

---

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

---

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---



**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 BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

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 Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 16 May 2017 at 11:30 a.m. (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 Flat D, 2/F, HK Spinners Industrial Building, Phase 5, 760-762 Cheung Sha Wan Road, 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.



---

LETTER FROM THE BOARD

---



**ROADSHOW HOLDINGS LIMITED**

**路訊通控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 888)**

*Board of Directors:*

Dr. John CHAN Cho Chak<sup>#</sup> (Chairman)

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

Ms. Winnie NG<sup>#</sup> (Deputy Chairman)

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

Mr. YUNG Wing Chung<sup>#</sup> (Deputy Chairman)

Mr. LOH Chan Stephen<sup>+</sup> *BSocSc, EMBA*

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

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

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

*HonDSocSc (EdUHK), BA, FCPA (Practising), Hon HKAT, FCA,*

*FCPA (Aust.), FCIS, FHKIoD*

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

Dr. John YEUNG Hin Chung<sup>##</sup> *SBS, OBE, JP, FHKIoD*

Mr. MAK Chun Keung<sup>#</sup>

Mr. John Anthony MILLER<sup>#</sup> *SBS, OBE, MPA (Harvard),*

*BA (London), FHKIoD*

Mr. Allen FUNG Yuk Lun<sup>#</sup> *BA, Ph.D.*

Mr. LEE Luen Fai<sup>#</sup> *BA*

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Hong Kong Principal Office:*

Flat D, 2/F

HK Spinners

Industrial Building

Phase 5, 760-762

Cheung Sha Wan Road

Kowloon

Hong Kong

<sup>+</sup> *Executive Director*

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

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

11 April 2017

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND  
TO BUY BACK 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 2017 (the “**Annual General Meeting**”), resolutions will be proposed to, inter alia, (i) grant to the directors of

\* *For identification purposes only*

---

## LETTER FROM THE BOARD

---

the Company (the “**Directors**”) general mandates to issue the shares of HK\$0.10 each in the Company (the “**Shares**”) and to buy back the Shares since the previous general mandates granted to the Directors on 25 May 2016 to issue Shares and to buy back 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**”), and all other information reasonably necessary to enable the shareholders of the Company (the “**Shareholders**”) to make an informed decision on whether to vote for or against the resolutions to, inter alia, grant to the Directors general mandates for the issue and allotment of new Shares and the buy-back by the Company of its own Shares, and approve the re-election of Directors. 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 total number of issued Shares as at the date of passing of the resolution approving the Share Issue Mandate. On 5 April 2017, being the latest practicable date prior to printing of this circular (the “**Latest Practicable Date**”), the total number of issued Shares comprised 997,365,332 Shares. Assuming that there is no change in the total number of issued Shares 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 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 the Bye-laws of the Company or the laws of Bermuda; 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 Resolution no. 4(A) of 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 total 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 total number of Shares bought back pursuant to the Share Buy-back Mandate (as hereinafter defined), if granted. Details of the extension of the Share Issue Mandate are set out in Resolution no. 4(C) of the Notice of Annual General Meeting on pages 12 to 15 of this circular.

---

## LETTER FROM THE BOARD

---

### 3. GENERAL MANDATE TO BUY BACK 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 buy back issued and fully paid Shares in the capital of the Company (the “**Share Buy-back Mandate**”). Under the Share Buy-back Mandate, the number of Shares that the Company may buy back shall not exceed 10% of the total number of issued Shares as at the date of passing of the resolution approving the Share Buy-back Mandate. The Company’s authority is restricted to buy back made on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

As at the Latest Practicable Date, the total number of issued Shares comprised 997,365,332 Shares. Exercise in full of the Share Buy-back Mandate, on the basis that no further Shares are issued or bought back 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 bought back by the Company. An explanatory statement as required under the Listing Rules, giving certain information regarding the Share Buy-back Mandate together with the details of the buy-backs of the Shares made by the Company during the six months preceding the Latest Practicable Date (if any), are set out in Appendix I to this circular. The Share Buy-back Mandate allows the Company to make buy-backs 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 the Bye-laws of the Company or the laws of Bermuda; and (iii) the date upon which such authority given under the Share Buy-back Mandate is revoked or varied by an ordinary resolution of the Shareholders. Details of the Share Buy-back Mandate are set out in Resolution no. 4(B) of the Notice of Annual General Meeting on pages 12 to 15 of this circular.

