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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult 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 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 16 May 2011 (the "**Annual General Meeting**") is set out on pages 12 to 15 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.

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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)**

*Board of Directors:*

Dr. John CHAN Cho Chak (*Chairman*)

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

Winnie NG (*Deputy Chairman*)

*BA, MBA (Chicago), MPA (Harvard), FCIM, CMILT, MHKIoD*

YUNG Wing Chung (*Deputy Chairman*)

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

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

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

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

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

MO Tik Sang (*Managing Director*) *FHKIoD*

MAK Chun Keung

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

*FHKIoD*

Edmond HO Tat Man *MA (Cantab), MBA, FCILT, 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*

11 April 2011

*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 16 May 2011 (the “**Annual General Meeting**”), resolutions will be proposed to, inter alia, (i) grant to the directors of

<sup>\*</sup> *For identification purposes only*

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## LETTER FROM THE BOARD

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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 12 May 2010 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 6 April 2011, 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 15 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 12 to 15 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 12 to 15 of this circular.

### 4. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 87 and Appendix 14 of the Listing Rules, Mr. John Anthony MILLER, Mr. MO Tik Sang, Mr. Edmond HO Tat Man and Mr. YUNG Wing Chung shall retire as Directors by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Biographies of each of the retiring Directors who offer themselves for re-election 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 16 May 2011 at 11:30 a.m. is set out on pages 12 to 15 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 you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you 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 2010, 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 2010	0.74	0.71
May 2010	0.72	0.61
June 2010	0.64	0.57
July 2010	0.61	0.53
August 2010	0.60	0.59
September 2010	0.65	0.55
October 2010	0.66	0.65
November 2010	0.70	0.63
December 2010	0.70	0.64
January 2011	0.83	0.67
February 2011	0.75	0.68
March 2011	0.78	0.60
April 2011 (up to the Latest Practicable Date)	0.74	0.70

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

**John Anthony MILLER**

*SBS, OBE, MPA (Harvard), BA (London), FHKIoD*

**Non-Executive Director**, aged 60. Mr. Miller has been a Director of the Company since 20 March 2008. Mr. Miller 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 is a non-executive director of Transport International Holdings Limited, The Kowloon Motor Bus Company (1933) Limited and SmarTone Telecommunications Holdings Limited, and is chairman of Hong Kong Business Aviation Centre Limited, a partly-owned subsidiary of Sun Hung Kai Properties Limited. Mr. Miller holds an MPA degree from Harvard University and a BA degree from London University. Save as described above, Mr. Miller 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. Miller. There is no fixed length or proposed length of service in respect of Mr. Miller'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 (the "**Listing Rules**"). In the capacity as Director of the Company, his emoluments include 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 2010, the proposed director's fee of Mr. Miller for acting as Director of the Company is HK\$90,000, which is subject to the Shareholders' approval at the Company's annual general meeting to be held on 16 May 2011.

As at the Latest Practicable Date, Mr. Miller does not have any interests in Shares of the Company, its holding company and other associated corporations within the meaning of Part XV of the Securities and Future Ordinances ("**SFO**"). Save as disclosed above, Mr. Miller 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. Miller that need to be brought to the attention of the shareholders of the Company.

**Alex MO Tik Sang***FHKIoD*

**Managing Director**, aged 45. Mr. Mo has been a Director of the Company since 15 April 2008. With more than twenty years of extensive experience in advertising, marketing and the media field, Mr. Mo possesses integrated experience in multiple disciplines of the communications industry having held management responsibilities in the past fifteen years. Prior to joining the Group, Mr. Mo held a senior position in a leading media group for Greater China. Save as described above, Mr. Mo 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.

There is no fixed length or proposed length of service in respect of Mr. Mo'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.

There is a service contract entered into between the Company and Mr. Mo in respect of his appointment as Managing Director of the Company. The Remuneration Committee and the Board of the Company have resolved that for the year ended 31 December 2010, Mr. Mo's basic salary and the performance bonus entitled were HK\$1,605,600 and HK\$1,003,000 respectively. In the capacity as Director of the Company, his emoluments also include director's fees which are determined by the Board 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 2010, the proposed director's fee of Mr. Mo for acting as Director of the Company is HK\$90,000, which is subject to the Shareholders' approval at the Company's annual general meeting to be held on 16 May 2011.

As at the Latest Practicable Date, Mr. Mo does not have any interests in 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. Mo 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. Mo that need to be brought to the attention of the shareholders of the Company.

