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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, among others, particulars of the Licence Agreement between KMB and Bus Focus and the Service Agreement between Bus Focus and JTL and the proposed annual caps for fees payable thereunder for the three years ended 31 December 2007 were announced.

Bus Focus is indirectly owned by the Company as to 60% and directly owned by Immense Prestige Limited (“IPL”) as to 40%. Bus Focus is an indirectly non-wholly owned subsidiary of the Company. KMB is a wholly-owned subsidiary of Transport International, the ultimate controlling shareholder of the Company, and is therefore a connected person of the Company within the meaning of the Listing Rules. As IPL is a wholly-owned subsidiary of JTIL, JTIL is a substantial shareholder of Bus Focus. 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 transactions under the Licence Agreement and the Service Agreement constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

Both the Licence Agreement and the Service Agreement expired on 31 July 2007. Since the expiring of the Licence Agreement and the Service Agreement on 31 July 2007, the Company has been negotiating with KMB and JTL in relation to the renewal of the Licence Agreement and the Service Agreement respectively. Due to some special and unforeseen circumstances, despite the substantial time and effort put by the Company on such negotiation, the negotiation has been prolonged. As of the date of this announcement, no renewed licence agreement has been entered into between KMB and Bus Focus and no renewed service agreement has been entered into between Bus Focus and JTL. No consensus has been reached as to whether or not the Licence Agreement or the Service Agreement will be renewed. Subject to unforeseen circumstances, the Company expects that KMB and Bus Focus would sign a written agreement to renew the Licence Agreement and Bus Focus and JTL would sign a written agreement to renew the Service Agreement by August 2008.

* For identification purposes only

As negotiation in relation to the renewal of the Licence Agreement and the Service Agreement has still been on-going, since 1 August 2007, JTL has continued to provide media sales agency services for Bus Focus and Advertising Contracts have been entered into between Bus Focus and the outside advertisers. However, there is no agreement or understanding as to how and what the relevant parties would be required to pay in relation to the period commencing 1 August 2007, and no consideration in respect of the transitional period has been agreed nor can be ascertained in the meantime. If the Licence Agreement or the Service Agreement is renewed, the renewed agreement(s) may or may not cover the transitional period, and the terms and conditions of such renewed agreement(s) may or may not be the same as the expired Licence Agreement or Service Agreement.

Due to the connected relationships mentioned above, the transactions between KMB and Bus Focus and the transactions between Bus Focus and JTL in respect of the media sales agency business relating to the KMB bus shelters as from 1 August 2007 constitute continuing connected transactions for the Company. Such continuing connected transactions are conducted in the ordinary and normal course of business of the Company and are at arm's length. The Company has estimated the amounts of the relevant fees payable in respect of the transitional period on the presumption that the Licence Agreement and the Service Agreement will be renewed on the same terms and the renewed agreements will cover the transitional period and taking into account of the relevant historical figures. The applicable percentage ratios calculated on such basis for the shortfall for each of (i) the period from 1 August 2007 to 31 December 2007 and (ii) the period from 1 January 2008 to 31 May 2008 would be less than 2.5%. The applicable percentage ratios calculated on such basis for each of the royalty fee and management fee for each of (i) the period from 1 August 2007 to 31 December 2007 and (ii) the period from 1 January 2008 to 31 May 2008 would be more than 2.5% but less than 25% and each of the royalty fee and management fee for the respective period would be less than HK\$10,000,000.

BACKGROUND

Reference is made to the 2005 Announcement of the Company whereby, among others, the following were announced:

- (1) the particulars of the Licence Agreement entered into between KMB and Bus Focus and the proposed annual caps in respect of the royalty fee payable by Bus Focus under the Licence Agreement for the three years ended 31 December 2007; and
- (2) the particulars of the Service Agreement entered into between Bus Focus and JTL and the proposed annual caps in respect of the management fee payable by, and the Shortfall receivable by, Bus Focus under the Service Agreement for the three years ended 31 December 2007.

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

As stated in the 2005 Announcement, the transactions under the Licence Agreement constituted continuing connected transactions subject to the reporting, announcement and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules for the Company. As regards the Service Agreement, the payment of management fee constituted continuing connected transactions subject to the reporting, announcement and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules for the Company, whereas the revenue arising from the Shortfall constituted continuing connected transactions subject to the reporting and announcements requirements but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules for the Company.

The continuing connected transactions under the Licence Agreement and the Service Agreement and the proposed annual caps in respect of the royalty fee under the Licence Agreement and the management fee under the Service Agreement for the three years ended 31 December 2007 were approved in the special general meeting of the Company held on 23 December 2005.

