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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)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** (the “**Notice**”) that an extraordinary general meeting (the “**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 Wednesday, 29 September 2010 at 3:30 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. “**THAT:**

- (i) the agreement dated 25 August 2010 (the “**WTAP Agreement**”) entered into between Comba Telecom Systems Investments Limited, a wholly-owned subsidiary of the Company (“**Comba Systems BVI**”) and WaveLab Holdings Limited, a non wholly-owned subsidiary of the Company (“**WaveLab Holdings**”) in relation to the sale of wireless transmission and access products (including but not limited to ODU Products and such other products) used in connection with microwave transmission by WaveLab Holdings and/or its subsidiaries (including WaveLab Guangzhou) to Comba Systems BVI and/or its subsidiaries (excluding WaveLab Holdings and its subsidiaries) (details of the WTAP Agreement are set out in the Company’s circular dated 13 September 2010 (the “**Circular**”), copies of the WTAP Agreement and the Circular have been tabled at the meeting and marked “A” and “B” initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) the proposed annual caps in respect of the WTAP Transactions for each of the three financial years ending 31 December 2013 (as more particularly described in the Circular) be and is hereby approved; and
- (iii) the directors of the Company (the “**Directors**”) be and are hereby authorized to do such acts and execute such other documents as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the WTAP Agreement, its respective proposed annual caps and all transactions contemplated thereunder.”

2. **“THAT:**

- (i) the agreement dated 25 August 2010 (the **“WTAP-Components Agreement”**) entered into between Comba Systems BVI and WaveLab Holdings, in relation to the sale of components (including but not limited to Diplexer Products and such other components) used in the manufacture of wireless transmission and access products (including but not limited to ODU Products and such other products) in connection with microwave transmission by Comba Systems BVI and/or its subsidiaries (excluding WaveLab Holdings and its subsidiaries) to WaveLab Holdings and/or its subsidiaries (including WaveLab Guangzhou) (details of the WTAP-Components Agreement are set out in the Circular, copy of the WTAP-Components Agreement has been tabled at the meeting and marked **“C”** initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) the proposed annual caps in respect of the WTAP-Components Transactions for each of the three financial years ending 31 December 2013 (as more particularly described in the Circular) be and is hereby approved; and
- (iii) the Directors be and are hereby authorized to do such acts and execute such other documents as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the WTAP-Components Agreement, its respective proposed annual caps and all transactions contemplated thereunder.”

3. **“THAT** conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Bonus Shares (as defined in paragraph (i) of this resolution):

- (i) upon the recommendation of the Directors, an amount of HK\$11,894,807 standing to the credit of the share premium account of the Company be capitalized and the Directors be and are hereby authorized to apply such amount in paying up in full at par 118,948,074 new Shares of HK\$0.10 each in the capital of the Company (**“Bonus Shares”**), and the Directors be authorized to allot, issue and distribute the Bonus Shares which are credited as fully paid, to the members of the Company whose names appear on the branch register of members of the Company in Hong Kong (the **“Register of Members”**) as at the close of business on Wednesday, 29 September 2010 (the **“Record Date”**), other than those members (the **“Excepted Shareholders”**) whose addresses as shown on the Register of Members at the close of business on the Record Date are in places outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue (as defined below) to be necessary or expedient in accordance with the Rules (the **“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) and the memorandum and articles of association of the Company, on the basis of 1 Bonus Share for every 10 existing Shares of HK\$0.10 each in the capital of the Company then held by them respectively (**“Bonus Issue”**), and the Directors be authorized to settle, as they consider appropriate, any difficulty in regard to any distribution of the Bonus Shares;

- (ii) the Bonus Shares to be issued pursuant to this resolution shall, subject to the memorandum and article of association of the Company, rank *pari passu* in all respects with the existing issued Shares of HK\$0.10 each in the capital of the Company, except that they will not be eligible for the Bonus Issue of Shares mentioned in this resolution and the interim dividend for the six months 30 June 2010;
- (iii) the Directors be and hereby authorized to arrange for the Bonus Shares which would otherwise have been issued to the Excepted Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Excepted Shareholders, if any, *pro rata* to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case the Directors be and are hereby authorized to retain such amount for the benefit of the Company; and
- (iv) the Directors be and are hereby authorized to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”

Yours faithfully  
By order of the Board  
**Comba Telecom Systems Holdings Limited**  
**Tong Chak Wai, Wilson**  
*Executive Director*

Hong Kong, 13 September 2010

**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:*

- (a) Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (b) To be valid, a form of proxy in the prescribed form 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 less than 48 hours before the time fixed for holding the Meeting or any adjourned meeting.
- (c) Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened.

- (d) The register of members of the Company will be closed from Tuesday, 28 September 2010 to Wednesday, 29 September 2010 (both days inclusive), during which period no transfer of shares will be effected. The record date for determination of entitlements under the interim dividend and the Bonus Issue will be on Wednesday, 29 September 2010. Shareholders whose names appear on the Register of Members of the Company on Wednesday, 29 September 2010 will be entitled to receive interim dividend and the Bonus Shares (if the bonus shares is approved by shareholders). In order to qualify for the interim dividend and the Bonus Issue, all transfers 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 pm on Monday, 27 September 2010. The Bonus Shares will be issued and allotted to the shareholders on Friday, 8 October 2010, subject to shareholders' approval at the Company's forthcoming extraordinary general meeting.

*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.*