

RoadShow

Stock Code 股份代號 : 888

ROADSHOW HOLDINGS LIMITED 路訊通控股有限公司



**CATCHING THE EYES
OF THE CITY**

2010 INTERIM REPORT 中期報告

Interim Results for the Six Months Ended 30 June 2010

The directors of RoadShow Holdings Limited (the “Company” or “RoadShow”) (the “Directors”) present herewith the unaudited consolidated income statement and consolidated statement of comprehensive income of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 June 2010 and the unaudited consolidated balance sheet of the Group at 30 June 2010, together with the comparative figures for the six months ended 30 June 2009 and at 31 December 2009 respectively.

Financial Review

Results

For the six months ended 30 June 2010, the Group reported total operating revenue of HK\$164.1 million, representing an increase of 78.5% over the corresponding period of the previous year. Loss attributable to equity shareholders of the Company was HK\$97.7 million for the six months ended 30 June 2010, compared with a profit of HK\$14.4 million for the six months ended 30 June 2009. The loss attributable to equity shareholders is mainly due to the non-cash impairment loss of the unlisted available-for-sale equity interest in AdSociety Daye Advertising Company Limited (“AdSociety Daye”) amounting to HK\$110.0 million.

Total Operating Revenue

For the six months ended 30 June 2010, the Group reported a total operating revenue of HK\$164.1 million of which HK\$152.2 million was from the media sales services and management business and HK\$11.9 million was from other revenue and other net income. Revenue from media sales services and management business generated from the Hong Kong and the Mainland China operations accounted for approximately 99% and 1% of the Group’s total operating revenue respectively. Revenue generated from media sales services and management business of the Hong Kong operations was HK\$151.2 million for the six months ended 30 June 2010 compared with HK\$75.2 million for the six months ended 30 June 2009, representing a 101.1% increase mainly contributed by the new Bus-Body advertising business commenced in November 2009.

Operating Expenses

The Group’s operating expenses increased by HK\$70.7 million, from HK\$77.0 million for the six months ended 30 June 2009 to HK\$147.7 million for the six months ended 30 June 2010, as a result of the commencement of the operation of the new Bus-Body advertising business commenced in November 2009.

Interim Dividend

The Directors do not propose to declare an interim dividend for the six months ended 30 June 2010 (six months ended 30 June 2009: HK\$Nil).

Liquidity, Financial Resources and Capital Structure

At 30 June 2010, the Group's bank deposits and cash balances amounted to HK\$370.3 million (31 December 2009: HK\$447.9 million), denominated in Hong Kong Dollars, US Dollars and Renminbi. Apart from providing working capital to support its media sales and management business, the Group maintains a strong cash position to meet potential needs for business expansion and development.

At 30 June 2010 and 31 December 2009, the Group did not have any bank borrowings. The gearing ratio, representing the ratio of bank borrowings to the total share capital and reserves of the Group was 0% at 30 June 2010 and 31 December 2009.

The Group had stand-by banking facilities totalling HK\$50.0 million at 30 June 2010 (31 December 2009: HK\$50.0 million).

At 30 June 2010, the Group had net current assets of HK\$452.7 million (31 December 2009: HK\$541.3 million) and total assets of HK\$766.4 million (31 December 2009: HK\$858.9 million).

Charge on Assets

At 30 June 2010, included in other non-current financial assets, the Group provided a loan to AdSociety Daye through a designated deposit/loan arrangement where a subsidiary of the Company placed a pledged deposit of RMB22,858,000 (31 December 2009: RMB Nil) with a bank in the People's Republic of China ("PRC") and the bank on lent the proceeds to AdSociety Daye.

At 30 June 2010, bank deposits of HK\$41.2 million (31 December 2009: HK\$51.2 million) were pledged to secure certain bank guarantees issued by the subsidiaries of the Company to fellow subsidiaries regarding their due performance and payment under certain licence agreements between the subsidiaries of the Company and the fellow subsidiaries.

Contingent Liabilities

The Group did not have any significant contingent liabilities at 30 June 2010 and 31 December 2009.

Exposure to Fluctuations in Exchange Rates and Related Hedges

The Group's monetary assets and transactions are principally denominated in Hong Kong Dollars, US Dollars and Renminbi. During the period, there was no material fluctuation in the exchange rates of Hong Kong Dollars and US Dollars and of Hong Kong Dollars and Renminbi. The Group did not engage in any derivatives activities and did not commit to any financial instruments to hedge its balance sheet exposure in 2010.

Employees and Emolument Policies

At 30 June 2010, the Group had 104 staff members in Hong Kong and 15 in its Mainland China subsidiaries. The Group offers a comprehensive and competitive remuneration and benefits package to all its employees. In addition, it offers a performance bonus scheme to its senior staff based on achievement of business objectives and a sales commission scheme to its sales team based on achievement of advertising revenue targets. The Group has adopted a provident fund scheme for its employees in Hong Kong as required under the Mandatory Provident Fund Schemes Ordinance and participated in employee pension schemes organised and governed by the relevant local governments for its employees in Mainland China. The Company also operates a share option scheme under which the Directors of the Company may offer any employee (including any Director) of the Company or any of its wholly-owned subsidiaries options to subscribe for the Company's shares so as to recognise the contribution of the employee(s) to the Group. Further details of the share option scheme are set out on page 23.

