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ROADSHOW HOLDINGS LIMITED

路訊通控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 888)

CONTINUING CONNECTED TRANSACTIONS

Reference is made to the 2005 Announcement of the Company whereby it is announced that, among others, the Service Agreement entered into between Bus Focus and JTL had been extended for a further period from 1 March 2005 to 31 July 2007 and the annual cap in respect of the Shortfall receivable by Bus Focus from JTL under the Service Agreement for each of the three years ended 31 December 2007 was set at the Annual Proposed Cap.

Bus Focus is indirectly owned by the Company as to 60% and directly owned by Immense Prestige Limited ("IPL") as to 40%. As IPL is a wholly-owned subsidiary of JTIL, JTIL is a substantial shareholder of Bus Focus, which is an indirectly non-wholly owned subsidiary of the Company. JTL is a wholly-owned subsidiary of JTIL and is therefore a connected person of the Company within the meaning of the Listing Rules.

The 2005 Announcement has stated that the maximum aggregate annual amount for the Shortfall for each of the three years ended 31 December 2007 would not exceed the Annual Proposed Cap and would represent less than 25% of the applicable percentage ratios, and hence, the revenue arising from such Shortfall would constitute a continuing connected transaction for the Company which is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Actual Shortfall, namely, the total actual amount of the Shortfall for the period from 1 January 2007 to 31 July 2007, is approximately HK\$9,734,000, which exceeds the Annual Proposed Cap by approximately HK\$234,000. Each of the applicable percentage ratios for the Actual Shortfall is on an annual basis less than 25% and the Actual Shortfall is less than HK\$10,000,000 and the transactions under the Service Agreement have been carried out on normal commercial terms. The Actual Shortfall is therefore only subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

* For identification purposes only

BACKGROUND

Reference is made to the 2005 Announcement of the Company whereby it is announced that among others, the Service Agreement entered into between Bus Focus and JTL had been extended for a further period from 1 March 2005 to 31 July 2007 and the annual cap in respect of the Shortfall receivable by Bus Focus from JTL under the Service Agreement for each of the three years ended 31 December 2007 was set at the Annual Proposed Cap.

Bus Focus is indirectly owned by the Company as to 60% and directly owned by IPL as to 40%. As IPL is a wholly-owned subsidiary of JTIL, JTIL is a substantial shareholder of Bus Focus, which is an indirectly non-wholly owned subsidiary of the Company. JTL is a wholly-owned subsidiary of JTIL and is therefore a connected person of the Company within the meaning of the Listing Rules.

Pursuant to the Service Agreement, Bus Focus has appointed JTL to provide, among others, media sales agency services in relation to certain KMB bus shelters. Bus Focus should pay JTL a management fee in each calendar month. If the actual rental accrued by Bus Focus derived from the panels in relation to certain advertising contracts for the KMB bus shelters should be less than the guaranteed rental for any calendar month, JTL should pay that shortfall, i.e. the Shortfall.

The 2005 Announcement has stated that the maximum aggregate annual amount for the Shortfall for each of the three years ended 31 December 2007 would not exceed the Annual Proposed Cap. As each of the applicable percentage ratios for the Annual Proposed Cap was less than 25% and the Annual Proposed Cap was less than HK\$10,000,000 and the transactions under the Service Agreement had been carried out on normal commercial terms, the revenue arising from the Shortfall under the Service Agreement for the three years ended 31 December 2007 would constitute a continuing connected transaction subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The actual amount of the Shortfall for each of the two years ending 31 December 2006 did not exceed the Annual Proposed Cap. After the completion of annual audit of the year ended 31 December 2007, the Company became aware that the Actual Shortfall received by Bus Focus pursuant to the Service Agreement for the period from 1 January 2007 to 31 July 2007 had reached approximately HK\$9,734,000, which exceeded the Annual Proposed Cap by approximately HK\$234,000.

The actual amount of the management fees paid by Bus Focus to JTL for the three years ended 31 December 2007 did not exceed the respective annual proposed caps approved by the independent Shareholders in the special general meeting of the Company held on 23 December 2005.

ACTUAL SHORTFALL

The Board's estimate of the Annual Proposed Cap as disclosed in the 2005 Announcement was made based on the terms of the Service Agreement and with reference to the previous annual Shortfall received by Bus Focus under the Service Agreement prior to 2005.

Due to the keen competition in outdoor media advertising industry, the actual rental generated by Bus Focus from the bus shelter advertising business was dropping in the first half of 2007, which attributed to the significant increase of the Shortfall for the period from 1 January 2007 to 31 July 2007 compared with the amount of the Shortfall for the relevant period in 2006.

Pursuant to the Service Agreement, JTL should pay Bus Focus the monthly Shortfall, in which the calculations of Shortfall are subject to the annual adjustment by the annual revenue statement in relation to the Shortfall for a financial year prepared by a jointly appointed accountant and submitted by Bus Focus to JTL after the end of that financial year of Bus Focus. After the completion of annual audit for the year ended 31 December 2007, the Actual Shortfall received by Bus Focus from JTL pursuant to the Service Agreement for the period from 1 January 2007 to 31 July 2007 had reached approximately HK\$9,734,000, which exceeded the Annual Proposed Cap by approximately HK\$234,000.

