

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your 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.

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**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**

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A letter from the Board is set out on pages 1 to 4 of this circular.

A notice convening the annual general meeting of RoadShow Holdings Limited (the “**Company**”) to be held at Concord Room I, 8/F., Renaissance Harbour View Hotel, Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 11:30 a.m. on 13 May 2009 (the “**Annual General Meeting**”) is set out on pages 13 to 16 of this circular. Whether or not you propose 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 principal office of the Company at 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 the holding of 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 if you so desire.

7 April 2009

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## CONTENTS

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	<i>Page</i>
<b>LETTER FROM THE BOARD</b> .....	1
1. Introduction .....	1
2. General Mandate to Issue Shares .....	2
3. General Mandate to Repurchase Shares .....	3
4. Re-election of Directors .....	3
5. Annual General Meeting .....	4
6. Recommendation .....	4
<b>APPENDIX I — EXPLANATORY STATEMENT</b> .....	5
<b>APPENDIX II — BIOGRAPHIES OF RETIRING DIRECTORS AND TO BE RE-ELECTED</b> .....	8
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	13



**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*

YUNG Wing Chung (*Deputy Chairman*)

Winnie NG (*Deputy Chairman*)

*BA, MBA (Chicago), MPA (Harvard)*

Dr. Carlye Wai-Ling TSUI<sup>#</sup> *BBS, MBE, JP, DProf, BA (Econ),*

*FHKIoD, FBCS, CITP, FHKIE, HonFACE, PDipCD*

HUI Ki On<sup>#</sup> *GBS, CBE, QPM, CPM*

Dr. Eric LI Ka Cheung<sup>#</sup> *GBS, OBE, JP, LLD, DSocSc, BA,*

*FCPA (Practising), Hon HKAT, FCA, FCPA (Aust.), FCIS*

Professor Stephen CHEUNG Yan Leung<sup>#</sup> *JP*

MO Tik Sang (*Managing Director*)

MAK Chun Keung

Anthony NG *BA, MBA (Ivey)*

John Anthony MILLER *SBS, OBE, MPA (Harvard), BA (London)*

Edmond HO Tat Man *MA (Cantab), MBA, CMILT, MHKIoD*

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Hong Kong Principal Office:*

9 Po Lun Street

Lai Chi Kok

Kowloon

Hong Kong

<sup>#</sup> *Independent Non-Executive Director*

7 April 2009

*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**

**1. INTRODUCTION**

At the annual general meeting of the Company to be held on 13 May 2009 (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

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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Company (the “**Shares**”) and to repurchase the Shares of the Company since the previous general mandate granted to the Directors on 9 May 2008 to issue shares and to repurchase shares will expire at the Annual General Meeting; and (ii) re-elect the retiring Directors. 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 (“**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.

### 2. 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 2 April 2009, 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 13 to 16 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. Details of the extension of the Share Issue Mandate are set out in Ordinary Resolution 5(C) in the Notice of Annual General Meeting on pages 13 to 16 of this circular.

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## LETTER FROM THE BOARD

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### 3. 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 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 13 to 16 of this circular.

### 4. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 87 and Appendix 14 of the Listing Rules, Mr. John CHAN Cho Chak, Ms. Winnie NG, Dr. Eric LI Ka Cheung and Mr. HUI Ki On will retire by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

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

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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Concord Room I, 8/F., Renaissance Harbour View Hotel, Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 13 May 2009 at 11:30 a.m. is set out on pages 13 to 16 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 extension of the Share Issue Mandate and the re-election of Directors.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the shareholders of the Company to be taken at the Annual General Meeting must be taken by poll, and an announcement of the results of which will be published on the date of the Annual General Meeting or the business day following the Annual General Meeting.

A proxy form for use at the Annual General Meeting is enclosed herein. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the principal office of the Company at 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 the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude 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, 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 interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

By Order of the Board  
**MO Tik Sang**  
*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 2008, 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:

<b>Month</b>	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<b>Traded Price</b>	<b>Traded Price</b>
	<i>HK\$</i>	<i>HK\$</i>
April 2008	0.81	0.70
May 2008	0.73	0.67
June 2008	0.70	0.65
July 2008	0.67	0.61
August 2008	0.67	0.60
September 2008	0.65	0.51
October 2008	0.55	0.39
November 2008	0.50	0.425
December 2008	0.50	0.45
January 2009	0.53	0.48
February 2009	0.52	0.47
March 2009	0.58	0.50
April 2009 (up to the Latest Practicable Date)	0.56	0.53

