

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION  
此乃要件 請即處理

If you are in any doubt as to any aspect of this Election Form or as to the action you should take, you should consult an exchange participant or other securities dealer licensed as a licensed person under the Securities and Futures Ordinance, bank manager, solicitor, certified public accountant or other professional adviser.  
閣下如對本選擇表格任何內容或應採取之行動有任何疑問，應諮詢交易所參與者或根據證券及期貨條例獲發牌為持牌人之其他證券交易商、銀行經理、律師、註冊會計師或其他專業顧問。



**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)  
(於開曼群島註冊成立之有限公司)  
(Stock Code 股份代號: 1900)

**INTERIM DIVIDEND FOR THE SIX MONTHS ENDED JUNE 30, 2013 — FORM OF ELECTION FOR SCRIP DIVIDEND SCHEME**  
**截至二零一三年六月三十日止六個月之中期股息—以股代息計劃選擇表格**

**YOU NEED NOT COMPLETE THIS FORM IF YOU WISH TO RECEIVE YOUR DIVIDEND WHOLLY IN NEW SHARES OF HK\$0.0002 EACH OF CHINA ITS (HOLDINGS) CO., LTD CREDITED AS FULLY PAID (THE "NEW SHARES"). IF YOU WISH TO RECEIVE ALL OR PART OF YOUR DIVIDEND IN CASH, YOU MUST COMPLETE AND RETURN THIS FORM IN ACCORDANCE WITH THE INSTRUCTIONS BELOW.**  
如閣下選擇以中国智能交通系统(控股)有限公司每股面值0.0002港元之已繳足股款新股份(「新股份」)之方式收取全部股息，則毋須填寫本表格。閣下如擬以現金收取全部或部份股息，務須依照下列指示填妥及交回本表格。

THIS FORM SHOULD BE RETURNED TO UNION REGISTRARS LIMITED AT 18TH FLOOR, FOOK LEE COMMERCIAL CENTRE, TOWN PLACE, 33 LOCKHART ROAD, WANCHAI, HONG KONG SO AS TO ARRIVE NOT LATER THAN 4:00 P.M. ON TUESDAY, OCTOBER 22, 2013 ("CLOSING TIME"). 本表格須不遲於二零一三年十月二十二日(星期二)下午四時正(「截止時間」)交回聯合證券登記有限公司，地址為香港灣仔駱克道33號中央廣場福利商業中心18樓。

THIS FORM IS FOR USE ONLY BY THE SHAREHOLDER(S) WHOSE NAME(S) IS/ARE PRINTED IN BOX A AND SHOULD BE READ IN CONJUNCTION WITH THE ACCOMPANYING CIRCULAR. THE RIGHT TO NEW SHARES INSTEAD OF THE WHOLE OR PART OF CASH DIVIDENDS IS NON-TRANSFERABLE. IF YOU ARE NOT ELIGIBLE TO RECEIVE NEW SHARES INSTEAD OF CASH DIVIDENDS, YOU WILL BE DEEMED TO HAVE RECEIVED THIS ELECTION FORM FOR INFORMATION ONLY. 本選擇表格只供甲欄內所列名的股東使用並應與隨附的通函一併參閱。收取新股份代替全部或部分現金股息的權利不得轉讓。閣下若不符合資格收取新股份代替現金股息，將被視作僅收取本選擇表格作參考用途。

DEFINITIVE CERTIFICATES FOR NEW SHARES AND/OR DIVIDEND WARRANTS WILL BE DESPATCHED BY ORDINARY MAIL TO THE RESPECTIVE SHAREHOLDERS CONCERNED AT THEIR OWN RISK TO THE ADDRESS STATED IN BOX A. 新股份的確實股票及/或股息單將按甲欄所述地址以平郵方式郵寄予各有關股東，郵遞風險由股東自行承擔。