Prospects

The Group is very confident about prospects for its core business in Hong Kong, where a strategy of service integration and continuous investment in technological improvement is driving growth in profit.

By integrating the three platforms of Bus TV (Multi-media On-board), In-Bus (Bus interior advertising business) and Bus-Body (Bus exterior advertising business), RoadShow managed to achieve an encouraging increase in media revenues during the period reported on, due to the further enhancement of our comparative advantage in the out-of-home media and advertising segment. Together with our co-management of advertising space at bus shelters, the synergy between the platforms consolidated our position as a leading out-of-home advertising provider.

In April 2010, the Group entered into an agreement with a contractor for the purpose of upgrading the Bus TV equipment and enhancing our Bus TV broadcasting system. This enhancement project will benefit the Group in light of the technological improvements and enhancement of the equipment and will therefore improve the overall performance of the Bus TV broadcasting system. Our competitive edge will be further strengthened following completion of the enhancement project.

The Group will continue to expand its customer base by selling the benefits of its total platform to more advertisers and also offer more value-added sales services to its existing customers to encourage advertisers to increase their spending with RoadShow so as to maintain and further increase market share.

Prospects (Continued)

In Mainland China, the continuing effect of the extremely keen competition in the industry of television content provision materially affects the business activities of AdSociety Daye. In addition, following the further dilution of the equity interest held by the Group in AdSociety Daye to 32.7% and the change in the composition of the board of directors of AdSociety Daye in September 2009, the Group was no longer in a position to exercise any significant influence over AdSociety Daye or to refine the operational strategies of AdSociety Daye. In view of the deteriorated operating environment and market uncertainties ahead, management has re-assessed the estimated future cash flow from the operation of AdSociety Daye and adjusted the discount rates used in calculating the present value of the estimated future cash flow in accordance with Hong Kong Accounting Standard 39 issued by the Hong Kong Institute of Certified Public Accountants. The impairment loss of HK\$110.0 million is determined based on the decline of the estimated future cash flow from the operation of AdSociety Daye. The management will continue to monitor the position of the investment in AdSociety Daye in a prudent manner.

RoadShow will leverage on its experience and the management skills it has acquired to continue developing its owned operations in Mainland China. RoadShow's management is cautiously optimistic about the success of its future plans for both the Hong Kong and the Mainland China markets. The Group will operate within an environment of strong corporate governance, openness and transparency in all aspects of the Group's business.

CONSOLIDATED INCOME STATEMENT

For the six months ended 30 June 2010

	Note	Six months ended 30 June	
		2010 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000
Turnover	4	152,198	75,324
Other revenue and other net income		11,943	16,639
Total operating revenue		164,141	91,963
Operating expenses			
Royalty, licence and management fees		(68,872)	(35,596)
Staff expenditure		(25,718)	(16,290)
Depreciation and amortisation		(4,678)	(4,489)
Cost of inventories		(2,028)	(2,154)
Repairs and maintenance		(2,184)	(488)
Impairment loss of media assets		(171)	—
Impairment loss of accounts receivable		(80)	—
Other operating expenses		(43,935)	(17,984)
Total operating expenses		(147,666)	(77,001)
Profit from operations		16,475	14,962
Impairment loss of other non-current financial assets	5	(110,000)	—
Share of profit of associate		—	3,723
(Loss)/profit before taxation	6	(93,525)	18,685
Income tax	7	(2,309)	(1,657)
(Loss)/profit for the period		(95,834)	17,028
Attributable to:			
Equity shareholders of the Company		(97,689)	14,380
Non-controlling interests		1,855	2,648
(Loss)/profit for the period		(95,834)	17,028
(Loss)/earnings per share (in Hong Kong cents)	9		
Arising from the Group's operations		1.24	1.44
Arising from impairment loss of other non-current financial assets		(11.03)	—
Basic (loss)/earnings per share		(9.79)	1.44
Diluted		N/A	N/A

The notes on pages 10 to 21 form part of this interim financial report. Details of dividends payable to equity shareholders of the Company are set out in note 8.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2010

	Six months ended 30 June	
	2010 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000
(Loss)/profit for the period	(95,834)	17,028
Other comprehensive income for the period (after tax and reclassification adjustments):		
Other non-current financial assets:		
Net movement in the fair value reserve	274	—
Exchange differences on translation of the financial statements of operations outside Hong Kong	140	—
Total comprehensive income for the period	(95,420)	17,028
Attributable to:		
Equity shareholders of the Company	(97,275)	14,380
Non-controlling interests	1,855	2,648
Total comprehensive income for the period	(95,420)	17,028

The notes on pages 10 to 21 form part of this interim financial report.

