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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in RoadShow Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy to the purchaser or 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 transferee.



ROADSHOW HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code : 888)

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, AMENDMENTS TO THE BYE-LAWS AND NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 2 to 4 of this circular.

A notice convening the Annual General Meeting of RoadShow Holdings Limited (the "Company") to be held at Royal Plaza Hotel, Grand Ballroom, 193 Prince Edward Road West, Kowloon, Hong Kong at 3:00 p.m. on 15 May 2006 (the "Annual General Meeting") to consider and, if thought fit, to approve the Ordinary Resolutions and Special Resolution, is set out on pages 10 to 12 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's principal office at No.1 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so desire.

19 April 2006

LETTER FROM THE BOARD



ROADSHOW HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock code : 888)

Board of Directors

John CHAN Cho Chak GBS, JP, DBA(Hon),
BA, DipMS, FIMgt, FCILT, FHKIoD

Michael WONG Yick-kam BBA, MBA

Winnie J. NG BA, MBA (Chicago)

Anthony NG BA, MBA (Ivey)

James Conrad LOUEY BSc

Carlye Wai-Ling TSUI[#] BBS, MBE, JP, BA (Econ),
FHKIoD, FBCS, CITP, FHKIE, HonFACE, PDipCD

HUI Ki On[#] GBS, CBE, QPM, CPM

MAK Chun Keung

LAU Mei Mui, May

Dr Eric LI Ka Cheung[#] GBS, OBE, JP, LLD,
DSocSc, BA, FCPA (Practising), Hon HKAT, FCA,
FCPA (Aust.), FCIS

Andrew SO Sing Tak

LAU Shung Oi, Susanna

Chairman

Deputy Chairman

Group Managing Director

**Alternate Director to Michael
WONG Yick-kam**

Registered Office

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Hong Kong Principal Office

No.1 Po Lun Street
Lai Chi Kok
Kowloon
Hong Kong

([#] Independent Non-Executive Director)

19 April 2006

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AMENDMENTS TO THE BYE-LAWS
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the annual general meeting of the Company to be held on 15 May 2006 (the "Annual General Meeting"), resolutions will be proposed to, inter alia, (i) grant to the directors of the Company (the "Directors") a general mandate to issue the shares of HK\$0.1 each in the Company (the "Shares") and to repurchase the Shares of the Company since the previous general mandate granted to the Directors on 11 May 2005 to issue shares and to repurchase shares will expire at the Annual General Meeting; (ii) re-elect the Directors and authorise the Directors to appoint an addition to the existing Board up to the maximum number; and (iii) approve the proposed amendments to the Bye-laws of the Company. This circular contains the explanatory statement in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), to give all the information reasonably necessary to enable the shareholders of the Company (the "Shareholders") to make an informed decision on whether to vote for or against the resolutions to approve the issue and allotment of new Shares and the repurchase by the Company of its own Shares. This circular also contains biographies of the Directors who will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election and the details of the proposed amendments to the Bye-laws of the Company.

1. GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares (the "Share Issue Mandate"). The Shares which may be allotted and issued pursuant to the Share Issue Mandate shall not exceed 20% of the issued share capital of the Company in issue as at the date of passing of the resolution approving the Share Issue Mandate. The Share Issue Mandate shall expire upon whichever is the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting of the Company is required to be held by law or Memorandum and Bye-laws of the Company; and (iii) the date upon which such authority given under the Share Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders. Details of the Share Issue Mandate is set out in Ordinary Resolution 5(A) in the Notice of Annual General Meeting on pages 10 to 12 of this circular.

In addition, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares repurchased pursuant to the Share Repurchase Mandate (as hereinafter defined), if granted.

2. GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to the Directors to exercise all powers of the Company to repurchase issued and fully paid Shares in the capital of the Company (the "Share Repurchase Mandate"). Under the Share Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the issued share capital of the Company on the date of passing of the resolution approving the Share Repurchase Mandate. The Company's authority is restricted to repurchase made on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

On 12 April 2006, being the latest practicable date prior to printing of this circular (the "Latest Practicable Date"), the issued share capital of the Company comprised 997,365,332 Shares. Exercise in full of the Share Repurchase Mandate, on the basis that no further Shares are issued or repurchased between the period from the Latest Practicable Date to the date of the Annual General Meeting, could accordingly result in up to 99,736,533 Shares being repurchased by the Company. An explanatory statement as required under the Listing Rules, giving certain information regarding the Share Repurchase Mandate together with the details of the repurchases of the Shares made by the Company during the six months preceding the Latest Practicable Date, is set out in Appendix I to this circular. The Share Repurchase Mandate allows the Company to make repurchases only during the period ending on the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting of the Company is required to be held by law or Memorandum and Bye-laws of the Company; and (iii) the date upon

which such authority given under the Share Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders. Details of the Share Repurchase Mandate is set out in Ordinary Resolution 5(B) in the Notice of Annual General Meeting on pages 10 to 12 of this circular.

3. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 86(2), Mr. Andrew So Sing Tak may hold office only until the Annual General Meeting and is then eligible for re-election at that meeting. In addition, pursuant to Bye-law 87 and Appendix 14 of the Listing Rules, Mr. John Chan Cho Chak, Ms. Winnie J. Ng, Mr. Mak Chun Keung and Dr. Eric Li Ka Cheung will retire from the board by rotation and being eligible, offer themselves for re-election.

Biographies of the above Directors are set out in Appendix II to this circular.

It is also proposed an authorization to the Directors to appoint an addition to the existing Board up to the maximum number.

4. AMENDMENTS TO THE BYE-LAWS

Pursuant to the amendments to the Listing Rules, the Company's Bye-laws are required to be amended accordingly.

Details of the amendments to the Bye-laws of the Company are set out in resolution numbered 6 in the Notice of Annual General Meeting on pages 10 to 12 of this circular.

5. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Royal Plaza Hotel, Grand Ballroom, 193 Prince Edward Road West, Kowloon, Hong Kong on 15 May 2006 at 3:00 p.m. is set out on pages 10 to 12 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the Share Issue Mandate, the Share Repurchase Mandate, the re-election of Directors, the authorization to the Directors to appoint an addition to the exiting Board up to the maximum number and the amendments to the Bye-laws of the Company.

The procedure by which Shareholders may demand a poll at any general meeting of the Company is set out in Appendix III to this circular.

A proxy form for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's principal office at No.1 Po Lun Street, Lai Chi Kok, Kowloon, 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 proxy form will not prevent the Shareholders from attending and voting at the Annual General Meeting if they so wish.

6. RECOMMENDATION

The Directors consider that the grant of the Share Issue Mandate and the Share Repurchase Mandate, the re-election of the Directors, the authorization to the Directors to appoint an addition to the exiting Board up to the maximum number and amendments to the Bye-laws to be proposed at the Annual General Meeting are in the interest of the Company and the Shareholders and so recommend all Shareholders to vote in favour of the resolutions at the Annual General Meeting. The Directors will vote all their shareholdings in favour of those resolutions at the Annual General Meeting.

By Order of the Board

Winnie J. NG

Group Managing Director

APPENDIX I

EXPLANATORY STATEMENT

The following is the Explanatory Statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Share Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully-paid up shares traded on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose subject to certain restrictions.

2. SHARE CAPITAL OF THE COMPANY

At the Latest Practicable Date, the issued share capital of the Company comprised 997,365,332 Shares. Subject to the passing of the ordinary resolution approving the Share Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the date of the Annual General Meeting, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 99,736,533 Shares.

3. REASONS FOR REPURCHASE OF SHARES

The Directors consider that the Share Repurchase Mandate is in the interest of the Company and the Shareholders as a whole and will provide the Company the flexibility to make repurchases of Shares when appropriate and beneficial to the Company. Such repurchases may, depending on the circumstances, enhance the net asset value of the Company and/or earnings per Share. The Directors intend that repurchases will only be made when they believe that a repurchase of Shares will benefit the Company and the Shareholders.

4. DIRECTORS, THEIR ASSOCIATES AND OTHER CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any associates (as defined in the Listing Rules) of any of the Directors has any present intention, in the event that the Share Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No other connected persons (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchase of Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Share Repurchase Mandate and in accordance with the Listing Rules, the laws of Hong Kong and all applicable laws of Bermuda, and in accordance with the regulations set out in the Memorandum and Bye-laws of the Company.

6. EFFECT OF THE TAKEOVERS CODE

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Hong Kong Code on Takeovers and Mergers (the "Code").

