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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)

CHANGE IN INDEPENDENT NON-EXECUTIVE DIRECTORS

The board of directors (the “**Board**” or the “**Director(s)**”) of Comba Telecom Systems Holdings Limited (the “**Company**”, collectively with its subsidiaries are defined as the “**Group**”) is pleased to announce that Mr. Lin Jin Tong (“**Mr. Lin**”) and Mr. Qian Ting Shuo (“**Mr. Qian**”) have been appointed as independent non-executive Directors and members of the audit committee, remuneration committee and nomination committee of the Company with effect from 21 May 2012. Mr. Yao Yan (“**Mr. Yao**”) tendered his resignation as an independent non-executive Director with effect from 21 May 2012 while his membership of the audit committee, remuneration committee and nomination committee of the Company will also be terminated at the same time.

Mr. Lin Jin Tong, aged 66, is currently a professor of Beijing University of Posts and Telecommunications (“**BUPT**”). He graduated from Peking University majoring in Physics, and obtained a master’s degree in engineering from BUPT. He further obtained a doctorate degree in Philosophy and an honorary doctorate degree in Science from University of Southampton, UK. Mr. Lin has worked as lecturer, professor, department head, vice president of BUPT and was also the president of BUPT from 1998 to 2007. He 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. Mr. 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. Mr. Lin is an independent director of Bright Oceans Inter-Telecom Corporation, the shares of which are listed on the Shanghai Stock Exchange. He is also an independent director of Jiangsu Tongguang Electronic Wire & Cable Corp., Ltd, the shares of which are listed on the Shenzhen Stock Exchange.

Mr. Qian Ting Shuo, aged 64, is currently a secretary-general of Science and Technology Committee of Ministry of Industry and Information Technology. He graduated from BUPT 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 of the PRC (later known as the Telecommunications Planning Research Institute of the Ministry of Post and Telecommunications), and was also the vice-president of China Academy of Telecommunication Research of the Ministry of Information Industry ("MII", currently known as the Ministry of Industry and Information Technology), the inspector and the deputy director-general of the Department of Overall Planning of the MII. Mr. Qian has extensive experience in the telecommunications industry and is familiar with the optical telecommunications technology and broadband development.

Save as disclosed above, both Mr. Lin and Mr. Qian have not held any directorships 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 do not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, both Mr. Lin and Mr. Qian do not have, and are not deemed to have, any other interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance) of the Company.

Each of Mr. Lin and Mr. Qian has executed a letter of appointment with the Company for an initial term of three years which commenced on 21 May 2012 and subject to compliance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), and will continue thereafter until terminated by either party by giving not less than six months' written notice. Pursuant to the letters of appointment, the remuneration of each of Mr. Lin and Mr. Qian has been fixed at HK\$200,000 per annum, which are determined by the Board with reference to their duties, performance and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions. They will be subject to retirement by re-election at the next annual general meeting of the Company.

Mr. Yao Yan, aged 74, is an independent non-executive Director of the Company. Since the Company has successfully been listed on the Main Board of The Stock Exchange of Hong Kong Limited in 2003, he has served in the Company for more than nine years, and dedicated to carry out his duties as an independent non-executive Director and based on his extensive experience in the telecommunications industry, often provided impartial opinions to the Board which were valuable contributions. As Mr. Yao wishes to devote more time to his family, he has tendered his resignation as an independent non-executive Director with effect from 21 May 2012 while his membership of the audit committee, remuneration committee and nomination committee of the Company will also be terminated at the same time. Mr. Yao has confirmed that he has no disagreement with the Board and there are no matters in relation to his resignation that need to be brought to the attention of the Company's shareholders and/or The Stock Exchange of Hong Kong Limited.

Save as disclosed above, there is no information relating to Mr. Lin, Mr. Qian and Mr. Yao that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Company's shareholders in respect of the change in independent non-executive Directors.

The Board would like to take this opportunity to express its warmest welcome to Mr. Lin and Mr. Qian for joining the Board. It also enables the Company to comply with the requirement with respect to independent non-executive directors under the amended Listing Rules. It would enhance the corporate governance of the Group and further boost investors' confidence in the Group, which are in the best interests of the Company and the shareholders as a whole. Finally, the Board acknowledges the past contributions and support of Mr. Yao to the Company with the deepest gratitude.

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

Hong Kong, 21 May 2012

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, Mr. YEUNG Pui Sang, Simon and Mr. ZHANG Yuan Jian; and the following independent non-executive Directors: Mr. LIU Cai, Mr. LAU Siu Ki, Kevin, Mr. LIN Jin Tong and Mr. QIAN Ting Shuo.