



(Incorporated in Bermuda with limited liability)

Hong Kong Principal Office

No. 1, Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong

Proxy Form

Proxy Form for the Annual General Meeting of RoadShow Holdings Limited to be held at the Royal Plaza Hotel, Ballroom, 193 Prince Edward Road West, Kowloon, Hong Kong, on Wednesday, 11 May 2005 at 3:00 p.m.

I/We (Note 1) _____

of _____

being the holder(s) of (Note 2) _____

shares of HK\$0.1 each of RoadShow Holdings Limited (the "Company") hereby appoint (Note 3)

of _____

or failing him/her _____

of _____

or failing him/her the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 11 May 2005 at 3:00 p.m. and at any adjournment thereof in connection with the following resolutions:-

| RESOLUTIONS | INSTRUCTION (Note 4) | |
|--|----------------------|---------|
| | FOR | AGAINST |
| 1. Ordinary Resolution to adopt the Audited Financial Statements and Reports of the Directors and Auditors for the year ended 31 December 2004. | | |
| 2. Ordinary Resolution to declare a final dividend of HK 1.4 cents per share. | | |
| 3. (a) Ordinary Resolution to re-elect the following persons as Directors of the Company:- (i) Michael WONG Yick-kam (ii) Anthony NG (iii) James Conrad LOUEY (iv) Carlye Wai-Ling TSUI (b) Ordinary Resolution to fix the Directors' remuneration for the year ended 31 December 2004. | | |
| 4. Ordinary Resolution to re-appoint KPMG as Auditors of the Company and to authorise the Directors to fix remuneration of the Auditors. | | |
| 5. Ordinary Resolution shown as item 6 of Notice of Annual General Meeting. ((A) To give a general mandate to the Directors to issue shares; (B) To give a general mandate to the Directors to exercise powers of the Company to purchase its own shares; and (C) To extend the share issue mandate granted to the Directors.) | | |
| 6. Special Resolution shown as item 7 of the Notice of Annual General Meeting in relation to the amendments to the existing Bye-laws of the Company. | | |

As witness my/our hand(s) this _____ day of _____ 2005.

Member's Signature (Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.1 each in the Company to which this form of proxy relates registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Insert in **BLOCK CAPITALS** the name(s) and address(es) of the proxy or proxies desired in the space provided. **ANY ALTERATION TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLACE A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLACE A "✓" IN THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her vote at his/her discretion.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's principal office at No.1, Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

投票委托書

路訊通控股有限公司於二零零五年五月十一日星期三下午三時正在香港九龍太子道西一百九十三號帝京酒店宴會廳舉行之股東週年大會之投票委托書。

本人／吾等(附註1) _____

居／位於 _____

乃路訊通控股有限公司(「本公司」)每股面值港幣0.1元股份 _____ 股(附註2)之持有人，

茲委任(附註3) _____ 居／位於 _____

若其未克出席則由 _____ 居／位於 _____

若其未克出席，則由會議主席出任本人／吾等代表，在本公司於二零零五年五月十一日下午三時正舉行之股東週年大會或其延會上代表本人／吾等就下列決議案投票。

指示(附註4)

| 決議案 | 贊成 | 反對 |
|--|----|----|
| 1. 接納截至二零零四年十二月三十一日止年度之經審核財務報告及董事會及核數師報告書之普通決議案。 | | |
| 2. 宣派末期股息每股港幣1.4仙之普通決議案。 | | |
| 3. (a) 選舉下列人士為本公司董事之普通決議案： (i) 黃奕鑑 (ii) 伍永漢 (iii) 雷兆光 (iv) 徐尉玲 (b) 釐定截至二零零四年十二月三十一日止年度董事酬金之普通決議案。 | | |
| 4. 再度聘請畢馬威會計師事務所擔任本公司之核數師，並授權董事釐定核數師酬金之普通決議案。 | | |
| 5. 股東週年大會通告列作第六項之普通決議案。(甲) 授予董事一項一般性授權發行股份；(乙) 授予董事一項一般性授權行使本公司權力購回本身之股份；及(丙) 延續授予董事發行股份之授權。 | | |
| 6. 股東週年大會通告列作第七項之特別決議案，以修訂現有公司章程細則。 | | |

二零零五年 _____ 月 _____ 日立此為據。

股東簽署(附註5)： _____

附註：

- 請以正楷填寫全名及地址。
- 請填上以閣下名義註冊之股份數目；如未填上股份數目，本投票委托書將被視為與所有以閣下名義登記之本公司股份有關。
- 請以正楷填寫欲委派之委任代表之姓名及地址。本投票委托書內之任何更改均須由簽署人親筆示可。委任代表毋須為本公司之股東。
- 重要提示：閣下如欲投票贊成上述決議案，請在「贊成」欄內填上「✓」號；欲投票反對決議案，則請在「反對」欄內填上「✓」號。如無填寫任何一欄，則閣下之代表可酌情代表閣下就有關決議案投票。
- 本投票委托書連同經簽署之授權書或其他授權文件(如有)或經公證人證明之授權書或授權文件副本，最遲須於股東週年大會指定開會時間四十八小時前，送達本公司之香港總辦事處，地址為香港九龍荔枝角寶輪街一號，方為有效。
- 受委任代表毋須為本公司股東，惟須親身出席大會以代表閣下，閣下填妥及交回本投票委托書後，屆時仍可出席週年股東大會及於會上投票。