

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Comba Telecom Systems Holdings Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;
(3) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the "AGM") of the Company to be held at 611 East Wing, No. 8 Science Park West Avenue, Hong Kong Science Park, Tai Po, Hong Kong on Monday, 28 May 2018 at 11:00 a.m. is set out on pages 22 to 26 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Company at www.comba-telecom.com.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same 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 as soon as possible and in any event no later than Saturday, 26 May 2018 at 11:00 a.m. (Hong Kong Time) or not less than 48 hours before the time appointed for holding any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

25 April 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held on Monday, 28 May 2018 at 11:00 a.m. to consider and, if thought fit, approve, among other things, the proposed grant of the Issue Mandate (including the extended Issue Mandate to deal with Shares repurchased under the Repurchase Mandate) and the Repurchase Mandate, the proposed refreshment of Scheme Mandate Limit and the proposed re-election of Directors
“Article(s)”	the articles of association of the Company
“Board”	the board of Directors
“Bonus Issues”	the bonus issues of Shares as announced on 18 June 2015, 28 October 2015, 14 June 2016 and 26 October 2016
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Comba Telecom Systems Holdings Limited (京信通信系統控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“core connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue, or deal with new Shares not exceeding 20% of the number of issued Shares as at the date of granting of the aforesaid mandate
“Latest Practicable Date”	Wednesday, 18 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to repurchase not exceeding 10% of the number of issued Shares as at the date of granting of the aforesaid mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Share Options to be granted under the Share Option Scheme not exceeding 10% of the number of issued Shares as at the date of approval of the refreshed limit
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Award Scheme”	the share award scheme adopted by the Company on 25 March 2011
“Share Option Scheme”	the share option scheme adopted by the Company on 3 June 2013
“Share Options”	the options granted under the Share Option Scheme adopted by the Company which entitle the holders thereof to subscribe for Shares in accordance with the terms of the Share Option Scheme
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



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)

Executive Directors:

Mr. FOK Tung Ling (*Chairman*)
Mr. ZHANG Yue Jun (*Vice Chairman and President*)
Mr. CHANG Fei Fu
Mr. YEUNG Pui Sang, Simon
Mr. ZHANG Yuan Jian
Mr. BU Binlong
Mr. WU Tielong

Independent non-executive Directors:

Mr. LAU Siu Ki, Kevin
Dr. LIN Jin Tong
Mr. QIAN Ting Shuo

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

611 East Wing
No. 8 Science Park West Avenue
Hong Kong Science Park
Tai Po
Hong Kong

25 April 2018

To the Shareholders and, for information only, the holders of the Share Options

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;**
(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;
(3) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate to the Directors; (ii) the refreshment of the Scheme Mandate Limit; and (iii) the re-election of Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to, *inter alia*, the resolutions to be proposed at the AGM for the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, the proposed refreshment of the Scheme Mandate Limit, the proposed re-election of Directors and the notice of the AGM.

ISSUE MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate.

Issue Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the Issue Mandate) to allot, issue and deal with unissued Shares or underlying shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate of up to 20% of the number of issued Shares as at the date of granting of the Issue Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the Issue Mandate authorizing the Directors to allot, issue and deal with Shares to the extent of the number of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 2,469,892,860 Shares in issue. Subject to the passing of the resolutions for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 493,978,572 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate of up to 10% of the number of issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 246,989,286 Shares.

LETTER FROM THE BOARD

The Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any other applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

REFRESHMENT OF SCHEME MANDATE LIMIT

Pursuant to the Listing Rules and the terms of the Share Option Scheme, the Company may refresh the Scheme Mandate Limit at any time subject to Shareholders' approval and provided that:

- (i) the Scheme Mandate Limit so refreshed must not exceed 10% of the number of issued Shares as at the date of the Shareholders' approval of the refreshed Scheme Mandate Limit; and
- (ii) Share Options previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the schemes or exercised Share Options) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. As at the Latest Practicable Date, the Company does not have any other share option scheme and/or share award scheme other than the Share Award Scheme and the Share Option Scheme.

