

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*

# 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Comba Telecom Systems Holdings Limited (the “**Company**”) will be held at 611 East Wing, No. 8 Science Park West Avenue, Hong Kong Science Park, Tai Po, Hong Kong on Thursday, 17 May 2012 at 10:30 a.m., to transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2011;
2. to declare and approve a final dividend for the year ended 31 December 2011 of HK7 cents per share (the “**Share(s)**”) of the Company;
3. (a) to re-elect Mr. Tong Chak Wai, Wilson as executive Director;  
(b) to re-elect Mr. Zheng Guo Bao as executive Director;  
(c) to re-elect Mr. Zhang Yuan Jian as executive Director;  
(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;  
(e) to re-elect and retain Mr. Liu Cai as independent non-executive Director who has served more than 9 years in the Company;  
(f) to authorize the board of Directors to fix the Directors’ remuneration;
4. to re-appoint Ernst & Young as the auditors of the Company and to authorize the board of Directors to fix their remuneration;

and considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

5. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the **“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued Shares of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the **“Articles”**) of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 6),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company, the Companies Law (Law 3 of 1961, as consolidated and revised) (the “**Companies Law**”) or any other applicable law of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

6. “**THAT:**

(a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company, the Companies Law or any other applicable law of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

7. “**THAT** the Directors be and they are hereby authorized to exercise the authority referred to in paragraph (a) of resolution no. 5 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

and, as special business, considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

8. “**THAT** subject to the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options which may be granted under the Share Option Scheme Mandate Limit (as defined below) and pursuant to the share option scheme of the Company adopted on 20 June 2003 (the “**Share Option Scheme**”), approval be and is hereby generally and unconditionally granted for refreshing and renewing the Share Option Scheme Mandate Limit (as defined below) under the Share Option Scheme provided that (i) the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other incentive or share option schemes of the Company shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this resolution (the “**Share Option Scheme Mandate Limit**”); and (ii) the overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other incentive or share option schemes and may be issued under the Share Award Scheme (as defined below) of the Company must not exceed 30 per cent. of the Shares in issue from time to time and that the Directors be and are hereby authorized, at their absolute discretion, to grant options under the Share Option Scheme up to the Share Option Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares of the Company pursuant to the exercise of such options.”
9. “**THAT** subject to the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued under the Share Award Scheme Mandate Limit (as defined below) and pursuant to the Share Award Scheme of the Company adopted on 25 March 2011 (the “**Share Award Scheme**”), approval be and is hereby generally and unconditionally granted for refreshing and renewing the Share Award Scheme Mandate Limit (as defined below) under the Share Award Scheme provided that (i) the total number of Shares which may be granted under the Share Award Scheme shall not exceed 5 per cent. of the total number of Shares in issue as at the date of the passing of this resolution (the “**Share Award Scheme Mandate Limit**”); and (ii) the overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other incentive or share option schemes and may be issued under the Share Award Scheme of the Company must not exceed 30 per cent. of the Shares in issue from time to time and that the Directors be and are hereby authorized, at their absolute discretion, to grant Shares under the Share Award Scheme up to the Share Award Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares of the Company pursuant to the Share Award Scheme.”

## SPECIAL RESOLUTIONS

and, as special business, considering and, if thought fit, passing the following resolutions as special resolutions of the Company:

10. **“THAT** the memorandum of association and Articles (**“M&A”**) of the Company be amended as follows:

Memorandum of association (the **“Memorandum”**) of the Company

(1) By deleting paragraph 2 of the Memorandum in its entirety and substituting therefor by the following:

“2. The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.”

(2) By inserting new paragraph 9 of the Memorandum by the following:

“9. The Company may exercise the power contained in the Companies Law (Revised) to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.”

Articles of the Company

(3) By deleting the definition of “Articles” in Article 2(1) in its entirety and inserting the following definition of “Articles” in Article 2(1) before the definition of “associate”:

““Articles”                               these Articles in their present form or as supplemented or amended or substituted from time to time.”

