THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult a licensed securities dealer or other bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of China ITS (Holdings) Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

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)

(1) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
(2) RE-ELECTION OF DIRECTORS
(3) RE-APPOINTMENT OF AUDITORS
AND
(4)NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of China ITS (Holdings) Co., Ltd. to be held at 1:30 p.m. on Thursday, 28 May 2026 at Room V1, 6/F, Building 204, No. A10, Jiuxianqiao North Road, Chaoyang District, Beijing, PRC is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

30 April 2026

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 4

INTRODUCTION 4

PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES 5

RE-ELECTION OF DIRECTORS 6

RE-APPOINTMENT OF AUDITORS 8

ANNUAL GENERAL MEETING 9

CLOSURE OF REGISTER OF MEMBERS 9

RECOMMENDATION 10

RESPONSIBILITY STATEMENT 10

GENERAL 10

APPENDIX — EXPLANATORY STATEMENT 11

NOTICE OF ANNUAL GENERAL MEETING 15

In this circular, the following expressions have the following meanings unless the context requires otherwise:

"Annual General Meeting"	the annual general meeting of the Company to be held at 1:30 p.m. on Thursday, 28 May 2026 at Room V1, 6/F, Building 204, No. A10, Jiuxianqiao North Road, Chaoyang District, Beijing, PRC
"Articles"	the existing eighth amended and restated articles of association of the Company
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Best Partners"	Best Partners Development Limited, one of the Controlling Shareholders
"Board"	the board of Directors
"Chief Executive Officer"	the chief executive officer of the Company
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Company"	China ITS (Holdings) Co., Ltd., a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1900)
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"controlling shareholder"	any person who has the power, directly or indirectly, to secure: (i) by means of the holding of shares entitling him to exercise or control the exercise of 30% (or such lower amount as may from time to time be specified in the Takeovers Code, as amended from time to time, being the level for triggering a mandatory offer) or more of the voting power at general meetings of the company; or (ii) by means of controlling the composition of a majority of the board; or (iii) by virtue of any powers conferred by the constitutional document of the company or any other corporation, that the affairs of the company are conducted in accordance with the wishes of such person

"Controlling Shareholders"	Mr. Liao Jie, Mr. Jiang Hailin, Mr. Wang Jing, Mr. Zheng Hui, Mr. Zhang Qian, Mr. Guan Xiong, Ms. Wang Li, Holdco, Best Partners, Joyful, Delta and Kangyang
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Delta"	Delta Holdings Limited, one of the Controlling Shareholders
"Director(s)"	directors of the Company
"Group"	the Company and its subsidiaries at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of the present subsidiaries, the present subsidiaries of the Company or the business operated by the present subsidiaries or (as the case may be) its predecessor
"Holdco"	China ITS Co., Ltd., one of the Controlling Shareholders
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general mandate proposed to be granted to the Directors which would empower the Directors to exercise the power of the Company to allot, issue and deal with additional shares (including any sale or transfer of treasury Shares) with a nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company (excluding any treasury Shares) as at the date of the Annual General Meeting
"ITS"	intelligent transportation system
"Joyful"	Joyful Business Holdings Limited, one of the Controlling Shareholders
"Kang Yang"	Kang Yang Holdings Limited, one of the Controlling Shareholders
"Latest Practicable Date"	22 April 2026, being the latest practicable date for the purpose of ascertaining certain information referred to in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Prospectus"	prospectus of the Company dated 30 June 2010

"Repurchase Mandate"	a general mandate proposed to be granted to the Directors which would empower the Directors to exercise the power of the Company to purchase Shares with a nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company (excluding any treasury Shares) as at the date of the Annual General Meeting
"SFO"	Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	share(s) of a nominal value of HK$0.0002 each in the issued share capital of the Company
"Share Issue Mandate"	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares) with a nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company (excluding any treasury Shares) as at the date of the Annual General Meeting and to extend the general mandate to allot and issue further Shares (if any) (including any sale or transfer of treasury Shares) which may have been purchased under the Repurchase Mandate
"Shareholders"	holders of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs
"treasury Shares"	has the meaning ascribed to it under the Listing Rules
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent

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)

Executive Directors
Mr. Liao Jie *(chairman of the Board)*
Mr. Jiang Hailin *(Chief Executive Officer)*