Notwithstanding the foregoing, (i) unless with separate approval by the Shareholders, the total number of Shares which may be further issued under the Share Award Scheme together with the Shares which may be issued upon exercise of all Share Options to be granted under any other share option schemes of the Company (including the Share Option Scheme) as so refreshed shall not exceed 10% of the number of issued Shares as at the date of the AGM (the "**10% Limit for Share Option Scheme and the Share Award Scheme**") and (ii) the Company will not issue any Shares under the Share Award Scheme and/or grant any Share Options under the Share Option Scheme which would result in the total number of the Shares under the Share Award Scheme together with Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company representing in aggregate over 30% of the number of issued Shares from time to time (the "**30% Aggregate Limit for Share Option Scheme and the Share Award Scheme**").

LETTER FROM THE BOARD

As at the date of the adoption of Share Option Scheme, there were 1,526,196,229 Shares in issue. Pursuant to the terms of Share Option Scheme and in compliance with the Listing Rules, the Directors were authorized to grant Share Options to subscribe for up to 152,619,622 Shares, representing 10% of the number of issued Shares as at the date of the adoption of Share Option Scheme.

On 11 April 2014, Share Options to subscribe for 40,000,000 Shares (i.e. up to 44,000,000 Shares after adjustment as a result of the issue of bonus Shares on 23 October 2014) were granted by the Company under the Share Option Scheme.

At the annual general meeting of the Company held on 3 June 2015, the Shareholders approved the refreshment of Scheme Mandate Limit and pursuant to which the Directors were authorized to grant Share Options to subscribe for up to 168,071,158 Shares, representing 10% of the number of issued Shares as at the date of the aforesaid annual general meeting.

As at the Latest Practicable Date, 168,102,021 Share Options were outstanding, representing approximately 6.81% of the number of issued Shares. The Share Options carrying the rights to subscribe for up to 22,649,132 Shares, representing approximately 0.92% of the number of issued Shares are available for granting by the Company under the Scheme Mandate Limit prior to refreshment as at the Latest Practicable Date.

Since last refreshment of Scheme Mandate Limit up to the Latest Practicable Date, an aggregate 186,437,276 Share Options (after taking into consideration of adjustments as a result of the Bonus Issues) were granted, 9,119,203 Share Options have been exercised and 9,216,052 Share Options have been lapsed and no Share Options have been cancelled. As at the Latest Practicable Date, 168,102,021 Share Options were outstanding.

As at the Latest Practicable Date, there were 2,469,892,860 Shares. Assuming no further Shares are issued and repurchased between the Latest Practicable Date and the date of the AGM, the number of issued Shares as at the date of the AGM will be 2,469,892,860 and therefore 246,989,286 Shares would be allowed under the Share Option Scheme to be allotted and issued, representing 10% of the number of issued Shares as at the date of the AGM. The total number of Shares which may be issued upon exercise of the Scheme Mandate Limit so refreshed of 246,989,286 Shares together with all outstanding Share Options as at the Latest Practicable Date carrying the right to subscribe for 168,102,021 Shares is 415,091,307 Shares, representing approximately 16.81% of the number of issued Shares as at the date of the AGM. No Share Options may be granted under the Share Option Scheme if this will result in exceeding the 10% Limit for Share Option Scheme and the Share Award Scheme and/or the 30% Aggregate Limit for Share Option Scheme and the Share Award Scheme under the Listing Rules.

LETTER FROM THE BOARD

The Directors consider that the Scheme Mandate Limit should be refreshed so that the Company has greater flexibility to provide incentive to, and recognize the contributions of the eligible persons under the terms of the Share Option Scheme. The Directors also consider that the refreshment of the Scheme Mandate Limit is in line with the purposes of the Share Option Scheme and is in the best interests of the Company and the Shareholders as a whole.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution to approve the refreshment of Scheme Mandate Limit at the AGM; and
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the number of issued Shares as at the date of passing of the resolution of the refreshment of Scheme Mandate Limit at the AGM) to be issued upon exercise of the Share Options to be granted under the refreshed Scheme Mandate Limit.

An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares, representing 10% of the number of issued Shares at the AGM, to be issued upon exercise of the Share Options that may be granted under the refreshed Scheme Mandate Limit.

