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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)

(Hong Kong Stock Code: 2342)

(Singapore Stock Code: STC)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Comba Telecom Systems Holdings Limited (the “**Company**”) will be held at Unit 611, Building 8W, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on Wednesday, 21 May 2025 at 11:00 a.m. (Hong Kong time), (or, in case tropical cyclone warning signal no. 8 or above is hoisted, or a black rainstorm warning signal or “extreme conditions caused by super typhoons” announced by the Hong Kong Government is in force in Hong Kong at any time between 9:00 a.m. (Hong Kong time) and 11:00 a.m. (Hong Kong time) on that day, at the same time and place on Thursday, 22 May 2025) to transact the following businesses and for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company with or without amendments:

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “**Director(s)**”) and the auditor of the Company for the year ended 31 December 2024;
2.
 - (a) to re-elect Mr. Fok Tung Ling as Director;
 - (b) to re-elect Mr. Zhang Yue Jun as Director;
 - (c) to re-elect Ms. Wong Lok Lam as Director;
 - (d) to re-elect Mr. Yi Lei as Director; and
 - (e) to authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration;

3. to re-appoint Ernst & Young as the auditor of the Company and to authorize the Board to fix their remuneration;

4. **“THAT:**

(a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Hong Kong Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with new shares of the Company) (the “**Shares**”) or to resell treasury shares (which shall have the meaning ascribed to it under the Hong Kong Listing Rules) (the “**Treasury Shares**”) and to make or grant offers, agreements and options, including warrants, bonds and debentures convertible into Shares to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors and Treasury Shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing and the new share option schemes of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

(aa) 20% of the number of issued Shares (excluding Treasury Shares) as at the date of the passing of this resolution; and

(bb) (if the Directors are so authorized by a separate ordinary resolution of the shareholders (the “**Shareholder(s)**”) of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares (excluding Treasury Shares) as at the date of the passing of the resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Hong Kong Stock Exchange, Singapore Exchange Securities Trading Limited (the **“SGX-ST”**), or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Hong Kong Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Hong Kong Stock Exchange, the SGX-ST and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved subject to paragraph (b) below;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the number of issued Shares (excluding Treasury Shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. “**THAT** conditional upon the passing of the resolution nos. 4 and 5 above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new Shares (including any sale or transfer of Treasury Shares) pursuant to the resolution no. 4 above be and is hereby extended (as referred to in sub-paragraph (bb) of paragraph (c) of that resolution) by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate above an amount representing the aggregate share capital (excluding Treasury Shares) of the Company repurchased or agreed to be repurchased by the Company pursuant to the authority granted to the Directors under resolution no. 5 above, since the granting of the general mandate pursuant to resolution no. 4 above.”

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

Hong Kong, 23 April 2025

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Unit 611
Building 8W
Hong Kong Science Park
Pak Shek Kok
New Territories
Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. For Hong Kong Shareholders, in order to be valid, the proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than Monday, 19 May 2025 at 11:00 a.m. (Hong Kong time) or not less than 48 hours before the time appointed for holding of any adjourned meeting. Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she so wish.
3. For Singapore Shareholders, in order to be valid, the depositor proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd., at 36 Robinson Road, #20-01 City House, Singapore 068877, no later than Monday, 19 May 2025 at 11:00 a.m. (Hong Kong time) or not less than 48 hours before the time appointed for holding of any adjourned meeting. Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she so wish.
4. For the purpose of determination of the Shareholders registered under the Company's register of members in Hong Kong and register of members in Singapore for submission of proxy forms to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited or Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd. respectively, any removal of the Shares between the Company's register of members in Hong Kong and register of members in Singapore has to be made by the Shareholders no later than 4:00 p.m. (both Hong Kong and Singapore times) on Wednesday, 30 April 2025.

For Hong Kong Shareholders, for the purpose of determining Hong Kong Shareholders' entitlements to attend and vote at the annual general meeting, the register of members of the Company in Hong Kong will be closed from Friday, 16 May 2025 to Wednesday, 21 May 2025 (both days inclusive), during which period no transfer of Shares will be registered. The record date for determination of entitlements of the Hong Kong Shareholders to attend and vote at the annual general meeting will be on Wednesday, 21 May 2025. Hong Kong Shareholders whose names appear on the register of members of the Company in Hong Kong on Wednesday, 21 May 2025 will be entitled to attend and vote at the annual general meeting. In order to qualify for attending and voting at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Thursday, 15 May 2025.

