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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 Monday, 22 May 2023 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 Tuesday, 23 May 2023) to transact the following businesses and for the purposes of considering and, if thought fit, passing the following resolutions of the Company with or without amendments:

ORDINARY RESOLUTIONS

1. to receive and adopt the audited consolidated financial statements and the reports of the directors (the “**Director(s)**”) and the auditors of the Company for the year ended 31 December 2022;
2. to declare a final dividend for the year ended 31 December 2022 of HK1.1 cents per share (the “**Share(s)**”) of the Company;
3.
 - (a) to re-elect Mr. Zhang Yue Jun as Director;
 - (b) to re-elect Ms. Huo Xinru as Director;
 - (c) to re-elect Mr. Lau Siu Ki, Kevin as Director;
 - (d) to re-elect Ms. Wong Lok Lam as Director; and
 - (e) to authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration;

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

5. “**THAT:**

(a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**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 additional Shares of and to make or grant offers and/or agreements 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 and/or agreements 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 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 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 as at the date of the passing of the resolution no. 6),

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).”

6. **“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, The Singapore Exchange Securities Trading Limited (**“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;
- (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 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.”

7. **“THAT** the Directors be and are hereby authorized to exercise the authority referred to in paragraph (a) of the resolution no. 5 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

8. **“THAT:**

- (a) the adoption of the share option scheme (the **“New Share Option Scheme”**) (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) and the terms and conditions therein (including the allotment and issuance of new ordinary shares of HK\$0.10 each in the share capital of the Company representing up to 10% of the total number of Shares in issue as of the date hereof upon the exercise of options to be granted under the New Share Option Scheme and any options and awards to be granted under any other share schemes of the Company) be and each is hereby approved subject to and conditional upon the Listing Committee granting the approval for the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the options which may be granted under the New Share Option Scheme (**“Options”**), and
- (b) the Directors be and are hereby authorized to grant Options pursuant to the New Share Option Scheme subject to such conditions as the Directors may impose, allot and issue Shares which may fall to be issued pursuant to the exercise of Options granted, and do all such acts and execute all such documents as he/she may deem necessary or expedient to implement the New Share Option Scheme.
- (c) conditional upon the New Share Option Scheme becoming effective, the existing share option scheme of the Company as adopted on 3 June 2013 (the **“Existing Share Option Scheme”**) be and is hereby terminated upon the New Share Option Scheme coming into effect (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Option Scheme prior to the date of the passing of this resolution).”

9. **“THAT**

- (a) the adoption of the share award scheme (the **“New Share Award Scheme”**) (a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose) and the terms and conditions therein (including, to the extent awards granted under the New Share Award Scheme involve new issuance of Shares, the allotment and issuance of new ordinary shares of HK\$0.10 each in the share capital of the Company representing up to 10% of the total number of Shares in issue as of the date hereof upon the award to be granted under the New Share Award Scheme and any options and awards to be granted under any other share schemes of the Company) be and each is hereby approved subject to and conditional upon the Listing Committee granting the approval for the listing of, and the permission to deal in, the Shares to be issued pursuant to the award which may be granted under the New Share Award Scheme, and
- (b) the Directors be and are hereby authorized to grant awarded shares pursuant to the New Share Award Scheme subject to such conditions as the Directors may impose and do all such acts (including attending to the allotment and issue of Shares) and execute all such documents as he/she may deem necessary or expedient to implement the New Share Award Scheme.”

SPECIAL RESOLUTION

10. **“THAT**

- (a) the proposed amendments (the **“Proposed Amendments”**) to the existing memorandum and articles of association of the Company (the **“Existing Memorandum and Articles”**), the details of which are set out in Appendix III to the circular of the Company dated 26 April 2023, be and are hereby approved;
- (b) the new amended and restated memorandum and articles of association containing the Proposed Amendments (the **“New Memorandum and Articles”**) (a copy of which is tabled at the meeting and marked “C” and initialled by the chairman of the meeting for identification purpose) be and is hereby approved and adopted in substitution for in its entirety, and to the exclusion of, the Existing Memorandum and Articles with immediate effect, and

- (c) the registered office service provider of the Company and any one Director be and is hereby authorized to do all such further acts and execute all such documents and to attend to any necessary filings and registrations in accordance with the relevant requirements of the applicable laws and regulations in the Cayman Islands, Hong Kong and Singapore, and make all such arrangements as he/she shall, in his/her absolute discretion, deem necessary or expedient in connection with the adoption of the New Memorandum and Articles.”

