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If you have sold or transferred all your shares of China ITS (Holdings) Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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China ITS (Holdings) Co., Ltd.

中国智能交通系统(控股)有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1900)

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

This circular is despatched together with the Annual Report of China ITS (Holdings) Co., Ltd. which comprises, among the other things, the directors' report, the auditors' report, the Environmental, social and governance report and the financial statements of China ITS (Holdings) Co., Ltd. for the year ended 31 December 2019.

A notice convening the annual general meeting of China ITS (Holdings) Co., Ltd. to be held at 1:30 p.m. on Tuesday, 16 June 2020 at Room V1, 6/F, Building 204, No. A10, Jiuxianqiao North Road, Chaoyang District, Beijing, PRC is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

15 May 2020

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at 1:30 p.m. on Tuesday, 16 June 2020 at Room V1, 6/F, Building 204, No. A10, Jiuxianqiao North Road, Chaoyang District, Beijing, PRC
“Annual Report”	the annual report of the Company which comprises, among other things, the directors’ report, the Environmental, social and governance report, the auditors’ report and the financial statements of the Company for the year ended 31 December 2019
“Articles”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Best Partners”	Best Partners Development Limited, one of the Controlling Shareholders
“Board”	the board of Directors
“Chief Executive Officer”	the chief executive officer of the Company
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	China ITS (Holdings) Co., Ltd., a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1900)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	<p>any person who has the power, directly or indirectly, to secure:</p> <p>(i) by means of the holding of shares entitling him to exercise or control the exercise of 30% (or such lower amount as may from time to time be specified in the Takeovers Code, as amended from time to time, being the level for triggering a mandatory offer) or more of the voting power at general meetings of the company; or</p> <p>(ii) by means of controlling the composition of a majority of the board; or</p>

DEFINITIONS

	(iii) by virtue of any powers conferred by the constitutional document of the company or any other corporation, that the affairs of the company are conducted in accordance with the wishes of such person
“Controlling Shareholders”	Mr. Liao Daoxun, Ms. Wu Yurui, Mr. Jiang Hailin, Mr. Liang Shiping, Ms. Wu Chunhong, Mr. Wang Jing, Mr. Zheng Hui, Mr. Zhang Qian, Mr. Guan Xiong, Ms. Wang Li, Mr. Zhao Lisen, Mr. Lv Xilin, Mr. Dang Kulun, Mr. Pan Jianguo, Mr. Jing Yang, Mr. Liao Jie, Best Partners, Joy Bright, Gouver, Holdco, Rockyjing, Huaxin, Kang Yang, Key Trade, Pride Spirit Joyful, and Sea Best
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	directors of the Company
“Gouver”	Gouver Investments Limited, one of the Controlling Shareholders
“Group”	the Company and its subsidiaries at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of the present subsidiaries, the present subsidiaries of the Company or the business operated by the present subsidiaries or (as the case may be) its predecessor
“Holdco”	China ITS Co., Ltd., one of the Controlling Shareholders
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Huaxin”	Huaxin Investments Limited, one of the Controlling Shareholders
“Issue Mandate”	a general mandate proposed to be granted to the Directors which would empower the Directors to exercise the power of the Company to allot, issue and deal with additional shares with a nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the Annual General Meeting
“ITS”	intelligent transportation system
“Joy Bright”	Joy Bright Success Limited, one of the Controlling Shareholders

DEFINITIONS

“Joyful”	Joyful Business Holdings Limited, one of the Controlling Shareholders
“Kang Yang”	Kang Yang Holdings Limited, one of the Controlling Shareholders
“Key Trade”	Key Trade Holdings Limited, one of the Controlling Shareholders
“Latest Practicable Date”	8 May 2020, being the latest practicable date for the purpose of ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Pride Spirit”	Pride Spirit Company Limited, one of the Controlling Shareholders
“Prospectus”	prospectus of the Company dated 30 June 2010
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors which would empower the Directors to exercise the power of the Company to purchase Shares with a nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the Annual General Meeting
“Rockyjing”	Rockyjing Investment Limited, one of the Controlling Shareholders
“Sea Best”	Sea Best Investments Limited, one of the Controlling Shareholders
“SFO”	Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) of a nominal value of HK\$0.0002 each in the issued share capital of the Company

DEFINITIONS

“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares with a nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the Annual General Meeting and to extend the general mandate to allot and issue further Shares (if any) which may have been purchased under the Repurchase Mandate
“Share Option Scheme”	the post-IPO share option scheme, adopted by the Company on 18 June 2010
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent



China ITS (Holdings) Co., Ltd.

