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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below.*

“Adjusted EBITDA”	the profit for the year <i>plus</i> or <i>minus</i> income tax expense or credit, <i>minus</i> gain on disposal of a subsidiary, <i>minus</i> share of profits of jointly-controlled entities, <i>plus</i> finance costs, <i>minus</i> finance income, <i>plus</i> amortization of acquired intangible assets, <i>plus</i> depreciation of property, plant and equipment reflected in the selling, general and administrative expenses, <i>plus</i> share-based payment expenses related to our Pre-IPO Share Incentive Scheme, <i>plus</i> expenses related to this Global Offering and <i>minus</i> or <i>plus</i> net gain or loss from fair value adjustment on investment properties
“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Application Form(s)”	<b>WHITE</b> application form(s), <b>YELLOW</b> application form(s) and <b>GREEN</b> application form(s) or, where the context so requires, any of them
“Aproud Technology”	Beijing Aproud Technology Co., Ltd. (北京亞邦偉業技術有限公司), established in the PRC with limited liability on February 15, 2001. Aproud Technology is currently owned as to 20% by RHY Technology and as to 80% by Fairstar Success Holdings Limited, and mainly engaged in providing Specialized Solutions for the expressway sector. It is a 100% beneficially owned subsidiary of the Group. Our Director, Pan Jianguo, also serves as a director of Aproud Technology
“Articles of Association” or “Articles”	the articles of association of our Company, adopted on June 18, 2010 and as amended from time to time
“associates”	has the meaning ascribed thereto under the Listing Rules
“Bailian Zhida”	Beijing Bailian Zhida Technology Development Co., Ltd. (北京百聯智達科技發展有限公司), established in the PRC with limited liability on April 18, 2007. Bailian Zhida is currently owned as to 90% by RHY Technology and as to 10% by Haotian Jiajie, and mainly engaged in specialized surveillance solutions. It is a 100% beneficially owned subsidiary of the Group. Our Directors, Jiang Hailin and Pan Jianguo, also serve as directors of Bailian Zhida
“Baring”	Baring Private Equity Asia Group Investments Limited, a limited liability company organized and existing under the laws of the British Virgin Islands. It is a proprietary investment vehicle of Baring Private Equity Asia, which is an investment advisor to a number of private equity funds. Prior to its subscription for shares in China ITS Co., Ltd. on November 19, 2007, Baring was an independent third party not connected with us
“Baytree”	Baytree Investments (Mauritius) Pte Ltd, a wholly owned subsidiary of Temasek Holdings (Private) Limited. Prior to its subscription for Shares in our Company on March 5, 2010, Baytree was an independent third party not connected with us

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“Baytree Exchangeable Bond”	an exchangeable bond of China ITS Co., Ltd. subscribed by Baytree, in the principal amount of US\$11.0 million exchangeable into Shares owned by China ITS Co., Ltd., pursuant to a share purchase, share subscription and bond subscription agreement dated February 26, 2010 between, amongst others, Baytree and China ITS Co., Ltd.
“Beijing Aproud Information”	Beijing Aproud Information Engineering Co., Ltd. (北京亞邦偉業信息工程有限公司), established in the PRC with limited liability on September 3, 2004. Beijing Aproud Information is currently wholly owned by Aproud Technology and mainly engaged in VA Services for communication solutions. It is a 100% beneficially owned subsidiary of the Group
“Beijing Aproud Software”	Beijing Aproud Software Co., Ltd. (北京亞邦偉業軟件有限公司), established in the PRC with limited liability on July 11, 2007. Beijing Aproud Software is currently wholly owned by Aproud Technology and mainly engaged in research and development and sales of ITS-related software. It is a 100% beneficially owned subsidiary of the Group
“Beijing Jiyier Technology”	Beijing Jiyier Technology Development Co., Ltd. (北京基意爾科技發展有限公司), established in the PRC with limited liability on April 4, 2007. Beijing Jiyier Technology is currently wholly owned by Xinjiang RHY Technology and mainly engaged in providing specialized tolling solutions
“Beijing Tripod”	Beijing Tripod Technology Co., Ltd. (北京中磊世鑫科技有限公司), established in the PRC with limited liability on August 20, 1999. RHY Technology acquired control of Beijing Tripod in 2006 and disposed Beijing Tripod in 2007. None of the Directors or senior management of our Company or any of their respective associates holds any equity interest in Beijing Tripod