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

Hong Kong, 26 April 2023

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 Saturday, 20 May 2023 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 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712 or or by email to shareregistry@incorp.asia, no later than Saturday, 20 May 2023 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 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 Wednesday, 17 May 2023 to Monday, 22 May 2023 (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 Monday, 22 May 2023. Hong Kong Shareholders whose names appear on the register of members of the Company in Hong Kong on Monday, 22 May 2023 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 Tuesday, 16 May 2023.

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 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712 for registration no later than 5:00 p.m. (Singapore time) on Tuesday, 16 May 2023.

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 Thursday, 4 May 2023.

5. For Hong Kong Shareholders, for the purpose of determining Hong Kong Shareholders' entitlements to the final dividend, the register of members of the Company in Hong Kong will be closed from Thursday, 8 June 2023 to Friday, 9 June 2023 (both days inclusive), during which period no transfer of Shares will be registered. The record date for determination of entitlements under the final dividend will be on Friday, 9 June 2023. Hong Kong Shareholders whose names appear on the register of members of the Company in Hong Kong on Friday, 9 June 2023 will be entitled to receive the final dividend. In order to qualify for the final dividend, 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 Wednesday, 7 June 2023. Cheques for the payment of dividend will be despatched to the Hong Kong Shareholders on Monday, 19 June 2023.

For Singapore Shareholders, in order to qualify for the final dividend, 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 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712 for registration no later than 5:00 p.m. (Singapore time) on Wednesday, 7 June 2023.

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 receiving the final dividend in Hong Kong dollars or Singapore dollars respectively, any removal of the Shares between the Company's register of members in Hong Kong and the 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, 24 May 2023.

The exchange rate for converting Hong Kong dollars into Singapore dollars for the purpose of the final dividend payment in Singapore dollars to Singapore Shareholders will be fixed by the Company in due course.

6. In relation to the proposed resolutions nos. 5 and 7 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 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.
7. In relation to the proposed resolution no. 6 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 Listing Rules is set out in Appendix I to the circular of the Company dated 26 April 2023.
8. 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 Tuesday, 23 May 2023 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.
9. 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 announcement, the Board comprises the following executive Directors: Mr. FOK Tung Ling, Mr. ZHANG Yue Jun, Mr. XU Huijun, Mr. CHANG Fei Fu and Ms. HUO Xinru; the following non-executive Director: Mr. WU Tielong; and the following independent non-executive Directors: Mr. LAU Siu Ki, Kevin, Ms. NG Yi Kum and Ms. WONG Lok Lam.

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公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公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」)謹訂於二零二三年五月二十二日(星期一)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，則於二零二三年五月二十三日(星期二)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本公司決議案(不論修訂與否)：

普通決議案

1. 省覽及採納本公司截至二零二二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. 宣派截至二零二二年十二月三十一日止年度本公司每股股份(「股份」)1.1港仙之末期股息；
3.
 - (a) 重選張躍軍先生為董事；
 - (b) 重選霍欣茹女士為董事；
 - (c) 重選劉紹基先生為董事；
 - (d) 重選王洛琳女士為董事；及
 - (e) 授權董事會(「董事會」)釐定董事酬金；

4. 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；

5. 「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(「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、發行及處理額外股份，並作出或授予可能需要行使此等權力之售股建議及／或協議以認購股份；

(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及／或協議；

(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之股份總數目(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6項決議案獲得通過日期之已發行股份數目之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)。」

6. 「動議：

- (a) 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。」

7. 「**動議**授權董事行使上文第5項決議案(a)段有關該決議案(c)段之(bb)分段所述本公司股本之權力。」

8. 「**動議**：

- (a) 待上市委員會批准因根據新購股權計劃可予授出之購股權(「**購股權**」)獲行使而將予發行之股份上市及買賣後，謹此批准採納購股權計劃(「**新購股權計劃**」)(一份註有「A」字樣之副本已提呈大會，並經大會主席簡簽以資識別)以及其所載條款及條件(包括於新購股權計劃項下將予授出之購股權及根據本公司任何其他股份計劃將予授出的任何購股權及獎勵獲行使後配發及發行本公司股本中每股面值0.10港元之新普通股，佔截至本通告日期已發行股份總數最多10%)；及
- (b) 謹此授權董事根據新購股權計劃授出購股權(惟受董事可能施加之有關條件所規限)、配發及發行因已授出購股權獲行使而將予發行之股份，並作出其可能認為就實行新購股權計劃屬必要或權宜之一切有關行動及簽立所有有關文件。
- (c) 待新購股權計劃生效後，謹此於新購股權計劃生效時終止本公司於二零一三年六月三日採納之現有購股權計劃(「**現有購股權計劃**」)(不損害於本決議案獲通過日期前已根據現有購股權計劃授出之任何尚未行使購股權之權利及利益以及其附帶之權利及利益)。」