中国智能交通系统(控股)有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1900)

Executive Directors

Mr. Liao Jie (*chairman of the Board*)

Mr. Jiang Hailin (*Chief Executive Officer*)

Independent non-executive Directors

Mr. Ye Zhou

Mr. Wang Dong

Mr. Zhou Jianmin

Registered Office

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head Office in the PRC

Building 204

No. A10, Jiuxianqiao North Road

Chaoyang District

Beijing, China

***Principal place of business
in Hong Kong***

8/F., Golden Star Building

20–24 Lockhart Road

Wanchai

Hong Kong

15 May 2020

To the Shareholders,

Dear Sirs,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the following proposals which, together with other ordinary business, will be proposed at the Annual General Meeting for consideration and, where appropriate, approval by the Shareholders:

- (i) granting of the Repurchase Mandate and the Share Issue Mandate; and

LETTER FROM THE BOARD

- (ii) the re-election of Directors.

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular.

PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the Annual General Meeting, ordinary resolutions will be proposed to seek the approval of the Shareholders to grant to the Directors:

- (i) the Repurchase Mandate, which is the general mandate to purchase Shares with a nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the Annual General Meeting;
- (ii) the Share Issue Mandate, which is the general mandate to
 - (a) allot, issue and deal with additional Shares with a nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the Annual General Meeting; and
 - (b) extend the Issue Mandate with a nominal amount up to the aggregate nominal amount of the share capital repurchased by the Company pursuant to the Repurchase Mandate.

Such general mandates will continue in force 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 of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the Shareholders in general meeting.

On the basis of 1,654,024,868 Shares in issue as at the Latest Practicable Date and assuming that (i) the resolutions approving the Issue Mandate and the Repurchase Mandate are passed at the Annual General Meeting; and (ii) no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed to allot and issue a maximum of 330,804,973 Shares under the Issue Mandate and repurchase a maximum of 165,402,486 Shares under the Repurchase Mandate.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles, Mr. Liao Jie and Mr. Jiang Hailin will retire from office as Directors by rotation at the Annual General Meeting. Being eligible, Mr. Liao Jie and Mr. Jiang Hailin will offer themselves for re-election.

In accordance with Article 83(3) of the Articles, Mr. Zhou Jianmin will hold office until the Annual General Meeting. Mr. Zhou Jianmin will offer himself for re-election. It is proposed that Mr. Zhou Jianmin be re-elected as an independent non-executive Director at the Annual General Meeting.

Pursuant to the Listing Rules, details of the aforesaid Directors to be re-elected are set out below:

Mr. Liao Jie

Mr. Liao Jie (廖杰), 54, is the chairman of the Board (the “**Chairman**”) and an executive Director, responsible for formulating strategy of the Company. He was appointed as the executive Director and the chief executive officer of the Company (the “**Chief Executive Officer**”) on 24 August 2011 and was responsible for the overall business operations and mergers and acquisitions of the Company. On 9 July 2012, Mr. Liao has been elected as the Chairman and retired from his position as the Chief Executive Officer. Mr. Liao is also one of the controlling shareholders of the Company (the “**Controlling Shareholder**”), and serves as a director of China ITS Co., Ltd. (“**Holdco**”, one of the Controlling Shareholders), Best Partners Development Limited (“**Best Partners**”, one of the Controlling Shareholders), and Joyful Business Holdings Limited (“**Joyful Business**”, one of the Controlling Shareholders). Mr. Liao has been appointed as a director of Visual China Group Co., Ltd. (formerly known as Far East Industrial Stock Co., Ltd., a company listed on the Shenzhen Stock Exchange, stock code: 000681, “**Visual China**”) from 9 May 2014 and the chairman of Visual China from 29 May 2014. Mr. Liao became a director of Beijing RHY Technology Development Co., Ltd. in May 2002, responsible for strategic planning and operational management in the expressway segment and retired from the directorship when he started serving as a senior advisor of the Board of the Company on business strategy and operational direction of the Group in January 2008.

