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)

PROXY FORM

Form of proxy for use by the shareholders of Comba Telecom Systems Holdings Limited (the "Company") at the extraordinary general meeting (the "Meeting") to be convened at 611 East Wing, No. 8 Science Park West Avenue, Hong Kong Science Park, Tai Po, Hong Kong on Monday, 23 May 2011 at 3:30 p.m. or immediately after conclusion of the Company's annual general meeting to be held on the same day, whichever is later (or any adjournment thereof).

I/We *(note a)* _____

of _____

being the holder(s) of _____ *(note b)* shares of HK$0.10 each of the Company hereby appoint the chairman (the "**Chairman**") of the Meeting or _____

of _____

to act as my/our proxy *(note c)* at the Meeting to be held at 611 East Wing, No. 8 Science Park West Avenue, Hong Kong Science Park, Tai Po, Hong Kong on Monday, 23 May 2011 at 3:30 p.m. or immediately after conclusion of the Company's annual general meeting to be held on the same day, whichever is later and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast *(note d)*.

ORDINARY RESOLUTION	FOR	AGAINST
To approve, confirm and ratify the grant of the award of an aggregate of 3,332,000 new shares of HK$0.10 each, credited as fully paid, to 12 selected persons who are the directors of members of the Group and connected persons of the Company under the share award scheme adopted by the Company on 25 March 2011 and to authorize the Directors to do such acts and execute such other documents necessary in relation thereto		

Dated the _____ day of _____ 2011   Shareholder's signature X_____X *(notes e, f, g and h)*

Notes:

a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.

b. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).

c. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.

d. If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". If this form returned is duly signed but without specific direction on the proposed resolution the proxy will vote or abstain at his/her discretion in respect of the resolution; or if in respect of the proposed resolution there is no specific direction, the proxy will, in relation to that proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than that set out in the notice convening the Meeting.

e. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.

f. The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.

g. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at 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 later than 48 hours before the time of the Meeting or any adjourned meeting.

h. Any alteration made to this form should be initialled by the person who signs the form.