9. 「動議：

- (a) 待上市委員會批准根據新股份獎勵計劃可能授出之獎勵將予發行之股份上市及買賣後，批准採納股份獎勵計劃(「**新股份獎勵計劃**」)(一份註有「B」字樣之副本已提呈大會，並經大會主席簡簽以資識別)以及其所載條款及條件(包括(倘根據新股份獎勵計劃授出之獎勵涉及發行新股份)於根據新股份獎勵計劃授出獎勵及根據本公司任何其他股份計劃授出任何購股權及獎勵時，配發及發行本公司股本中每股面值0.10港元之新普通股，佔截至本通告日期已發行股份總數最多10%)；及
- (b) 授權董事根據新股份獎勵計劃授出獎勵股份(惟受董事可能施加之有關條件所規限)，並作出其可能認為就實行新股份獎勵計劃屬必要或權宜之一切有關行動(包括配發及發行股份)及簽立所有有關文件。」

特別決議案

10. 「動議：

- (a) 批准對本公司現有組織章程細則(「**現有章程大綱及細則**」)之建議修訂(「**建議修訂**」)，詳情載於本公司日期為二零二三年四月二十六日之通函附錄三；
- (b) 批准及採納載有建議修訂之經修訂及重列之新組織章程大綱及細則(「**新章程大綱及細則**」)(一份註有「C」字樣之副本已提呈大會，並經大會主席簡簽以資識別)，以即時完全取代及摒除現有大綱及細則；及

- (c) 授權本公司之註冊辦事處服務供應商及任何一名董事，採取其全權酌情認為就採納新大綱及細則屬必要或權宜之一切其他行動及簽立所有有關文件，以及根據開曼群島、香港及新加坡適用法律及法規之相關規定作出任何必要備案及登記，並作出所有有關安排。」

承董事會命
京信通信系統控股有限公司
主席
霍東齡
謹啟

香港，二零二三年四月二十六日

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，須不遲於二零二三年五月二十日(星期六)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，須不遲於二零二三年五月二十日(星期六)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30 Cecil Street, #19-08 Prudential Tower, Singapore 049712或電郵至shareregistry@incorp.asia，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. 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，本公司將於二零二三年五月十七日(星期三)至二零二三年五月二十二日(星期一)(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。釐定可參加股東週年大會並在會上投票之香港股東資格之記錄日期將為二零二三年五月二十二日(星期一)。於二零二三年五月二十二日(星期一)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及於會上行使投票權之股東，請於二零二三年五月十六日(星期二)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，請於二零二三年五月十六日(星期二)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30 Cecil Street, #19-08 Prudential Tower, Singapore 049712登記。

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二零二三年五月四日(星期四)下午四時正(香港及新加坡時間)前提交。

5. 就香港股東而言，為釐定香港股東獲得末期股息之資格，本公司將於二零二三年六月八日(星期四)至二零二三年六月九日(星期五)(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。釐定可享末期股息資格之記錄日期將為二零二三年六月九日(星期五)。於二零二三年六月九日(星期五)名列本公司香港股東名冊之香港股東將有權獲發末期股息。為符合獲取末期股息之資格，請於二零二三年六月七日(星期三)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。支付股息的支票將於二零二三年六月十九日(星期一)寄發予香港股東。

就新加坡股東而言，為符合資格收取末期股息，請於二零二三年六月七日(星期三)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30 Cecil Street, #19-08 Prudential Tower, Singapore 049712登記。

為釐定登記於本公司香港股東名冊及新加坡股東名冊之股東以分別收取港元或新加坡元之末期股息，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二零二三年五月二十四日(星期三)下午四時正(香港及新加坡時間)前提交。

本公司將適時確定港元換算為新加坡元的兌換率，用以新加坡元支付末期股息予新加坡股東。

6. 就上述第5項及第7項建議決議案而言，向股東尋求批准授予董事一般授權按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。
7. 就上述第6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二零二三年四月二十六日之通函附錄一。
8. 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，並改為於二零二三年五月二十三日(星期二)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。

9. 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。

於本公告刊發日期，董事會由以下執行董事組成：霍東齡先生、張躍軍先生、徐慧俊先生、張飛虎先生及霍欣茹女士；由以下非執行董事組成：吳鐵龍先生；及由以下獨立非執行董事組成：劉紹基先生、伍綺琴女士及王洛琳女士。