Prior to joining the Company, Mr. Liao served as a senior engineer of Nortel Canada in 1995. From 1996, he spent a total of four years in North America running an international IT supply chain business before returning to the PRC in 1999. In 1999, Mr. Liao and his family founded Beijing Bailian Youli Information Technology Co., Ltd. (the investment holding company prior to the establishment of Bailian Youli (Beijing) Investment Co., Ltd.), which invested and co-founded Visual China, CSDN Group Limited and the Group.

Mr. Liao holds a master’s degree in applied science from the University of Toronto, and a bachelor degree in industrial automation from the Huazhong University of Science and Technology. Mr. Liao has a long established understanding of the businesses of the

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Group and deep industry expertise, as a result of which he can help the Group to reshape its business model, achieve operational excellence and diversify our business mix across different transport industry segments.

Save as disclosed above, Mr. Liao does not and has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Liao was deemed to be interested in 105,758,203 Shares held by Joyful Business Company Limited, a company wholly-owned by Mr. Liao. As at the Latest Practicable Date, Mr. Liao was also interested in 40,735,874 underlying Shares, representing the number of Shares under the options granted to him under the Share Option Scheme.

Mr. Liao had entered into a service contract with the Company as an executive Director for a period of three years commencing from 21 June 2018. The directorship of Mr. Liao is subject to retirement, rotation and re-election at the annual general meeting of the Company according to its article of association. Mr. Liao received a remuneration of RMB1,576,000 and director's fee of RMB0 from the Group for the year ended 31 December 2019. The remuneration had been determined with reference to his duties, responsibilities with the Company and the market rate for his position. Mr. Liao is the son of Mr. Liao Daoxun and Ms. Wu Yurui, who are two of the Controlling Shareholders.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liao does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, he is independent from and does not related to any director, senior management, substantial or controlling shareholders of the Company, and there are no other matters concerning Mr. Liao's appointment that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Jiang Hailin

Mr. Jiang Hailin (姜海林), 51, is an executive Director and the Chief Executive Officer, responsible for overall business operation of the Company. Mr. Jiang was appointed as the Director on 20 February 2008, and was then elected as the Chairman. On 9 July 2012, Mr. Jiang has been re-appointed as the Chief Executive Officer and therefore resigned from his position as the Chairman. He is also one of the Controlling Shareholders, a director of Holdco and Sea Best Investments Limited ("**Sea Best**", one of the Controlling Shareholders). Since he joined our Group in May 2002, Mr. Jiang has held various positions within our Group including serving as a director and chairman of the board of directors of Haotian Jiajie since March 2007, a director and chairman of the board of directors of Aproud Technology from August 2002 to February 2010 and again since May 2010, an executive director of Jiangsu Zhongzhi Transportation since December 2011, an executive director of Zhixun Tiancheng since November 2014, and an executive director of Hongrui Dake from November 2015 to July 2019.

LETTER FROM THE BOARD

Prior to joining our Group, Mr. Jiang was employed by China Ocean Shipping Co., Ltd., a PRC incorporated company listed on the Shanghai Stock Exchange (stock code: 600428) where he was responsible for the development of ground transportation logistics network, in particular, the development of the cargo movement monitoring systems for ground transportation in the China ITS industry. He has established his business relationship and network in the transport industry since 2000.

Mr. Jiang received a bachelor's degree in computing from Nankai University in July 1990 and an EMBA degree from Tsinghua University in July 2006. Mr. Jiang possesses a total of approximately 26 years of experience in general management and over 18 years of experience in the China ITS industry.

