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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)

(Hong Kong Stock Code: 2342)

(Singapore Stock Code: STC)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary 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 Thursday, 14 September 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 Friday, 15 September 2023) to transact the following businesses and for the purposes of considering and, if thought fit, passing the following resolution of the Company with or without amendments:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the spin-off of 京信網絡系統股份有限公司 (Comba Network Systems Company Limited) (the “**Spin-off Co**”), currently an indirect non-wholly owned subsidiary of the Company, and a separate listing of the ordinary shares of the Spin-off Co on the Shanghai Stock Exchange in the People’s Republic of China (the “**Proposed Spin-off**”) be and is hereby approved; and
- (b) any director of the Company be and is hereby authorized on behalf of the Company to do all such acts and sign or execute all such documents and to enter into all such transactions and arrangements as such director may in his/her opinion consider necessary, appropriate or desirable for the purpose of implementing and giving effect to the Proposed Spin-off.”

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

Hong Kong, 29 August 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 extraordinary 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 of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares (the “**Shares**”) of the Company in respect of which each such proxy is so appointed.
2. For Hong Kong shareholders (the “**Shareholder(s)**”) of the Company, 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 Tuesday, 12 September 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 extraordinary 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 by email to shareregistry@incorp.asia, no later than Tuesday, 12 September 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 extraordinary 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 Tuesday, 29 August 2023.

For Hong Kong Shareholders, the record date for determination of entitlements to attend and vote at the extraordinary general meeting will be on Friday, 8 September 2023. Hong Kong Shareholders whose names appear on the register of members of the Company in Hong Kong on Friday, 8 September 2023 will be entitled to attend and vote at the extraordinary general meeting. In order to qualify for attending and voting at the extraordinary 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 Friday, 8 September 2023.

For Singapore Shareholders, in order to qualify for attending and voting at the extraordinary 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 Friday, 8 September 2023.

5. 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 extraordinary general meeting, the meeting will be automatically postponed and, by virtue of this notice, be held at the same time and place on Friday, 15 September 2023 instead.

The extraordinary 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 extraordinary general meeting under bad weather conditions. If they choose to do so, they are advised to exercise due care and caution.

6. 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 of directors 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)

股東特別大會通告

茲通告京信通信系統控股有限公司(「本公司」)謹訂於二零二三年九月十四日(星期四)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，則於二零二三年九月十五日(星期五)相同時間及地點)於香港新界白石角香港科學園8W大樓611室舉行股東特別大會，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. 「動議：

- (a) 批准分拆京信網絡系統股份有限公司(「分拆公司」，現為本公司之間接非全資附屬公司)及分拆公司之普通股於中華人民共和國上海證券交易所獨立上市(「建議分拆」)；及
- (b) 授權本公司任何董事代表本公司作出彼可能認為必要、適當或可取之一切有關行動及簽署或簽立一切有關文件以及訂立一切有關交易及安排，以實行及落實建議分拆。」

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，二零二三年八月二十九日

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特別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本公司章程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特別大會以代表股東。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本公司股份(「股份」)數目與類別。
2. 就本公司香港股東(「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九月十二日(星期二)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特別大會或其任何續會，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九月十二日(星期二)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特別大會或其任何續會，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二零二三年八月二十九日(星期二)下午四時正(香港及新加坡時間)前提交。

就香港股東而言，釐定可參加股東特別大會並在會上投票之資格之記錄日期將為二零二三年九月八日(星期五)。於二零二三年九月八日(星期五)名列本公司香港股東名冊之香港股東將有權參加股東特別大會並在會上投票。為符合資格出席股東特別大會並於會上投票，請於二零二三年九月八日(星期五)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特別大會並於會上投票，請於二零二三年九月八日(星期五)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。

5. 倘香港於股東特別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九月十五日(星期五)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，股東特別大會將會如期舉行。股東應自行決定是否在惡劣天氣情況下出席股東特別大會。如決定出席，務請小心謹慎行事。

6. 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、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。

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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)

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PROXY FORM

Proxy form for use by the shareholders (the "Shareholder(s)") of Comba Telecom Systems Holdings Limited (the "Company") at the extraordinary general meeting (the "Meeting") to be convened at Unit 611, Building 8W, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on Thursday, 14 September 2023 at 11:00 a.m. (Hong Kong time) (or any adjournment thereof).

I/We (note a) _____
of _____
being the holder(s) of _____ (note b)
ordinary shares (the "Shares") of HK\$0.10 each in the share capital of the Company hereby appoint the chairman (the "Chairman") of the Meeting or _____
of _____

to act as my/our proxy (note c) at the Meeting to be held at Unit 611, Building 8W, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on Thursday, 14 September 2023 at 11:00 a.m. (Hong Kong time) and at any adjournment thereof and to vote on my/our behalf as directed below.

Please ("✓") the appropriate box to indicate how you wish your vote(s) to be cast (note d).