“Best Partners”	Best Partners Development Limited, a limited liability company incorporated under the laws of the British Virgin Islands on June 23, 2006. It is currently owned as to 17% by Tesco Investments Limited, formerly known as Carpathian Investments Limited, and as to 83% by Fino Investments Limited, formerly known as Cunard Investments Limited. Tesco Investment Limited is owned by the Tesco Trust, formerly known as the Carpathian Trust, which is an irrevocable discretionary trust established by Credit Suisse Trust Limited for the benefit of Wang Jing, Zhang Qian, Guan Xiong, Zheng Hui and Wang Li. Fino Investment Limited is owned by the Fino Trust, formerly known as the Cunard Trust, which is an irrevocable discretionary trust established by Credit Suisse Trust Limited for the benefit of Liao Daoxun, Wu Yurui, Liang Shiping, Jiang Hailin, Wu Chunhong, Yuan Chuang, Lv Xilin and Zhao Lisen. Best Partners is one of our Controlling Shareholders
“Board of Directors” or “Board”	the board of directors of our Company
“Business Day”	any day (other than Saturday and Sunday) in Hong Kong on which banks in Hong Kong are open generally for normal banking business
“CAGR”	compound annual growth rate

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“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“CCBIAM”	CCB International Asset Management Limited is a company incorporated in Hong Kong with limited liability and one of the shareholders upon Listing, the entire issued share capital of which is beneficially owned by China Construction Bank Corporation
“CCBIAM Exchangeable Bonds”	the exchangeable bonds of China ITS Co., Ltd. with an aggregate amount of RMB200,000,000 subscribed by CCBIAM, pursuant to the exchangeable bonds subscription agreement dated as of December 12, 2008 among CCBIAM, Wang Jing, Jiang Hailin, Zhao Lisen, Lv Xilin, Dang Kulun, Pan Jianguo, Jing Yang, Liao Jie, Best Partners, Joy Bright, China ITS Co., Ltd. and the Company
“CCBIC”	CCB International Capital Limited, a Joint Global Coordinator, Joint Bookrunner and Joint Sponsor of the Global Offering
“CCBIS”	CCB International Securities Limited, a Joint Lead Manager of the Global Offering
“Chengdu Weilute”	Chengdu Zhida Weilute Technology Co., Ltd. (成都智達威路特科技有限公司), established in the PRC with limited liability on December 9, 2009. It is currently owned as to 51% by Well Score International Limited and as to 49% by Chengdu Weilute Software Technology Limited. It is a jointly-controlled entity of the Group
“China ITS Co., Ltd.” or “Parent Company”	a company incorporated in the Cayman Islands on June 21, 2006 with limited liability. It is currently owned as to 72.8194% by Best Partners and as to 27.1806% by Joy Bright. China ITS Co., Ltd. is one of our Controlling Shareholders
“CMTF”	collectively, CMTF Private Equity One (including its nominee Top Paragon Holdings Limited) and CMTF SPC for the account of CMTF Private Equity Two Segregated Portfolio (including its nominee Top Result Holdings Limited). CMTF Private Equity One is an exempted company incorporated in Cayman Islands with limited liability and CMTF SPC for the account of CMTF Private Equity Two Segregated Portfolio is an exempted company incorporated in the Cayman Islands. CMTF is managed by CMS Capital (HK) Co., Limited. At the time of CMTF’s investment in us, CMS Capital (HK) Co., Limited (then known as CMTF Asset Management Limited) was a

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	<p>joint venture of China Merchants Securities Investment Management (HK) Co., Ltd. and Taifook Fund Managers Ltd. Its name was changed to CMS Capital (HK) Co., Limited on February 4, 2010 to reflect the acquisition by China Merchants Securities Investment Management (HK) Co., Ltd. of all the interests therein held by Taifook Fund Managers Ltd. China Merchants Securities Investment Management (HK) Co., Limited is a wholly owned subsidiary of China Merchants Securities Holdings (HK) Co., Limited, which is in turn wholly owned by China Merchants Securities Co., Limited, a company listed on the Shanghai Stock Exchange. Prior to the investment in our Company, CMTF was an independent third party not connected with us</p>
“CMTF Put Option Period”	<p>a period from the time of the subscription for 59,798,423 Shares by CMTF, pursuant to the share subscription agreement dated as of April 23, 2009 between CMTF and the Company, until the time of the Listing</p>
“Companies Law”	<p>the Companies Law, Cap 22 (Law 3 of 1961, as combined and amended) of the Cayman Islands</p>
“Companies Ordinance”	<p>the Companies Ordinance of Hong Kong (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time</p>
“Company,” “our Company” or “CIC”	<p>China ITS (Holdings) Co., Ltd., a company incorporated in the Cayman Islands on February 20, 2008 with limited liability</p>
“connected person”	<p>has the meaning ascribed to it under the Listing Rules</p>