Save as disclosed above, Mr. Jiang does not and has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Jiang was one of the beneficiaries of the Fino Trust, the beneficial owner of Fino Investments Limited, which was deemed to be interested in 645,912,777 Shares. Mr. Jiang also directly and beneficially owned 18,853,876 Shares, which were part of the abovementioned 645,912,777 Shares in which Fino Trust was deemed to be interested. As at the Latest Practicable Date, Mr. Jiang was also interested in 1,855,848 underlying Shares, representing the number of Shares under the options granted to him under the Share Option Scheme.

Mr. Jiang has entered into a service contract with the Company as an executive Director for three years commencing on 21 June 2018. The directorship of Mr. Jiang is subject to retirement, rotation and re-election at the annual general meeting of the Company according to its article of association. Mr. Jiang received remuneration of RMB532,000 and director's fee of RMB880,000 from the Group for the year ended 31 December 2019. The remuneration had been determined with reference to his duties, responsibilities with the Company and the market rate for his position.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiang is not interested in any Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, he is independent from and does not related to any director, senior management, substantial or controlling shareholders of the Company, and there are no other matters concerning Mr. Jiang's appointment that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which need to disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Zhou Jianmin

Mr. Zhou Jianmin (周建民), 53, is proposed to be re-elected as an independent non-executive Director. Subject to his re-election as an independent non-executive Director, the Board also proposes to appoint him as the chairman of the nomination

LETTER FROM THE BOARD

committee of the Board (the “**Nomination Committee**”) and a member of the audit committee of the Board (the “**Audit Committee**”) and remuneration committee of the Board (the “**Remuneration Committee**”).

Mr. Zhou is currently the co-chairman of the Center for Global Merger Acquisition and Restructuring of PBC School of Finance of Tsinghua University, and the executive vice president of the Shandong Chamber of Commerce in Beijing.

Mr. Zhou is also currently, and has been since March 1999, the chairman of the board of directors and the general manager of Jinan Jinri International Advertising Development Co., Ltd.* (濟南金日國際廣告發展有限公司). Prior to these roles, Mr. Zhou served at Shandong Dafengche Industrial Co., Ltd.* (山東大風車實業有限公司), which he founded in December 1996, as a director and the general manager of this company from December 1996 to September 2018. Mr. Zhou was also the executive director and general manager at Beijing Dafengche Education Technology Development Co., Ltd.* (北京大風車教育科技發展有限公司) from December 2009 to September 2014.

Mr. Zhou has served as an executive director of Wudaokou Capital Company Limited* (北京五道口投資基金管理有限公司) from March 2014 to March 2016 and again since March 2020, and has served as the vice chairman of Chery Holding Co., Ltd. since December 2019.

Mr. Zhou graduated with a Bachelor of Arts degree in Chinese Language from Shandong University in July 1989 and obtained an EMBA degree from PBC School of Finance of Tsinghua University in August 2018. Mr. Zhou engaged in the advertising and education industries after his graduation before he founded Shandong Dafengche Industrial Co., Ltd.* (山東大風車實業有限公司).

Save as disclosed above, Mr. Zhou does not and has not held any directorships in any other public companies of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Zhou has entered into a service contract with the Company as an independent non-executive Director for three years commencing on 29 October 2019 (renewable upon the end of the term), and is subject to retirement, rotation and re-election at the annual general meeting of the Company according to its article of association. Mr. Zhou will receive a director’s fee of HK\$220,000 from the Company per annum. The remuneration had been determined with reference to his duties, responsibilities with the Company and the market rate for his position.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhou is not interested in any Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

LETTER FROM THE BOARD

Save as disclosed above, Mr. Zhou is independent from and is not related to any director, senior management, substantial or controlling shareholders of the Company, and there are no other matters concerning Zhou's appointment that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting to be held on at 1:30 p.m. on Tuesday, 16 June 2020 at Room V1, 6/F, Building 204, No. A10, Jiuxianqiao North Road, Chaoyang District, Beijing, PRC is set out on pages 15 to 19 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, a resolution put to the vote of a general meeting shall be decided by poll.