For Singapore Shareholders, in order to qualify for attending and voting at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877 for registration no later than 5:00 p.m. (Singapore time) on Thursday, 15 May 2025.

5. In relation to the proposed resolution nos. 4 and 6 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorize the allotment and issue of Shares under the Hong Kong Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme and the share award scheme of the Company or any scrip dividend scheme which may be approved by Shareholders.
6. In relation to the proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the Hong Kong Listing Rules is set out in Appendix I to the circular of the Company dated 23 April 2025.
7. In case tropical cyclone warning signal no. 8 or above is hoisted, or a black rainstorm warning signal or “extreme conditions after super typhoons” announced by the Hong Kong Government is in force in Hong Kong at any time between 9:00 a.m. (Hong Kong Time) and 11:00 a.m. (Hong Kong Time) on the date of the annual general meeting, the meeting will be automatically postponed and, by virtue of this notice, be held at the same time and place on Thursday, 22 May 2025 instead.

The annual general meeting will be held as scheduled when an amber or a red rainstorm warning signal or a tropical cyclone warning signal no. 3 or below is in force. Shareholders should make their own decision whether they would attend the annual general meeting under bad weather conditions. If they choose to do so, they are advised to exercise due care and caution.
8. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises the following executive Directors: Mr. FOK Tung Ling, Mr. ZHANG Yue Jun, Ms. HUO Xinru and Mr. CHANG Fei Fu; the following non-executive Director: Mr. YI Lei; and the following independent non-executive Directors: Ms. NG Yi Kum, Ms. WONG Lok Lam and Mr. CHONG Chee Keong, Chris.

香港交易及結算所有限公司、香港聯合交易所有限公司及新加坡證券交易所有限公司對本通告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本通告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

Comba

COMBA TELECOM SYSTEMS HOLDINGS LIMITED

京信通信系統控股有限公司

(於開曼群島註冊成立之有限公司)

(香港股份代號：2342)

(新加坡股份代號：STC)

股東週年大會通告

茲通告京信通信系統控股有限公司(「本公司」)謹訂於二零二五年五月二十一日(星期三)上午十一時正(香港時間)(或倘香港於當日上午九時正(香港時間)至上午十一時正(香港時間)任何時間懸掛8號或以上熱帶氣旋警告信號或黑色暴雨警告信號，或香港政府宣佈的「超強颱風引起之極端情況」生效，則於二零二五年五月二十二日(星期四)相同時間及地點)於香港新界白石角香港科學園8W大樓611室舉行股東週年大會，藉以進行下列事項並考慮及酌情通過下列決議案(不論修訂與否)為本公司普通決議案：

1. 省覽、審議及採納本公司截至二零二四年十二月三十一日止年度之經審核綜合財務報表、董事(「董事」)會報告及核數師報告；
2.
 - (a) 重選霍東齡先生為董事；
 - (b) 重選張躍軍先生為董事；
 - (c) 重選王洛琳女士為董事；
 - (d) 重選易磊先生為董事；及
 - (e) 授權董事會(「董事會」)釐定董事酬金；