### 4. RE-ELECTION OF DIRECTORS

In accordance with the Company’s Bye-law 86(2), Mr. LOH Chan Stephen, who was appointed as a Director with effect from 1 February 2017, will hold office only until the Annual General Meeting and being eligible, has offered himself for re-election.

In accordance with the Company’s Bye-law 87 and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, Dr. John CHAN Cho Chak, Mr. YUNG Wing Chung and Ms. Winnie NG will retire as Directors by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election.

Biographies of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

---

## LETTER FROM THE BOARD

---

### 5. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 16 May 2017 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 Buy-back 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 to be taken at the Annual General Meeting must be taken by poll.

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 Flat D, 2/F, HK Spinners Industrial Building, Phase 5, 760-762 Cheung Sha Wan Road, 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 Buy-back Mandate, the extension of the Share Issue Mandate by adding to it the total number of Shares bought back pursuant to the Share Buy-back 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  
**RoadShow Holdings Limited**  
**John CHAN Cho Chak**  
*Chairman*

*The following is the Explanatory Statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Share Buy-back Mandate.*

## **1. LISTING RULES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back 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 total number of issued Shares comprised 997,365,332 Shares. Subject to the passing of the ordinary resolution approving the Share Buy-back Mandate and on the basis that no further Shares will be issued or bought back prior to the date of the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 99,736,533 Shares.

## **3. REASONS FOR BUY-BACK OF SHARES**

The Directors consider that the Share Buy-back Mandate is in the interest of the Company and the Shareholders as a whole and will provide the Company the flexibility to make buy-backs of Shares when appropriate and beneficial to the Company. Such buy-backs may, depending on the circumstances, enhance the net asset value of the Company and/or earnings per Share. The Directors intend that buy-backs will only be made when they believe that a buy-back of Shares will benefit the Company and the Shareholders.

## **4. DIRECTORS, THEIR CLOSE ASSOCIATES AND OTHER CORE CONNECTED PERSONS**

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any close associates (as defined in the Listing Rules) of any of the Directors has any present intention, in the event that the Share Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company.

No other core 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 buy-back of Shares.

## **5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the Share Buy-back 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 buy-back 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”) 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 buy back Shares which is proposed to be granted pursuant to the Share Buy-back 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 require 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 buy back Shares to such extent that would reduce the public holding of Shares to less than 25% of the issued share capital of the Company.

## 7. SOURCE OF FUNDS

The Company is empowered by its Memorandum of Association and Bye-laws and the laws of Bermuda to buy back its Shares. Buy-backs will be funded entirely from the funds legally available for that purpose. It is envisaged that the funds required for any buy-back would be derived from the distributable profits of the Company.

As compared with the financial position of the Company as at 31 December 2016, the Directors consider that there may be a material adverse impact on the working capital and the gearing position of the Company in the event that the proposed share buy-backs were to be carried out in full during the proposed buy-back period. However, the Directors propose that no buy-back would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

## 8. SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company 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 prices at which the Shares were traded on the Stock Exchange were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
April 2016	0.59	0.50
May 2016	0.66	0.57
June 2016	0.62	0.57
July 2016	0.61	0.57
August 2016	0.58	0.54
September 2016	0.58	0.55
October 2016	0.61	0.55
November 2016	0.58	0.51
December 2016	0.58	0.49
January 2017	0.86	0.56
February 2017	0.94	0.76
March 2017	0.94	0.80
April 2017 (up to the Latest Practicable Date)	0.90	0.87