“Consortium Put Option Period”	<p>a period from the time of the subscription and/or purchase for Shares and exchangeable bonds of China ITS Co., Ltd., as the case may be, by each of Baytree, GE Capital, Intel Capital, Greater China and Future Choice, pursuant to a share purchase, share subscription and bond subscription agreement dated as of February 26, 2010 among Baring, Baytree, GE Capital, Intel Capital, Greater China, Future Choice, Jiang Hailin, Zhao Lisen, Lv Xilin, Pan Jianguo, Jing Yang, Lu Xiao, Best Partner, Joy Bright, Huaxin Investments, China ITS Co., Ltd. and the Company, until the time of the Listing (in the event the Listing is not a Qualified IPO for Baytree/GE Capital/Intel Capital/Greater China/Future Choice, then until five business days from the date of Listing)</p>
“controlling shareholders”	<p>has the meaning ascribed to it under the Listing Rules</p>
“Controlling Shareholders”	<p>China ITS Co., Ltd., Best Partners, Huaxin Investments, Gouver Investments Limited (formerly known as Joy Bright Jianguo Limited), Rockyjing Investment Limited (formerly known as Joy Bright Jingyang Limited), Joy Bright, Tesco Investments Limited, Fino Investments Limited and Binks Investments Limited and the 16 individuals namely, Liao Daoxun, Wu Yurui, Jiang Hailin, Wang Jing, Liang Shiping, Wu Chunhong, Zhao Lisen, Yuan Chuang, Zhang Qian, Guan Xiong, Zheng Hui, Lv Xilin, Wang Li, Dang Kulun, Pan Jianguo and Jing Yang</p>

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“Director(s)”	the director(s) of our Company
“founders”	each of Jiang Hailin, Dang Kulun, Wang Jing, Pan Jianguo and Jing Yang
“Future Choice”	Future Choice Limited, an indirect wholly owned subsidiary of NWS Holdings Limited, a company incorporated in Bermuda with limited liability and whose shares are listed on the Main Board of the Stock Exchange. Prior to its subscription for Shares in our Company on March 5, 2010, Future Choice was an independent third party not connected with us
“GE Capital”	GE Capital Equity Investments Ltd., an exempted company incorporated in the Cayman Islands with limited liability. Prior to its subscription for Shares in our Company on March 5, 2010, GE Capital was an independent third party not connected with us
“Global Offering”	the Public Offering and the International Placing
“Greater China”	Greater China PE Fund L.P., a limited partnership organized and existing under the laws of Cayman Islands. It is a proprietary investment vehicle of Mizuho Securities Principal Investment Co., Ltd., which is a wholly owned subsidiary of Mizuho Securities Co., Ltd. Prior to its subscription for Shares in our Company on March 5, 2010, Greater China was an independent third party not connected with us
“Green Application Form(s)”	the application form(s) to be completed by <b>White Form eIPO</b> Service Provider, Computershare Hong Kong Investor Services Limited
“Group,” “we” or “us”	our Company and its subsidiaries or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company and the business carried on by such subsidiaries or (as the case may be) their predecessors
“Group Companies”	collectively, the Company and any person in which the Company directly or indirectly holds a majority of the ownership interest, or a majority of the voting power, represented by equity securities of such person, or has actual or de facto control over such person, and a “Group Company” means any of them
“Haotian Jiajie”	Beijing Haotian Jiajie Technology Co., Ltd. (北京昊天佳捷科技有限公司), established in the PRC with limited liability on March 30, 2007. Haotian Jiajie is currently owned as to 15% by RHY Technology and as to 85% subsidiary of China Toprise Limited, and mainly engaged in providing VA Services and Specialized Solutions. It is a 100% beneficially owned subsidiary of the Group. Our Director, Jiang Hailin, also serves as a director of Haotian Jiajie
“Hexin Risheng”	Beijing Hexin Risheng Technology Co., Ltd. (北京和信日晟科技有限公司), established in the PRC with limited

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	liability on December 26, 2003. Hexin Risheng is currently wholly owned by Aproud Technology. It is a 100% beneficially owned subsidiary of the Group and mainly engaged in providing Specialized Solutions for the urban traffic and energy sectors. Our Director, Pan Jianguo, serves as a director of Hexin Risheng
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars,” “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Huawei”	Huawei Technologies Co., Ltd., a manufacturer of telecommunication equipment in China, which is our independent and largest supplier during the Track Record Period
“Huaxin Investments”	Huaxin Investments Limited (formerly known as Joy Bright Kulun Limited), a limited liability company incorporated under the laws of British Virgin Islands on September 20, 2006. It is 100% owned by Binks Investments Limited, formally known as Sinatra Investments Limited. Huaxin Investments is one of our Controlling Shareholders