RE-ELECTION OF DIRECTORS

According to article 86(3) of the Articles, any Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

According to articles 87(1) and 87(2) of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) who have been longest in office shall retire from office by rotation, provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

In accordance with article 86(3) of the Articles, Mr. Chang Fei Fu, Mr. Bu Binlong and Mr. Wu Tielong shall retire from office at the AGM, and in accordance with articles 87(1) and 87(2) of the Articles, Mr. Yeung Pui Sang, Simon, Mr. Lau Siu Ki, Kevin, Dr. Lin Jin Tong and Mr. Qian Ting Shuo shall retire from office by rotation at the AGM. Being eligible, each of Mr. Chang Fei Fu, Mr. Yeung Pui Sang, Simon, Mr. Bu Binlong and Mr. Wu Tielong will offer himself for re-election as executive Director and each of Mr. Lau Siu Ki, Kevin, Dr. Lin Jin Tong and Mr. Qian Ting Shuo will offer himself for re-election as independent non-executive Director.

LETTER FROM THE BOARD

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Chang Fei Fu, Mr. Yeung Pui Sang, Simon, Mr. Bu Binlong and Mr. Wu Tielong as executive Director and each of Mr. Lau Siu Ki, Kevin, Dr. Lin Jin Tong and Mr. Qian Ting Shuo as independent non-executive Director.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held at 611 East Wing, No. 8 Science Park West Avenue, Hong Kong Science Park, Tai Po, Hong Kong on Monday, 28 May 2018 at 11:00 a.m. is set out on pages 22 to 26 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, the proposed refreshment of Scheme Mandate Limit and the proposed re-election of Directors.

For the purpose of determining Shareholders' entitlements to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 23 May 2018 to Monday, 28 May 2018, both days inclusive, during which period no transfer of Shares will be registered. The record date for determination of entitlements of the Shareholders to attend and vote at the AGM will be on Monday, 28 May 2018. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 21 May 2018.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Company at www.comba-telecom.com. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same 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 as soon as possible and in any event no later than Saturday, 26 May 2018 at 11:00 a.m. (Hong Kong Time) or not less than 48 hours before the time appointed for the holding any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll in accordance with rule 13.39(4) of the Listing Rules. An announcement on the poll results of the AGM will be made by the Company after the AGM in compliance with the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, the proposed refreshment of Scheme Mandate Limit and the proposed re-election of Directors are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

To the best of the Directors' knowledge, information and belief, no Shareholder has material interest in the proposed grant of the Issue Mandate (including the extended Issue Mandate) and Repurchase Mandate, the proposed refreshment of Scheme Mandate Limit and the proposed re-election of Directors and accordingly no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

GENERAL

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation. Your attention is drawn to the information set out in appendices to this circular.

Yours faithfully
For and on behalf of the Board of
Comba Telecom Systems Holdings Limited
Fok Tung Ling
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly repurchasing its securities on the Stock Exchange from a core connected person, that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities in the company back to the company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved at the AGM.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 2,469,892,860 Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 246,989,286 Shares, representing 10% of the number of issued Shares as at the date of passing of the resolution.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company's cash flow or working capital facilities, which will be funds legally available for such purpose under the laws of the Cayman Islands, and the memorandum of association of the Company and the Articles.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2017, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous 12 calendar months immediately prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
April	1.310	1.130
May	1.170	1.020
June	1.200	1.030
July	1.120	1.020
August	1.340	1.050
September	1.520	1.160
October	1.660	1.350
November	1.810	1.360
December	1.740	1.440
2018		
January	1.630	1.350
February	1.390	1.130
March	1.270	1.050
April (up to the Latest Practicable Date)	1.230	1.020

6. DISCLOSURE OF INTERESTS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM.

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

8. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate the control of the Company and become obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the number of issued Shares:

Name	Notes	Number of Shares	Percentage holding (Approximately)
Prime Choice Investments Limited		780,095,129	31.58%
Mr. Fok Tung Ling	1	809,959,468	32.79%
Madam Chen Jing Na	2	809,959,468	32.79%
Wise Logic Investments Limited		248,225,410	10.05%
Mr. Zhang Yue Jun	3	248,225,410	10.05%
Madam Cai Hui Ni	4	248,225,410	10.05%

