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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) NUMBER OF BONUS SHARES ISSUED; AND (2) ADJUSTMENTS TO SHARE OPTIONS

The number of Bonus Shares issued under the Bonus Issue was 184,887,900.

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

Reference is made to the circular (the “**Circular**”) of Comba Telecom Systems Holdings Limited (the “**Company**”) dated 16 September 2015 and the announcement of the Company in relation to the poll results of the extraordinary general meeting of the Company dated 12 October 2015 (the “**Announcement**”). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

NUMBER OF BONUS SHARES ISSUED

As disclosed in the Circular and the Announcement, the Bonus Issue was made on the basis of one (1) Bonus Share for every ten (10) existing Shares in issue held on the Record Date, i.e. 19 October 2015, by the Qualifying Shareholders. As at 19 October 2015, there were in total 1,848,879,228 Shares in issue. Since the fractional entitlements arising from the Bonus Issue were cancelled by the Company, the number of Bonus Shares issued under the Bonus Issue was 184,887,900.

Based on the register of members of the Company as at 19 October 2015, there were no Qualifying Shareholders with registered addresses which were outside Hong Kong. Therefore, all the Qualifying Shareholders were entitled to participate in the Bonus Issue, and there were no Prohibited Shareholders.

ADJUSTMENTS TO SHARE OPTIONS

Pursuant to the terms of the share option scheme adopted by the Company in 2013 (the “**2013 Share Option Scheme**”), the exercise price of the Share Options granted under the 2013 Share Option Scheme and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the 44,147,975 outstanding Share Options are adjusted (the “**Share Option Adjustments**”) in the following manner as a result of the Bonus Issue:

Date of grant	Exercise period	Immediately before Bonus Issue		Immediately after Bonus Issue	
		Number of Share Options outstanding	Exercise price of each Share Option	Adjusted number of Share Options outstanding	Adjusted exercise price of each Share Option
11 April 2014	11 April 2015 to 10 April 2019	44,147,975	HK\$1.802	48,562,452	HK\$1.638

The auditors of the Company, Ernst & Young, has performed certain factual finding procedures on the Share Option Adjustments and confirmed in writing to the Board that the Share Option Adjustments satisfy the relevant requirements set out in the note to rule 17.03(13) of the Listing Rules.

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

Hong Kong, 28 October 2015

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. 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.