3. 重新委任安永會計師事務所為本公司之核數師及授權董事會釐定其酬金；

4. 「動議：

- (a) 在下文(c)段之限制下及根據香港聯合交易所有限公司(「香港聯交所」)證券上市規則(「香港上市規則」)之規定，一般及無條件批准董事在有關期間(定義見下文)內行使本公司所有權力，以配發、發行及處理本公司新股份(「股份」)或轉售庫存股份(具有香港上市規則所賦予之涵義)(「庫存股份」)，並作出或授予可能需要行使此等權力之售股建議、協議及購股權，包括認股權證、可轉換為股份之債券及債權證以認購股份；
- (b) 上文(a)段之批准將授權董事在有關期間(定義見下文)內作出或授予或須於有關期間(定義見下文)結束後行使上述權力之售股建議、協議及購股權；
- (c) 董事依據上文(a)段之批准而配發或同意有條件或無條件予以配發及發行(不論根據購股權或其他)之股份總數目以及出售及／或轉讓或有條件或無條件同意出售及／或轉讓的庫存股份(不包括因(i)供股(定義見下文)；或(ii)根據本公司現有及新購股權計劃授出之任何購股權獲行使；或(iii)按照本公司不時生效之組織章程細則(「細則」)提供任何以股代息或配發及發行股份以取代股份之全部或部份股息之類似安排；或(iv)根據本公司任何認股權證或任何可轉換為股份之證券之條款行使認購權或換股權發行之任何股份而配發者)合共不得超過以下兩者之總和：
 - (aa) 於本決議案獲得通過日期之已發行股份數目(不包括庫存股份)之20%；及
 - (bb) (如董事獲本公司股東(「股東」)以另一項普通決議案授權)本公司在本決議案獲得通過後購回之股份數目(最多相等於於第5項決議案獲得通過日期之已發行股份數目(不包括庫存股份)之10%)，及根據本決議案(a)段之授權亦須受此限制；及

(d) 就本決議案而言：

「有關期間」乃指由本決議案通過之日起至下列最早日期止之期間：

- (i) 本公司下屆股東週年大會結束之日；
- (ii) 細則或開曼群島任何其他適用法例規定本公司須召開下屆股東週年大會之期限屆滿；或
- (iii) 本決議案授予董事之授權被股東於股東大會上通過普通決議案撤銷或修訂；

「供股」指於董事指定之期間內向於指定記錄日期名列股東名冊之股份持有人，按彼等當時之持股比例提呈發售股份或提呈發售或發行認股權證、購股權或其他賦予權利可認購股份之證券(惟董事可就零碎股權或經考慮香港以外任何司法權區或香港以外任何認可監管機構或任何證券交易所之法例或規定所引致之任何限制或責任或釐定有關任何限制或責任之存在或範圍可能涉及之開支或延誤後，作出彼等認為必需或適當之豁免或另作安排)。」

5. 「動議：

- (a) 在下文(b)段之限制下，一般及無條件批准董事在有關期間(定義見下文)內行使本公司所有權力，以在香港聯交所、新加坡證券交易所有限公司(「新交所」)或股份可能上市及就此目的獲證券及期貨事務監察委員會及香港聯交所認可之任何其他證券交易所購回股份或按照證券及期貨事務監察委員會、香港聯交所、新交所及就此有關之所有其他適用法例之規則及法規購回股份；
- (b) 本公司依據上文(a)段之批准在有關期間(定義見下文)內可購回之股份總數目不得超過於本決議案獲得通過日期之已發行股份數目(不包括庫存股份)之10%，而根據本決議案(a)段之授權亦須受此限制；及

(c) 就本決議案而言：

「有關期間」乃指由本決議案通過之日至下列最早日期止之期間：

- (i) 本公司下屆股東週年大會結束之日；
- (ii) 細則或開曼群島任何其他適用法例規定本公司須召開下屆股東週年大會之期限屆滿；或
- (iii) 本決議案授予董事之授權被股東於股東大會上通過普通決議案撤銷或修訂。」

6. 「動議待上文第4項及第5項決議案獲通過後，自根據上文第4項決議案授出一般授權起，擴大根據上文第4項決議案授予董事以行使本公司權力配發、發行及以其他方式處理新股份(包括任何庫存股份之出售或轉讓)之一般授權(如該決議案(c)段之(bb)分段所述)，在董事根據上文有關一般授權可能配發及發行或同意有條件或無條件配發及發行的股份總數中，加入相等於本公司根據上文第5項決議案授予董事的授權所購回或本公司同意將予購回的本公司股本總額(不包括庫存股份)的金額。」