“IFRS”	International Financial Reporting Standards
“IGC Asia”	IGC Asia refers to Investor Investments Asia Limited and Investor Group Asia L.P., which are the proprietary investment vehicles for Investor Growth Capital Asia. Investor Growth Capital Asia is the investment advisor to, and wholly owned subsidiary of, Investor AB, which is a Nordic-based industrial holding company founded almost one hundred years ago by the Wallenberg family with investment activities in Europe, the United States and Asia. Prior to its purchase for Shares in our Company on August 3, 2009, IGC Asia was an independent third party not connected with us
“Intel Capital”	Intel Capital Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware in the United States. Prior to its subscription for shares in our Company on March 5, 2010, Intel Capital was an independent third party not connected with us
“International Offer Shares”	176,318,781 new Shares initially being offered by us and 36,837,219 Sale Shares offered by the Selling Shareholders for subscription at the Offer Price under the International Placing, subject to adjustment as described in the section headed “Structure of the Global Offering”
“International Placing”	the conditional placing by the International Purchasers of the International Offer Shares with institutional and professional investors and other investors expected to have a sizeable demand for the Shares, as further described in the section headed “Structure of the Global Offering”
“International Purchase Agreement”	the International Purchase Agreement relating to the International Placing and to be entered into by, among others, us, the Selling

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	Shareholders, the International Purchasers and the Joint Global Coordinators on or around Wednesday, July 7, 2010
“International Purchasers”	the several underwriters of the International Placing, led by the Joint Global Coordinators and expected to enter into the International Purchase Agreement to underwrite the International Placing
“IRA Controlling Shareholders”	China ITS Co., Ltd., Best Partners, Joy Bright, Rockyjing Investment Limited (formerly known as Joy Bright Jingyang Limited), Huaxin Investments, Gouver Investments Limited (formerly known as Joy Bright Jianguo Limited), Liao Daoxun, Wu Yurui, Jiang Hailin, Liang Shiping, Wu Chunhong, Yuan Chuang, Wang Jing, Zhang Qian, Guan Xiong, Zheng Hui, Wang Li, Zhao Lisen, Lv Xilin, Dang Kulun, Pan Jianguo and Jing Yang
“Jiangsu Yijie”	Jiangsu Yijie Technology Co., Ltd. (江蘇易捷科技有限公司), established in the PRC with limited liability on March 16, 2010. Jiangsu Yijie is currently owned as to 100% by RHY Technology. It is a 100% beneficially owned subsidiary of the Group
“Jiangsu Zhixun Tiancheng”	Jiangsu Zhixun Tiancheng Technology Co., Ltd. (江蘇智訊天成技術有限公司), established in the PRC with limited liability on November 19, 2009. Jiangsu Zhixun Tiancheng is currently owned as to 100% by Zhixun Tiancheng. It is a 100% beneficially owned subsidiary of the Group
“Joy Bright”	Joy Bright Success Limited, a limited liability company incorporated under the laws of the British Virgin Islands on June 23, 2006. It is currently owned as to 60.396% by Gouver Investments Limited (formerly known as Joy Bright Jianguo Limited) and as to 39.604% by Rockyjing Investment Limited (formerly known as Joy Bright Jingyang Limited). Gouver Investments Limited and Rockyjing Investment Limited are wholly owned by Binks Investments Limited, formerly known as Sinatra Investments Limited. Binks Investment Limited is owned by the Binks Trust, formerly known as the Sinatra Trust, which is an irrevocable discretionary trust established by Credit Suisse Trust Limited for the benefit of Dang Kulun, Pan Jianguo and Jing Yang. Joy Bright is one of our Controlling Shareholders
“km”	kilometer(s)
“Latest Practicable Date”	June 23, 2010, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Listco IRA”	the investors’ rights agreement entered into between the Company and its shareholders, first dated as of June 19, 2008 and as subsequently amended and restated on January 5, 2009, April 23, 2009, August 5, 2009 and March 5, 2010, respectively
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	the date on which dealings in the Shares first commence on the Stock Exchange

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Macquarie”	Macquarie Capital Securities Limited, a Joint Global Coordinator, Joint Bookrunner, Joint Lead Manager and Joint Sponsor of the Global Offering
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company adopted on June 18, 2010, as amended from time to time
