

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**ROADSHOW HOLDINGS LIMITED**

**路訊通控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 888)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Special General Meeting**”) of the shareholders 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 Wednesday, 15 August 2012 at 11:30 a.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the Licence Agreement as supplemented and amended by the Supplemental Licence Agreement (both as defined and described in the circular of the Company dated 30 July 2012 (the “**Circular**”)) (a copy of the Supplemental Licence Agreement has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, ratified and confirmed; and
- (b) the proposed annual caps for the period from 1 August 2012 to 31 December 2012, the four years ending 31 December 2016 and the period from 1 January 2017 to 30 June 2017 in relation to the transactions under the Licence Agreement as supplemented and amended by the Supplemental Licence Agreement as described in the Circular be and are hereby approved;

and that the directors of the Company be and are hereby authorised for and on behalf of the Company to execute all such documents and agreements and do such acts or things as they may in their discretion consider to be necessary, desirable or expedient to implement or give effect to or in connection with the Licence Agreement as supplemented and amended by the Supplemental Licence Agreement, and all other transactions contemplated thereunder and the proposed annual caps as described in the Circular.”

\* *For identification purposes only*

2. “**THAT:**

- (a) the Service Agreement as supplemented and amended by the Supplemental Service Agreement (both as defined and described in the Circular) (a copy of the Supplemental Service Agreement has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, ratified and confirmed; and
- (b) the proposed annual caps for the period from 1 August 2012 to 31 December 2012, the four years ending 31 December 2016 and the period from 1 January 2017 to 30 June 2017 in relation to the transactions under the Service Agreement as supplemented and amended by the Supplemental Service Agreement as described in the Circular be and are hereby approved;

and that the directors of the Company be and are hereby authorised for and on behalf of the Company to execute all such documents and agreements and do such acts or things as they may in their discretion consider to be necessary, desirable or expedient to implement or give effect to or in connection with the Service Agreement as supplemented and amended by the Supplemental Service Agreement, and all other transactions contemplated thereunder and the proposed annual caps as described in the Circular.”

By Order of the Board  
**MAN Miu Sheung**  
*Company Secretary*

Hong Kong, 30 July 2012

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the Special 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 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Special General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the Special General Meeting or any adjournment thereof and if such event, the authority of the proxy shall be deemed to be revoked.
- (3) The ordinary resolutions as set out above will be determined by way of poll.

*As at the date of this announcement, the Directors of the Company are Dr. John CHAN Cho Chak, GBS, JP as Chairman and Non-executive Director; Mr. YUNG Wing Chung and Ms. Winnie NG as Deputy Chairmen and Non-executive Directors; Dr. Carlye Wai-Ling TSUI, BBS, MBE, JP, Dr. Eric LI Ka Cheung, GBS, OBE, JP and Professor Stephen CHEUNG Yan Leung, BBS, JP as Independent Non-executive Directors; Mr. MO Tik Sang as Managing Director; Mr. MAK Chun Keung, Mr. John Anthony MILLER, SBS, OBE and Mr. Edmond HO Tat Man as Non-executive Directors.*