

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)

APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Director(s)**”) of Comba Telecom Systems Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that with effect from 22 March 2019, Ms. Huo Xinru will be appointed as executive Director and Ms. Ng Yi Kum will be appointed as independent non-executive Director. Ms. Ng will also be appointed as the member of each of audit committee, remuneration committee and nomination committee of the Company.

Ms. Huo Xinru

Ms. Huo Xinru (“**Ms. Huo**”), aged 35, is president assistant of the Group and president of Comba Telecom Systems International Limited. Ms. Huo also holds various positions in the subsidiaries of the Company, including acting as director and chief executive officer in certain subsidiaries of the Company. She is mainly responsible for the relevant management work delegated by the Group and the operation and management of Comba Telecom Systems International Limited. She graduated from Imperial College London (英國帝國理工學院) in 2007 majoring in electrical and electronic engineering, and obtained a bachelor’s degree; graduated from Stanford University in the USA in 2009 majoring in (electrical engineering) digital signal processing, and obtained a master’s degree. She has served successively such positions as software and application engineer, customer manager, and vice president of marketing in North America branch of the Group. She joined the Group in 2010. Ms. Huo is the daughter of Mr. Fok Tung Ling, the Chairman and an executive Director of the Company.

As at the date of this announcement, save as disclosed above, (i) Ms. Huo has not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) Ms. Huo does not have other major appointments or professional qualifications; (iii) Ms. Huo does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iv) Ms. Huo does not hold any positions with the Company or other members of the Group; and (v) Ms. Huo holds share options under the share option scheme of the Company adopted on 3 June 2013 entitling her to subscribe for 1,050,000 shares in the share capital of the Company. Save as disclosed above, Ms. Huo does not have, and is 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 (the “SFO”)) of the Company.

Ms. Huo has entered into a service contract with the Company with respect of her appointment as an executive Director for an initial term of 18 months which commences on 22 March 2019 and, subject to compliance with the relevant requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), will be renewable thereafter until terminated by either party by giving not less than 6 months’ written notice. Ms. Huo is entitled to an annual remuneration of approximately HK\$1,976,000 with discretionary bonus, which are determined by the Board with reference to her duties, performance and responsibilities within the Group, the Group’s remuneration policy and the prevailing market conditions. She will be subject to retirement by rotation and re-election at the next general meeting of the Company.

Ms. Ng Yi Kum

Ms. Ng Yi Kum (“**Ms. Ng**”), aged 61, is a qualified accountant and holds a Master of Business Administration degree from the Hong Kong University of Science and Technology. She is an associate of The Institute of Chartered Accountants in England and Wales, an associate of The Institute of Chartered Secretaries and Administrators, a fellow of the Association of Chartered Certified Accountants, a fellow of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants.

Ms. Ng is currently an executive director, the deputy chairman, the chief strategy officer and chief financial officer, the company secretary and a member of both the remuneration committee and the executive committee of Tse Sui Luen Jewellery (International) Limited (“**Tse Sui Luen**”), a company listed on the Stock Exchange. Ms. Ng joined Tse Sui Luen group in 2015 and is responsible for Tse Sui Luen group’s finance and other administrative functions as well as for defining the corporate strategies of Tse Sui Luen group. Ms. Ng is also a director of certain subsidiaries of Tse Sui Luen. Prior to her joining in Hang Lung Properties Limited in 2003, Ms. Ng was employed by the Stock Exchange in a number of senior positions, latterly as senior vice president of the Listing Division. From September 2005 to November 2007, she was an executive director of Hang Lung Properties Limited, a company listed on the Stock Exchange. Ms. Ng then served as the chief financial officer of Country Garden Holdings Company Limited from January 2008 to April 2014, a company listed on the Stock Exchange. Ms. Ng is an independent non-executive director of China Power New Energy Development Company Limited and Tianjin Development Holdings Limited, both companies listed on the Stock Exchange. Ms. Ng served as an independent director of DS Healthcare Group, Inc. from 6 May 2016 to 16 May 2017, a company listed

on the Nasdaq Capital Market in the United States until they were delisted on 23 December 2016. Ms. Ng served as an independent non-executive director of China Mobile Games and Entertainment Group Limited, a company listed by way of American Depositary Shares on the Nasdaq Global Market in the United States, from September 2012 to 10 August 2015. From 30 September 2008 to 31 July 2015, Ms. Ng served as an independent non-executive director of Hong Kong Resources Holdings Company Limited, a company listed on the Stock Exchange. Ms. Ng has also contributed her time to various public service appointments, including being a co-opted member of the audit committee of the Hospital Authority from December 2002 to November 2013.

As at the date of this announcement, save as disclosed above, (i) Ms. Ng has not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) Ms. Ng does not have other major appointments or professional qualifications; (iii) Ms. Ng does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iv) Ms. Ng does not hold any positions with the Company or other members of the Group; and (v) Ms. Ng does not have, and is not deemed to have, any other interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Ms. Ng has entered into a letter of appointment with the Company for an initial term of 3 years which commences on 22 March 2019 and, subject to compliance with the relevant requirements of the Listing Rules, will be renewable thereafter until terminated by either party by giving not less than 6 months' written notice. Ms. Ng's remuneration has been fixed at HK\$220,000 per annum, which are determined by the Board with reference to her duties, performance and responsibilities within the Group, the Group's remuneration policy and the prevailing market conditions. She will be subject to retirement by rotation and re-election at the next general meeting of the Company.

Save as disclosed above, there is no information relating to Ms. Huo and Ms. Ng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the holders of securities of the Company in relation to their appointment.

The Board would like to take this opportunity to express its warmest welcome to Ms. Huo and Ms. Ng for joining the Board.

Following the appointment of an executive Director and an independent non-executive Director with effect from 22 March 2019 as disclosed herein, the Board shall have ten Directors which comprises seven executive Directors and three independent non-executive Directors. As a result, the Company shall fulfill the requirements under Rules 3.10(1) and 3.21 of the Listing Rules. However, the number of independent non-executive Directors of the Board will be below the minimum number as required under Rule 3.10A of the Listing Rules.

The Company is endeavoring to identify a suitable candidate to fill the abovementioned vacancy as soon as practicable and in any event within 3 months from failing to meet the requirements. The Company will make further announcement(s) as and when appropriate.

On behalf of the Board
Comba Telecom Systems Holdings Limited
Fok Tung Ling
Chairman

Hong Kong, 21 March 2019

As at the date of this announcement, the Board comprises the following executive Directors: Mr. FOK Tung Ling, Mr. ZHANG Yue Jun, Mr. XU Huijun, Mr. CHANG Fei Fu, Mr. BU Bin Long and Mr. WU Tie Long; and the following independent non-executive Directors: Mr. LAU Siu Ki, Kevin and Dr. LIN Jin Tong.