Independent non-executive Directors
Mr. Zhou Jianmin
Ms. Huang Jianling
Mr. Lai Hongyi

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

Head Office in the PRC
Building 204
No. A10, Jiuxianqiao North Road
Chaoyang District
Beijing, China

Principal place of business in Hong Kong
8/F., Golden Star Building
20–24 Lockhart Road
Wanchai
Hong Kong

30 April 2026

To the Shareholders,

Dear Sirs,

(1) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
(2) RE-ELECTION OF DIRECTORS
(3) RE-APPOINTMENT OF AUDITORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information relating to the following proposals which, together with other ordinary business, will be proposed at the Annual General Meeting for consideration and, where appropriate, approval by the Shareholders:

(i) granting of the Repurchase Mandate and the Share Issue Mandate;

(ii) the re-election of Directors; and

(iii) the re-appointment of auditors.

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular.

PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the Annual General Meeting, ordinary resolutions will be proposed to seek the approval of the Shareholders to grant to the Directors:

(i) the Repurchase Mandate, which is the general mandate to purchase Shares with a nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company (excluding any treasury Shares) as at the date of the Annual General Meeting;

(ii) the Share Issue Mandate, which is the general mandate to

  (a) allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares) with a nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company (excluding any treasury Shares) as at the date of the Annual General Meeting; and

  (b) extend the Issue Mandate with a nominal amount up to the aggregate nominal amount of the share capital repurchased by the Company pursuant to the Repurchase Mandate.

Such general mandates will continue in force until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

(iii) the revocation or variation of this resolution by an ordinary resolution of the Shareholders in general meeting.

On the basis of 1,720,185,862 Shares in issue as at the Latest Practicable Date and assuming that (i) the resolutions approving the Issue Mandate and the Repurchase Mandate are passed at the Annual General Meeting; and (ii) no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed to allot and issue a maximum of 344,037,172 Shares under the Issue Mandate and repurchase a maximum of 172,018,586 Shares under the Repurchase Mandate.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles, Mr. Liao Jie and Mr. Jiang Hailin will retire from office as Directors by rotation at the Annual General Meeting. Being eligible, Mr. Liao Jie and Mr. Jiang Hailin will offer themselves for re-election.

Pursuant to the Listing Rules, details of the aforesaid Directors to be re-elected are set out below:

Mr. Liao Jie

Mr. Liao Jie (廖杰), aged 60, is the chairman of the Board (the "**Chairman**") and an executive Director, responsible for formulating strategy of the Company. He was appointed as the executive Director and the chief executive officer of the Company (the "**Chief Executive Officer**") on August 24, 2011 and was responsible for the overall business operations and mergers and acquisitions of the Company. On July 9, 2012, Mr. Liao has been elected as the Chairman and retired from his position as the Chief Executive Officer. Mr. Liao is also one of the controlling shareholders of the Company (the "**Controlling Shareholder**"), and serves as a director of Holdco, Best Partners and Joyful. Mr. Liao has been appointed as a director of Visual China Group Co., Ltd. (formerly known as Far East Industrial Stock Co., Ltd., a company listed on the Shenzhen Stock Exchange, stock code: 000681, "**Visual China**") from May 9, 2014 and the chairman of Visual China from May 29, 2014. Mr. Liao became a director of Beijing RHY Technology Development Co., Ltd. (listed on the National Equities Exchange and Quotations of the PRC, stock code: 873761, "**Beijing RHY**") in May 2002, responsible for strategic planning and operational management in the expressway segment and retired from the directorship when he started serving as a senior advisor of the Board of the Company on business strategy and operational direction of the Group in January 2008. Mr. Liao served as the Chairman of Beijing RHY from July 2020 to December 2024, and has served as a director since then.

Prior to joining the Company, Mr. Liao served as a senior engineer of Nortel Canada in 1995. From 1996, he spent a total of four years in North America running an international IT supply chain business before returning to the PRC in 1999. In 1999, Mr. Liao and his family founded Beijing Bailian Youli Information Technology Co., Ltd. (the investment holding company prior to the establishment of Bailian Youli (Beijing) Investment Co., Ltd.), which invested and co-founded Visual China, CSDN Group Limited and the Group.

