
IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.

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)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	236,840,000 Shares (subject to adjustment and the Over-allotment Option)
Number of Public Offer Shares	:	23,684,000 new Shares (subject to adjustment)
Number of International Offer Shares	:	213,156,000 Shares (consisting of 176,318,781 new Shares and 36,837,219 Sale Shares) (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	:	HK\$3.90 per Public Offer Share, plus brokerage of 1%, SFC transaction levy of 0.004%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	HK\$0.0002 per Share
Stock code	:	1900

Joint Global Coordinators, Joint Bookrunners, Joint Lead Managers and Joint Sponsors

BofA Merrill Lynch



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the section headed “Documents Delivered to the Registrar of Companies and Available for Inspection” in Appendix VII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

See the section headed “Risk Factors” for a discussion of certain risks that you should consider before investing in the Shares.

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (on behalf of the Underwriters), the Selling Shareholders and us, on the Price Determination Date. The Price Determination Date is expected to be on or around Wednesday, July 7, 2010 and, in any event, not later than Sunday, July 11, 2010. The Offer Price will be not more than HK\$3.90 and is currently expected to be not less than HK\$2.85, unless otherwise announced. In addition, we will seek to obtain consents from the relevant Pre-IPO Investors if we seek to determine the Offer Price below HK\$3.20 per Share. For details, see “Our Investors—Qualified IPO Thresholds and the Global Offering” and “Structure of the Global Offering—Conditions of the Public Offering”. If, for any reason, the Offer Price is not agreed by Sunday, July 11, 2010 between the Joint Global Coordinators (on behalf of the Underwriters) and us, or all the necessary consents from the relevant pre-IPO investors are not received the Global Offering will not proceed and will lapse.

The Joint Global Coordinators (on behalf of the Underwriters) may, with the consent of the Selling Shareholders and our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative offer price range below that stated in this prospectus (which is HK\$2.85 to HK\$3.90 per Share) at any time on or prior to the morning of the last day for lodging applications under the Public Offering. In such a case, notices of the reduction in the number of Offer Shares and/or the indicative offer price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the day which is the last day for lodging applications under the Public Offering. Further details are set out in the sections headed “Structure of the Global Offering” and “How to Apply for Public Offer Shares” in this prospectus.

The obligations of the Public Offer Underwriters under the Public Offer Underwriting Agreement to subscribe or purchase, and to procure applicants for the subscription or purchase of, the Public Offer Shares, are subject to termination by the Joint Global Coordinators (on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the day that trading in the Offer Shares commences on the Stock Exchange. Such grounds are set out in the section headed “Underwriting” in this prospectus. It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold, pledged or transferred within the United States or to, or for the account or benefit of, U.S. persons, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold (1) to QIBs in reliance on Rule 144A or another exemption from registration under the U.S. Securities Act and (2) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

June 30, 2010