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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 21 JUNE 2018 AND CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The annual general meeting of China ITS (Holdings) Co., Ltd. (the “Company”) was held on 21 June 2018 (the “AGM”) and all the resolutions as set out in the notice of AGM dated 21 May 2018 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, the directors’ report, the auditors’ report, the Environmental, social and governance report of the Company and its subsidiaries for the year ended 31 December 2017.	488,907,838 (98.9608%)	5,133,875 (1.0392%)
2.	(a) To re-elect Mr. Liao Jie as an executive director of the Company.	488,907,838 (98.9608%)	5,133,875 (1.0392%)
	(b) To re-elect Mr. Jiang Hailin as an executive director of the Company.	488,907,838 (98.9608%)	5,133,875 (1.0392%)
	(c) To elect Mr. Wang Dong as an independent non-executive director of the Company.	488,793,838 (98.9378%)	5,247,875 (1.0622%)
3.	To authorise the board of directors of the Company to fix the remuneration of the directors.	488,907,838 (98.9608%)	5,133,875 (1.0392%)
4.	To re-appoint Ernst & Young as the auditors and authorise the board of directors of the Company to fix their remuneration.	488,793,838 (98.9378%)	5,247,875 (1.0622%)

Ordinary Resolutions		Number of Shares Voted (Approximate %)	
		For	Against
5A.	Ordinary resolution No. 5A set out in the notice of the Annual General Meeting (to give general mandate to the directors to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company).	488,907,838 (98.9608%)	5,133,875 (1.0392%)
5B.	Ordinary resolution No. 5B set out in the notice of the Annual General Meeting (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).	476,943,119 (96.5390%)	17,098,594 (3.4610%)
5C.	Ordinary resolution No. 5C set out in the notice of the Annual General Meeting (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).	476,943,119 (96.5390%)	17,098,594 (3.4610%)

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.

Asian Alliance (HK) CPA 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 Asian Alliance (HK) CPA 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.

#### **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

As disclosed in the circular of the Company dated 21 May 2018, in accordance with articles of association of the Company, Mr. Zhou Chunsheng retired from office as an independent non-executive Director by rotation at the AGM, and he did not offer himself for re-election at the AGM. At the AGM, Mr. Wang Dong has been elected as an independent non-executive Director to fill the vacancy resulted from the retirement of Mr. Zhou Chunsheng. The biographical details of Mr. Wang Dong are set out in the circular of the Company dated 21 May 2018.

The Board would like to take the opportunity to thank Mr. Zhou for his contribution to the Company during his tenure, and to welcome Mr. Wang to the Board.

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

Beijing, 21 June 2018

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