

# 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 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 Tuesday, 9 September 2008 at 3:00 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 extension agreement dated 1 August 2008 (the “**Extension Agreement**”) entered into between Comba Telecom Systems Investments Limited (a wholly-owned subsidiary of the Company) (“**Comba Systems BVI**”) and WaveLab Telecom Equipment (Guangzhou) Limited (波達通信設備(廣州)有限公司) (“**WaveLab Guangzhou**”, a non-wholly owned subsidiary of the Company) in relation to the extension of the original term of the agreement dated 21 June 2007 entered into by the aforesaid parties regarding the sale of digital microwave outdoor units and related products by WaveLab Guangzhou to Comba Systems BVI and its subsidiaries (details of the Extension Agreement are set out in the Company’s circular dated 22 August 2008 (the “**Circular**”), copies of the Extension 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 ODU Revised Cap (as defined and more particularly described in the Circular) be and is hereby approved and confirmed; and
- (iii) the directors of the Company 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 Extension Agreement, the ODU Revised Cap and all transactions contemplated thereunder.”

2. “**THAT:**

- (i) the agreement dated 1 August 2008 (the “**Diplexer Agreement**”) entered into between Comba Telecom Systems Investments Limited (a wholly-owned subsidiary of the Company) (“**Comba Systems BVI**”) and WaveLab Holdings Limited (“**WaveLab Holdings**”, a non-wholly owned subsidiary of the Company) in relation to the sale of diplexers and related products by WaveLab Holdings and its subsidiaries to Comba Systems BVI and its subsidiaries (details of the Diplexer Agreement are set out in the

Circular, copy of the Diplexer 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 Diplexer Cap (as defined and more particularly described in the Circular) be and is hereby approved and confirmed; and

(iii) the directors of the Company 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 Diplexer Agreement, the Diplexer Cap and all transactions contemplated thereunder.”

3. **“THAT:**

(i) the loan agreement dated 1 August 2008 (the “**Loan Agreement**”) entered into between Cascade Technology Limited (a wholly-owned subsidiary of the Company) as lender and WaveLab Holdings Limited (a non-wholly owned subsidiary of the Company) as borrower in relation to the loan of principal amount of up to US\$3,000,000 (United States Dollars Three Million Only) (details of the Loan Agreement are set out in the Circular, copy of the Loan Agreement has been tabled at the meeting and marked “D” 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; and

(ii) the directors of the Company 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 Loan Agreement and all transactions contemplated thereunder.”

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

Hong Kong, 22 August 2008

*Registered office*

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

*Head office and principal place of business*

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. A form of proxy for use at the Meeting is enclosed herewith.
- (b) To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's principal place of business in Hong Kong at 611 East Wing, No. 8 Science Park West Avenue, Hong Kong Science Park, Tai Po, 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) A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 22 August 2008.

*As at the date hereof, the Board of the Company comprises the following executive directors: Mr. FOK Tung Ling, Mr. ZHANG Yue Jun, 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.*