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Transport International Holdings Limited ("TIH") (formerly known as The Kowloon Motor Bus Holdings Limited) was the single largest Shareholder, and it held or beneficially owned approximately 73.0% 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 Share Repurchase Mandate, TIH would hold approximately 81.1% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Code. Listing Rules requires that at least 25% of the Company's shares be held by the public. The Directors have no present intention to exercise the power to repurchase Share to extent that will reduce the amount of Shares held by the public to less than 25%.

7. SOURCE OF FUNDS

The Company is empowered by its Memorandum of Association and Bye-laws and the Bermuda Laws to repurchase its shares. Repurchases will be funded entirely from the funds legally available for that purpose.

As compared with the financial position of the Company as at 31 December 2005, the Directors consider that there may be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed share repurchases were to be carried out in full during the proposed repurchase period. However, the Directors propose that no repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

8. SHARE PURCHASE MADE BY THE COMPANY

No purchase has been made by the Company of its Shares on the Stock Exchange or otherwise in the six months prior to the Latest Practicable Date.

9. SHARE PRICES

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest traded prices for the Shares on the Stock Exchange were as follows:-

Month	Shares	
	Highest Traded Price	Lowest Traded Price
	HK\$	HK\$
April 2005	0.88	0.80
May 2005	0.86	0.81
June 2005	0.92	0.85
July 2005	0.90	0.84
August 2005	0.92	0.85
September 2005	0.88	0.73
October 2005	0.76	0.64
November 2005	0.72	0.64
December 2005	0.70	0.66
January 2006	0.73	0.67
February 2006	0.76	0.71
March 2006	0.85	0.72

APPENDIX II

BIOGRAPHIES OF RETIRING AND
TO BE RE-ELECTED DIRECTORS

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting.

John CHAN Cho Chak GBS, JP, DBA(Hon), BA, DipMS, FIMgt, FCILT, FHKIoD

Chairman and Non-Executive Director, aged 62. Mr. Chan has been the Chairman and Non-Executive Director of the Company since 15 January 2001. He was appointed the Managing Director of Transport International Holdings Limited (formerly known as The Kowloon Motor Bus Holdings Limited), The Kowloon Motor Bus Company (1933) Limited and Long Win Bus Company Limited with effect from 4 September 1997, 1 November 1993 and 8 May 1997, respectively. He is also an Independent Non-Executive Director of Hang Seng Bank Limited and Guangdong Investment Limited. He was formerly an Independent Non-Executive Director of the Hong Kong Exchanges and Clearing Limited from 2000 to 2003 and a member of the Hong Kong Civil Service, from 1964 to 1978 and from 1980 to 1993. The key posts held in the Hong Kong Government included Private Secretary to the Governor, Deputy Secretary (General Duties), Director of Information Services, Deputy Chief Secretary, Secretary for Trade and Industry and Secretary for Education and Manpower. Mr. Chan was also a former Executive Director and General Manager of Sun Hung Kai Finance Company Limited from 1978 to 1980. Mr. Chan is the Deputy Chairman of the Hong Kong Jockey Club, Vice Patron and Campaign Committee Co-Chairman of The Community Chest, Chairman of the Council of The Hong Kong University of Science and Technology, Member of the Advisory Committee on Corruption and Member of the East Asian Games Planning Committee. In December 2000, Mr. Chan won the Executive Award in the DHL/SCMP HK Business Awards 2000 and received an Honorary University Fellowship from The University of Hong Kong. Save as described above, Mr. Chan has not held other directorships in listed public companies in the last three years.

As at the Latest Practicable Date, there is no service contract entered into between the Company and Mr. Chan. He has no fixed term of director's service but shall be subject to retirement by rotation and will be eligible for re-election at the Annual General Meeting in accordance with Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"). His emoluments are determined by the Board of Directors with reference to his duties, responsibilities and the prevailing market practice and his contribution in the Company, and shall be subject to the Shareholders' approval at the annual general meeting of the Company. For the financial year ended 31 December 2005, the director's fee of Mr. Chan for acting as the Chairman and a Non-Executive Director of the Company was HK\$60,000. He holds a personal interest in 2,000 shares of Transport International Holdings Limited, the Company's holding company. Save as disclosed above, Mr. Chan does not have any interest in Shares in the Company, its holding company and other associated corporations at the latest practicable date within the meaning of Part XV of the Securities and Futures Ordinances ("SFO"). Save as disclosed herein, Mr. Chan has no other relationship with any directors, senior management or substantial or controlling shareholders of the Company. Subject to the Shareholders' approval for his re-election as a Director of the Company at the forthcoming Annual General Meeting, his period of service as Director of the Company in accordance with the Listing Rules will be for a specific term of three years. Save as disclosed above, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter concerning Mr. Chan that need to be brought to the attention of the Shareholders.