“Merrill Lynch Far East”	Merrill Lynch Far East Limited, a Joint Sponsor and a Joint Lead Manager of the Public Offering
“Merrill Lynch International”	Merrill Lynch International, a Joint Global Coordinator and a Joint Bookrunner of the Global Offering, and a Joint Lead Manager of the International Placing
“ML GCRE”	ML GCRE IBK LLC, a company organized and existing under the laws of Delaware, the United States and an indirectly wholly owned subsidiary of Bank of America Corporation
“New PRC Enterprise Income Tax Law”	the PRC Enterprise Income Tax Law enacted on March 16, 2007 and effective on January 1, 2008
“OC&C”	OC&C Strategy Consultants, an independent industry consulting firm commissioned by the Company to conduct an analysis of and to report on the ITS market in China
“Offer Price”	the final Hong Kong dollar price per Share (exclusive of brokerage, SFC transaction levy, and Stock Exchange trading fee) of not more than HK\$3.90 and expected to be not less than HK\$2.85, such price to be agreed upon by us and the Joint Global Coordinators (on behalf of the Underwriters) on or before the Price Determination Date
“Offer Shares”	the Public Offer Shares and the International Offer Shares
“Over-allotment Option”	the option expected to be granted by us to the Joint Global Coordinators exercisable under the International Purchase Agreement pursuant to which we may be required by the Joint Global Coordinators to issue up to an aggregate of 35,526,000 additional Shares, representing in aggregate approximately 15% of the initial number of Offer Shares, at the Offer Price
“PRC” or “China”	the People’s Republic of China and, except where the context requires and only for the purpose of this prospectus, references in this prospectus to the PRC or China do not include Taiwan, Hong Kong or Macau
“Pre-IPO Investors”	CCBIAM, Baring, CMTF, IGC Asia, Baytree, GE Capital, Intel Capital, Greater China and Future Choice
“Pre-IPO Share Incentive Scheme”	the pre-IPO share incentive scheme adopted on December 28, 2008 by China ITS Co., Ltd., a summary of the principal terms of which is set out in “Statutory and General Information—Pre-IPO Share Incentive Scheme” in Appendix VI to this prospectus



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“Price Determination Date”	the date, expected to be on or around Wednesday, July 7, 2010 but no later than Sunday, July 11, 2010 on which the Offer Price is fixed for the purposes of the Global Offering
“Property Valuer”	Savills Valuation and Professional Services Limited
“Public Offer Shares”	the 23,684,000 new Shares (subject to adjustment) being offered by us for subscription pursuant to the Public Offering
“Public Offer Underwriters”	the several underwriters of the Public Offering listed in the section titled “Underwriting—Underwriters—Public Offer Underwriters”
“Public Offer Underwriting Agreement”	the underwriting agreement dated Tuesday, June 29, 2010 relating to the Public Offering entered into among us, the Public Offer Underwriters and the Joint Global Coordinators
“Public Offering”	the offer of Public Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price, on and subject to the terms and conditions described in this prospectus and the Application Forms
“Put Obligors”	China ITS Co., Ltd. and Huaxin Investments
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Qualified IPO for CMTF”	an initial public offering of the Shares on a stock exchange which (i) is a fully underwritten registered public offering representing a market capitalization of the Company of at least US\$555.97 million, or (ii) is approved by China ITS Co., Ltd. and CMTF
“Qualified IPO for Baytree/GE Capital/ Intel Capital/Greater China/Future Choice”	an initial public offering of the Shares on a stock exchange which (i) is a fully underwritten registered public offering representing a market capitalization of the Company of at least RMB3.8 billion immediately before such public offering and involving a minimum public float of at least 25% of the Company’s issued and outstanding Shares, or (ii) is approved by Baytree, GE Capital, Intel Capital, Greater China and Future Choice
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the reorganization of the business comprising our Group, as described in the section headed “History and corporate structure” in this prospectus
“Reporting Accountants”	Ernst & Young
“Return”	as defined in the exchangeable bonds subscription agreement dated as of December 12, 2008 among CCBIAM, Wang Jing, Jiang Hailin, Zhao Lisen, Lv Xilin, Dang Kulun, Pan Jianguo, Jing Yang, Liao Jie, Best Partner, Joy Bright, China ITS Co., Ltd. and the Company, the return to the holder on the outstanding principal amount of the CCBIAM Exchangeable Bonds to be redeemed at the simple interest rate of 18% per annum in relation to a given period