Notes:

- 780,095,129 Shares and 2,069,802 Shares are beneficially owned by Prime Choice Investments Limited and Total Master Investments Limited, respectively. By virtue of 100% shareholding in each of Prime Choice Investments Limited and Total Master Investments Limited, Mr. Fok Tung Ling is deemed or taken to be interested in the total of 782,164,931 Shares owned by Prime Choice Investments Limited and Total Master Investments Limited.
- Madam Chen Jing Na is the spouse of Mr. Fok Tung Ling and is deemed to be interested in the 809,959,468 Shares in which Mr. Fok Tung Ling is deemed or taken to be interested for the purpose of the SFO.
- 248,225,410 Shares are beneficially owned by Wise Logic Investments Limited. By virtue of 100% shareholding in Wise Logic Investments Limited, Mr. Zhang Yue Jun is deemed or taken to be interested in the 248,225,410 Shares owned by Wise Logic Investments Limited.
- Madam Cai Hui Ni is the spouse of Mr. Zhang Yue Jun and is deemed to be interested in the 248,225,410 Shares in which Mr. Zhang Yue Jun is deemed or taken to be interested for the purpose of the SFO.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

Name	Percentage holding (Approximately)
Prime Choice Investments Limited	35.09%
Mr. Fok Tung Ling	36.43%
Madam Chen Jing Na	36.43%
Wise Logic Investments Limited	11.16%
Mr. Zhang Yue Jun	11.16%
Madam Cai Hui Ni	11.16%

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full may result in Prime Choice Investments Limited and its parties acting in concert (including but not limited to Mr. Fok Tung Ling and Madam Chen Jing Na) becoming obliged to make a mandatory offer under rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

9. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) Mr. Chang Fei Fu

Mr. Chang Fei Fu, aged 43, is an executive Director and the group chief financial officer. He is also the authorized representative of the Company. Mr. Chang holds various positions in the subsidiaries of the Company, including acting as director, company secretary and chief financial officer and acted as supervisor in certain subsidiaries of the Company. He is mainly responsible for the overall financial management of the Group, as well as listed company related matters and investor relations duties.

Mr. Chang has obtained a master degree in engineering economic systems from Stanford University, the USA and a bachelor degree in electrical engineering from the University of Michigan, the USA. He has over 20 years of experience in corporate finance, merger and acquisition, financial analysis, research, capital markets and asset management. Prior to joining the Group, Mr. Chang has worked in financial institutions and corporates in Hong Kong, China and Japan, including the Hong Kong Stock Exchange, Bank of America Merrill Lynch (Hong Kong and Tokyo), Rockhampton Management (Tokyo), Barclays Capital (Hong Kong). During 2011, Mr. Chang joined China Mobile Games and Entertainment Group Limited (“CMGE”) in the founding member team as an executive director and chief financial officer. He led CMGE to its listing on the United States NASDAQ Stock Exchange in September 2012, conducted a series of equity fund raisings including CMGE’s initial public offering, as well as its privatization. Mr. Chang left CMGE in August 2015 after the company completed its privatization. Mr. Chang then joined 郵樂網 ule.com (an e-commerce platform jointly launched by TOM Group Limited and China Post) as a senior vice president in finance in September 2015. Mr. Chang joined the Group in 2016.

Save as disclosed above, Mr. Chang did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, Substantial Shareholders, controlling Shareholders or senior management of the Company.

As at the Latest Practicable Date, Mr. Chang holds Share Options under the Share Option Scheme entitling him to subscribe for 5,300,000 Shares. Save as disclosed above, Mr. Chang does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Mr. Chang has entered into a service contract with the Company for an initial term of 18 months which commenced on 23 February 2018, and will be renewable thereafter until terminated by either party by giving not less than six months’ written notice. He will be subject to retirement by rotation and re-election at the general meetings of the Company. Mr. Chang’s remuneration for his positions in the Group has been fixed at

approximately HK\$243,800 per month with discretionary bonus, which are determined by the Board with reference to his duties, performance and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions.