Mr. Liao holds a master's degree in Applied Science from the University of Toronto, and a bachelor's degree in Industrial Automation from Huazhong University of Science and Technology. Mr. Liao has a long established understanding of the businesses of the Group and deep industry expertise, as a result of which he can help the Group to reshape its business model, achieve operational excellence and diversify the business mix across different transport industry segments.

Save as disclosed above, Mr. Liao does not and has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Liao was deemed to be interested in 105,758,203 Shares held by Joyful Business Company Limited, a company wholly-owned by Mr. Liao.

Mr. Liao has entered into a service contract with the Company as an executive Director for three years commencing on 27 May 2024 (renewable upon the end of the term), and is subject to retirement, rotation and re-election at the annual general meeting of the Company according to its articles of association. Mr. Liao received a remuneration of RMB1,500,000 and director's fee of RMB0 from the Group for the year ended 31 December 2025. The remuneration had been determined with reference to his duties, responsibilities with the Company and the market rate for his position.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liao does is not interested in any Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Liao is independent from and is not related to any director, senior management, substantial or controlling shareholders of the Company, and there are no other matters concerning Mr. Liao's appointment that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which need to disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Jiang Hailin

Mr. Jiang Hailin (姜海林), aged 57, is an executive Director and the Chief Executive Officer, responsible for the overall business operations of the Company. Mr. Jiang was appointed as a Director on February 20, 2008, and was then elected as Chairman. On July 9, 2012, Mr. Jiang resigned as Chairman and was appointed as the Chief Executive Officer. He is also one of the Controlling Shareholders of the Company and a director of Holdco and Delta. Since joining the Group in May 2002, Mr. Jiang has held various positions within the Group, including: (i) a director of Aproud Technology from August 2002 to February 2010 and from November 2010 to October 2012, vice chairman of the board of directors from November 2012 to February 2016, and chairman of the board of directors since March 2016; (ii) an executive director and general manager of Jiangsu Zhongzhi Transportation since December 2011; and (iii) an executive director of Zhixun Tiancheng since November 2014. In addition, Mr. Jiang served as a director of Beijing RHY from May 2002 to July 2014, and has been re-appointed as a director thereof since July 2020.

Prior to joining the Group, Mr. Jiang was employed by China Ocean Shipping Company where he was responsible for the development of ground transportation logistics network, in particular, the development of the cargo movement monitoring systems for ground transportation in China's ITS industry. He has established his business relationships and network in the transport industry since 2000.

Mr. Jiang holds a bachelor's degree in Computer Science from Nankai University and an EMBA degree from Tsinghua University. Mr. Jiang has over 30 years of experience in general management and more than 24 years of experience in China's ITS industry.

Save as disclosed above, Mr. Jiang does not and has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Jiang is entitled to exercise or control the exercise of the voting rights of a total of 559,669,605 Shares held by all the Controlling Shareholders. So he is deemed to be interested in all such Shares. Mr. Jiang beneficially and directly owns 18,853,876 Shares, which are part of the 559,669,605 Shares. Mr. Jiang holds the entire issued share capital of Delta and is therefore deemed to be interested in the 80,071,959 Shares directly held by Delta, which are part of 559,669,605 Shares. Mr. Jiang controls 100% voting rights of Best Partners, which holds the entire issued share capital of Holdco, therefore Mr. Jiang is deemed to be interested in the 354,982,693 Shares held by Holdco, which are part of 559,669,605 Shares.

Mr. Jiang has entered into a service contract with the Company as an executive Director for three years commencing on 28 May 2025 (renewable upon the end of the term), and is subject to retirement, rotation and re-election at the annual general meeting of the Company according to its articles of association. Mr. Jiang received remuneration of RMB1,152,000 and director's fee of RMB903,000 from the Group for the year ended 31 December 2025. The remuneration had been determined with reference to his duties, responsibilities with the Company and the market rate for his position.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiang does is not interested in any Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Jiang is independent from and is not related to any director, senior management, substantial or controlling shareholders of the Company, and there are no other matters concerning Mr. Jiang's appointment that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which need to disclosed pursuant to Rule 13.51(2) of the Listing Rules.

RE-APPOINTMENT OF AUDITORS

Forvis Mazars CPA Limited will retire as the auditors of the Company at the Annual General Meeting and being eligible, offer themselves for re-appointment.

The estimated audit fee payable to Forvis Mazars CPA Limited for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2026 is expected to be in the range of approximately RMB2.1 million to RMB2.3 million (exclusive of out-of-pocket expenses).