*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., CCMI, FCILT, FHKIoD*

**Chairman and Non-Executive Director**, aged 65. Mr. Chan has been the Chairman of the Company since 15 January 2001. He is a Non-Executive Director of Transport International Holdings Limited (“**TIH**”). He served as Managing Director of TIH, and also served as Senior Executive Director and Managing Director of The Kowloon Motor Bus Company (1933) Limited (“**KMB**”) and Long Win Bus Company Limited. He is also an Independent Non-Executive Director of Hang Seng Bank Limited and Guangdong Investment Limited. Before joining the Group, Mr. Chan held many positions in 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 also served as Executive Director and General Manager of Sun Hung Kai Finance Company Limited from 1978 to 1980. Mr. Chan is the Chairman of the Hong Kong Jockey Club and Vice Patron of the Community Chest. Save as described above, Mr. Chan did not hold other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, there is no service contract entered into between the Company and Mr. Chan. There is no fixed length or proposed length of service in respect of Mr. Chan’s appointment, but his appointment is subject to retirement by rotation and he will be eligible for re-election at general meetings of the Company 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**”). In the capacity as Director of the Company, his emoluments consist of director’s fees which are determined by the Board with reference to his duties, responsibilities and the prevailing market practice and his contribution to 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 2008, the director’s fee of Mr. Chan for acting as Chairman of the Board of Directors was HK\$66,000.

As at the Latest Practicable Date, Mr. Chan 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 interests in the shares of the Company, its holding company and other associated corporations within the meaning of Part XV of the Securities and Futures Ordinances (“**SFO**”). Mr. Chan does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. 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 matters concerning Mr. Chan that need to be brought to the attention of the shareholders of the Company.

Mr. Chan was appointed as an Independent Non-executive Director of Guangdong Investment Limited (“GDI”) in June 1998. GDI was incorporated in Hong Kong on 5 January 1973. At present, the principal activities of GDI and its subsidiaries (the “GDI Group”) include investment holding, property holding and investment, investment in infrastructure and energy projects, water supply to Hong Kong and to Shenzhen and Dongguan in the mainland of the People’s Republic of China, hotel ownership and operations, hotel management and department stores operation.

As disclosed in GDI’s announcement dated 23 December 2000, the debt restructuring of the GDI Group (including the Bank Debt Restructuring, the Bond Restructuring, the 2001 FRN Restructuring, the 2000 FRN Restructuring and the US\$27 million Bond Restructuring as defined in the said announcement) became effective on 22 December 2000. Debts subject to restructuring at GDI level amounted to approximately HK\$4.5 billion and debts subject to restructuring at selected stand alone subsidiaries amounted to an additional HK\$2.3 billion approximately. As announced by GDI on 6 May 2003, all outstanding financial indebtedness of GDI (including those under guarantees issued by GDI) under the debt restructuring scheme pursuant to the master override agreement dated 15 December 2000 between GDI and its financial creditors (“MOA”) was repaid or settled in full on 2 May 2003. All the stand alone override agreements relating to the debt restructuring schemes for the stand alone subsidiaries of GDI had likewise been completed. All professional fees relating to the debt restructuring scheme as aforesaid had since further been ascertained and settled in full. Accordingly the MOA had been completed and terminated automatically in November 2003, and GDI had been fully released from any further obligation under, and had successfully exited from, its debt restructuring completely.

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 matters concerning Mr. Chan that need to be brought to the attention of the shareholders of the Company.

**Winnie NG** BA, MBA (Chicago), MPA (Harvard)

**Founder, Deputy Chairman and Non-Executive Director**, aged 45. Ms. Ng is the Founder of the Company and has been a Director since its inception. She is also a Director of Transport International Holdings Limited (“TIH”), The Kowloon Motor Bus Company (1933) Limited, and Long Win Bus Company Limited. Ms. Ng won the Yazhou Zhoukan Young Chinese Entrepreneur Award in 2003, was named one of China’s One Hundred Outstanding Women Entrepreneurs and a Mason Fellow of Harvard University in 2006, and was the Caring Heart Award recipient in 2009. She spearheaded listing of the Company, which business model has been adopted by many companies in HK, China and over the world.

Active in public service, she is Director of Bauhinia Foundation Research Centre; Director of HK Cyberport; Director of HK Sports Institute; Council Member of Better HK Foundation; Executive Committee Member of HK Council of Social Service; Director of Agency for Volunteer Service; PR Committee Member of Community Chest; Hospital Governing Committee Member of Queen Elizabeth Hospital, and Advisory Board Member of Habitat for Humanity China. Ms. Ng is also Vice Chairman of Council of China's Foreign Trade, China Council for Promotion of International Trade and Vice Board Chairman of Council of World Market, Shanghai Foreign Economic Relation & Trade Commission. She holds an MBA degree from the University of Chicago and an MPA degree from Harvard University. Save as described above, Ms. Ng did not hold other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, there is no service contract entered into between the Company and Ms. Ng. There is no fixed length or proposed length of service in respect of Ms. Ng's appointment, but her appointment is subject to retirement by rotation and she will be eligible for re-election at general meetings of the Company in accordance with the By-laws of the Company and Appendix 14 of the Listing Rules. In the capacity as Director of the Company, her emoluments also include director's fees which are determined by the Board with reference to her duties, responsibilities and the prevailing market practice and her contribution to 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 2008, the director's fee of Ms. Ng for acting as Director and the member of the Audit Committee of the Company were HK\$55,000 and HK\$5,500 respectively; and other emoluments in respect of her previous service as Group Managing Director of the Company amounted to HK\$1,750,893.69.