(2) Mr. Yeung Pui Sang, Simon

Mr. Yeung Pui Sang, Simon, aged 45, is an executive Director and president of Comba Telecom Systems International Limited, an indirect wholly-owned subsidiary of the Company. He also acts as director of certain subsidiaries of the Company. Prior to joining the Group, Mr. Yeung was the vice president of strategy & business development and a founding employee of LGC Wireless, Inc. ("LGC") based in the Silicon Valley, USA which was successfully acquired by Commscope Inc. He also held various positions at LGC including the general manager of a business unit, director of technical marketing, general manager of Asia Pacific Region and principal engineer. Mr. Yeung received the Young Industrialist Awards of Hong Kong 2016. Mr. Yeung holds a master of science degree in engineering from University of California at Berkeley USA and a bachelor of science degree in electrical engineering from Purdue University, the USA. He has over 22 years of experience in the telecom industry. Mr. Yeung joined the Group in 2004.

Save as disclosed above, Mr. Yeung did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, Substantial Shareholders, controlling Shareholders or senior management of the Company.

As at the Latest Practicable Date, Mr. Yeung holds 14,863,253 Shares, representing approximately 0.60% of the total number of issued Shares. He also holds Share Options under the Share Option Scheme entitling him to subscribe for 7,715,762 Shares. Save as disclosed above, he does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Mr. Yeung has entered into a service contract with the Company for an initial term of 18 months which commenced on 7 April 2005, and will be renewable thereafter until terminated by either party by giving not less than six months' written notice. He will be subject to retirement by rotation and re-election at the general meetings of the Company. Mr. Yeung's remuneration for his positions in the Group has been fixed at approximately HK\$233,200 per month with discretionary bonus, which are determined by the Board with reference to his duties, performance and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions.

(3) Mr. Bu Binlong

Mr. Bu Binlong, aged 55, is an executive Director. He is also senior vice president of the Group and head of the strategic operation office and chief scientist of antenna and subsystem business unit (ASBU) business lines in charge of the group management committee and ASBU.

Mr. Bu graduated in 1985 from Northwest Institute of Telecommunications Engineering (currently known as Xidian University (西安電子科技大學)) and obtained a master's degree in electronic magnetic field and microwave technology from Xidian University (西安電子科技大學) in 2002. Mr. Bu has over 32 years of technical research experience in the domain of satellite antennas and mobile communications antennas. Mr. Bu was appointed as an adjunct professor of the key laboratory for antenna and electromagnetic compatibility of Xidian University (西安電子科技大學) in 2010, elected as the vice chairman of the communication antenna special committee of the Antenna Branch of Chinese Institute of Electronics in 2011, and elected as the vice chairman of the Antenna System Industry Alliance of the PRC in 2017. Mr. Bu joined the Group in 2003.

Save as disclosed above, Mr. Bu did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, Substantial Shareholders, controlling Shareholders or senior management of the Company.

As at the Latest Practicable Date, Mr. Bu holds 668,284 Shares, representing approximately 0.01% of the total number of issued Shares. He also holds Share Options under the Share Option Scheme entitling him to subscribe for 6,388,408 Shares. Save as disclosed above, Mr. Bu does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Mr. Bu has entered into a service contract with the Company for an initial term of 18 months which commenced on 12 April 2018, and will be renewable thereafter until terminated by either party by giving not less than six months' written notice. He will be subject to retirement by rotation and re-election at the general meetings of the Company. Mr. Bu's remuneration for his positions in the Group has been fixed at approximately HK\$93,200 per month with discretionary bonus, which are determined by the Board with reference to his duties, performance and responsibilities within the Group, the Group's remuneration policy and the prevailing market conditions.

(4) Mr. Wu Tielong

Mr. Wu Tielong, aged 54, is an executive Director. He is also senior vice president and general manager of the marketing center of the Group and in charge of the public network business unit. Mr. Wu is responsible for the operation and management of the Group's sales platform in the PRC. Mr. Wu graduated from the Nanjing Institute of Communication Engineering (南京通信工程學院) in 1985 and obtained a bachelor's degree in communication engineering. He was an associate professor. Mr. Wu has over 14 years of experience in the operation and management in the market of communications. Mr. Wu joined the Group in 2003.

