

# 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 annual 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 Thursday, 17 May 2012 at 10:30 a.m. (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 Thursday, 17 May 2012 at 10:30 a.m. 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 RESOLUTIONS		FOR	AGAINST
1.	To receive and approve 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 approve the recommended final dividend of HK7 cents per share of the Company (the "Share(s)")		
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 Company's auditors and authorize the board of Directors to fix their remuneration		
5.	To grant the general mandate to the Directors to issue, allot and otherwise deal with the Shares		
6.	To grant the general mandate to the Directors to repurchase the Shares		
7.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no. 5		
8.	To approve the refreshment of the 10% scheme mandate limit on the grant of options under the share option scheme		
9.	To approve the refreshment of the 5% scheme mandate limit on the grant of awarded shares under the share award scheme		
SPECIAL RESOLUTIONS			
10.	To approve the amendments to the memorandum and articles of association of the Company		
11.	To adopt the amended and restated memorandum of association of the Company		
12.	To adopt the amended and restated articles of association of the Company		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2012 Shareholder's signature X \_\_\_\_\_ X (notes e, f, g and h)

#### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company.
- 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).
- 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.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular 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 those set out in the notice convening the Meeting.
- 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.
- The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorized in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized.
- 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.
- Any alteration made to this form should be initialled by the person who signs the form.