Winnie J. NG BA, MBA (Chicago)

Group Managing Director, aged 42. Ms. Ng has been a Director of the Company since 15 January 2001. She is responsible for the formulation and implementation of the overall policy and strategy of the Group. Ms. Ng is also director of Transport International Holdings Limited (formerly known as The Kowloon Motor Bus Holdings Limited) ("TIH"), The Kowloon Motor Bus Company (1933) Limited ("KMB"), Long Win Bus Company Limited ("LWB") and KMB (China) Holdings Limited ("KMB (China)") since 4 September 1997, 12 October 1995, 8 May 1997 and 1 September 1997 respectively. She joined the KMB Group in 1990 and since then has looked after various different portfolios including, among others, corporate development, marketing and sales, and business development. During the past years, Ms. Ng has successfully revamped and rejuvenated KMB's image and positioned KMB as a powerful out-of-home media sales tool in Hong Kong by lifting the profiles and sales of bus body and bus shelter advertising. Ms. Ng was appointed Commercial Director of KMB in 1999 and then Executive Director of TIH, KMB, LWB and KMB (China) in 2001. In December 2003, Ms. Ng won the Yazhou Zhoukan Young Chinese Entrepreneur Award 2003. Ms. Ng is active in public service, having served the community in her capacities as Council Member of Hong Kong Council for Academic Accreditation, Board Member of the Agency for Volunteer Service, Public Relations Committee Member of The Community Chest, Member of the Zonta Club of Hong Kong East, Council Member of the Hong Kong Digestive Foundation, Steering Committee Member on Promotion of Volunteer Service of the Social Welfare Department and the President of the Little Chair Foundation. Ms. Ng is also the Vice Chairman of Council of China's Foreign Trade, China Council for the Promotion of International Trade and the Vice Board Chairman of Council of World Market, Shanghai Foreign Economic Relation & Trade Commission. Ms. Ng is the sister of Mr. Anthony Ng, a Non-Executive Director of the Company. Ms. Ng holds an MBA degree from the University of Chicago. Save as described above, Ms. Ng has not held other directorships in listed public companies in the last three years.

As at the Latest Practicable Date, there is no service contract entered into between the Company and Ms. Ng. She has no fixed term of director's service but shall be subject to retirement by rotation and will be eligible for re-election at the Annual General Meeting in accordance with Appendix 14 of the Listing Rules. In the capacity as a Director of the Company, her emoluments also include director's fee which is determined by the Board of Directors with reference to her duties, responsibilities and the prevailing market practice and her contribution in the Company, and shall be subject to the Shareholders' approval at the annual general meeting of the Company. For the financial year ended 31 December 2005, the director's fee of Ms. Ng in respect of her service as a Director of the Company and other emoluments in respect of her service as Group Managing Director of the Company amounted to HK\$50,000 and HK\$1,536,000 respectively. She has interest in 1,123,743 Shares of the Company representing less than 0.1% of the voting rights attaching to the issued share capital of the Company (1,000,000 shares as personal interests and 123,743 shares as other interests as a beneficiary of certain private trust which beneficially held the aforesaid shares). Ms. Ng also has interest in 21,042,025 shares in Transport International Holdings Limited, the Company's holding company, (41,416 shares as personal interests and 21,000,609 shares as other interests as a beneficiary of certain private trust which beneficially held the aforesaid shares). Save as disclosed above, Ms. Ng does not have any interest in Shares in the Company, its holding company and other associated corporations at the latest practicable date within the meaning of Part XV of the SFO. Save as disclosed herein, Ms. Ng has no other relationship with any directors, senior management or substantial or controlling shareholders of the Company. Subject to the Shareholders' approval for her re-election as a Director of the Company at the forthcoming Annual General Meeting, her period of service as Director of the Company in accordance with the Listing Rules will be for a specific term of three years. Save as disclosed above, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter concerning Ms. Ng that need to be brought to the attention of the Shareholders.

