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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)

### DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules with respect to the Facility Agreement (as hereinafter defined), which contains a specific performance obligation on the controlling shareholders of the Company.

This announcement is made by Comba Telecom Systems Holdings Limited (the “**Company**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) with respect to the Facility Agreement (as hereinafter defined).

On 3 July 2009, Comba Telecom Systems Limited, an indirect subsidiary of the Company, as borrower (the “**Borrower**”) entered into a facility agreement (the “**Facility Agreement**”) with a group of financial institutions namely China Minsheng Banking Corporation Limited, The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”), China Merchants Bank Co., Ltd, Bank of Ayudhya Public Company Limited, Bangkok Bank Public Company Limited, Cathay United Bank Co., Ltd, Xiamen International Bank, Hua Nan Commercial Bank, Ltd, Chang Hwa Commercial Bank, Ltd and Taiwan Business Bank as lenders (“**Lenders**”) and HSBC as the coordinator and the agent (“**Agent**”) (each of the Lenders and the Agent being a third party independent of the Company and its connected persons), whereby the Lenders agreed, inter alia, to grant the Borrower a United States dollar term loan facility (the “**Facility**”). Subject to the terms and conditions of the Facility Agreement, the Facility will be made available to the Borrower in tranches, the first of which has been confirmed by the Lenders who have committed to make available to the Borrower a term loan facility up to a total of US\$85,000,000.00 in aggregate.

The Facility matures in 36 months from the signing date of the Facility Agreement. The Facility was granted for the purpose of financing the Group’s capital expenditure, permanent working capital, 3G corporate development and expansion into the international market.

The Company and three of its wholly-owned subsidiaries, namely Comba Telecom Systems Investments Limited, Praises Holdings Limited and Comba Telecom Limited, also entered into the Facility Agreement as guarantors, and agreed, inter alia, to guarantee to each of the Lenders and the Agent the punctual performance by the Borrower of all its obligations under the Facility Agreement and the other Finance Documents (as defined by the Facility Agreement).

Under the Facility Agreement, there is a specific performance obligation that Mr. Fok Tung Ling and Mr. Zhang Yue Jun, the controlling shareholders of the Company, shall maintain beneficial ownership in aggregate, directly or indirectly, of at least 40% of the shares (of each class) of and equity interests in the Company free from any Security (as defined by the Facility Agreement).

Unless consent from the Majority Lenders (as defined by the Facility Agreement) is obtained, any breach of the above specific performance obligation would constitute an event of default under the Facility Agreement. Such default would allow the Agent to cancel the Facility and/or declare all loans and interest under the Facility Agreement be immediately due and payable.

In accordance with the requirements under Rule 13.21 of the Listing Rules, disclosure will be included in the interim and annual reports of the Company for so long as the above specific performance obligation continues to exist.

By order of the Board  
**COMBA TELECOM SYSTEMS HOLDINGS LIMITED**  
**Tong Chak Wai, Wilson**  
*Executive Director*

Hong Kong, 3 July 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.*