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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)

UPDATE ON APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcements (the “**Announcements**”) of Comba Telecom Systems Holdings Limited (the “**Company**”) dated 15 January 2019, 21 March 2019 and 15 April 2019 respectively in relation to, among others, changes in Directors. Unless the context requires, capitalised terms used herein shall bear the same meanings as defined in the Announcements.

As disclosed in the announcement of the Company dated 15 January 2019, Mr. Qian Ting Shuo (“**Mr. Qian**”) tendered his resignation as an independent non-executive Director and a member of each of the audit committee, remuneration committee and nomination committee of the Company with effect from 15 January 2019 due to health reason. Immediately following the resignation of Mr. Qian, the Company had eight Directors comprises six executive Directors and two independent non-executive Directors. As a result, the number of independent non-executive Directors was below the minimum number as required under Rules 3.10(1) and 3.10A of the Listing Rules.

Following the resignation of Mr. Qian, the Company has since then been endeavouring to identify suitable candidate(s) to fill the vacancy and in order to re-comply with Rules 3.10(1) and 3.10A of the Listing Rules. The Directors had then exercised their endeavours to identify suitable candidate(s) during the three-month grace period. Ms. Ng Yi Kum (“**Ms. Ng**”), who has extensive experience in listed companies, was introduced and referred to the Company. Ms. Ng was subsequently appointed as independent non-executive Director with effect from 22 March 2019 as disclosed in the Company’s announcement dated 21 March 2019 before the expiry of the three-month grace period.

There are also needs for the Company to promote staff to the Board. Ms. Huo Xinru (“**Ms. Huo**”), who joined the Group since 2010, was appointed as executive Director with effect from 22 March 2019. Following the appointment of Ms. Huo as executive Director with effect from 22 March 2019, the Board has ten Directors which comprises seven executive Directors and three independent non-executive Directors. As a result, the number of independent non-executive Directors of the Board is below the minimum number as required under Rule 3.10A of the Listing Rules.

Under Rule 3.11 of the Listing Rules, the Company shall identify and appoint an independent non-executive director to meet the requirement under Rule 3.10A of the Listing Rules within 3 months, i.e. from 22 March 2019 to 21 June 2019. The waiver application mentioned in the Company's announcement of 15 April 2019 is not applicable.

The Company is endeavoring to identify a suitable candidate to fill the abovementioned vacancy as soon as practicable and in any event within 3 months from failing to meet the requirement, i.e. on or before 21 June 2019. Further announcement(s) will be made as and when appropriate in accordance with the Listing Rules.

On behalf of the Board
Comba Telecom Systems Holdings Limited
Fok Tung Ling
Chairman

Hong Kong, 24 April 2019

As at the date of this announcement, the Board comprises the following executive Directors: Mr. FOK Tung Ling, Mr. ZHANG Yue Jun, Mr. XU Huijun, Mr. CHANG Fei Fu, Mr. BU Binlong, Mr. WU Tielong and Ms. HUO Xinru; and the following independent non-executive Directors: Mr. LAU Siu Ki, Kevin, Dr. LIN Jin Tong and Ms. NG Yi Kum.