MAK Chun Keung

Non-Executive Director, aged 65. Mr. Mak has been a Director of the Company since 23 May 2001. He joined The Kowloon Motor Bus Company (1933) Limited in 1994, appointed Commercial Director in 2001 and retired in February 2006. He was a director of HK Macau Limited, a subsidiary of The Kowloon Motor Bus Company (1933) Limited providing urban bus services in co-operation with Dalian City No. 1 Bus Company through Dalian HK Macau Motor Bus Services Limited, and was a director of the co-operative joint venture in Dalian, People's Republic of China. Mr. Mak has over 20 years of experience in international banking and finance, and has held senior executive positions in foreign and local banking institutions throughout his career. Mr. Mak has not held other directorships in listed public companies in the last three years.

As at the Latest Practicable Date, there is no service contract entered into between the Company and Mr. Mak. He has no fixed term of director's service but shall be subject to retirement by rotation and will be eligible for re-election at the Annual General Meeting in accordance with the Bye-laws of the Company and Appendix 14 of the Listing Rules. In the capacity as a Director of the Company, his emoluments also include director's fee which is determined by the Board of Directors with reference to his duties, responsibilities and the prevailing market practice and his contribution in the Company, and shall be subject to the Shareholders' approval at the annual general meeting of the Company. For the financial year ended 31 December 2005, the director's fee and other emoluments of Mr. Mak in respect of his service as a Director of the Company amounted to HK\$50,000 and HK\$280,000 respectively. Mr. Mak does not have any interest in Shares in the Company, its holding company and other associated corporations at the latest practicable date within the meaning of Part XV of the SFO. Mr. Mak does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. Subject to the Shareholders' approval for his re-election as a Director of the Company at the forthcoming Annual General Meeting, his period of service as Director of the Company in accordance with the Listing Rules will be for a specific term of three years. Save as disclosed above, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter concerning Mr. Mak that need to be brought to the attention of the Shareholders.

Dr. Eric Li Ka Cheung GBS, OBE, JP, LLD, DSocSc, BA, FCPA (Practising), Hon HKAT, FCA, FCPA (Aust.), FCIS

Independent Non-Executive Director, aged 52. Dr. Li has been a Director of the Company since 16 September 2004. He is the Senior Partner of Li, Tang, Chen & Co., Certified Public Accountants (Practising) and an independent non-executive director of Transport International Holdings Limited (formerly known as The Kowloon Motor Bus Holdings Limited), The Kowloon Motor Bus Company (1933) Limited, Long Win Bus Company Limited, SmarTone Telecommunications Holdings Limited, Wong's International (Holdings) Limited, CATIC International Holdings Limited, Hang Seng Bank Limited, China Resources Enterprise, Limited, Sinochem Hong Kong Holdings Limited and Strategic Global Investments plc. He is a non-executive director of Sun Hung Kai Properties Limited and was an independent non-executive director of China Vanke Company Limited and SICC Medical Science and Technology (Group) Limited. Dr. Li is a member of the 10th National Committee of the Chinese People's Political Consultative Conference, a member of the Legislative Council of Hong Kong from 1991 to 2004 and Chairman of its Public Accounts Committee from 1995 to 2004. He is also a past president of the Hong Kong Institute of Certified Public Accountants (formerly Hong Kong Society of Accountants). Save as described above, Dr. Li has not held other directorships in listed public companies in the last three years.

As at the Latest Practicable Date, there is no service contract entered into between the Company and Dr. Li. He has no fixed term of director's service but shall be subject to retirement by rotation and will be eligible for re-election at the Annual General Meeting in accordance with the Bye-laws of the Company and Appendix 14 of the Listing Rules. His emoluments are determined by the Board of Directors with reference to his duties, responsibilities and the prevailing market practice and his contribution in the Company, and shall be subject to the Shareholders' approval at the annual general meeting of the Company. For the financial year ended 31 December 2005, the director's fee of Dr. Li for acting as an Independent Non-Executive Director of the Company was HK\$50,000 and as the Chairman and member of the Audit Committee of the Company was HK\$26,000. Dr. Li does not have any interest in Shares in the Company, its holding company and other associated corporations at the latest practicable date within the meaning of Part XV of the SFO. Dr. Li does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. Subject to the Shareholders' approval for his re-election as a Director of the Company at the forthcoming Annual General Meeting, his period of service as Director of the Company in accordance with the Listing Rules will be for a specific term of three years. Save as disclosed above, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter concerning Dr. Li that need to be brought to the attention of the Shareholders.