NO ACKNOWLEDGMENT OF RECEIPT OF THIS FORM WILL BE ISSUED. 概不會就收到本表格發出收據。  
FAILURE TO SIGN OR RETURN THIS FORM BY THE CLOSING TIME WILL RESULT IN YOUR INTERIM DIVIDEND BEING PAID ENTIRELY IN THE FORM OF NEW SHARES. THE COMPANY'S DECISION IN ANY DISPUTE RELATING TO THE SCRIP DIVIDEND SCHEME SHALL BE CONCLUSIVE AND BINDING. 如閣下未有簽署或未能在截止時間前交回本表格，將被視作接受中期股息全部以新股份派付之安排。對任何有關以股代息計劃的爭議，本公司的決定將具決定性及約束力。

<b>BOX A</b> 甲欄	NAME(S) AND ADDRESS OF REGISTERED SHAREHOLDER(S) 已登記股東之姓名及地址	<b>BOX B</b> 乙欄	REGISTERED HOLDING OF SHARES ON THE RECORD DATE, FRIDAY, SEPTEMBER 13, 2013 於二零一三年九月十三日(星期五)(記錄日期)所登記持有股份數目
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**ELECTION FOR PAYMENT IN CASH IN RESPECT OF THE DIVIDEND ON THE WHOLE OR ON A PART OF YOUR REGISTERED HOLDING OF SHARES**  
**選擇按閣下所登記持有之股份全部或部份以現金收取股息**

Please ENTER in Box C the number of shares for which you elect to receive the interim dividend for the six months ended June 30, 2013 to be paid in cash in lieu of New Shares. Then SIGN, DATE and RETURN this form.  
請在丙欄內註明閣下欲以現金股息代替新股份方式收取截至二零一三年六月三十日止六個月之中期股息之股份數目。然後在本表格上簽名、註明日期及交回本表格。

<b>BOX C</b> 丙欄	NUMBER OF SHARES FOR WHICH DIVIDEND IS TO BE PAID IN CASH 欲以現金收取股息之有關股份數目
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If you sign this form but do not specify the number of shares in Box C or, if you elect to receive cash in respect of a greater number of shares than your registered holding specified in Box B, then in either case you will be deemed to have exercised your election for receiving cash in lieu of New Shares in respect of all the shares specified in Box B.  
如閣下簽妥本表格但未在丙欄註明股份數目，或如閣下所選擇以現金收取股息之股份數目超出在乙欄內註明者，則在此任何一種情況下，閣下將被視作已選擇就乙欄內註明之全部股份收取現金以代替新股份。

TO: THE BOARD OF DIRECTORS OF CHINA ITS (HOLDINGS) CO., LTD. (the "Company")  
致：中国智能交通系统(控股)有限公司(「本公司」)董事會

I/We, the undersigned and above-named shareholder(s), hereby give notice that the interim dividend for the six months ended June 30, 2013 in respect of shares registered in my/our name(s) should be satisfied by cash either in full or in part in accordance with the instructions given above, subject to the terms and conditions of the scrip dividend scheme and the Articles of Association of the Company.  
本人/吾等為下列簽署及上述之股東，茲通知本人/吾等名下之股份所應享有截至二零一三年六月三十日止六個月之中期股息，按照上述所作指示並遵照本公司之以股代息計劃之條款及條件及《公司組織章程細則》全部或部份以現金方式支付。

(1) ..... (2) ..... (3) ..... (4) .....

SIGNATURE(S) OF SHAREHOLDER(S) 股東簽署

DATE 日期: .....2013.

TEL NO. 電話號碼

In the case of joint holders, all must sign. 所有聯名持有人均須簽署。  
In the case of a corporation, this form should be signed on its behalf by a duly authorised officer whose position should be stated. 倘為法人團體，則本表格須由正式授權之主管人員代表簽署，並註明其職位。  
Your signature(s) above must correspond with your specimen signature(s) filed with Union Registrars Limited. 閣下以上之簽名須與閣下提交予聯合證券登記有限公司之簽字式樣相符。