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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)

### POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 22 MAY 2015

The annual general meeting of China ITS (Holdings) Co., Ltd. (the “**Company**”) was held on 22 May 2015 (the “**AGM**”) and all the resolutions as set out in the notice of AGM dated 20 April 2015 were duly passed by the shareholders of the Company by way of poll at the AGM.

The poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Shares Voted (Approximate %)	
		For	Against
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 2014.	928,082,576 (100.000%)	0 (0.000%)
2.	(a) To re-elect Mr. Zhou Chungsheng as director.	927,816,463 (99.9713%)	266,113 (0.0287%)
	(b) To re-elect Mr. Sun Lu as director.	927,816,463 (99.9713%)	266,113 (0.0287%)
	(c) To re-elect Mr. Zhang Tim Tianwei as director.	928,082,576 (100.000%)	0 (0.000%)
3.	To authorise the board of directors (“ <b>Directors</b> ”) of the Company to fix the remuneration of the directors.	928,082,576 (100.000%)	0 (0.000%)
4.	To re-appoint Ernst & Young as the auditors and authorise Directors to fix their remuneration.	927,816,463 (99.9713%)	266,113 (0.0287%)

Ordinary Resolutions		Number of Shares Voted (Approximate %)	
		For	Against
5A.	Ordinary resolution No. 5A set out in the notice of AGM (to give general mandate to the Directors to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company).	928,082,576 (100.000%)	0 (0.000%)
5B.	Ordinary resolution No. 5B set out in the notice of AGM (to give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company).	666,880,683 (71.8557%)	261,201,893 (28.1443%)
5C.	Ordinary resolution No. 5C set out in the notice of AGM (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).	666,880,683 (71.8557%)	261,201,893 (28.1443%)

As at the date of the AGM, the total number of ordinary shares of the Company (the “**Shares**”) entitling the holders to attend and vote on the resolutions at the AGM was 1,654,024,868 Shares. There were no restrictions on any shareholders to cast votes on any of the ordinary resolutions proposed at the AGM, and there were no Shares entitling the holders to attend and vote only against any of the said resolutions.

As more than 50% of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions at the AGM.

ZHONGLEI (HK) CPA Company Limited has acted as the scrutineer and compared the poll results summary to poll forms collected and provided by the Company. The work performed by ZHONGLEI (HK) CPA Company Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

By order of the Board of Directors  
**China ITS (Holdings) Co., Ltd.**  
**Mr. Liao Jie**  
*Chairman*

Beijing, 22 May 2015

*As at the date of this announcement, the executive Directors are Mr. Liao Jie and Mr. Jiang Hailin, the non-executive Director is Mr. Zhang Tim Tianwei and the independent non-executive Directors are Mr. Zhou Chunsheng, Mr. Choi Onward and Mr. Sun Lu.*