**Edmond HO Tat Man**

*MA(Cantab), MBA, FCILT, MHKIoD*

**Non-Executive Director**, aged 49. Mr. Ho has been a Director of the Company since 13 October 2008. Mr. Ho has been a Director of Transport International Holdings Limited (“TIH”) and of The Kowloon Motor Bus Company (1933) Limited (“KMB”) and Long Win Bus Company Limited (“LWB”), both wholly-owned subsidiaries of TIH, since 1 January 2001. Mr. Ho joined KMB in September 1998 and served as Finance and Administration Director from January 1999 to April 2003. He was promoted to Deputy Managing Director of TIH, KMB and LWB with effect from 10 January 2002. He has been appointed Managing Director of KMB and LWB since 1 January 2007 and Managing Director of TIH with effect from 8 April 2008. Positions previously held by him included Investment Director of a merchant bank and executive director of a number of transport infrastructure management and investment companies in Hong Kong and on the Mainland of China. Mr. Ho was formerly also a director of four Sino-foreign joint venture companies of an international leading soft drink brand. Mr. Ho holds a Master’s degree in engineering from Cambridge University and an MBA degree from The University of Hong Kong. Save as described above, Mr. Ho 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. Ho. There is no fixed length or proposed length of service in respect of Mr. Ho’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 include 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 2010, the proposed director’s fee of Mr. Ho for acting as Director of the Company is HK\$90,000, which is subject to the Shareholders’ approval at the Company’s annual general meeting to be held on 16 May 2011.

As at the Latest Practicable Date, Mr. Ho does not have any interests in 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. Ho 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. Ho that need to be brought to the attention of the shareholders of the Company.

**YUNG Wing Chung**

**Deputy Chairman and Non-Executive Director**, aged 64. Mr. Yung has been a Director of the Company since 20 November 2008. He is a Corporate Advisor of Sun Hung Kai Properties Limited. He also serves as a Non-Executive Director of SmarTone Telecommunications Holdings Limited, a Non-Executive Director and an Alternate Director to Mr. Raymond Kwok Ping Luen of Wing Tai Properties Limited, Director of YATA Limited, Hong Kong Business Aviation Centre Limited, River Trade Terminal Co. Ltd., Hung Kai Finance Company Limited and Airport Freight Forwarding Centre Company Limited, and as an Alternate Director to Mr. Raymond Kwok Ping Luen of Transport International Holdings Limited. Prior to his joining Sun Hung Kai Properties Limited in 1995, Mr. Yung had many years of working experience with a U.S. Bank in various managerial positions in Hong Kong and the United States. Save as described above, Mr. Yung 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. Yung. There is no fixed length or proposed length of service in respect of Mr. Yung'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 include 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 2010, the proposed director's fees of Mr. Yung for acting as (i) Director of the Company is HK\$90,000; (ii) chairman of Remuneration Committee and Nomination Committee of the Company is HK\$28,000; and (iii) member of Audit Committee is HK\$60,000, which are subject to the Shareholders' approval at the Company's annual general meeting to be held on 16 May 2011.

As at the Latest Practicable Date, Mr. Yung does not have any interests in 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. Yung 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. Yung 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 16 May 2011 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 2010;
2. to declare a final dividend;
3. to re-elect retiring Directors and to fix the remuneration of the Directors;
4. to re-appoint auditors and to authorise the Board of 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;

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the approval in paragraph A(i) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the expiry of the Relevant Period;
- (iii) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph A(i) of this Resolution, otherwise than pursuant to:
  - (a) a Rights Issue (as hereinafter defined); or
  - (b) an issue of shares of the Company upon the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
  - (c) any scrip dividend scheme or similar arrangement providing for issue of shares of the Company in lieu of the whole or part of the dividend on shares of the Company in accordance with the Bye-laws of the Company;

shall not exceed 20 per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

- (iv) for the purposes of this paragraph (A):

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

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

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company);

- (B) (i) subject to paragraph B(ii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal value of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph B(i) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution and the authority pursuant to paragraph B(i) of this Resolution shall be limited accordingly; and
- (iii) for the purposes of this paragraph (B):

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

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

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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, 11 April 2011

*Notes:*

- (1) The register of members of the Company will be closed from 11 May 2011 to 16 May 2011, 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 16 May 2011 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, Wanchai, Hong Kong by no later than 4:30 p.m. on 9 May 2011 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 item 3 above, Mr. John Anthony MILLER, Mr. MO Tik Sang, Mr. Edmond HO Tat Man and Mr. YUNG Wing Chung 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 11 April 2011.
- (5) Regarding item 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.