Ms. Ng is sister of Mr. Anthony Ng, Non-Executive Director of the Company and also an alternate director to Mr. Anthony Ng. Ms. Ng 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 trusts which beneficially held the aforesaid shares). Ms. Ng has interest in 21,042,025 shares in TIH, 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 trusts which beneficially held the aforesaid shares). Save as disclosed above, Ms. Ng does not have any interest in Shares of the Company, its holding company and other associated corporations as at the Latest Practicable Date within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Ng does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

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 matters concerning Ms. Ng that need to be brought to the attention of the shareholders of the Company.

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

**Independent Non-Executive Director**, aged 55. 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, The Kowloon Motor Bus Company (1933) Limited, Long Win Bus Company Limited, Sun Hung Kai Properties Limited, SmarTone Telecommunications Holdings Limited, Wong's International (Holdings) Limited, Hang Seng Bank Limited, China Resources Enterprise, Limited, Bank of Communications Co., Ltd. and Meadville Holdings Limited. Dr. Li was an Independent Non-executive Director of CATIC International Holdings Limited and Sinofert Holdings Limited, and a Non-executive Director of Strategic Global Investment plc. Dr. Li is a member of the 11th 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. Save as described above, Dr. Li did not hold other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, there is no service contract entered into between the Company and Dr. Li. There is no fixed length or proposed length of service in respect of Dr. Li's appointment, but his appointment is subject to retirement by rotation and he will be eligible for re-election at general meetings of the Company in accordance with the By-laws of the Company and Appendix 14 of the Listing Rules. In the capacity as Director of the Company, his emoluments consist of director's fees which are determined by the Board with reference to his duties, responsibilities and the prevailing market practice and his contribution to 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 2008, the director's fee of Dr. Li for acting as (i) Director of the Company was HK\$55,000; and (ii) Chairman of the Audit Committee of the Company was HK\$23,100.

As at the Latest Practicable Date, Dr. Li does not have any interests in the shares of the Company, its holding company and other associated corporations within the meaning of Part XV of the SFO. Save as disclosed above, Dr. Li does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. 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 matters concerning Dr. Li that need to be brought to the attention of the shareholders of the Company.

**HUI Ki On** *GBS, CBE, QPM, CPM*

**Independent Non-Executive Director**, aged 65. Mr. Hui has been a Director of the Company since 1 April 2001. He was previously Commissioner of Police in Hong Kong from 1994 to January 2001. Mr. Hui has served with the Police Force since 1963. During his police career, Mr. Hui had been awarded the Baton of Honor, the Commissioner's Commendation, the Colonial Police Medal for Meritorious Service, the Queen's Police Medal, the Colonial and HKSAR Police Long Service Medals and the CBE. In 2001, he was awarded the Gold Bauhinia Gold Star Medal by the Hong Kong Special Administrative Region Government. He was the Acting Managing Director of K. Wah International Holdings Limited. Mr. Hui is a member of the Scout Association of Hong Kong and is an Honorary Commissioner. Save as described above, Mr. Hui did not hold other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, there is no service contract entered into between the Company and Mr. Hui. There is no fixed length or proposed length of service in respect of Mr. Hui's appointment, but his appointment is subject to retirement by rotation and he will be eligible for re-election at general meetings of the Company in accordance with the Bye-laws of the Company and Appendix 14 of the Listing Rules. In the capacity as Director of the Company, his emoluments consist of director's fees which are determined by the Board with reference to his duties, responsibilities and the prevailing market practice and his contribution to 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 2008, the director's fee of Mr. Hui for acting as (i) Director of the Company was HK\$55,000; (ii) a member of the Audit Committee of the Company was HK\$16,500; (iii) a member of the Remuneration Committee of the Company was HK\$5,500; and (iv) a member of the Nomination Committee of the Company was HK\$16,500.

As at the Latest Practicable Date, Mr. Hui does not have any interests in the shares of the Company, its holding company and other associated corporations within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Hui does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. 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 matters concerning Mr. Hui that need to be brought to the attention of the shareholders of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of RoadShow Holdings Limited (the “**Company**”) will be held at Concord Room I, 8/F., Renaissance Harbour View Hotel, Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 13 May 2009 at 11:30 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 2008;
2. to declare a final 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;

\* *For identification purposes only*

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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, 7 April 2009

*Notes:*

- (1) The register of members of the Company will be closed from 7 May 2009 to 13 May 2009, both days inclusive, during which period no change to the register of members will be allowed and no transfer of shares will be registered. The members of the Company whose names appear on the register of members of the Company on 13 May 2009 are entitled to attend the Annual General Meeting and to vote thereat. Transfers of shares must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong by no later than 4:30 p.m. on 6 May 2009 in order to entitle the transferees to attend and vote at the Annual General Meeting.
- (2) 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. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- (3) 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 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 any adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof and if such event, the authority of the proxy shall be deemed to be revoked.
- (4) Regarding Resolution 3 above, Mr. John CHAN Cho Chak, Ms. Winnie NG, Dr. Eric LI Ka Cheung and Mr. HUI Ki On 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 7 April 2009.
- (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.
- (6) Voting at the Annual General Meeting will be taken by poll.