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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)

ANNOUNCEMENT MADE PURSUANT TO RULES 13.51(2) AND 13.51B(2) OF THE LISTING RULES

This announcement is made by Comba Telecom Systems Holdings Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) pursuant to Rule 13.51(2) and Rule 13.51B(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Reference is made to the announcement of the Company dated 4 November 2019 (the “**2019 Announcement**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company provides an update on the matters relate to Mr. Lau Siu Ki, Kevin (“**Mr. Lau**”), an independent non-executive Director, the chairman of each of the audit committee and remuneration committee of the Company and a member of the nomination committee of the Company. Mr. Lau will retire from office at the forthcoming annual general meeting (the “**AGM**”) of the Company, which is scheduled to be held on 28 May 2021, and being eligible, will offer himself for re-election at the AGM.

As disclosed in the 2019 Announcement, the Securities and Futures Commission (the “**SFC**”) commenced proceedings (the “**Proceedings**”) in the Market Misconduct Tribunal (the “**MMT**”) against China Medical & Healthcare Group Limited (formerly known as COL Capital Limited) (“**COL**”) (Stock Code: 383) and six former and current directors of COL including, among others, Mr. Lau, for failing to disclose of inside information of COL as soon as practicable in 2014. Mr. Lau admitted to the MMT that his negligent conduct had resulted in COL’s breach of requirements of the corporate disclosure regime.

On 12 May 2021, the SFC issued a press release in relation to the Proceedings, pursuant to which the MMT ordered, among others, that:

- (1) COL, Mr. Lau and the other five former and current directors of COL to pay the SFC's investigation and legal costs as well as the costs of the MMT Proceedings;
- (2) Mr. Lau was fined HK\$300,000 (the MMT did not make any disqualification order against him being a listed company director); and
- (3) Mr. Lau attends an SFC-approved training programme on corporate disclosure regime, directors' duties and corporate governance.

Please refer to the press release published on the website of the SFC for details.

Mr. Lau was a former independent non-executive director of COL and resigned all duties in COL in December 2018. Mr. Lau is an independent non-executive Director, and is not involved in the daily operation of the Company. To the knowledge and information of the Board, the disciplinary action is unrelated to the Directors (other than Mr. Lau) and senior management of the Company or any business, financial condition or operations of the Group, and will have no material impact on the Group. After due and careful consideration of the background, expertise, skills, experience and independence of Mr. Lau, and that to the knowledge of the Company and as confirmed by Mr. Lau, Mr. Lau does not have any negative directorship performance record except the MMT decision disclosed herein, the Board is of the view that Mr. Lau is suitable to offer himself for re-election at the AGM.

Save as disclosed above, there is no other information in relation to Mr. Lau that shall be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that shall be brought to the attention of the shareholders of the Company and the Stock Exchange in relation to the directorship of Mr. Lau.

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

Hong Kong, 14 May 2021

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 Binlong and Ms. HUO Xinru; the following non-executive Director: Mr. WU Tielong; and the following independent non-executive Directors: Mr. LAU Siu Ki, Kevin, Dr. LIN Jin Tong, Ms. NG Yi Kum and Ms. WONG Lok Lam.