Save as disclosed above, Mr. Wu did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, Substantial Shareholders, controlling Shareholders or senior management of the Company.

As at the Latest Practicable Date, Mr. Wu holds 242,049 Shares, representing approximately 0.01% of the total number of issued Shares. He also holds Share Options under the Share Option Scheme entitling him to subscribe for 4,094,204 Shares. Save as disclosed above, Mr. Wu does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Mr. Wu has entered into a service contract with the Company for an initial term of 18 months which commenced on 12 April 2018, and will be renewable thereafter until terminated by either party by giving not less than six months' written notice. He will be subject to retirement by rotation and re-election at the general meetings of the Company. Mr. Wu's remuneration for his positions in the Group has been fixed at approximately HK\$96,800 per month with discretionary bonus, which are determined by the Board with reference to his duties, performance and responsibilities within the Group, the Group's remuneration policy and the prevailing market conditions.

(5) Mr. Lau Siu Ki, Kevin

Mr. Lau Siu Ki, Kevin, aged 59, is an independent non-executive Director. He is also the chairman of the audit committee and the remuneration committee and a member of the nomination committee of the Company. Mr. Lau has over 35 years of experience in corporate governance, corporate finance, financial advisory and management, accounting and auditing. He is currently a consultant in the financial advisory field. Prior to that, Mr. Lau had worked in an international accounting firm for over 15 years. He is a fellow member of both the Association of Chartered Certified Accountants (“ACCA”) as well as the Hong Kong Institute of Certified Public Accountants (香港會計師公會). Mr. Lau was a member of the world council of ACCA from 2002 to 2011 and was the chairman of the Hong Kong Branch of ACCA for the year 2000/2001. He is also an independent non-executive director of six other companies listed on the main board of the Stock Exchange namely China Medical & HealthCare Group Limited, FIH Mobile Limited, Samson Holding Ltd., Embry Holdings Limited, Binhai Investment Company Limited and TCL Multimedia Technology Holdings Limited. In addition, he was also an independent non-executive director of UKF (Holdings) Limited, a company listed on the main board of the Stock Exchange, until his resignation on 15 March 2016 and an independent non-executive director of TCL Communication Technology Holdings Limited, a company listed on the main board of the Stock Exchange, until it was privatized on 30 September 2016. Mr. Lau was also an independent supervisor of the sixth session of the supervisory committee of Beijing Capital International Airport Co., Ltd., the shares of which are listed on the main board of the Stock Exchange, until his retirement on 28 June 2017. He is also the company secretary of Yeebo (International Holdings) Limited and Hung Fook Tong Group Holdings Limited, both companies listed on the main board of the Stock Exchange, and also Expert Systems Holdings Limited, a company listed on the growth enterprise market of the Stock Exchange. Mr. Lau joined the Group in 2003.

Save as disclosed above, Mr. Lau did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, Substantial Shareholders, controlling Shareholders or senior management of the Company.

As at the Latest Practicable Date, Mr. Lau holds Share Options under the Share Option Scheme entitling him to subscribe for 471,049 Shares. Save as disclosed above, Mr. Lau does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Mr. Lau has entered into a letter of appointment with the Company for a term of one year. He will be subject to retirement by rotation and re-election at the general meetings of the Company. Mr. Lau’s remuneration has been fixed at HK\$220,000 per annum, which are determined by the Board with reference to his duties, performance and responsibilities within the Company, the Company’s remuneration policy and the prevailing market conditions.