承董事會命
京信通信系統控股有限公司
主席
霍東齡

香港，二零二五年四月二十三日

註冊辦事處：

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

總辦事處及

香港主要營業地點：
香港
新界
白石角
香港科學園
8W大樓
611室

附註：

1. 凡有權出席以上通告召開之股東週年大會及於會上投票之股東，均有權委任一位或以上受委代表代其出席及根據細則之條文代其投票。受委代表毋須為本公司之股東，惟必須親身出席股東週年大會以代表股東。倘超過一名受委代表獲委任，則委任書上須註明每位受委任之受委任代表所代表之有關股份數目與類別。
2. 就香港股東而言，代表委任表格須連同已簽署之授權書或其他授權文件(如有)或經由公證人簽署證明之該等授權書或授權文件副本，須不遲於二零二五年五月十九日(星期一)上午十一時正(香港時間)或任何續會指定舉行時間48小時前送達本公司香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17M樓，方為有效。填妥及交回代表委任表格後，股東仍可依願親身出席股東週年大會或其任何續會，並於會上投票。
3. 就新加坡股東而言，寄存人代表委任表格須連同已簽署之授權書或其他授權文件(如有)或經由公證人簽署證明之該等授權書或授權文件副本，須不遲於二零二五年五月十九日(星期一)上午十一時正(香港時間)或任何續會指定舉行時間48小時前送達本公司新加坡股份過戶代理人彥德企業服務有限公司，地址為36 Robinson Road, #20-01 City House, Singapore 068877，方為有效。填妥及交回代表委任表格後，股東仍可依願親身出席股東週年大會或其任何續會，並於會上投票。
4. 為釐定本公司香港股東名冊及新加坡股東名冊之登記股東以分別遞交代表委任表格至本公司香港股份過戶登記分處香港中央證券登記有限公司或新加坡股份過戶代理人彥德企業服務有限公司，任何在本公司香港股東名冊及新加坡股東名冊之間的股份轉移必須由股東於二零二五年四月三十日(星期三)下午四時正(香港及新加坡時間)前提交。

就香港股東而言，為釐定香港股東可參加股東週年大會並在會上投票之資格，本公司將於二零二五年五月十六日(星期五)至二零二五年五月二十一日(星期三)(包括首尾兩日)暫停辦理本公司香港股東登記手續，期間概不會辦理股份過戶登記手續。釐定香港股東可參加股東週年大會並在會上投票之資格之記錄日期將為二零二五年五月二十一日(星期三)。於二零二五年五月二十一日(星期三)名列本公司香港股東名冊之香港股東將有權參加股東週年大會並在會上投票。為符合資格出席股東週年大會並於會上行使投票權之股東，請於二零二五年五月十五日(星期四)下午四時三十分(香港時間)前將所有股份過戶文件連同有關之股票送交本公司香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖登記。

就新加坡股東而言，為符合資格出席股東週年大會並於會上投票，請於二零二五年五月十五日(星期四)下午五時正(新加坡時間)前將所有股份過戶文件連同有關之股票送交本公司新加坡股份過戶代理人彥德企業服務有限公司，地址為36 Robinson Road, #20-01 City House, Singapore 068877登記。

5. 就上述第4項及第6項建議決議案而言，向股東尋求批准授予董事一般授權按香港上市規則之規定配發及發行股份。除於本公司購股權及股份獎勵計劃下發行之股份或由股東認可之任何以股代息計劃發行之股份外，董事現時並無計劃發行任何新股份。
6. 就上述第5項建議決議案而言，董事表示於其認為對股東有利之情況下，將行使該決議案所授予之權力，以購回股份。按香港上市規則規定，載有協助股東就建議決議案作出知情決定之所需資料之說明函件載列於本公司日期為二零二五年四月二十三日之通函附錄一。
7. 倘香港於股東週年大會當日上午九時正(香港時間)至上午十一時正(香港時間)任何時間懸掛8號或以上熱帶氣旋警告信號或黑色暴雨警告信號，或香港政府宣佈的「超強颱風引起之極端情況」生效，則大會將根據本通告自動延後，並改為於二零二五年五月二十二日(星期四)相同時間及地點舉行。

在黃色或紅色暴雨警告信號或3號或以下熱帶氣旋警告信號生效期間，股東週年大會將會如期舉行。股東應自行決定是否在惡劣天氣情況下出席股東週年大會。如決定出席，務請小心謹慎行事。

8. 本通告中文譯本僅供參考，如有任何歧義，應以英文版本為準。

於本通告刊發日期，董事會由以下執行董事組成：霍東齡先生、張躍軍先生、霍欣茹女士及張飛虎先生；由以下非執行董事組成：易磊先生；及由以下獨立非執行董事組成：伍綺琴女士、王洛琳女士及張智強先生。