
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer, 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 proxy form 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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

RoadShow
路訊通
ROADSHOW HOLDINGS LIMITED
路訊通控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock code: 888)

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

A letter from the Board is set out on pages 1 to 3 of this circular.

A notice convening the annual general meeting of RoadShow Holdings Limited (the “**Company**”) to be held at Grand Ballroom, Level 6, Royal Plaza Hotel, 193 Prince Edward Road West, Kowloon, Hong Kong at 10:30 a.m. on 9 May 2008 (the “**Annual General Meeting**”) is set out on pages 12 to 14 of this circular. 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. 9 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 proxy form shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so desire.

LETTER FROM THE BOARD



ROADSHOW HOLDINGS LIMITED

路訊通控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 888)

Board of Directors:

John CHAN Cho Chak (*Chairman*)

GBS, JP, DBA (Hon), BA, DipMS, CCMI, FCILT, FHKIoD

Michael WONG Yick-kam (*Deputy Chairman*)

BBA, MBA

Winnie NG (*Group Managing Director*)

BA, MBA (Chicago), MPA (Harvard)

Anthony NG *BA, MBA (Ivey)*

Dr. Carlye Wai-Ling TSUI[#] *BBS, MBE, JP, DProf, BA (Econ),*

FHKIoD, FBCS, CITP, FHKIE, HonFACE, PDipCD

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

MAK Chun Keung

Dr. Eric LI Ka Cheung[#] *GBS, OBE, JP, LLD,*

DSocSc, BA, FCPA (Practising), Hon HKAT, FCA,

FCPA (Aust.), FCIS

Andrew SO Sing Tak

Tony Anthony MILLER *OBE, JP, MPA (Harvard), BA (London)*

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Hong Kong Principal Office:

No. 9 Po Lun Street

Lai Chi Kok

Kowloon

Hong Kong

[#] *Independent Non-Executive Director*

16 April 2008

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

At the annual general meeting of the Company to be held on 9 May 2008 (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 9 May 2007 to issue shares and to repurchase shares will expire at the Annual General Meeting; and (ii) re-elect the Directors. This circular contains the explanatory

* *For identification purposes only*

LETTER FROM THE BOARD

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.

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. On 10 April 2008, 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. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 199,473,066 Shares. The Share Issue Mandate shall expire upon whichever is the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by law or Memorandum of Association 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 are set out in Ordinary Resolution 5(A) in the Notice of Annual General Meeting on pages 12 to 14 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**”).

As at 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

LETTER FROM THE BOARD

of the Shares made by the Company during the six months preceding the Latest Practicable Date, are 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 of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by law or Memorandum of Association 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 are set out in Ordinary Resolution 5(B) in the Notice of Annual General Meeting on pages 12 to 14 of this circular.

3. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 86(2), Mr. Tony Anthony Miller may hold office only until the Annual General Meeting and is then eligible for re-election at that meeting. In addition, in accordance with Bye-law 87 and Appendix 14 of the Listing Rules, Mr. Michael WONG Yick-kam, Mr. MAK Chun Keung and Dr. Carlye Wai-Ling TSUI will retire by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

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

4. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Grand Ballroom, Level 6, Royal Plaza Hotel, 193 Prince Edward Road West, Kowloon, Hong Kong on 9 May 2008 at 10:30 a.m. is set out on pages 12 to 14 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the Share Issue Mandate, the Share Repurchase Mandate and the re-election of Directors.

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. 9 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.

5. RECOMMENDATION

The Directors consider that the grant of the Share Issue Mandate and the Share Repurchase Mandate, the extension of the Share Issue Mandate by adding to it the aggregate number of Shares repurchased pursuant to the Share Repurchase Mandate, and the re-election of Directors 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 NG
Group Managing Director

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

As 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 of Association 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”) 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 hold 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 laws of Bermuda to repurchase its shares. Repurchases will be funded entirely from the funds legally available for that purpose. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company.

As compared with the financial position of the Company as at 31 December 2007, 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	Lowest
	Traded Price	Traded Price
	<i>HK\$</i>	<i>HK\$</i>
April 2007	0.79	0.70
May 2007	0.78	0.71
June 2007	0.91	0.76
July 2007	0.82	0.77
August 2007	0.80	0.70
September 2007	0.79	0.74
October 2007	0.77	0.71
November 2007	0.74	0.69
December 2007	0.73	0.70
January 2008	0.73	0.63
February 2008	0.73	0.65
March 2008	0.75	0.60
April 2008 (up to the Latest Practicable Date)	0.75	0.70

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

Michael WONG Yick-kam *BBA, MBA*

Deputy Chairman and Non-Executive Director, aged 56. Mr. Wong has been a Director of the Company since 1 April 2001. He obtained his bachelor's and master's degrees in business administration from The Chinese University of Hong Kong. He has been an Executive Director of Sun Hung Kai Properties Limited since 1996. Mr. Wong is also an Executive Director of SUNeVision Holdings Limited, and a Non-Executive Director of SmarTone Telecommunications Holdings Limited and USI Holdings Limited. In community service, he is Chairman of the Hong Kong Youth Hostels Association. He is a member of the Steering Committee on Promotion of Volunteer Service of the Social Welfare Department and also a member of the Board of Trustees of New Asia College, The Chinese University of Hong Kong. Save as described above, Mr. Wong 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. Wong. 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 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 of the Company 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 2007, the director's fee of Mr. Wong for acting as (i) the Deputy Chairman and a Non-Executive Director of the Company was HK\$55,000, (ii) the member of Audit Committee of the Company was HK\$16,500, (iii) the Chairman of the Remuneration Committee of the Company was HK\$7,700, and (iv) the Chairman of the Nomination Committee of the Company was HK\$7,700. Mr. Wong does not have any interest in Shares of 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. Wong does not have any 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. Wong that need to be brought to the attention of the Shareholders.