(6) Dr. Lin Jin Tong

Dr. Lin Jin Tong, aged 72, is an independent non-executive Director. He is also the chairman of the nomination committee and a member of the audit committee and the remuneration committee of the Company. Dr. Lin is currently a professor of Beijing University of Posts and Telecommunications (“**BUPT**”) (北京郵電大學). He graduated from Peking University (北京大學) majoring in Physics, and obtained a master’s degree in engineering from BUPT. Dr. Lin further obtained a doctorate degree in Philosophy and an honorary doctorate degree in Science from University of Southampton, UK. He has worked as lecturer, professor, department head, vice president of BUPT and was also the president of BUPT from 1998 to 2007. Dr. Lin was also a member of the 10th Beijing Municipal Committee of the Chinese People’s Political Consultative Conference from 2003 to 2008. He was a deputy director-general of China Institute of Communications and is currently a fellow member of The Institution of Engineering and Technology. Dr. Lin has long been engaged in optical communication engineering, including research and teaching in the aspects of high-speed optical communication system and broadband optical access network. Dr. Lin is currently a director of Jiangsu Zhongtian Technology Co., Ltd., the shares of which are listed on the Shanghai Stock Exchange and an independent director of Tongding Interconnection Information Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange. He had been an independent director of Bright Oceans Inter-Telecom Corporation, the shares of which are listed on the Shanghai Stock Exchange, until his retirement in September 2015. Dr. Lin had also been an independent director of Jiangsu Tongguang Electronic Wire & Cable Corp., Ltd., the shares of which are listed on the Shenzhen Stock Exchange, until his retirement on 11 November 2014. He joined the Group in 2012.

Save as disclosed above, Dr. Lin did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, Substantial Shareholders, controlling Shareholders or senior management of the Company.

As at the Latest Practicable Date, Dr. Lin holds Share Option under the Share Option Scheme entitling him to subscribe for 471,049 Shares. Save as disclosed above, Dr. Lin does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Dr. Lin has entered into a letter of appointment with the Company for a term of three years. He will be subject to retirement by rotation and re-election at the general meetings of the Company. Dr. Lin’s remuneration has been fixed at HK\$220,000 per annum, which are determined by the Board with reference to his duties, performance and responsibilities within the Company, the Company’s remuneration policy and the prevailing market conditions.

(7) Mr. Qian Ting Shuo

Mr. Qian Ting Shuo, aged 69, is an independent non-executive Director. He is also the member of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Qian is currently a member of the standing committee of Science and Technology Committee of Ministry of Industry and Information Technology (工業和信息化部). He graduated from Beijing University of Posts and Telecommunications (北京郵電大學) and obtained a bachelor's degree in engineering. Mr. Qian was the deputy director and vice-president of the Planning Institute of the Ministry of Post and Telecommunications (郵電部規劃所) of the PRC (currently known as the China Academy of Telecommunication Planning Research of Ministry of Industry and Information Technology (工業和信息化部電信研究院規劃設計研究所)), and was also the vice-president of China Academy of Telecommunication Research of the Ministry of Information Industry (信息產業部) ("MII", currently known as the Ministry of Industry and Information Technology (工業和信息化部)), the inspector and the deputy director-general of the Department of Overall Planning of the MII. He has extensive experience in the telecommunications industry and is familiar with the optical telecommunications technology and broadband development. Mr. Qian joined the Group in 2012.

Save as disclosed above, Mr. Qian did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, Substantial Shareholders, controlling Shareholders or senior management of the Company.

As at the Latest Practicable Date, Mr. Qian holds Share Options under the Share Option Scheme entitling him to subscribe for 471,049 Shares. Save as disclosed above, Mr. Qian does not have, and is not deemed to have, any other interests or short positions in any Shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Mr. Qian has entered into a letter of appointment with the Company for a term of three years. He will be subject to retirement by rotation and re-election at the general meetings of the Company. Mr. Qian's remuneration has been fixed at HK\$220,000 per annum, which are determined by the Board with reference to his duties, performance and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions.

Mr. Lau has served the Company as independent non-executive Director for more than nine years, but he does not have any management role in the Company. The Company has received his annual written confirmation in accordance with rule 3.13 of the Listing Rules. The nomination committee of the Company has assessed and is satisfied of his independence. Hence, the Board is of the opinion that he remains independent within the definition of the Listing Rules by reference to the factors stated in the Listing Rules and his annual written confirmation. In view of Mr. Lau's professional qualifications and extensive experience in the financial advisory field, the Board believes that he is capable to provide constructive contributions and an independent view in relation to the Company's affairs. Therefore, the Board considers that Mr. Lau should be re-elected at the AGM.

