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Comba

COMBA TELECOM SYSTEMS HOLDINGS LIMITED

京 信 通 信 系 統 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2342)

**(1) POLL RESULTS OF THE EGM HELD ON
29 SEPTEMBER 2010;
(2) NUMBER OF BONUS SHARES TO BE ISSUED;
AND
(3) SHARE OPTIONS ADJUSTMENTS**

The Board is pleased to announce that at the EGM held on Wednesday, 29 September 2010, the CCT Resolutions and the Bonus Issue Resolution were duly passed as ordinary resolutions by way of poll by the Independent Shareholders and the Shareholders, respectively.

The number of Bonus Shares to be issued under the Bonus Issue is 119,281,389.

The exercise price of the Options and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the outstanding Options will be adjusted in the manner as described herein.

Reference is made to the circular (the “**Circular**”) of Comba Telecom Systems Holdings Limited (the “**Company**”) and the notice of the extraordinary general meeting (the “**Notice**”) dated 13 September 2010. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

At the EGM, the voting on all the proposed resolutions as set out in the Notice were taken by poll. The Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the EGM date, the total number of issued shares in the Company was 1,192,813,950.

For resolutions numbered 1 and 2 in respect of the continuing connected transactions relating to the WTAP Transactions and the WTAP-Components Transactions (the “**CCT Resolutions**”), pursuant to Rule 14A.54 of the Listing Rules and as disclosed in the Circular, Mr. Zheng Guo Bao and

his associates (who held 2,708,410 shares, representing approximately 0.23% of the issued share capital of the Company as at the date of the EGM), were required to abstain and had abstained from voting on the CCT Resolutions at the EGM. The total number of Shares entitling the Independent Shareholders to attend the EGM and vote for or against the CCT Resolutions were 1,190,105,540 Shares.

For resolution numbered 3 in respect of the proposal for Bonus Issue (the “**Bonus Issue Resolution**”), no Shareholders were required to abstain from voting on the Bonus Issue Resolution at the EGM. The total number of Shares entitling the Shareholders to attend the EGM and vote for or against the Bonus Issue Resolution were 1,192,813,950 Shares.

Save as disclosed herein, no other Shareholders were entitled to attend and vote only against any resolutions or were required to abstain from voting on any resolutions at the EGM.

The Board is pleased to announce that the proposed CCT Resolutions and Bonus Issue Resolution were duly passed by way of poll by the Independent Shareholders and the Shareholders, respectively. The poll results in respect of the resolutions were as follows:

Ordinary Resolutions	Number of Votes (%)	
	For	Against
1. To approve, confirm and ratify the WTAP Agreement and the transactions thereunder (including proposed annual caps for each of the three financial years ending 31 December 2013), and to authorize the Directors to do all acts necessary therefor	783,734,992 (100%)	0 (0%)
2. To approve, confirm and ratify the WTAP-Components Agreement and the transactions thereunder (including proposed annual caps for each of the three financial years ending 31 December 2013), and to authorize the Directors to do all acts necessary therefor	783,734,992 (100%)	0 (0%)
3. To approve the capitalization of such amount standing to the share premium account of the Company for paying up the Bonus Shares in full at par, and to approve the Bonus Issue	783,734,992 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.

NUMBER OF BONUS SHARES TO BE ISSUED

As disclosed in the Circular, the Bonus Issue is proposed to be made on the basis of one Bonus Share for every ten existing Shares held on the Record Date, i.e. 29 September 2010. As at today’s close of business, there are in total 1,192,813,950 Shares in issue. Since the fractional entitlements of the Bonus Shares will be cancelled, the number of Bonus Shares to be issued under the Bonus Issue is 119,281,389.

Based on the register of the Company as at today’s close of business, there are no Shareholders with registered addresses which are outside Hong Kong. Therefore, all the Shareholders are entitled to participate in the Bonus Issue, and there are no Excepted Shareholders (to whom the Bonus Shares will not be granted).

SHARE OPTIONS ADJUSTMENTS

Pursuant to the terms of the Share Option Scheme of the Company adopted on 20 June 2003, the exercise price of the Options granted under the Share Option Scheme and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the 74,703,010 outstanding Options will be adjusted (the “Share Options Adjustments”) in the following manner as a result of the Bonus Issue:

Date of grant	Exercise period	Before Bonus Issue		After Bonus Issue	
		Number of Options outstanding	Exercise price of Options	Adjusted number of Options outstanding	Adjusted exercise price of Options
22 December 2005	22 December 2006 to 21 December 2010	3,170,559	HK\$1.972	3,487,607	HK\$1.793
21 July 2008	21 July 2009 to 20 July 2011	17,690,586	HK\$1.623	19,459,629	HK\$1.475
4 November 2008	4 November 2009 to 3 November 2011	23,841,865	HK\$0.525	26,225,903	HK\$0.477
22 July 2010	22 July 2011 to 21 July 2013	30,000,000	HK\$7.950	33,000,000	HK\$7.227
		<u>74,703,010</u>		<u>82,173,139</u>	

The auditors of the Company has reviewed and confirmed in writing the Share Options Adjustments are in accordance with the terms of the Share Option Scheme and the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 relating to Share Options Adjustments.

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

Hong Kong, 29 September 2010

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.