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

**Dr. John CHAN Cho Chak**

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

**Chairman and Non-Executive Director**, aged 73. Dr. Chan has been a Non-Executive Director and the Chairman of the Company since 15 January 2001. He is an Independent Non-Executive Director and Deputy Chairman of Transport International Holdings Limited (“**TIH**”). He previously served as Managing Director of TIH and as Managing Director and later Senior Executive 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 (“**GDI**”). Dr. Chan held many positions in the Hong Kong Civil Service from 1964 to 1978 and from 1980 to 1993, the key ones of which 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. Dr. Chan also served as Executive Director and General Manager of Sun Hung Kai Finance Company Limited from 1978 to 1980. He was a Director of Swire Properties Limited from April 2010 to March 2017 during which he acted as an Independent Non-Executive Director from December 2011 to March 2017. He was Chairman of the Hong Kong Jockey Club from 2006 to 2010. Dr. Chan is Chairman of the Court of the Hong Kong University of Science and Technology, a Director of the Community Chest and a Member of its Executive Committee, Chairman and Non-Executive Director of Hong Kong News-Expo Limited and a Director (Member of the Governing Body) of The Hong Kong Club Foundation Limited. Save as disclosed above, Dr. 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 Dr. Chan. There is no fixed length or proposed length of service in respect of Dr. 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 By-laws of the Company and the Corporate Governance Code as set out in Appendix 14 to 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 2016, the director’s fee of Dr. Chan for acting as Chairman of the Board of Directors was HK\$154,000.

As at the Latest Practicable Date, Dr. Chan holds a personal interest in 2,000 shares of TIH, the Company’s holding company. Save as disclosed above, Dr. Chan 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 Futures Ordinances (“**SFO**”). Dr. Chan does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Dr. Chan was appointed as an Independent Non-Executive Director of 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 Dr. Chan that need to be brought to the attention of the shareholders of the Company.

**Mr. YUNG Wing Chung**

**Deputy Chairman and Non-Executive Director**, aged 70. 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 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. Mr. Yung was a Non-Executive Director of Smartone Telecommunications Holdings Limited, a Non-Executive Director of Wing Tai Properties Limited and an Alternate Director to Mr. Raymond Kwok Ping Luen of Transport International Holdings Limited and an Alternate Director to Mr. Raymond Kwok Ping Luen of Wing Tai Properties 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 disclosed 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 By-laws of the Company and the Corporate Governance Code as set out in Appendix 14 to 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 2016, the director's fee of Mr. Yung for acting as (i) Director of the Company was HK\$110,000; (ii) a member of the Audit Committee of the Company was HK\$121,000; (iii) a member of the Remuneration Committee of the Company was HK\$22,000; and (iv) a member of the Nomination Committee of the Company was HK\$22,000.

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. 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.

**Ms. Winnie NG**

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

**Founder, Deputy Chairman and Non-Executive Director**, aged 53. Ms. Ng is the Founder of the Company and has been Director since its inception. She is also a Director of Transport International Holdings Limited ("**TIH**"), The Kowloon Motor Bus Company (1933) Limited ("**KMB**") and Long Win Bus Company Limited. Ms. Ng has received numerous awards and recognition. In 2016, she won Nobel Laureate Series: Asian Chinese Leadership Award, and China Top Ten Outstanding Women Entrepreneurs. In 2010, she was named a Woman of Excellence and was also selected as one of 60 Meritorious Chinese Entrepreneurs with Achievement and National Contribution. In previous years, she won the Yazhou Zhoukan Young Chinese Entrepreneur Award, was named one of China's 100 Outstanding Women Entrepreneurs, was Mason Fellow of Harvard University, and was the Caring Heart Award recipient. She successfully positioned KMB as a powerful out-of-home media sales tool by raising the profiles and sales of bus body exterior and on street bus shelter advertising, and created the innovative multi-media on board transit vehicles, unlocking the huge potential of the travelling passengers, which operations model has been adopted by many companies in Hong Kong, China, and over the world. Moreover, she spearheaded the spinoff of the company as the media sales arm of TIH, on the main board of the HK stock exchange (HK stock code 888), which was a business development breakthrough in the public transportation industry. In doing so, she created a significant and substantial value asset for TIH, which is independently listed and financially strong, poised to create and realise more economic value and opportunity for the group.

