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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)

### GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of directors (the “**Board**”) of Comba Telecom Systems Holdings Limited (the “**Company**”) hereby announces that on 11 April 2014 (the “**Date of Grant**”), the Company has granted 40,000,000 share options (the “**Share Options**”) to individuals (the “**Grantees**”), subject to acceptance of the Grantees, under the share option scheme adopted by the Company on 3 June 2013. The Share Options shall entitle the Grantees to subscribe for a total of 40,000,000 new ordinary shares of HK\$0.10 each (the “**Share(s)**”) in the share capital of the Company. Details of the Share Options granted are set out below:

Date of Grant : 11 April 2014

Exercise price of the Share Options granted : HK\$2.180 per Share, which is higher of (i) HK\$0.10, being the nominal value of the Share; (ii) HK\$2.170, being the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the Date of Grant; and (iii) HK\$2.074, being the average of the closing price of the Shares as stated in the daily quotations sheets of the Stock Exchange from 4 April 2014 to 10 April 2014, both dates inclusive (being the five consecutive trading days immediately preceding the Date of Grant)

Closing price of the Shares on the Date of Grant : HK\$2.170

Validity period of the Share Options : The Share Options shall have a validity period of 5 years from 11 April 2014 to 10 April 2019, both dates inclusive, subject to the vesting conditions as stated in the offer letter.

25% of the Share Options shall be vested on the date falling the first anniversary of the Date of Grant and exercisable from 11 April 2015 to 10 April 2019, both dates inclusive.

25% of the Share Options shall be vested on the date falling the second anniversary of the Date of Grant and exercisable from 11 April 2016 to 10 April 2019, both dates inclusive.

25% of the Share Options shall be vested on the date falling the third anniversary of the Date of Grant and exercisable from 11 April 2017 to 10 April 2019, both dates inclusive.

25% of the Share Options shall be vested on the date falling the fourth anniversary of the Date of Grant and exercisable from 11 April 2018 to 10 April 2019, both dates inclusive.

Among all the Share Options granted above, 7,200,000 Share Options were granted to the following directors of the Company (including independent non-executive directors) with details as follows:

	<b>Number of Shares Options granted</b>
<b>Executive directors</b>	
Fok Tung Ling	500,000
Zhang Yue Jun	500,000
Tong Chak Wai, Wilson	1,800,000
Wu Jiang Cheng	500,000
Yan Ji Ci	500,000
Yeung Pui Sang, Simon	1,500,000
Zhang Yuan Jian	1,500,000
<b>Independent non-executive directors</b>	
Liu Cai	100,000
Lau Siu Ki, Kevin	100,000
Lin Jin Tong	100,000
Qian Ting Shuo	100,000
Total:	<u>7,200,000</u>

The grant of the Share Options to each of the above directors has been respectively approved by the independent non-executive directors of the Company (excluding the independent non-executive director who is the grantee of the Share Options). Each of the directors has abstained from voting in the grant of Share Options to him.

Save as disclosed above, none of the Grantees is a director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company, or any of their respective associates (as defined in Chapter 1 of the Listing Rules) as at the date of this announcement.

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

Hong Kong, 11 April 2014

*As at the date of this announcement, the Board comprises the following executive directors: Mr. FOK Tung Ling, Mr. ZHANG Yue Jun, Dr. 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. LIU Cai, Mr. LAU Siu Ki, Kevin, Dr. LIN Jin Tong and Mr. QIAN Ting Shuo.*