

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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) POLL RESULT OF THE EGM HELD ON 9 OCTOBER 2009; (2) NUMBER OF BONUS SHARES TO BE ISSUED; (3) ADJUSTMENT TO OPTIONS

The Board is pleased to announce that at the EGM held on Friday, 9 October 2009, the proposed resolution was duly passed by the Shareholders by way of poll.

The number of Bonus Shares to be issued under the Bonus Issue is 96,284,260.

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

Reference is made to the circular (the “**Circular**”) of Comba Telecom Systems Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the extraordinary general meeting dated 18 September 2009. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULT OF THE EGM

At the EGM, the proposed resolution as set out in the Notice was taken by poll. The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the EGM date, the total number of issued shares in the Company was 962,842,600, which was also the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolution at the EGM. A total of 612,412,857 Shares were held by the Shareholders who attended and was entitled to vote for or against the resolution at the EGM. No Shareholder was entitled to attend and vote only against the resolution at the EGM.

The Board is pleased to announce that the proposed resolution was duly passed by the Shareholders by way of poll at the EGM. The poll result in respect of the resolution was as follows:

	Number of Votes (%)	
	For	Against
To approve the capitalization of such amount standing to the share premium account of the Company for paying up the Bonus Shares in full at par, and to approve the Bonus Issue	612,412,857 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution of the Company.

NUMBER OF BONUS SHARES TO BE ISSUED

As disclosed in the Circular, the Bonus Issue is proposed to be made on the basis of one Bonus Share for every ten existing Shares held on the Record Date, i.e. 9 October 2009. As at today's close of business, there are in total 962,842,600 Shares in issue. Therefore, the number of Bonus Shares to be issued under the Bonus Issue is 96,284,260.

Based on the register of the Company as at today's close of business, there are no Shareholders with registered addresses which are outside Hong Kong. Therefore, all the Shareholders are entitled to participate in the Bonus Issue, and there are no Excepted Shareholders (to whom the Bonus Shares will not be granted).

ADJUSTMENT TO OPTIONS

Pursuant to the terms of the Share Option Scheme of the Company adopted on 20 June 2003, the exercise price of the Options granted under the Share Option Scheme and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the 60,323,300 outstanding Options will be adjusted (the “Share Options Adjustments”) in the following manner as a result of the Bonus Issue:

Date of grant	Exercise period	Before Bonus Issue		After Bonus Issue	
		Number of Options outstanding	Exercise price of Options	Adjusted number of Options outstanding	Adjusted exercise price of Options
22 December 2005	22 December 2006 to 21 December 2010	7,877,400	HK\$2.386	8,665,140	HK\$2.169
8 March 2007	8 March 2008 to 7 March 2010	838,100	HK\$2.618	921,910	HK\$2.380
21 July 2008	21 July 2009 to 20 July 2011	21,126,800	HK\$1.964	23,239,480	HK\$1.785
4 November 2008	4 November 2009 to 3 November 2011	30,481,000	HK\$0.636	33,529,100	HK\$0.578
		<u>60,323,300</u>		<u>66,355,630</u>	

The auditors of the Company has reviewed and confirmed in writing the Share Options Adjustments are in accordance with the terms of the Share Option Scheme and the appendix of supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 relating to adjustments to the Options.

By order of the Board
COMBA TELECOM SYSTEMS HOLDINGS LIMITED
Tong Chak Wai, Wilson
Executive Director

Hong Kong, 9 October 2009

As at the date of this announcement, the Board comprises the following executive Directors: Mr. FOK Tung Ling, Mr. ZHANG Yue Jun, Mr. TONG Chak Wai, Wilson, Mr. WU Jiang Cheng, Mr. YAN Ji Ci, Mr. ZHENG Guo Bao and Mr. YEUNG Pui Sang, Simon; and the following independent non-executive Directors: Mr. YAO Yan, Mr. LAU Siu Ki, Kevin and Mr. LIU Cai.