(4) By inserting the following new definition in Article 2(1) before the definition of “capital”:

““business day”                           a day on which the Designated Stock Exchange generally is open for business of dealing in securities in Hong Kong.”

(5) By inserting the words “京信通信系統控股有限公司” after the words “Comba Telecom Systems Holdings Limited” in the definition of “Company” in Article 2(1).

(6) By deleting the words ““Ordinary resolution”” in the definition of “Ordinary resolution” in Article 2(1) and substituting therefor by the words ““ordinary resolution””, and by deleting the words “duly given;” and substituting therefor by the words “duly given.”.

(7) By deleting the words ““Special Resolution”” in the definition of “Special Resolution” in Article 2(1) and substituting therefor by the words ““special resolution””.

- (8) By inserting the following new definition in Article 2(1) before the definition of “Statutes”:
- ““substantial shareholder” the meaning attributed to it in the rules of the Designated Stock Exchange from time to time.”
- (9) Article 10(a) be amended as follows:
- (i) by deleting the word “authorized” before the words “representative) holding or representing by proxy” and substituting therefor by the word “authorised”;
  - (ii) by deleting the word “authorized” before the words “representative) or by proxy” and substituting therefor by the word “authorised”; and
  - (iii) by adding the word “and” at the end of Article 10(a).
- (10) By deleting the words “on a poll” after the words “shall be entitled” in Article 10(b), and by deleting the words “; and” and substituting therefor by the word “.” in Article 10(b).
- (11) By deleting Article 10(c) in its entirety and substituting therefor by the words “(c) [INTENTIONALLY DELETED]”.
- (12) By adding the words “(14)” after the word “fourteen” in Article 23.
- (13) By adding the words “(12)” after the word “twelve” in Article 55(2).
- (14) By deleting Article 66 in its entirety and substituting therefor by the following:

“66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a general meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative) or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
  - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
  - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by that Member.”

(15)By deleting Article 67 in its entirety and substituting therefor by the following:

“67.Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.”

(16)By deleting the first sentence of Article 68 in its entirety and substituting therefor by the following:

“Where a resolution is voted on by way of a poll, the result of the poll shall be deemed to be the resolution of the meeting.”

(17)By deleting Article 69 in its entirety and substituting therefor by the words “69. [INTENTIONALLY DELETED]”.

(18)By deleting Article 70 in its entirety and substituting therefor by the words “70. [INTENTIONALLY DELETED]”.

(19)By deleting the words “, whether on a show of hands or on a poll” after the words “an equality of votes” in Article 73.

(20)By deleting:

- (i) the words “whether on a show of hands or on a poll,”;
  - (ii) the words “on a poll by proxy”; and
  - (iii) the words “or poll” after the words “or adjourned meeting”,
- in Article 75(1).

(21)By deleting:

- (i) the first sentence in its entirety and substituting therefor by the following:

“The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.”; and

- (ii) the words “or on a poll demanded at a meeting or an adjourned meeting”,
- in Article 80.

(22)By deleting the words “to demand or join in demanding a poll and” in Article 81.

(23)By deleting the words “or the taking of the poll,” after the words “or adjourned meeting,” in Article 82.

(24)By deleting Article 84(2) in its entirety and substituting therefor by the following:

“(2)If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person were the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, where a show of hands is allowed, the right to vote individually on a show of hands.”