Since the expiring of the Service Agreement on 31 July 2007, the Company has been negotiating with JTL in respect of the entering into of a renewed service agreement between Bus Focus and JTL for the media sales agency services. Although no such renewed service agreement has been entered into between Bus Focus and JTL yet, JTL has continued to provide media sales agency services in relation to the KMB bus shelters for Bus Focus after 31 July 2007. The Board expects that subject to the terms of the said renewed service agreement, Bus Focus might be entitled to a shortfall of rental for the period from 1 August 2007 to 31 December 2007 and therefore, the actual amount of the shortfall of rental receivable by Bus Focus from JTL for the year ending 31 December 2007 might exceed HK\$9,734,000. Upon the signing of the renewed service agreement, the Company will ascertain the total actual amount of shortfall of rental receivable by Bus Focus from JTL for the period from 1 August 2007 to 31 December 2007, if any, and ensure that it will re-comply with the relevant provisions of the Listing Rules pursuant to Rule 14A.36 of the Listing Rules.

LISTING RULES REQUIREMENTS AND COMPLIANCE

Due to the connected relationship mentioned above and based on the applicable percentage ratios, the revenue arising from the Shortfall pursuant to the Service Agreement constitutes a continuing connected transaction for the Company which is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The independent non-executive Directors will review all continuing connected transactions of the Company annually and independent auditors will also be engaged by the Company to check that all continuing connected transactions of the Company are in full compliance with the Listing Rules and within their respective caps.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS UNDER THE SERVICE AGREEMENT

JTL is engaged in outdoor media sales business and has a dominant position in handling bus shelter media sales in Hong Kong. In view of JTL's extensive expertise in media sales, it is beneficial to the Group that JTL continues to provide media sales agency services to Bus Focus. Moreover, the bus shelter media sales business has been generating revenue and profit for the Group. It is therefore beneficial to the Group for JTL to continue to grant Bus Focus a right to use the intellectual property rights on the KMB bus shelter designs pursuant to the Service Agreement, which Bus Focus, in turn, sublicenses to KMB. The combined strengths of Bus Focus and JTL in terms of resources and market share also enhance the competitiveness of both the Group and JTL.

The continuing connected transactions between Bus Focus and JTL under the Service Agreement are conducted in the ordinary and normal course of business of the Company and are at arm's length.

The Directors (including the independent non-executive Directors) consider that the transactions under the Service Agreement are on normal commercial terms and the terms of the Service Agreement are fair and reasonable and in the interest of the Group and the Shareholders as a whole.

GENERAL INFORMATION

The Group is principally engaged in the provision of media sales and management services for the multi-media on-board business and the operation of media advertising management services through marketing advertising spaces on transit vehicles exteriors, shelters and outdoor signages.

JTL is engaged in marketing and sales of on-street furniture advertising.

DEFINITIONS

Unless the context otherwise requires, the following terms in this announcement shall have the meanings set out below:

“2005 Announcement”	the announcement of the Company dated 24 November 2005 in relation to, among others, the continuing connected transactions under the Service Agreement
“Actual Shortfall”	HK\$9,734,000, the total actual amount of the Shortfall for the period from 1 January 2007 to 31 July 2007
“Annual Proposed Cap”	HK\$9,500,000, the annual proposed cap amount of the Shortfall for each of the three years ended 31 December 2007 as disclosed in the 2005 Announcement
“Bus Focus”	Bus Focus Limited, a company incorporated in the British Virgin Islands and indirectly owned as to 60% by the Company and 40% by JTIL

“Company”	RoadShow Holdings Limited, a company incorporated in Bermuda, whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“JTL”	JCDecaux Texon Limited (formerly known as Texon Media Limited), a company incorporated in Hong Kong and a wholly-owned subsidiary of JTIL
“JTIL”	JCDecaux Texon International Limited (formerly known as Texon International Limited), a company incorporated in Hong Kong
“KMB”	The Kowloon Motor Bus Company (1933) Limited, which is a company incorporated in Hong Kong and is principally engaged in the operation of franchised public bus services in Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Services Agreement”	the service agreement dated 1 March 2001 entered into between Bus Focus and JTL in relation to, among others, the provision of media sales agency services in respect of certain KMB bus shelters by JTL to Bus Focus for the initial term of 1 March 2001 to 28 February 2005 and the extended term from 1 March 2005 to 31 July 2007
“Shareholders”	the holder(s) of shares of the Company
“Shortfall”	the shortfall payable by JTL to Bus Focus under the Service Agreement where the actual rental accrued by Bus Focus derived from the panels in relation to certain advertising contracts for the KMB bus shelters is less than the guaranteed rental in any calendar month
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board
RoadShow Holdings Limited
John CHAN Cho Chak
Chairman

Hong Kong, 19 March 2008

As at the date of this announcement, the Board of Directors of the Company is comprised of Mr. John CHAN Cho Chak, GBS, JP as Chairman and Non-executive Director; Mr. Michael WONG Yick-kam as Deputy Chairman and Non-executive Director; Ms. Winnie J. NG as Group Managing Director; Mr. MAK Chun Keung, Mr. Anthony NG and Mr. Andrew SO Sing Tak as Non-executive Directors; Dr. Carlye Wai-Ling TSUI, BBS, MBE, JP, Mr. HUI Ki On, GBS, CBE, QPM, CPM and Dr. Eric LI Ka Cheung, GBS, OBE, JP as Independent Non-executive Directors.