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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)

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 17th Floor, West Tower, World Financial Center, Beijing, PRC at 2 p.m. on Tuesday, 29 May 2012 for the following purposes:

AS ORDINARY BUSINESS

1. To receive, consider and approve the audited financial statements and the reports of directors and auditors of the Company and its subsidiaries for the year ended 31 December 2011.
2. To re-elect the following directors and authorize the board of directors of the Company to fix remuneration:
 - (a) Mr. Liao Jie;
 - (b) Mr. Lv Xilin;
 - (c) Mr. Wang Jing;
 - (d) Mr. Zhou Chunsheng; and
 - (e) Mr. Sun Lu.
3. To re-appoint Ernst & Young as the auditors and to authorise the board of directors of the Company to fix their remuneration.

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

4. A. “THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (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 4A set out in this notice of annual general meeting (“**Resolution 4A**”) and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution 4A:

“**Relevant Period**” means the period from the passing of this Resolution 4A 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 4A by the passing of an ordinary resolution by the shareholders in general meeting.”

4. 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 4B**”) 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 4B, 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 4B, and the said approval shall be limited accordingly;

(d) for the purpose of this Resolution 4B:

“**Relevant Period**” means the period from the passing of this Resolution 4B 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
- (iii) the revocation or variation of the authority given to the Directors under this Resolution 4B 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).”

4. C. “**THAT** subject to the passing of Resolutions 4A and 4B, the general mandate referred to in Resolution 4B 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 4A 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 4C.”;

5. To transact any other business.

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

Beijing, 20 April 2012

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-111
Cayman Islands

Principal place of business in Hong Kong:

Unit 2209, 22nd Floor,
Wu Chung House, 213 Queen's Road East
Wan Chai
Hong Kong

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 need 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 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, 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 reference to the order in which the names of the joint holders stand on the register of the relevant joint holding.
- (3) With reference to Resolution 2 above, Mr. Liao Jie, Mr. Lv Xilin, Mr. Wang Jing, Mr. Zhou Chunsheng and Mr. Sun Lu 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 20 April 2012.

- (4) With reference to Resolutions 4A, 4B and 4C above, the Directors wish to state that they have no immediate plans to repurchase any existing Shares or to issue any new Shares or warrants 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 retiring Directors, will be delivered to the shareholders of the Company together with the Company's annual report for the year ended 31 December 2011.

As at the date of this notice, our Executive Directors are Mr. Jiang Hailin, Mr. Liao Jie, Mr. Wang Jing, Mr. Lu Xiao, Mr. Pan Jianguo and Mr. Lv Xilin and our Independent non-Executive Directors are Mr. Zhou Chunsheng, Mr. Choi Onward and Mr. Sun Lu.