ORDINARY RESOLUTION [#]		FOR	AGAINST
1.	(a) To approve the spin-off of 京信網絡系統股份有限公司 (Comba Network Systems Company Limited) (the "Spin-off Co"), currently an indirect non-wholly owned subsidiary of the Company, and a separate listing of the ordinary shares of the Spin-off Co on the Shanghai Stock Exchange in the People's Republic of China (the "Proposed Spin-off"); and (b) to authorize any director of the Company on behalf of the Company to do all such acts and sign or execute all such documents and to enter into all such transactions and arrangements as such director may in his/her opinion consider necessary, appropriate or desirable for the purpose of implementing and giving effect to the Proposed Spin-off.		

[#] The full text of the resolution is set out in the notice convening the Meeting.

Dated the _____ day of _____ 2023 Shareholder's signature X _____ X (notes e, f, g, h and i)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman as your proxy, please delete the words "the chairman (the "Chairman") of the Meeting or" and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution set out above, please tick ("✓") the box marked "Against". If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form must be signed by a Shareholder, or his/her attorney duly authorized in writing, or if the Shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized.
- To be valid, this form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited to 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 Tuesday, 12 September 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.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and delivery of this form will not preclude you from attending in person and voting at the Meeting or any adjourned meeting should you so wish. In such event, this form shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its share registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at the above address.

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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)

代表委任表格

本代表委任表格為京信通信系統控股有限公司(「本公司」)股東(「股東」)於二零二三年九月十四日(星期四)上午十一時正(香港時間)於香港新界白石角香港科學園8W大樓611室舉行之股東特別大會(「大會」)(或其任何續會)適用之代表委任表格。

本人/吾等(附註a) _____

地址為 _____

為本公司股本中 _____ 股(附註b)每股面值0.10港元

普通股(「股份」)之持有人，茲委任大會主席(「主席」)或 _____

地址為 _____

作為本人/吾等之受委代表(附註c)，出席將於二零二三年九月十四日(星期四)上午十一時正(香港時間)於香港新界白石角香港科學園8W大樓611室舉行之大會及其任何續會，並於大會上代表本人/吾等按照下列指示投票。

請於適當方格內填寫記號以顯示閣下之投票意向(附註d)。

普通決議案#		贊成	反對
1.	(a) 批准分拆京信網絡系統股份有限公司(「分拆公司」，目前為本公司之間接非全資附屬公司)及分拆公司之普通股於中華人民共和國上海證券交易所獨立上市(「建議分拆」)；及 (b) 授權本公司任何董事代表本公司作出彼可能認為必要、適當或可取之一切有關行動及簽署或簽立一切有關文件以及訂立一切有關交易及安排，以實行及落實建議分拆。		

決議之全文載於召開大會之通告內。

日期：二零二三年 _____ 月 _____ 日 股東簽署 X _____ X(附註e、f、g、h及i)

附註：

- 請以正楷填寫全名及地址。
- 請填上以閣下名義登記之股份數目。如未有填上股數，則此表格將被視為與所有以閣下名義登記之股份有關。
- 受委代表毋須為本公司之股東。倘閣下有意委任主席以外之人士作為閣下之受委代表，請刪去「大會主席(「主席」)或」字樣，並於空格內填上獲委任為受委代表人士之名稱及地址。
- 倘閣下擬投票贊成上述決議案，請於註明「贊成」之方格內填上(「✓」)號。倘閣下擬投票反對上述決議案，請於註明「反對」之方格內填上(「✗」)。倘交回之本代表委任表格已正式簽署惟並未就建議決議案列明任何指示，則受委代表將就決議案自行酌情投票或放棄投票。受委代表可就並未載於召開大會通告而正式提呈大會之任何決議案酌情投票。
- 如屬聯名持有，本表格可由任何一名聯名持有人簽署，惟倘超過一名聯名持有人親身或委派受委代表出席大會，則於本公司股東名冊內排名首位之聯名持有人方可就相關聯名持有股份投票。
- 表格必須由股東或其以書面正式授權之授權人簽署。如股東為公司，則表格須另行加蓋公司印鑒或經由獲授權之公司負責人或授權人親筆簽署。
- 本表格連同經簽署之授權書或其他授權文件(如有)或經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九月十二日(星期二)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。
- 本代表委任表格之任何更改，均須由簽署人簡簽示可。
- 填妥並交回本表格後，閣下仍可依願親身出席大會或其任何續會並於會上投票。而在該情況下，本表格將被視為已被撤銷。

收集個人資料聲明

本聲明中「個人資料」與香港法例第486章《個人資料(私隱)條例》(「《私隱條例》」)所界定「個人資料」具相同涵義，當中包括閣下及閣下受委代表之姓名及地址。閣下自願提供個人資料，以用於處理閣下於本表格所列指示(「該等用途」)。倘閣下未能提供足夠資料，本公司或會無法處理閣下之指示。本公司可就該等用途將個人資料披露或轉移予其附屬公司、股份登記處及/或為本公司提供行政、電腦及其他服務之第三方服務供應商，以及獲法例授權而要求取得有關資料之該等人士或其他與該等用途有關並需要接收有關資料之其他人士使用。個人資料將於就履行該等用途(包括核證及紀錄用途)所需有關期間內保留。查閱及/或更正個人資料之要求可根據《私隱條例》之條文提出，任何有關要求均須以書面方式送交香港中央證券登記有限公司之個人資料私隱主任(地址如上)。