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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Comba Telecom Systems Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) will be held at 611 East Wing, No. 8 Science Park West Avenue, Hong Kong Science Park, Tai Po, Hong Kong on Monday, 23 May 2011 at 3:30 p.m. or immediately after conclusion of the Company’s annual general meeting to be held on the same day, whichever is later, for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the award (the “**Award**”) of an aggregate of 3,332,000 new shares of HK\$0.10 each (each a “**Connected Awarded Share**”) to 12 selected persons (the “**Connected Selected Persons**”) who are directors of members of the Group and connected persons of the Company under the share award scheme (the “**Share Award Scheme**”) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) adopted by the Company on 25 March 2011 and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Award and the transactions contemplated thereunder; and

- (c) the allotment and issue of the Connected Awarded Shares of HK\$0.10 each in the share capital of the Company, credited as fully paid, to the Connected Selected Persons in accordance with the terms of the Share Award Scheme be and is hereby approved.”

Yours faithfully,  
**Comba Telecom Systems Holdings Limited**  
**Fok Tung Ling**  
*Chairman and President*

Hong Kong, 5 May 2011

***Registered office:***

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

***Head office and principal place of  
business in Hong Kong:***

611 East Wing  
No. 8 Science Park West Avenue  
Hong Kong Science Park  
Tai Po, Hong Kong

**Notes:**

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. The record date for determination of both attendance and voting at the EGM will be on Monday, 23 May 2011. For details of the closure of register of members of the Company and the latest time for lodging transfers of the shares, please refer to the Company's circular dated 18 April 2011 for the forthcoming annual general meeting.

*As at the date of this document, 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.*