-the-market transferred a total 30,000,000 Shares at the then closing price to different Directors and senior employees of the Group.

After the aforesaid transfer, Prime Choice's shareholding in the Company will reduce from 43.0% to 39.8%.

This announcement is made by the Company pursuant to Rule 13.09 of the Rules (the "**Listing Rules**") Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The board (the "**Board**") of directors (the "**Directors**") of Comba Telecom Systems Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") announces that on 26 June 2009, Prime Choice Investments Limited ("**Prime Choice**"), a company wholly beneficially owned by Mr. Fok Tung Ling ("**Mr. Fok**"), the chairman of the Board, off-the-market transferred 30,000,000 shares (the "**Shares**") of the Company at the then closing price to different Directors and senior employees of the Group.

In view of the outstanding financial performance of the Group for the year ended 31 December 2008, the price of the Shares has been rising gradually since 2009. In order to enable the staff of the Group to share the growth of the Group, Mr. Fok decided to transfer part of his beneficial shareholding in the Company to those senior staff who has made prominent contributions to the Group in the past years.

Since the number of Shares to be transferred to the staff of the Group is substantial, it is practically difficult for them to purchase on the Stock Exchange if Mr. Fok does not procure the aforesaid transfers. Moreover, this off-the-market transfer arrangement can minimize administrative costs and other transfer-related fees, thus providing a more convenient and economical way for the staff to acquire the Shares. This transfer will also enhance the liquidity of the Shares. The Board considers that this transfer of shareholding from Mr. Fok will enhance the morale and loyalty of the staff to the Group, as well as provide incentives for them to use their best efforts for the future

development of the Group. With regard to the positive response from the staff who has been offered to participate in these transfers, the Board believes that the staff is confident about the current business performance of the Group and is eager to sharing the success of the Company. The Board is optimistic about the future prospects of the Group.

Out of the 30,000,000 Shares, 9,546,000 Shares have been transferred to the Directors in aggregate, breakdown of allocation of such Shares from Prime Choice are as follows:

Name of Directors	No. of Shares acquired
Wu Jiang Cheng	2,662,000
Yeung Pui Sang, Simon	2,612,000
Yan Ji Ci	2,046,000
Tong Chak Wai, Wilson	1,500,000
Zheng Guo Bao	726,000

The remaining 20,454,000 Shares were transferred to certain senior employees who are valuable to the Group.

Before the aforesaid transfer, Prime Choice is beneficially interested in 405,576,600 Shares, representing about 43.0% of the entire issued Shares. After the foresaid transfer, Prime Choice's shareholding in the Company reduces to 375,576,600 Shares, representing about 39.8% of the entire issued Shares.

By order of the Board
COMBA TELECOM SYSTEMS HOLDINGS LIMITED
Zhang Yue Jun
Executive Director

Hong Kong, 26 June 2009

As at the date of this announcement, the Board comprises the following executive directors: Mr. FOK Tung Ling, Mr. ZHANG Yue Jun, Mr. TONG Chak Wai, Wilson, 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.