RECOMMENDATION

The Directors believe that the proposals described in this circular in relation to the granting of Share Issue Mandate and Repurchase Mandate and the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular, the omission of which would make any statement herein misleading.

GENERAL

Your attention is drawn to the additional information set out in the Appendix to this circular.

Yours faithfully,
For and on behalf of the Board
CHINA ITS (HOLDINGS) CO., LTD.
LIAO JIE
Chairman

This appendix serves as an explanatory statement as required by the Listing Rules to provide the requisite information to you for your consideration of the proposal to permit the granting to the Directors of the Repurchase Mandate at the Annual General Meeting.

1. THE LISTING RULES

The Listing Rules contain provisions regulating the repurchase by companies whose primary listings are on the Stock Exchange of their securities. The following is a summary of certain provisions of the Listing Rules relating to repurchase of securities:

(a) Shareholders' Approval

The Listing Rules provide that all proposed repurchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval of a particular transaction.

(b) Source of Funds

Repurchases must be funded out of funds legally available for such purpose in accordance with the Company's memorandum and articles of association and the Companies Law of the Cayman Islands. A company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Any repurchase by the Company may be made out of the capital paid up on the purchased Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$330,804.97 comprising 1,654,024,868 Shares.

Subject to the passing of the relevant ordinary resolutions at the Annual General Meeting and assuming that no further Shares are issued and repurchased by the Company, the Directors will be authorised to repurchase up to 165,402,486 Shares pursuant to the Repurchase Mandate and allot and issue up to 330,804,973 Shares pursuant to the Issue Mandate.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase the shares of the Company in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company

and its assets or its earnings per share of the Company or both and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing the shares of the Company, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and articles of association and all applicable laws. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company.

The Repurchase Mandate, if exercised in full, may have a material adverse effect on the working capital or gearing position of the Company as compared with the position disclosed in the Company's most recent published audited accounts. The Directors, however, do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates currently intends to sell the shares of the Company to the Company under the Repurchase Mandate to repurchase the shares of the Company in the event that it is granted by the Shareholders at the Annual General Meeting.

No core connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any shares of the Company to the Company, or that he has undertaken not to sell any shares of the Company held by him to the Company, in the event that the Repurchase Mandate is granted by the Shareholders at the Annual General Meeting.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles so far as the same may be applicable.

7. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase the shares of the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The Board is aware of consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. As at the Latest Practicable Date, the Controlling Shareholders, beneficially owned 645,912,777 Shares, representing approximately 39.05% of the issued share capital of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate and assuming that no further Share are issued or repurchased prior to the date of the Annual General Meeting, the shareholding interest of the Controlling Shareholders in the Company would be increased to approximately 43.39% of the issued share capital of the Company. Such an increase would give rise to an obligation of the Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

Currently, the Directors have no intention to exercise the powers of the Company to make any repurchases of the Shares of the Company. In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will reduce the aggregate amount of the share capital of the Company in public hands to below 25%.

8. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange as quoted in the Stock Exchange's daily quotations sheets in each of the previous twelve months prior to the Latest Practicable Date are as follows:

	Highest HK\$	Lowest HK\$
2019		
May	0.275	0.202
June	0.212	0.181
July	0.213	0.172
August	0.219	0.160
September	0.212	0.181
October	0.198	0.175
November	0.195	0.175
December	0.193	0.167
2020		
January	0.180	0.160
February	0.243	0.159
March	0.219	0.130
April	0.164	0.140

9. SECURITIES PURCHASES MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



China ITS (Holdings) Co., Ltd.