“Revised and Restated CCBIAM Exchangeable Bonds”	the exchangeable bonds of China ITS Co., Ltd. in the aggregate amount of RMB200,000,000 issued to CCBIAM, as revised and restated on March 29, 2010

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“RHY Technology”	Beijing RHY Technology Development Co., Ltd. (北京瑞華贏科技發展有限公司), established in the PRC with limited liability on February 16, 2001. RHY Technology is currently owned as to 75% by China Toprise Limited and as to 25% by Beijing Aproud Information, and mainly engaged in providing Turnkey Solutions and VA Services for the expressway sector, as well as Turnkey Solutions for the urban traffic sector. It is a 100% beneficially owned subsidiary of the Group. Our Directors, Jiang Hailin, Wang Jing and Pan Jianguo, also serve as directors of RHY Technology
“RMB” or “Renminbi”	Renminbi Yuan, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“Sale Shares”	an aggregate of 36,837,219 Shares offered for sale by the Selling Shareholders in the International Placing
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Selling Shareholders”	CCIBAM and Baring
“Share(s)”	ordinary shares issued by our Company, with a nominal value of HK\$0.0002 each, traded in HK dollars and for which application have been made for the granting of listing, and permission to deal in, on the Stock Exchange
“Share Option Scheme”	the share option scheme conditionally adopted by our Company pursuant to a resolution passed by its shareholders on June 18, 2010, a summary of the principal terms of which is set out in “Statutory and General Information—Share Option Scheme” in Appendix VI to this prospectus
“Special Return”	as defined under the exchangeable bonds subscription agreement dated as of December 12, 2008 among CCBIAM, Wang Jing, Jiang Hailin, Zhao Lisen, Lv Xilin, Dang Kulun, Pan Jianguo, Jing Yang, Liao Jie, Best Partner, Joy Bright, China ITS Co., Ltd. and the Company, the return to the holder on the outstanding principal amount of the CCBIAM Exchangeable Bonds to be redeemed at the simple interest rate of 50% per annum in relation to a given period
“Stabilizing Manager”	CCBIS
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into on or about the Price Determination Date between the Stabilization Manager (or its affiliates acting on its behalf) and China ITS Co., Ltd., pursuant to which China ITS Co., Ltd. will agree to lend up to 35,526,000 Shares to the Stabilization Manager on terms set forth therein
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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“subsidiary” or “subsidiaries”	has the meaning ascribed to it in section 2 of the Companies Ordinance
“substantial shareholder”	a person who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any of our general meetings
“Track Record Period”	the period comprising the three years ended December 31, 2009
“Underwriters”	the Public Offer Underwriters and the International Purchasers
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the International Purchase Agreement
“United States” or “U.S.”	the United States of America, including the District of Columbia, its territories and possessions
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“White Form eIPO”	the application for Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of <b>White Form eIPO <a href="http://www.eipo.com.hk">www.eipo.com.hk</a></b>
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Wuhan Chenguang”	Wuhan Chenguang Transportation Technology Development Co., Ltd. (武漢辰光交通科技發展有限公司), established in the PRC with limited liability on April 22, 2005. Wuhan Chenguang is currently owned as to 51% by RHY Technology and as to 49% by Wuhan Xingde Technology Co., Ltd., and mainly engaged in providing turnkey project management and marketing as well as communication and surveillance solutions in Hubei Province. It is a jointly-controlled entity of the Group
“Xinjiang RHY”	Xinjiang RHY Technology Co., Ltd. (新疆瑞華贏機電系統技術有限公司), established in the PRC with limited liability on October 24, 2005. Xinjiang RHY is currently owned as to 51% by RHY Technology and as to 49% by Xinjiang Shenghengtian Information Technology Co., Ltd., and mainly engaged in providing VA Services in Xinjiang. It is a jointly-controlled entity of the Group
“Zhixun Tiancheng”	Beijing Zhixun Tiancheng Technology Co., Ltd. (北京智訊天成技術有限公司), established in the PRC with limited liability on June 25, 2007. Zhixun Tiancheng is currently wholly owned by Aproud Technology and mainly engaged in providing specialized communication solutions for the railway sector. It is a 100% beneficially owned subsidiary of the Group. Our Directors, Lu Xiao and Pan Jianguo, serve as directors of Zhixun Tiancheng
“%”	percent