Active in public service, Ms. Ng serves on a number of public and community boards. She is Chairman of Hospital Governing Committee of Prince of Wales Hospital, Convenor of Course Vetting Committee of Employees Retraining Board, Member of Town Planning Board, Advisor of Our Hong Kong Foundation, Court Member of the Polytechnic University, Director of Vocational Training Council, Member of Employees Retraining Board, Council Member of Better HK Foundation, Public Relations Committee Member of Community Chest. She was Member of Hong Kong Tourism Board, and Member of Hospital Authority from 2010 to 2016. Ms. Ng holds an MBA from University of Chicago and an MPA from Harvard University. She is a Fellow of the Chartered Institute of Marketing. Save as disclosed 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 Bye-laws of the Company and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. In the capacity as Director of the Company, her emoluments consist of 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 2016, the director's fee of Ms. Ng for acting as (i) Director of the Company was HK\$110,000; and (ii) a member of the Audit Committee of the Company was HK\$121,000.

As at the Latest Practicable Date, Ms. Ng has interest in 1,123,743 shares 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 also has interest in 22,152,511 shares in TIH, the Company's holding company, (181,416 shares as personal interests and 21,971,095 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 within the meaning of Part XV of the SFO. 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.

**Mr. LOH Chan Stephen***BSocSc, EMBA*

**Managing Director and Executive Director**, aged 61. Mr. Loh has been a Director of the Company since 1 February 2017. He is an Independent Non-Executive Director of Hong Kong Economic Journal. Prior to joining the Company, he was Chief Executive Officer of Digital Broadcasting Corporation Hong Kong Limited during the period from September 2013 to January 2017. He has more than 30 years of wide-ranging experience in print, electronic and new media. Mr. Loh was Chief Executive Officer of Hong Kong Economic Journal from 2010 to 2013. He served as Executive Vice President (News & Business Information Services) at PCCW Now TV from 2005 to 2010. At Now TV, he built and launched the first 24-hour business news channel in Hong Kong and another 24-hour news channel for Now TV platform. During the period from 1994 to 1999, he was Chief Editor, Publisher and Group Chief Executive Officer of Apple Daily. He was also News Controller of Cable TV from 1991 to 1994. In 1993, he set up and ran the first 24-hour news channel in Hong Kong. Except for the above, Mr. Loh also held other senior positions in the media companies, including South China Media Group and Television Broadcasts Limited. Mr. Loh is a Member of Personal Data (Privacy) Advisory Committee and was Deputy Chairman of Hong Kong News Executives' Association during the period from January 2016 to January 2017. He holds a bachelor of social science degree in Journalism and Communication and an Executive MBA from The Chinese University of Hong Kong. Save as disclosed above, Mr. Loh 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. Loh'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 the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

As at the Latest Practicable Date, there is an employment contract entered into between the Company and Mr. Loh. Pursuant to the employment contract, he is entitled to a basic monthly salary of HK\$200,000 and a performance bonus. He was paid a sign-up bonus of HK\$600,000. In the capacity as a Director of the Company, he is entitled to receive a director's fee of HK\$110,000 per annum, which shall be subject to the Shareholders' approval at the annual general meeting of the Company. His emoluments are determined by the Board with reference to his duties, responsibilities and the prevailing market practice and his contribution to the Company. For the financial year ended 31 December 2016, Mr. Loh did not entitle to any emolument or director's fee as the effective date of his appointment started from 1 February 2017.