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Forvis Mazars CPA Limited, taking into account, among other things, the size, nature and complexity of the Group's business operations, the expected scope of the audit (covering the consolidated financial statements prepared in accordance with Hong Kong Financial Reporting Standards), the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit.

Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting to be held on at 1:30 p.m. on Thursday, 28 May 2026 at Room V1, 6/F, Building 204, No. A10, Jiuxianqiao North Road, Chaoyang District, Beijing, PRC is set out on pages 15 to 19 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, a resolution put to the vote of a general meeting shall be decided by poll.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026 (both days inclusive) for the purpose of determining shareholders who are entitled to attend and vote at the Annual General Meeting. The record date for entitlement to attend and vote at the Annual General Meeting is Thursday, 28 May 2026. In order to qualify for attending and voting at the Annual General Meeting, 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 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Thursday, 21 May 2026.

RECOMMENDATION

The Directors believe that the proposals described in this circular in relation to the granting of Share Issue Mandate and Repurchase Mandate and the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular, the omission of which would make any statement herein misleading.

GENERAL

Your attention is drawn to the additional information set out in the Appendix to this circular.

Yours faithfully,
For and on behalf of the Board
CHINA ITS (HOLDINGS) CO., LTD.
LIAO JIE
Chairman

This appendix serves as an explanatory statement as required by the Listing Rules to provide the requisite information to you for your consideration of the proposal to permit the granting to the Directors of the Repurchase Mandate at the Annual General Meeting.

1. THE LISTING RULES

The Listing Rules contain provisions regulating the repurchase by companies whose primary listings are on the Stock Exchange of their securities. The following is a summary of certain provisions of the Listing Rules relating to repurchase of securities:

(a) Shareholders' Approval

The Listing Rules provide that all proposed repurchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval of a particular transaction.

(b) Source of Funds

Repurchases must be funded out of funds legally available for such purpose in accordance with the Company's memorandum and articles of association and the Companies Law of the Cayman Islands. A company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Any repurchase by the Company may be made out of the capital paid up on the purchased Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK$344,037.17 comprising 1,720,185,862 Shares, and the Company did not have any treasury Shares.

Subject to the passing of the relevant ordinary resolutions at the Annual General Meeting and assuming that no further Shares are issued and repurchased by the Company, the Directors will be authorised to repurchase up to 172,018,586 Shares pursuant to the Repurchase Mandate and allot and issue up to 344,037,172 Shares pursuant to the Issue Mandate.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase the shares of the Company in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets or its earnings per share of the Company or both and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing the shares of the Company, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and articles of association and all applicable laws. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company.

The Repurchase Mandate, if exercised in full, may have a material adverse effect on the working capital or gearing position of the Company as compared with the position disclosed in the Company's most recent published audited accounts. The Directors, however, do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates currently intends to sell the shares of the Company to the Company under the Repurchase Mandate to repurchase the shares of the Company in the event that it is granted by the Shareholders at the Annual General Meeting.

No core connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any shares of the Company to the Company, or that he has undertaken not to sell any shares of the Company held by him to the Company, in the event that the Repurchase Mandate is granted by the Shareholders at the Annual General Meeting.

6. GENERAL

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles so far as the same may be applicable.

The Company confirms that neither this explanatory statement nor the proposed share repurchase has any unusual features.

The Company may cancel the repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with Central Clearing and Settlement System used within the market system of Hong Kong Exchanges and Clearing Limited ("**CCASS**"), the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

7. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase the shares of the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The Board is aware of consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. As at the Latest Practicable Date, the Controlling Shareholders, beneficially owned 559,669,605 Shares, representing approximately 32.54% of the issued share capital of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate and assuming that no further Share are issued or repurchased prior to the date of the Annual General Meeting, the shareholding interest of the Controlling Shareholders in the Company would be increased to approximately 36.15% of the issued share capital of the Company. Such an increase would give rise to an obligation of the Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

Currently, the Directors have no intention to exercise the powers of the Company to make any repurchases of the Shares of the Company. In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will reduce the aggregate amount of the share capital of the Company in public hands to below 25%.

8. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange as quoted in the Stock Exchange's daily quotations sheets in each of the previous twelve months prior to the Latest Practicable Date are as follows:

	Highest *HK$*	**Lowest** *HK$*
2025		
April	0.170	0.128
May	0.149	0.127
June	0.225	0.141
July	0.213	0.190
August	0.380	0.185
September	0.315	0.240
October	0.440	0.290
November	0.370	0.275
December	0.315	0.226
2026		
January	0.300	0.232
February	0.360	0.250
March	0.325	0.240
April (up to and including the Latest Practicable Date)	0.290	0.210

9. SECURITIES PURCHASES MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Annual General Meeting**") of the shareholders 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 at 1:30 p.m. on Thursday, 28 May 2026 for the following purposes:

AS ORDINARY BUSINESS

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 2025.

2. (a) To re-elect Mr. Liao Jie as an executive director of the Company;

   (b) To re-elect Mr. Jiang Hailin as an executive director of the Company.

3. To authorise the board (the "**Board**") of directors ("**Directors**") of the Company to fix the remuneration of the Directors.

4. To re-appoint Forvis Mazars CPA Limited as the auditor and to authorise Directors to fix their remuneration.

AS SPECIAL BUSINESS

As special business, to consider and, if thought fit, to pass with or without amendments or modifications, the following resolutions:

ORDINARY RESOLUTIONS

5. A. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of HK$0.0002 each in the capital of the Company (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury Shares) at the date of passing this resolution number 5A set out in this notice of annual general meeting ("**Resolution 5A**") and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution 5A:

"**Relevant Period**" means the period from the passing of this Resolution 5A until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; or

(iii) the revocation or variation of the authority given to the Directors under this Resolution 5A by the passing of an ordinary resolution by the shareholders in general meeting."

5. B. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares) and to make or grant offers, agreements, options and warrants which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution set out in this notice of annual general meeting ("**Resolution 5B**") shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which might require the exercise of such power after the end of the Relevant Period;

(c) The aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution 5B, otherwise than pursuant to, (i) a Rights Issue (as hereinafter defined), (ii) any option scheme or similar arrangement for the time being adopted for grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of the Shares or rights to acquire the Shares, or (iii) any scrip dividend or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed of 20 per cent (20%) of the aggregate nominal amount of the share capital of the Company in issue (excluding any treasury Shares) at the date of passing this Resolution 5B, and the said approval shall be limited accordingly;

(d) for the purpose of this Resolution 5B:

"**Relevant Period**" means the period from the passing of this Resolution 5B until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; or

(iii) the revocation or variation of the authority given to the Directors under this Resolution 5B by the passing of an ordinary resolution by the shareholders in general meeting.

"**Rights Issue**" means an offer of shares open for a period fixed by the Directors to the holders of the Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company)."

5. C. "**THAT** subject to the passing of Resolutions 5A and 5B, the general mandate referred to in Resolution 5B above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to the general mandate referred to in Resolution 5A above provided that such amount shall not exceed ten per cent (10%) of the existing issued share capital of the Company (excluding any treasury Shares) at the date of passing this Resolution 5C.";

6. To transact any other business.

By Order of the Board
China ITS (Holdings) Co., Ltd.
LEUNG MING SHU
Company Secretary

Beijing, 30 April 2026

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

Principal place of business in Hong Kong:
8F., Golden Star Building
20–24 Lockhart Road
Wanchai
Hong Kong

Notes:

(1) Any member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy needs 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 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 Annual General Meeting 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 Annual General Meeting or any adjournment thereof should she/he so wishes and in such event, the form of proxy shall be deemed to be revoked.

(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 the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.

(3) With reference to Resolution 2 above, Mr. Liao Jie and Mr. Jiang Hailin will, being eligible, offer themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in the circular of the Company dated 30 April 2026.

(4) With reference to Resolutions 5A, 5B and 5C above, the Directors wish to state that they have no immediate plans to repurchase any existing Shares or to issue any new Shares or securities pursuant to the relevant mandate.

(5) The register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026 (both days inclusive) for the purpose of determining shareholders who are entitled to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the Annual General Meeting, 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 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Thursday, 21 May 2026.

As at the date of this notice, our executive Directors are Mr. Liao Jie and Mr. Jiang Hailin and our independent non-executive Directors are Mr. Zhou Jianmin, Ms. Huang Jianling and Mr. Lai Hongyi.