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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.