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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)

POLL RESULTS OF THE AGM HELD ON WEDNESDAY, 3 JUNE 2015

The Board is pleased to announce that at the AGM held on Wednesday, 3 June 2015, all the proposed ordinary resolutions were duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of Comba Telecom Systems Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of the Company each dated 28 April 2015. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

At the AGM, all proposed ordinary resolutions as set out in the Notice were taken by poll. The Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the AGM, the total number of Shares in issue in the Company was 1,680,695,087, which was also the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the AGM^(Note). No Shareholder was entitled to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting at the AGM. No parties have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM. The poll results in respect of the resolutions were as follows:

Ordinary Resolutions		Number of Shares actually voted (approximate %)	
		For	Against
1.	To receive and approve the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 31 December 2014.	839,717,939 (100%)	0 (0%)
2.	To approve the recommended final dividend of HK1.3 cents per Share.	839,717,939 (100%)	0 (0%)
3.	(a) To re-elect Dr. Tong Chak Wai, Wilson as executive Director.	838,617,635 (99.87%)	1,100,304 (0.13%)
	(b) To re-elect Mr. Zheng Guo Bao as executive Director.	838,617,635 (99.87%)	1,100,304 (0.13%)
	(c) To re-elect Mr. Liu Cai as independent non-executive Director.	838,617,635 (99.87%)	1,100,304 (0.13%)
	(d) To re-elect Mr. Lau Siu Ki, Kevin as independent non-executive Director.	810,175,758 (96.48%)	29,542,181 (3.52%)
	(e) To authorize the Board to fix the Directors' remuneration.	839,712,439 (99.99%)	5,500 (0.01%)
4.	To re-appoint Ernst & Young as the Company's auditors and authorize the Board to fix their remuneration.	839,712,439 (99.99%)	5,500 (0.01%)
5.	To grant the general mandate to the Directors to allot, issue and otherwise deal with the Shares.	744,346,499 (88.64%)	95,350,440 (11.36%)
6.	To grant the general mandate to the Directors to repurchase the Shares.	839,696,939 (100%)	0 (0%)
7.	To add the number of the Shares repurchased by the Company to the mandate granted to the Directors under the resolution no. 5.	744,346,499 (88.64%)	95,350,440 (11.36%)
8.	To approve the refreshment of 10% scheme mandate limit on the grant of options under the share option scheme.	745,968,392 (88.84%)	93,749,547 (11.16%)
9.	To approve the bonus issue and the transactions contemplated thereunder.	839,717,939 (100%)	0 (0%)

As more than 50% of the total votes were cast in favour of each of the resolutions nos. 1 to 9, the resolutions nos. 1 to 9 were duly passed as ordinary resolutions of the Company at the AGM.

By Order of the Board
Comba Telecom Systems Holdings Limited
Tong Chak Wai, Wilson
Executive Director

Hong Kong, 3 June 2015

As at the date of this announcement, the Board comprises the following executive Directors: Mr. FOK Tung Ling, Mr. ZHANG Yue Jun, Dr. TONG Chak Wai, Wilson, 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, Dr. LIN Jin Tong and Mr. QIAN Ting Shuo.

Note: As certain Shareholders have exercised their Options on the date of the AGM, the total number of Shares in issue as at the date of the AGM is 1,680,711,587.