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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of China ITS (Holdings) Co., Ltd. (the “**Company**”) will be held at Room V1, 6/F, Building 204, No. A10, Jiuxianqiao North Road, Chaoyang District, Beijing, PRC on Wednesday, 15 December 2021 at 1:30 p.m., for the purpose of considering and, if thought fit, to pass with or without amendments the following ordinary resolution (the “**Resolution**”):

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the grant of a specific mandate to the directors of the Company to exercise all powers of the Company to allot and issue an aggregate of up to 49,620,746 new shares (the “**Luo Grant**”) to Futu Trustee Limited (the “**Trustee**”) as trustee for the benefit of Mr. Luo Haibin pursuant to the share award scheme adopted by the Company on 16 September 2021 (the “**2021 Share Award Scheme**”), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the grant, allotment and issue of the Luo Grant pursuant to the 2021 Share Award Scheme and the grant letter issued by the Company to Mr. Luo Haibin, subject to the terms and conditions of the 2021 Share Award Scheme and the said grant letter, be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the directors be and is/are hereby authorised for and on behalf of the Company to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the grant, allotment and issue of the Luo Grant under the specific mandate granted pursuant to resolution 1(a) and any other transactions contemplated thereunder.”

2. “**THAT**

- (a) the grant of a specific mandate to the directors of the Company to exercise all powers of the Company to allot and issue an aggregate of up to 16,540,248 new shares (the “**Mou Grant**”) to the Trustee as trustee for the benefit of Mr. Mou Yi pursuant to the 2021 Share Award Scheme and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the grant, allotment and issue of the Mou Grant pursuant to the 2021 Share Award Scheme and the grant letter issued by the Company to Mr. Mou Yi, subject to the terms and conditions of the 2021 Share Award Scheme and the said grant letter, be and are hereby approved, confirmed and ratified; and
- (c) any one or more of the directors be and is/are hereby authorised for and on behalf of the Company to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the grant, allotment and issue of the Mou Grant under the specific mandate granted pursuant to resolution 2(a) and any other transactions contemplated thereunder.”

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

Beijing, 29 November 2021

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

8/F., Golden Star Building
20–24 Lockhart Road
Wan Chai
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the EGM 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 notorially certified copies thereof, must be deposited with 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 time appointed for the EGM 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 EGM 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 other in which the names of the joint holders stand on the register of the relevant joint holding.
- (3) The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (4) In order to qualify for attending and voting at the EGM, all transfers of Share accompanied by the relevant share certificate must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-4, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Thursday, 9 December 2021.
- (5) Shareholders who have a material interest in the grant, allotment and issue of the Connected Awarded Shares (as defined in the Circular) and their respective associates are required to abstain from voting on the Resolution at the EGM.

As at the date of this notice, the executive Directors are Mr. Liao Jie, and Mr. Jiang Hailin, and the independent non-executive Directors are Mr. Ye Zhou, Mr. Wang Dong and Mr. Zhou Jianmin.