Andrew SO Sing Tak

Non-Executive Director, aged 40. Joined the Company on 6 September 2005. Mr. So is currently the Chief Executive Officer of SUNeVision Holdings Limited and has been with Sun Hung Kai Properties Group since July 2001. Mr. So is also a non-executive director of SmarTone Telecommunications Holdings Limited. Mr. So holds both a BA from Harvard University and MBA from Harvard Business School, and he has over 14 years' experience in management and technology consulting, having worked extensively in the USA, UK, Hong Kong and elsewhere in Asia, formulating and executing strategies for companies in diverse industries. Prior to joining Sun Hung Kai Properties Group, Mr. So was Senior Vice President and Managing Director - Greater China, with Digitas Asia Limited, subsidiary of a Nasdaq-listed systems integrator and web solutions provider headquartered in Boston, Massachusetts. He set up Digitas' first office in Asia to serve global and local clients. Before that, Mr. So held the position of Managing Director - Telecommunications with Scient, a technology solutions provider based in San Francisco, where he led business development and solution delivery for Asian Telecom and Internet clients. He has also worked for the international consulting and systems integration firms Accenture and Cap Gemini, in the USA and Europe. Save as described above, Mr. So has not held other directorships in listed public companies in the last three years.

As at the Latest Practicable Date, there is no service contract entered into between the Company and Mr. So. He has no fixed term of director's service but shall be subject to retirement by rotation and will be eligible for re-election at the Annual General Meeting in accordance with the Bye-laws of the Company and Appendix 14 of the Listing Rules. His emoluments are determined by the Board of Directors with reference to his duties, responsibilities and the prevailing market practice and his contribution in the Company, and shall be subject to the Shareholders' approval at the annual general meeting of the Company. For the financial year ended 31 December 2005, the director's fee of Mr. So in respect of his service as a Non-Executive Director of the Company amounted to HK\$16,027. Mr. So does not have any interest in Shares in the Company, its holding company and other associated corporations at the latest practicable date within the meaning of Part XV of the SFO. Mr. So does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. Subject to the Shareholders' approval for his re-election as a Director of the Company at the forthcoming Annual General Meeting, his period of service as Director of the Company in accordance with the Listing Rules will be for a specific term of three years. Save as disclosed above, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter concerning Mr. So that need to be brought to the attention of the Shareholders.

APPENDIX III

PROCEDURES FOR DEMANDING A POLL

Pursuant to Bye-law 66 of the Bye-laws of the Company:-

A resolution put to vote at a general meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three members of the Company present in person (or in the case of a member of the Company being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a member or members of the Company present in person (or in the case of a member of the Company being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members of the Company having the right to vote at the meeting; or
- (d) by a member or members of the Company present in person (or in the case of a member of the Company being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand by a person as proxy for member of the Company or in the case of a member of the Company being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member of the Company.

NOTICE OF ANNUAL GENERAL MEETING



ROADSHOW HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)
(Stock code : 888)*

NOTICE IS HEREBY GIVEN that the Annual General Meeting of RoadShow Holdings Limited (the "Company") will be held at Royal Plaza Hotel, Grand Ballroom, 193 Prince Edward Road West, Kowloon, Hong Kong on 15 May 2006 at 3:00 p.m. to transact the following business:-

1. to receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2005;
2. to declare a final dividend;
3. to re-elect Directors and fix their remuneration;
4. to appoint Auditors and to authorise the Directors to fix their remuneration; and
5. as special business, to consider and, if thought fit, pass with or without modifications the following resolution as an ordinary resolution of the company:-

Ordinary Resolutions:-

"THAT:-

- (A) (i) subject to paragraph A(iii) of this Resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the directors of the Company (the "Directors") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph A(i) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the expiry of the Relevant Period;
- (iii) the aggregate nominal value 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(i) of this Resolution, otherwise than pursuant to:-
 - (a) a Rights Issue (as hereinafter defined); or
 - (b) an issue of shares of the Company upon the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
 - (c) any scrip dividend scheme or similar arrangement providing for issue of shares of the Company in lieu of the whole or part of the dividend on shares of the Company in accordance with the Bye-laws of the Company; shall not exceed 20 per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (iv) for the purposes of this paragraph (A):-