Save as disclosed above, there is no information relating to each of Mr. Chang Fei Fu, Mr. Yeung Pui Sang, Simon, Mr. Bu Binlong, Mr. Wu Tielong, Mr. Lau Siu Ki, Kevin, Dr. Lin Jin Tong and Mr. Qian Ting Shuo that is required to be disclosed pursuant to rules 13.51(2)(h) to (w) of the Listing Rules.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Comba Telecom Systems Holdings Limited (the “Company”) will be held at 611 East Wing, No. 8 Science Park West Avenue, Hong Kong Science Park, Tai Po, Hong Kong on Monday, 28 May 2018 at 11:00 a.m., to transact the following businesses and for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company with or without amendments:

1. to receive and adopt the audited consolidated financial statements and the reports of the directors (the “Director(s)”) and the auditors of the Company for the year ended 31 December 2017;
2.
 - (a) to re-elect Mr. Chang Fei Fu as executive Director;
 - (b) to re-elect Mr. Yeung Pui Sang, Simon as executive Director;
 - (c) to re-elect Mr. Bu Binlong as executive Director;
 - (d) to re-elect Mr. Wu Tielong as executive Director;
 - (e) to re-elect Mr. Lau Siu Ki, Kevin as independent non-executive Director;
 - (f) to re-elect Dr. Lin Jin Tong as independent non-executive Director;
 - (g) to re-elect Mr. Qian Ting Shuo as independent non-executive Director;
and
 - (h) to authorize the board of Directors (the “Board”) to fix the Directors’ remuneration;
3. to re-appoint Ernst & Young as the auditors of the Company and to authorize the Board to fix their remuneration;
4. “THAT:
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued Share(s)

NOTICE OF AGM

and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing and the new share option schemes of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20% of the number of issued Shares as at the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorized by a separate ordinary resolution of the shareholders of the Company (the “**Shareholders**”)) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares as at the date of the passing of the resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution;

NOTICE OF AGM

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

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6. “**THAT** the Directors be and are hereby authorized to exercise the authority referred to in paragraph (a) of the resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

7. “**THAT** subject to the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options which may be granted under the Scheme Mandate Limit (as defined below) and pursuant to the share option scheme of the Company adopted on 3 June 2013 (the “**Share Option Scheme**”), approval be and is hereby generally and unconditionally granted for refreshing and renewing the Scheme Mandate Limit (as defined below) under the Share Option Scheme provided that (i) the total number of Shares which may be allotted and issued upon the exercise of the options to be granted under the Share Option Scheme and any other share option schemes of the Company and may be issued under the share award scheme of the Company shall not exceed 10% of the total number of issued Shares as at the date of the passing of this resolution (the “**Scheme Mandate Limit**”); and (ii) the overall limit on the number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company and may be issued under the share award scheme of the Company must not exceed 30% of the number of issued Shares from time to time and that the Directors be and are hereby authorized, at their absolute discretion, to grant options under the Share Option Scheme up to the Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options.”

By order of the Board
Comba Telecom Systems Holdings Limited
Fok Tung Ling
Chairman

Hong Kong, 25 April 2018

NOTICE OF AGM

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
611 East Wing
No. 8 Science Park West Avenue
Hong Kong Science Park
Tai Po
Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, 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 no later than Saturday, 26 May 2018 at 11:00 a.m. (Hong Kong Time) or not less than 48 hours before the time appointed for holding any adjourned meeting. Completion and return of a form of proxy will not preclude a Shareholder from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. For the purpose of determining Shareholders' entitlements to attend and vote at the annual general meeting, the register of members of the Company will be closed from Wednesday, 23 May 2018 to Monday, 28 May 2018, both dates inclusive, during which period no transfer of Shares will be registered. The record date for determination of entitlements of the Shareholders to attend and vote at the annual general meeting will be on Monday, 28 May 2018. In order to qualify for attending and voting at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 21 May 2018.
4. In relation to the proposed resolutions nos. 4 and 6 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorize the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme and the share award scheme of the Company or any scrip dividend scheme which may be approved by Shareholders.
5. In relation to the proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.
6. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.