



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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 28 MAY 2021 AND ANY ADJOURNMENT THEREOF

I/We ^(note 2) _____
of _____
being the registered holder(s) of _____ ordinary shares of HK\$0.0002 each (the “Shares”) in the capital of CHINA ITS (HOLDINGS) CO., LTD. (the “Company”), **HEREBY APPOINT** the chairman of the extraordinary general meeting or ^(note 3) _____
of _____
or failing him/her _____
of _____
as my/our proxy/proxies to vote and act for me/us at the extraordinary general meeting of the Company (the “**Extraordinary General Meeting**”) (and at any adjournment thereof) to be held on Friday, 28 May 2021 at 1:30 p.m. at Room V1, 6/F, Building 204, No. A10 Jiuxianqiao North Road, Chaoyang District, Beijing in respect of the resolution listed in the notice of the Extraordinary General Meeting as indicated hereunder, with or without any amendment. Failure to complete the boxes will entitle my/our proxy/proxies to vote or abstain at his/her discretion.

RESOLUTIONS	FOR ^(note 4)	AGAINST ^(note 4)
ORDINARY RESOLUTIONS		
THAT the Non-competition Agreement (as defined in the circular of the Company dated 11 May 2021 (the “ Circular ”)) be and are hereby approved, confirmed and ratified; and the directors of the Company be and are hereby authorised to perform all such acts, deeds and things and execute all documents as they consider necessary or expedient to effect and implement the Non-competition Agreement (as defined in the Circular).		

Signature ^(note 5): _____

Date: _____

Notes:

- Please insert the number of shares in the Company registered in your name(s) to which this proxy form relates. Failure to fill in the aforesaid number of shares will result in this form of proxy being deemed to relate to all the shares in the Company registered in your name(s).
- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING** or” herein inserted and insert the name and address of the proxy desired in the space provided. A shareholder is entitled to appoint one or more proxies to attend and vote at the Extraordinary General Meeting. The proxy or proxies need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for the resolutions, please tick the appropriate boxes marked “For”. If you wish to vote against any resolutions, please tick the appropriate boxes marked “Against”. Failure to complete any or all boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the notice convening the Extraordinary General Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the commencement of the Extraordinary General Meeting or any adjournment thereof (as the case may be).
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment thereof if you so wish. In such event, this form of proxy will be deemed to be revoked.
- The proxy needs not be a member of the Company but must attend the Extraordinary General Meeting in person to represent you.