NEGOTIATION IN RELATION TO THE RENEWAL OF THE LICENCE AGREEMENT AND THE SERVICE AGREEMENT

Both the Licence Agreement and the Service Agreement expired on 31 July 2007. Since the expiring of the Licence Agreement and the Service Agreement on 31 July 2007, the Company has been negotiating with KMB and JTL in relation to the renewal of the Licence Agreement and the Service Agreement respectively. Although it has been the intention of the relevant parties that the Licence Agreement and the Service Agreement should be renewed soon, as some of the terms of the proposed renewed licence agreement and the proposed renewed service agreement have changed from the Licence Agreement and the Service Agreement respectively, such negotiation has taken considerable time. Moreover, in or around March 2008, the Company understood from KMB that as KMB is a company principally engaged in the operation of franchised public bus services in Hong Kong, any agreement to which it is a party must be on normal commercial terms and thus the terms of the proposed renewed licence agreement had to be assessed in such context before the reaching of any agreement for the proposed renewed licence agreement. The negotiation in relation to the proposed renewed licence agreement and therefore the proposed renewed service agreement has been prolonged by this. Due to the above special and unforeseen circumstances, despite the substantial time and effort put by the Company on such negotiation, no renewed licence agreement has been entered into between KMB and Bus Focus and no renewed service agreement has been entered into between Bus Focus and JTL. No consensus has been reached as to whether or not the Licence Agreement or the Service Agreement will be renewed. The negotiation in relation to the renewal of the Licence Agreement and the Service Agreement is still going on and the Company has been actively taking part in the negotiation. Subject to unforeseen circumstances, the Company expects that KMB and Bus Focus would sign a written agreement to renew the Licence Agreement and Bus Focus and JTL would sign a written agreement to renew the Service Agreement by August 2008.

MEDIA SALES AGENCY BUSINESS AS FROM 1 AUGUST 2007

As negotiation in relation to the renewal of the Licence Agreement and the Service Agreement has still been on-going, since 1 August 2007, JTL has continued to provide media sales agency services relating to the KMB bus shelters for Bus Focus and Advertising Contracts have been entered into between Bus Focus and the outside advertisers. However, there is no agreement or understanding as to how and what the relevant parties would be required to pay in relation to the period commencing 1 August 2007, and no consideration in respect of the transitional period has been agreed nor can be ascertained in the meantime. If the Licence Agreement or the Service Agreement is renewed, the renewed agreement(s) may or may not cover the transactions for the period from 1 August 2007 to the signing of the renewed agreement(s) retrospectively, and the terms and conditions of such renewed agreement(s) may or may not be the same as the expired Licence Agreement or Service Agreement. In this regard, Bus Focus has not paid any royalty fee to KMB or any management fee to JTL in respect of the media sales agency business relating to the KMB bus shelters for the period commencing from 1 August 2007 and ending the date hereof. JTL has however calculated the amount which is payable as shortfall, i.e. the amount by which the rental accrued by Bus Focus derived from the Advertising Contracts is less than the presumed guaranteed rental, for the transitional period on the presumption that the Service Agreement is renewed on the same terms and the renewed agreement covers such period, and has deposited such amount into Bus Focus's account.

Due to the connected relationship mentioned above, the transactions between KMB and Bus Focus and the transactions between Bus Focus and JTL in relation to the media sales agency business relating to the KMB bus shelters as from 1 August 2007 constitute continuing connected transactions for the Company. Such continuing connected transactions are conducted in the ordinary and normal course of business of the Company and are at arm's length. Although no consideration in respect of the transitional period has been agreed nor can be ascertained, as the Company has concern about the prolonged negotiation in relation to the renewal of the Licence Agreement and the Service Agreement and the Company intends to better monitor the situation during the transitional period and to comply with the Listing Rules as far as possible, the Company has estimated the amounts of the relevant fees payable in respect of the transitional period on the presumption that the Licence Agreement and the Service Agreement will be renewed on the same terms and the renewed agreements will cover the transitional period and taking into account of the relevant historical figures. The applicable percentage ratios calculated on such basis for the shortfall for each of (i) the period from 1 August 2007 to 31 December 2007 and (ii) the period from 1 January 2008 to 31 May 2008 would be less than 2.5%. The applicable percentage ratios calculated on such basis for each of the royalty fee and management fee for each of (i) the period from 1 August 2007 to 31 December 2007 and (ii) the period from 1 January 2008 to 31 May 2008 would be more than 2.5% but less than 25% and each of the royalty fee and management fee for the respective period would be less than HK\$10,000,000.

