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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)

POLL RESULTS OF THE AGM HELD ON 17 MAY 2012

The Board is pleased to announce that at the AGM held on 17 May 2012, all the proposed ordinary resolutions and special resolutions were duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of Comba Telecom Systems Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) dated 17 April 2012. 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 AGM

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

As at the AGM date, the total number of issued Shares in the Company was 1,526,196,229, which was also the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the AGM. No Shareholder was entitled to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting at the AGM. No parties have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM. The poll results in respect of the resolutions were as follows:

Ordinary Resolutions		Number of Shares actually voted (approximate %)	
		For	Against
1.	To receive and approve the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2011	946,375,574 (99.94%)	597,000 (0.06%)
2.	To approve the recommended final dividend of HK7 cents per Share	946,972,574 (100.00%)	0 (0.00%)
3.	(a) To re-elect Mr. Tong Chak Wai, Wilson as executive Director	943,251,761 (99.61%)	3,720,813 (0.39%)
	(b) To re-elect Mr. Zheng Guo Bao as executive Director	943,251,761 (99.61%)	3,720,813 (0.39%)
	(c) To re-elect Mr. Zhang Yuan Jian as executive Director	736,546,989 (79.80%)	186,460,485 (20.20%)
	(d) To re-elect and retain Mr. Lau Siu Ki, Kevin as independent non-executive Director who has served more than 9 years in the Company	921,691,985 (97.33%)	25,280,589 (2.67%)
	(e) To re-elect and retain Mr. Liu Cai as independent non-executive Director who has served more than 9 years in the Company	926,190,852 (97.81%)	20,781,722 (2.19%)
	(f) To authorize the Board to fix the Directors' remuneration	944,985,974 (99.94%)	597,000 (0.06%)
4.	To re-appoint Ernst & Young as the Company's auditors and authorize the Board to fix their remuneration	946,375,574 (99.94%)	597,000 (0.06%)
5.	To grant the general mandate to the Directors to issue, allot and otherwise deal with the Shares	721,140,894 (77.13%)	213,866,580 (22.87%)
6.	To grant the general mandate to the Directors to repurchase the Shares	946,748,474 (100.00%)	0 (0.00%)
7.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no. 5	724,349,188 (78.48%)	198,658,286 (21.52%)
8.	To approve the refreshment of the 10% scheme mandate limit on the grant of options under the Share Option Scheme	732,665,019 (79.38%)	190,342,455 (20.62%)
9.	To approve the refreshment of the 5% scheme mandate limit on the grant of awarded shares under the Share Award Scheme	944,366,121 (99.72%)	2,606,453 (0.28%)

As more than 50% of the total votes were cast in favour of each of the resolutions no. 1 to 9, the resolutions no. 1 to 9 were duly passed as ordinary resolutions of the Company.

Special Resolutions		Number of Shares actually voted (approximate %)	
		For	Against
10.	To approve the amendments to the memorandum and articles of association of the Company	946,972,574 (100.00%)	0 (0.00%)
11.	To adopt the amended and restated memorandum of association of the Company	946,972,574 (100.00%)	0 (0.00%)
12.	To adopt the amended and restated articles of association of the Company	946,972,574 (100.00%)	0 (0.00%)

As more than 75% of the total votes were cast in favour of each of the resolutions no. 10 to 12, all the resolutions no. 10 to 12 were duly passed as special resolutions of the Company.

By order of the Board
Comba Telecom Systems Holdings Limited
Tong Chak Wai, Wilson
Executive Director

Hong Kong, 17 May 2012

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, Mr. YEUNG Pui Sang, Simon and Mr. ZHANG Yuan Jian; and the following independent non-executive Directors: Mr. YAO Yan, Mr. LAU Siu Ki, Kevin and Mr. LIU Cai.