- (25) By deleting the words “or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such Notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting” in Article 88 and substituting therefor by the words “within the seven (7)-day period commencing the day after the dispatch of the notice of the general meeting appointed for such election (or such other period, being a period of not less than seven (7) days, commencing no earlier than the day after the dispatch of the notice of such general meeting and ending no later than seven (7) days prior to the date appointed for such general meeting, as may be determined by the Directors from time to time)”.
- (26) By adding the word “or” at the end of Article 103(1)(iv).
- (27) By deleting Article 103(1)(v) in its entirety and substituting therefor by the words “(v) [INTENTIONALLY DELETED]”.
- (28) By deleting Article 103(2) in its entirety and substituting therefor by the words “(2) [INTENTIONALLY DELETED]”.
- (29) By deleting Article 103(3) in its entirety and substituting therefor by the words “(3) [INTENTIONALLY DELETED]”.
- (30) By inserting new Article 103A by the following:
- “103A. The Company may by ordinary resolution suspend or relax the provisions of Articles 100 to 103 to any extent allowed by Law, Statutes and rules of the Designated Stock Exchange or ratify any transaction not duly authorised by reason of a contravention of any of Articles 100 to 103.”
- (31) By deleting the words “(jointly or severally or indirectly or indirectly)” after the words “if any one or more Directors hold” and substituting therefor by the words “(jointly or severally or directly or indirectly)” in Article 104(4)(iii).
- (32) By adding the following words at the end of Article 122:
- “Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”
- (33) By deleting Article 137 in its entirety and substituting therefor by the following:
- “137. Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed, or paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Law.”

(34)By adding the words “dividends out of share premium account and/or” after the words “The Board may from time to time pay to the Members” in Article 139.

(35)By adding the following words at the end of Article 155(3):

“The Company must not remove its Auditor before the end of the Auditor’s term of office without first obtaining the Members’ approval at a general meeting, and the Auditor shall be allowed to attend such general meeting and make written and/or verbal representations to the Members at such general meeting.””

11. “**THAT** conditional on the passing of special resolution no. 10 above, the amended and restated Memorandum which consolidates all of the proposed amendments referred to in subparagraphs (1) and (2) of special resolution no. 10 and all previous amendments made thereto pursuant to resolutions passed by the shareholders of the Company, a copy of which has been tabled at the meeting marked “A” and initialled by the chairman of the meeting for identification purpose, be and is hereby approved and adopted as the amended and restated Memorandum of the Company in substitution for and to the exclusion of the existing Memorandum of the Company with immediate effect.”
12. “**THAT** conditional on the passing of special resolution no. 10 above, the amended and restated Articles which consolidates all of the proposed amendments referred to in subparagraphs (3) to (35) of special resolution no. 10 and all previous amendments made thereto pursuant to resolutions passed by the shareholders of the Company, a copy of which has been tabled at the meeting marked “B” and initialled by the chairman of the meeting for identification purpose, be and is hereby approved and adopted as the amended and restated Articles of the Company in substitution for and to the exclusion of the existing Articles of the Company with immediate effect.”

Yours faithfully  
For and on behalf of the Board of  
**Comba Telecom Systems Holdings Limited**  
**Fok Tung Ling**  
*Chairman*

Hong Kong, 17 April 2012

***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 annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles 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 annual general meeting 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. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. For the purposes of determining the eligibility of the Company's shareholders to attend and vote at the forthcoming annual general meeting (the "AGM"), and the entitlement to the final dividend, the details of the record date and the closure of register of members are set out below:

(i) For determining eligibility to attend and vote at the forthcoming AGM:

Latest time to lodge transfer documents for registration	4:30 p.m. on Tuesday, 15 May 2012
Closure of register of members, no transfer of shares will be registered	Wednesday, 16 May 2012 to Thursday, 17 May 2012 (both days inclusive)
Record date	Thursday, 17 May 2012

(ii) For determining eligibility to the entitlements to the final dividend:

Latest time to lodge transfer documents for registration	4:30 p.m. on Tuesday, 22 May 2012
Record date	Tuesday, 22 May 2012

All transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than the aforementioned latest time.

Dividend warrants are expected to be despatched on Wednesday, 30 May 2012, subject to shareholders' approval at the Company's forthcoming AGM.

4. In relation to proposed resolutions nos. 5 and 7 above, approval is being sought from the shareholders for the grant to the directors of the Company of a general mandate to authorize the allotment and issue of Shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new Shares of the Company other than Shares which may fall to be issued under the share option and share award schemes of the Company or any scrip dividend scheme which may be approved by shareholders.
5. In relation to proposed resolution no. 6 above, the directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular dated 17 April 2012.
6. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

*As at the date of this notice, 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.*