MAK Chun Keung

Non-Executive Director, aged 67. 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 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 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. Save as described above, 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. His emoluments are determined by the Board of Directors of the Company 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 2007, the director's fee of Mr. Mak for acting as a Non-Executive Director of the Company was HK\$55,000. Mr. Mak does not have any interest in Shares of 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 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. Carlye Wai-Ling TSUI *BBS, MBE, JP, DProf, BA(Econ), FHKIoD, FBCS, CITP, FHKIE, HonFACE, PDipCD*

Independent Non-Executive Director, aged 60. Dr. Tsui has been a Director of the Company since 1 April 2001. She is the Chief Executive Officer of The Hong Kong Institute of Directors. She is also Fellow of The Hong Kong Institution of Engineers, The Hong Kong Institute of Directors and The British Computer Society, Honorary Fellow of the Hong Kong Association for Computer Education and Chartered Information Technology Professional. Dr. Tsui is the holder of Professional Diploma on Corporate Governance and Directorship. A Justice of the Peace, Dr. Tsui was formerly a Wan Chai District Councillor, a Councillor of Urban Council and Provisional Urban Council and a member of Broadcasting Authority. She is Past Chairman of Hong Kong Chinese Orchestra. She was selected as one of the Ten Outstanding Young Persons in Hong Kong 1981 and awarded IT Achiever of the Year 1992, Member of the Most Excellent Order of the British Empire in 1997, Bronze Bauhinia Star 2003 and the Ken Goulding Award for the most outstanding professional doctorate of Middlesex University 2007. Dr. Tsui 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. Tsui. 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 the Bye-laws of the Company and Appendix 14 of the Listing Rules. Her emoluments are determined by the Board of Directors of the Company with reference to her 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 2007, the director's fee of Dr. Tsui for acting as (i) an Independent Non-Executive Director of the Company was HK\$55,000, (ii) the member of the Audit Committee of the Company was HK\$16,500, (iii) the member of the Remuneration Committee of the Company was HK\$5,500, and (iv) the member of the Nomination Committee of the Company was HK\$5,500. Dr. Tsui does not have any interest in Shares of the Company, its holding company and other associated corporations at the Latest Practicable Date within the meaning of Part XV of the SFO. Dr. Tsui 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 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 Dr. Tsui that need to be brought to the attention of the Shareholders.

Mr. John Anthony MILLER *OBE, JP, MPA (Harvard), BA (London)*

Non-Executive Director, aged 57. Mr. Miller has been a Director of the Company since 20 March 2008. He retired from the Civil Service in February 2007 as Permanent Representative of the Hong Kong Special Administrative Region of China to the World Trade Organization in Geneva. Key positions held over a career spanning 35 years prior to Mr. Miller's retirement include Permanent Secretary for Financial Services and the Treasury 2002-2004, Director of Housing and Chief Executive of the Housing Authority 1996-2002, Director-General of Trade 1993-1996, Director of Marine 1991-1993, Information Coordinator in the Chief Secretary's Office 1989-1991 and Private Secretary to the Governor 1979-1982. Mr. Miller has been a Non-executive Director of Hong Kong Business Aviation Centre Limited, a partly-owned subsidiary of Sun Hung Kai Properties Limited since 12 November 2007. Mr. Miller currently serves as a non-executive director of Transport International Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited, and The Kowloon Motor Bus Company (1933) Limited. Save as disclosed above, Mr. Miller did not hold directorships in any listed public companies in the past three years. Mr. Miller holds an MPA degree from Harvard University and a BA degree from London University.

As at the Latest Practicable Date, there is no service contract entered into between the Company and Mr. Miller. 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 of the Company 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. Mr. Miller is entitled to receive from the Company a director's fee of HK\$55,000 per annum.

Mr. Miller does not have any interest in Shares of the Company, its holding company and other associated corporations within the meaning of Part XV of the SFO. Apart from being a non-executive director of Transport International Holdings Limited (the holding company of RoadShow Holdings Limited) and of its subsidiary company, The Kowloon Motor Bus Company (1933) Limited, Mr. Miller does not have any 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 Rules 13.51(2) of the Listing Rules or any other matters concerning Mr. Miller that need to be brought to the attention of the Shareholders.

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 voting by way of a poll is required by the rules of the Designated Stock Exchange or (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; or
- (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 of the Company having the right to vote at such meeting.

A demand by a person as proxy for a 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

路訊通控股有限公司*

(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 Grand Ballroom, Level 6, Royal Plaza Hotel, 193 Prince Edward Road West, Kowloon, Hong Kong on 9 May 2008 at 10:30 a.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 2007;
2. to declare a final dividend and a special dividend;
3. to re-elect retiring directors and to fix directors’ remuneration;
4. to re-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:

ORDINARY RESOLUTION

“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

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

(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 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.”

By Order of the Board
Man Miu Sheung
Company Secretary

Hong Kong, 16 April 2008

Notes:

- (1) Any member of the Company entitled to attend and vote at the Annual General 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 notarially certified copy of that power or authority must be lodged with the Company’s principal office at No. 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting.
- (3) The register of members of the Company will be closed from 6 May 2008 to 9 May 2008, both dates 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 4:30 p.m. on 5 May 2008.
- (4) Regarding Resolution 3 above, Mr. Michael WONG Yick-kam, Mr. MAK Chun Keung, Dr. Carlye Wai-Ling TSUI and Mr. Tony Anthony MILLER will retire by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting. Biographies of these Directors are set out in Appendix II to the circular dated 16 April 2008.
- (5) Regarding Resolution 5 above, the Directors wish to state that they have no immediate plans to repurchase any existing shares of the Company or issue any new shares pursuant to the relevant mandate.