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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)

PROPOSED ADOPTION OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION

This announcement is made by Comba Telecom Systems Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to amend the articles of association of the Company (the “**Existing Articles**”) to, among other things, bring the Existing Articles in alignment with the Core Shareholder Protection Standards set out in Appendix 3 of the Listing Rules and make corresponding changes to the Existing Articles. In addition, amendments are proposed to be made to the Existing Articles to provide flexibility to the Company in relation to conduct of general meetings (and thereby encourage shareholders’ participation in general meetings), and to reflect certain updates in relation to the applicable laws of the Cayman Islands and Listing Rules. Other house-keeping amendments are also proposed to be made to the Existing Articles (collectively, the “**Proposed Amendments**”). The Board proposes to adopt the amended and restated articles of association of the Company incorporating the Proposed Amendments as the Company’s new articles of association (the “**New Articles**”) in substitution for, and to the exclusion of, the Existing Articles.

The major areas of the Proposed Amendments to be incorporated in the New Articles are summarised below:

1. to provide that any person appointed by the directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election;
2. to provide that an annual general meeting of the Company shall be held in each financial year and such annual general meeting must be held within 6 months after the end of Company's financial year;
3. to provide that all shareholders of the Company ("**Shareholder(s)**") must have the right to attend, speak and vote at a general meeting except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
4. to provide that any one or more Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company may make requisition to convene an extraordinary general meeting and add resolutions to the agenda of a meeting;
5. to provide for any of the special rights attached to the shares or any class of shares be varied or abrogated by at least three-fourths of the voting rights of the Shareholders holding shares in that class present and voting in person or by proxy at a separate general meeting of Shareholders of the class where the quorum for such meeting shall be holders of at least one-third of the issued shares of the class;
6. to clarify that the appointment, removal and remuneration of auditors must be approved by ordinary resolution of the Shareholders;
7. to provide that any representatives authorised by a clearing house to attend any general meeting of the Company shall enjoy rights equivalent to the rights of other Shareholders;
8. to provide for closure of the register of members of the Company on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);

9. to provide that in addition to physical meetings, general meetings may be held in the form of an electronic meeting or a hybrid meeting held for both physical and virtual attendances;
10. to include additional details to be specified in a notice of general meeting in light of allowing general meetings to be held as a hybrid meeting or an electronic meeting;
11. to make other house-keeping amendments, including inserting definition of “electronic”, “electronic communication”, “electronic means” and “electronic signature” and making consequential amendments in line with the above amendments to the Existing Articles; and
12. to make other housekeeping amendments in line with the Proposed Amendments, to better align with the wordings in the applicable laws of the Cayman Islands and the Listing Rules and to reflect certain updates in relation to the applicable laws of Cayman Islands and the Listing Rules.

The Proposed Amendments and the adoption of the New Articles are subject to the approval of Shareholders by way of a special resolution at the forthcoming annual general meeting (“AGM”) of the Company and, if approved, will become effective upon such approval.

A circular containing, among other things, (i) details of the Proposed Amendments and the New Articles; and (ii) a notice convening the AGM, will be despatched to the Shareholders in due course.

By order of the Board

Comba Telecom Systems Holdings Limited

Fok Tung Ling

Chairman

Hong Kong, 23 March 2023

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, Mr. BU Binlong and Ms. HUO Xinru; the following non-executive Director: Mr. WU Tielong; and the following independent non-executive Directors: Mr. LAU Siu Ki, Kevin, Dr. LIN Jin Tong, Ms. NG Yi Kum and Ms. WONG Lok Lam.