



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
15 DECEMBER 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 Wednesday, 15 December 2021 at 1:30 p.m. at Room V1, 6/F, Building 204, No. A10 Jiuxianqiao North Road, Chaoyang District, Beijing, PRC 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		
<p>THAT</p> <p>(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;</p> <p>(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</p> <p>(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.</p>		
<p>THAT</p> <p>(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;</p> <p>(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</p> <p>(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.</p>		

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 INITIALED 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 cash 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.