



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)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON
31 MAY 2023 AND ANY ADJOURNMENT THEREOF**

I/We^(note 1) _____
of _____
being the registered holder(s) of _____^(note 2) ordinary shares of HK\$0.0002 each (the “Shares”) in the capital of CHINA ITS (HOLDINGS) CO., LTD. (the “Company”), **HEREBY APPOINT** the chairman of the annual general meeting or^(note 3) _____
of _____
or failing him/her _____
of _____
as my/our proxy/proxies to vote and act for me/us at the annual general meeting of the Company (the “Annual General Meeting”) (and at any adjournment thereof) to be held at Room V1, 6/F, Building 204, No. A10, Jiuxianqiao North Road, Chaoyang District, Beijing, PRC on Wednesday, 31 May 2023 at 1:30 p.m. in respect of the resolutions listed in the notice of the Annual General Meeting as indicated hereunder, with or without any amendment. Failure to complete the boxes will entitle my/our proxy/proxies to vote or abstain at his/her discretion.

RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
ORDINARY RESOLUTIONS			
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 2022.		
2.	(a) To re-elect Mr. Zhou Jianmin as an independent non-executive director of the Company; (b) To re-elect Mr. Ye Zhou as an independent non-executive director of the Company.		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors.		
4.	To re-appoint Mazars CPA Limited as the auditors and authorise the board of directors of the Company to fix their remuneration.		
5A.	Ordinary resolution No. 5A set out in the notice of the Annual General Meeting (to give general mandate to the directors to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company).		
5B.	Ordinary resolution No. 5B set out in the notice of the Annual General Meeting (to give a general mandate to the director to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company).		
5C.	Ordinary resolution No. 5C set out in the notice of the Annual General Meeting (to give a general mandate to extend the general mandate to the directors to allot, issue and deal with additional shares in the Company to include the nominal amount of shares repurchased under resolution No. 5A, if passed).		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
6.	To approve the proposed amendments to the existing sixth amended and restated articles of association of the Company and proposed adoption of the seventh amended and restated articles of association of the Company.		

Signature^(note 5) _____

Date: _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares in the Company registered in your name(s) to which this proxy form relates. Failure to fill in the aforesaid number of shares will result in this form of proxy being deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “THE CHAIRMAN OF THE ANNUAL GENERAL MEETING or” herein inserted and insert the name and address of the proxy desired in the space provided. A shareholder is entitled to appoint another person as his proxy to attend and vote at the Annual General Meeting. The proxy or proxies need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for the resolutions, please tick the appropriate boxes marked “For”. If you wish to vote against any resolutions, please tick the appropriate boxes marked “Against”. Failure to complete any or all boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at 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 less than 48 hours before the commencement of the Annual General Meeting or any adjournment thereof (as the case may be).
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish. In such event, this form of proxy will be deemed to be revoked.
- The proxy needs not be a member of the Company but must attend the Annual General Meeting in person to represent you.