中国智能交通系统（控股）有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1900)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of the shareholders of China ITS (Holdings) Co., Ltd. (the “**Company**”) will be held at Room V1, 6/F, Building 204, No. A10, Jiuxianqiao North Road, Chaoyang District, Beijing, PRC at 1:30 p.m. on Tuesday, 16 June 2020 for the following purposes:

AS ORDINARY BUSINESS

1. To receive, consider and approve the audited financial statements, the directors’ report, the auditors’ report, the Environmental, social and governance report of the Company and its subsidiaries for the year ended 31 December 2019.
2.
 - (a) To re-elect Mr. Liao Jie as an executive director of the Company;
 - (b) To re-elect Mr. Jiang Hailin as an executive director of the Company; and
 - (c) To re-elect Mr. Zhou Jianmin as an independent non-executive director of the Company.
3. To authorise the board (the “**Board**”) of directors (“**Directors**”) of the Company to fix the remuneration of the Directors.
4. To re-appoint Mazars CPA Limited as the auditor and to authorise Directors to fix their remuneration.

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AS SPECIAL BUSINESS

As special business, to consider and, if thought fit, to pass with or without amendments or modifications, the following ordinary resolutions:

ORDINARY RESOLUTIONS

5. A. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of HK\$0.0002 each in the capital of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution number 5A set out in this notice of annual general meeting (**“Resolution 5A”**) and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution 5A:
 - “Relevant Period”** means the period from the passing of this Resolution 5A until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; or
 - (iii) the revocation or variation of the authority given to the Directors under this Resolution 5A by the passing of an ordinary resolution by the shareholders in general meeting.”

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5. B. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements, options and warrants which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution set out in this notice of annual general meeting (“**Resolution 5B**”) shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which might require the exercise of such power after the end of the Relevant Period;
- (c) The aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution 5B, otherwise than pursuant to, (i) a Rights Issue (as hereinafter defined), (ii) any option scheme or similar arrangement for the time being adopted for grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of the Shares or rights to acquire the Shares, or (iii) any scrip dividend or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed of 20 per cent (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution 5B, and the said approval shall be limited accordingly;
- (d) for the purpose of this Resolution 5B:

“**Relevant Period**” means the period from the passing of this Resolution 5B 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 its articles of association or by any applicable law(s) to be held; or

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- (iii) the revocation or variation of the authority given to the Directors under this Resolution 5B by the passing of an ordinary resolution by the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the holders of the Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

5. C. “**THAT** subject to the passing of Resolutions 5A and 5B, the general mandate referred to in Resolution 5B above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to the general mandate referred to in Resolution 5A above provided that such amount shall not exceed ten per cent (10%) of the existing issued share capital of the Company at the date of passing this Resolution 5C.”;
6. To transact any other business.

By Order of the Board
China ITS (Holdings) Co., Ltd.
LEUNG MING SHU
Company Secretary

Beijing, 15 May 2020

Registered office:

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

Principal place of business in Hong Kong:

8F., Golden Star Building
20–24 Lockhart Road
Wanchai
Hong Kong

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Notes:

- (1) Any member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy needs not be a member of the Company. All proxies, together with powers of attorney or other authorities, if any, under which they are signed or notarially certified copies thereof, must be deposited with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting or any adjournment thereof should she/he so wishes.
- (2) Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
- (3) With reference to Resolution 2 above, Mr. Liao Jie, Mr. Jiang Hailin and Mr. Zhou Jianmin will, being eligible, offer themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in the circular of the Company dated 15 May 2020.
- (4) With reference to Resolutions 5A, 5B and 5C above, the Directors wish to state that they have no immediate plans to repurchase any existing Shares or to issue any new Shares or securities pursuant to the relevant mandate.
- (5) A circular containing further information regarding, inter alia, the proposed resolutions in respect of the general mandates to repurchase Shares and to issue new Shares and the re-election of the Directors, will be delivered to the shareholders of the Company together with the Company's Annual Report for the year ended 31 December 2019.
- (6) The register of members of the Company will be closed from Thursday, 11 June 2020 to Tuesday, 16 June 2020 (both days inclusive) for the purpose of determining shareholders who are entitled to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the Annual General Meeting, all transfers of Share accompanied by the relevant share certificate must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Wednesday, 10 June 2020.

As at the date of this notice, our Executive Directors are Mr. Liao Jie and Mr. Jiang Hailin and our Independent non-Executive Directors are Mr. Ye Zhou, Mr. Wang Dong and Mr. Zhou Jianmin.