As at the Latest Practicable Date, Mr. Loh 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. Mr. Loh 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. Loh that need to be brought to the attention of the shareholders of the Company.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### ROADSHOW HOLDINGS LIMITED

### 路訊通控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 888)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of RoadShow Holdings Limited (the “**Company**”) will be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 16 May 2017 at 11:30 a.m. to transact the following business:

1. to receive and consider the Audited Financial Statements, the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2016.
2. (A) each as a separate resolution, to re-elect the following retiring directors of the Company:
  - (i) Dr. John CHAN Cho Chak;
  - (ii) Mr. YUNG Wing Chung;
  - (iii) Ms. Winnie NG; and
  - (iv) Mr. LOH Chan Stephen;(B) to fix the remuneration of the directors of the Company.
3. to re-appoint KPMG as the auditors of the Company and to authorise the Board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

4. (A) “**THAT:**
  - (i) subject to paragraph (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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (ii) the approval in paragraph (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 total number of shares 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 (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 total number of issued shares of the Company 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 Resolution:

“**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; and
- (c) the time when such mandate is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting.

“**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).”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(B) “**THAT**:

- (i) subject to paragraph (ii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back 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 total number of shares of the Company which the Company is authorised to buy back pursuant to the approval in paragraph (i) of this Resolution during the Relevant Period shall not exceed 10 per cent of the total number of issued shares of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (i) of this Resolution shall be limited accordingly; and
- (iii) for the purposes of this Resolution:

“**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; and
- (c) the time when such mandate is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting.”

- (C) “**THAT** 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 Resolution no. 4(A) be and is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of the total number of shares of the Company bought back by the Company pursuant to the general unconditional mandate to buy back shares referred in Resolution no. 4(B) provided that such extended number of shares shall not exceed 10 per cent of the total number of issued shares of the Company as at the date of the passing of this Resolution.”

By Order of the Board  
**RoadShow Holdings Limited**  
**Christine MAK Lai Hung**  
*Company Secretary*

Hong Kong, 11 April 2017

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

- (1) The register of members of the Company will be closed from 11 May 2017 to 16 May 2017, both dates inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrars, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 10 May 2017.
- (2) Any member of the Company entitled to attend and vote at the Annual General Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. 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 of attorney or authority must be lodged with the Company's principal office at Flat D, 2/F, HK Spinners Industrial Building, Phase 5, 760-762 Cheung Sha Wan Road, 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 proxy form 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 no. 2(A) above, Dr. John CHAN Cho Chak, Mr. YUNG Wing Chung, Ms. Winnie NG and Mr. LOH Chan Stephen will retire and, being eligible, have offered 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 2017.
- (5) Regarding Resolution no. 2(B) above, the Directors, based on the recommendation of the Remuneration Committee of the Company, propose that the Directors' fees for the year ended 31 December 2016 to be fixed at the following amounts:

	<b>Chairman</b>	<b>Member</b>
	<i>HK\$</i>	<i>HK\$</i>
The Board	154,000	110,000
Audit Committee	169,400	121,000
Remuneration Committee	30,800	22,000
Nomination Committee	30,800	22,000
Risk Committee	30,800	22,000

- (6) Regarding Resolutions nos. 4(A), 4(B) and 4(C) above, the Directors wish to state that they have no immediate plans to buy back any existing shares of the Company or issue any new shares pursuant to the relevant mandate.
- (7) Voting at the Annual General Meeting will be taken by poll.
- (8) As at the date of this notice, 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, Professor Stephen CHEUNG Yan Leung, BBS, JP and Dr. John YEUNG Hin Chung, SBS, OBE, JP as Independent Non-Executive Directors; Mr. LOH Chan Stephen as Managing Director and Executive Director; Mr. MAK Chun Keung, Mr. John Anthony MILLER, SBS, OBE, Mr. Allen FUNG Yuk Lun and Mr. LEE Luen Fai as Non-Executive Directors.