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

 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the laws of Bermuda or any applicable laws to be held; or
 - (c) the time when such mandate is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting; and

"Rights Issue" means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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 recognised regulatory body or any stock exchange in, any territory applicable to the Company);

- (B) (i) subject to paragraph B(ii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or 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;
- (ii) the aggregate nominal value of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph B(i) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution and the authority pursuant to paragraph B(i) of this Resolution shall be limited accordingly; and
- (iii) for the purposes of this paragraph (B):-
 "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:-
 (a) the conclusion of the next annual general meeting of the Company;
 (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the laws of Bermuda or any applicable laws to be held; or
 (c) the time when such mandate is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting;
- (C) the general unconditional mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to paragraph (A) of this Resolution be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the general unconditional mandate to repurchase shares referred in paragraph (B) of this Resolution provided that such extended amount shall not exceed 10 per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution;
- (D) according to Bye-law 86(2) (or as amended as referred to special resolution 6(e) below), the directors of the Company be and are hereby authorized from time to time and at any time to appoint an addition to the existing Board but so that the number of Directors so appointed shall not exceed the maximum number as determined from time to time by the Shareholders in general meeting."
6. as special business, to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

Special Resolution:-

"THAT the existing Bye-laws of the Company be and are hereby amended as follows:

- (a) by deleting the existing definition of "clearing house" in Bye-law 1 and substituting therefor the following new definition:
 "'clearing house" a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force or a clearing house or authorised shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed and quoted on the Designated Stock Exchange.";
- (b) by inserting the words "voting by way of a poll is required by the rules of the Designated Stock Exchange or" after the words "a show of hands unless" in existing Bye-law 66;
- (c) by deleting the full-stop at the end of the existing Bye-law 66(d) and replacing therewith a semicolon and the word "or" and inserting the following as new Bye-law 66(e):
 "(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights of all Members having the right to vote at such meeting.";
- (d) by deleting the last sentence of the existing Bye-law 68 and substituting therefor the following sentence:
 "The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.";
- (e) by deleting the existing Bye-law 86(2) in its entirety and substituting therefor the following as new Bye-law 86(2):
 "The Directors shall have the power from time to time and at any time to appoint any qualified person as a Director either to fill a casual vacancy on the Board or, subject to authorization in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number, if any, determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting.";

- (f) by deleting the word "special" after the words "held in accordance with these Bye-laws, by" in the existing Bye-law 86 (4) and replacing therewith the word "ordinary";
- (g) by deleting the existing Bye-law 87(1) in its entirety and substituting therefor the following as new Bye-law 87(1):
 "Subject as may be prescribed otherwise from time to time under the rules of the Designated Stock Exchange, and notwithstanding any other provisions in the Bye-laws or any contractual or other terms on which any Director may be appointed or engaged, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but less than one-third) shall retire from office by rotation, provided that, notwithstanding anything therein, every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires."; and
- (h) by deleting the existing Bye-law 87(2) and substituting therefor the following as new Bye-law 87(2):
 "Subject to the proviso in Bye-law 87(1), the Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that, as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Bye-law 86(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at an annual general meeting pursuant to Bye-law 87.";

and the directors of the Company be and are hereby authorized to do all such acts, deeds and things as they shall, in their absolute discretion, deem for in order to effect the foregoing."

By Order of the Board
Bomie CHAN Siu Yin
 Company Secretary

Hong Kong, 19 April 2006

Notes:-

- (1) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- (2) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of authority must be lodged with the Company's principal office at No.1 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
- (3) The Register of Members will be closed from 8 May 2006 to 15 May 2006 both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrars, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on 4 May 2006.
- (4) The Bye-laws of the Company is written in English. There is no Chinese version in respect thereof. Therefore, the Chinese version of the Special Resolution as set out in item 6 above on amendments to the Bye-laws is purely a translation only. Should there be any discrepancies, the English version will prevail. The purpose of the amendments is included in a separate circular to members of the Company which is despatched to members with the Company's 2005 Annual Report.