LISTING RULES REQUIREMENTS

According to Rule 14A.34 of the Listing Rules, a continuing connected transaction on normal commercial terms where (i) each of the percentage ratios (other than the profits ratio) is on an annual basis less than 2.5%; or (ii) each of the percentage ratios (other than the profits ratio) is on an annual basis equal to or more than 2.5% but less than 25% and the annual consideration is less than HK\$10,000,000, is only subject to the reporting and announcement requirements set out in Rules 14A.45 to 14A.47 of the Listing Rules and is exempt from the independent shareholders' approval requirements.

Under Rule 14A.04, a listed issuer must, in respect of all connected transactions, enter into a written agreement with the relevant parties. Pursuant to Rule 14A.35, where an issuer enters into a continuing connected transaction not falling under Rule 14A.33, it must in respect of each connected transaction, enter into written agreement(s) with the connected person; and set a maximum aggregate annual value (cap) and disclose the basis on which the cap is determined. Under Rule 14A.36, the listed issuer must re-comply with Rules 14A.35(3) and (4) if the cap in Rule 14A.35(2) is exceeded or when the relevant agreement is renewed or there is a material change to the terms of the agreement.

In view of the fact that the estimated percentage ratios for each of the presumed royalty fee, management fee and shortfall for each of (i) the period from 1 August 2007 to 31 December 2007 and (ii) the period from 1 January 2008 to 31 May 2008 would be subject to the reporting and announcement requirements under Rule 14A.34 of the Listing Rules, the Company makes this announcement to disclose the same. As mentioned above, the negotiation in relation to the renewal of the Licence Agreement and the Service Agreement is still going on, the Company therefore considers that the setting of any annual cap for the year ending 31 December 2008 and any subsequent years prior to the conclusion of any agreements is inappropriate and impracticable. Save and except for the exceeding of the annual cap for the Shortfall under the expired Service Agreement for the period from 1 January 2007 to 31 July 2007, which was disclosed in the Mar 08 Announcement, the proposed annual caps set by the Company as stated in the 2005 Announcement are not exceeded in respect of the transactions under the expired Licence Agreement or Service Agreement. Moreover, the proposed renewed licence agreement and the proposed renewed service agreement are not yet concluded. The Company therefore considers that it would only be practicable for it to comply with Rule 14A.36 when the proposed renewed licence agreement or proposed renewed service agreement is signed.

Upon the signing of the proposed renewed licence agreement or service agreement, the Company will set the annual caps for the relevant fees for the year ending 31 December 2008 and any subsequent years (if applicable) and ascertain the applicable percentage ratios and re-comply with the relevant requirements under the Listing Rules.

The Stock Exchange will look into the matters concerning the failure of the Company in entering into written agreements up to now to renew the Licence Agreement and the Service Agreement in relation to the continuing connected transactions of the media sales agency business after the expiring of the Licence Agreement and the Service Agreement, in making an announcement on the continued conducting of the media sales agency business after the expiring of the Licence Agreement and Service Agreement until the Mar 08 Announcement, and in setting of the annual cap for such connected transactions.

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.

KMB is principally engaged in the operation of franchised public bus services in Hong Kong.

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 Licence Agreement and the Service Agreement
“Advertising Contracts”	the contracts between Bus Focus and the outside advertisers for the purpose of advertising, sponsorship or commercial promotion at certain KMB bus shelters
“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
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“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
“Licence Agreement”	the licence agreement dated 1 March 2001 entered into between KMB and Bus Focus in relation to, among others, the grant of licence by KMB to Bus Focus for the media sales agency and management business in respect of certain KMB bus shelters
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mar 08 Announcement”	the announcement of the Company dated 19 March 2008 in relation to the exceeding of annual proposed cap for the Shortfall under the Service Agreement in respect of the period from 1 January 2007 to 31 July 2007

“Service 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
“Shortfall”	the shortfall payable by JTL to Bus Focus under the Service Agreement where the actual rental accrued by Bus Focus derived from the Advertising Contracts is less than the guaranteed rental in any calendar month
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transport International”	Transport International Holdings Limited, a company incorporated in Bermuda and whose shares are listed on the main board of the Stock Exchange, which is the ultimate holding company of the Company

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

Hong Kong, 9 July 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 NG as Deputy Chairman and Executive Director; Mr. MO Tik Sang as Managing Director; Mr. MAK Chun Keung, Mr. Anthony NG and Mr. John Anthony MILLER, SBS, OBE, 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.