

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

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING – 9 September 2008

I/We (note 1) _____ of _____

being the registered holder(s) of (note 2) _____ shares of HK\$0.10 each in the capital of COMBA TELECOM SYSTEMS HOLDINGS LIMITED (the “Company”), HEREBY APPOINT (note 3) _____ of _____ or failing him, the Chairman of the meeting as my/our proxy to attend the Extraordinary General Meeting of the Company to be held at 611 East Wing, No. 8 Science Park West Avenue, Hong Kong Science Park, Tai Po, Hong Kong on 9 September 2008 at 3:00 p.m. and at any adjournment thereof, to vote for me/us as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (note 4)	AGAINST (note 4)
1.	To ratify, confirm and approve the Extension Agreement, the ODU Transactions and the ODU Revised Cap and to authorize the Directors to do such acts and execute such other documents necessary in relation thereto		
2.	To ratify, confirm and approve the Diplexer Agreement, the Diplexer Transactions and the Diplexer Cap and to authorize the Directors to do such acts and execute such other documents necessary in relation thereto		
3.	To ratify, confirm and approve the Loan Agreement and the Loan and to authorize the Directors to do such acts and execute such other documents necessary in relation thereto		

Dated this _____ day of _____ 2008

Signature (note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as your proxy. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
4. **IMPORTANT:** If you wish to vote for any resolution, tick in the appropriate box marked “For”. If you wish to vote against any resolution, tick in the appropriate box marked “Against”. Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to above.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. In the case of joint holders of any share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, the holder whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
7. To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that 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, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. Any alteration made to this form of proxy must be initialled by the person who signs it.