CONSOLIDATED BALANCE SHEET

At 30 June 2010

	Note	At 30 June 2010 (Unaudited) HK\$'000	At 31 December 2009 (Audited) HK\$'000
Non-current assets			
Fixed assets		9,255	13,407
Media assets		—	372
Non-current prepayments		14,371	19,160
Other non-current financial assets	10	216,498	231,664
Deferred tax assets		3,830	3,802
		243,954	268,405
Current assets			
Inventories		877	1,138
Amount due from ultimate holding company	11(a)	4,773	4,773
Amounts due from fellow subsidiaries	11(b)	2,129	2,997
Accounts receivable	12	59,047	57,201
Other receivables and deposits		34,505	15,638
Prepayments		9,580	9,580
Pledged bank deposits		41,200	51,200
Bank deposits and cash	13	370,340	447,934
		522,451	590,461
Current liabilities			
Accounts payable	14	8,141	4,931
Amounts due to fellow subsidiaries	11(b)	5,999	3,286
Other payables and accruals		51,314	39,228
Current tax payable		4,301	1,681
		69,755	49,126
Net current assets		452,696	541,335
Total assets less current liabilities		696,650	809,740
Non-current liabilities			
Deferred tax liabilities		166	573
NET ASSETS		696,484	809,167
CAPITAL AND RESERVES			
Share capital		99,737	99,737
Reserves		591,902	703,240
Total equity attributable to equity shareholders of the Company		691,639	802,977
Non-controlling interests		4,845	6,190
TOTAL EQUITY		696,484	809,167

The notes on pages 10 to 21 form part of this interim financial report.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2010

Note	Attributable to equity shareholders of the Company								Total	Non-controlling interests	Total equity
	Share capital	Share premium	General reserve	Contributed surplus	Other reserve	Fair value reserve	Exchange reserve	Retained profits			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 January 2009	99,737	531,769	839	(200)	(605)	—	17,074	193,447	842,061	12,386	854,447
Changes in equity for the six months ended 30 June 2009:											
Total comprehensive income for the period	—	—	—	—	—	—	—	14,380	14,380	2,648	17,028
Dividends paid to non-controlling shareholders	—	—	—	—	—	—	—	—	—	(7,200)	(7,200)
Dividends approved in respect of the previous year	8(b)	—	—	—	—	—	—	(49,868)	(49,868)	—	(49,868)
Balance at 30 June 2009 and 1 July 2009	99,737	531,769	839	(200)	(605)	—	17,074	157,959	806,573	7,834	814,407
Changes in equity for the six months ended 31 December 2009:											
Total comprehensive income for the period	—	—	—	—	—	(120)	(3,112)	(364)	(3,596)	1,556	(2,040)
Dividends paid to non-controlling shareholders	—	—	—	—	—	—	—	—	—	(3,200)	(3,200)
Balance at 31 December 2009	99,737	531,769	839	(200)	(605)	(120)	13,962	157,595	802,977	6,190	809,167
Balance at 1 January 2010	99,737	531,769	839	(200)	(605)	(120)	13,962	157,595	802,977	6,190	809,167
Changes in equity for the six months ended 30 June 2010:											
Total comprehensive income for the period	—	—	—	—	—	274	140	(97,689)	(97,275)	1,855	(95,420)
Dividends paid to non-controlling shareholders	—	—	—	—	—	—	—	—	—	(3,200)	(3,200)
Dividends approved in respect of the previous year	8(b)	—	—	—	—	—	—	(14,063)	(14,063)	—	(14,063)
Balance at 30 June 2010	99,737	531,769	839	(200)	(605)	154	14,102	45,843	691,639	4,845	696,484

The notes on pages 10 to 21 form part of this interim financial report.

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 June 2010

	Note	Six months ended 30 June	
		2010 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000
Net cash generated from operating activities		24,023	18,348
Net cash used in investing activities		(100,324)	(504)
Net cash generated from/(used in) financing activities		101,136	(72,297)
Net increase/(decrease) in cash and cash equivalents		24,835	(54,453)
Effect of foreign exchange rate changes		1,623	—
Cash and cash equivalents at 1 January		251,987	125,794
Cash and cash equivalents at 30 June	13	278,445	71,341

The notes on pages 10 to 21 form part of this interim financial report.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

1. Basis of Preparation

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and Hong Kong Accounting Standard (“HKAS”) 34 *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). It was authorised for issue on 18 August 2010.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2009 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2010 annual financial statements. Details of these changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the 2009 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA.

This interim financial report is unaudited, but has been reviewed by KPMG in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the HKICPA. KPMG’s review report to the Board of Directors is included on page 26.

The financial information relating to the financial year ended 31 December 2009 that is included in the interim financial report as being previously reported information does not constitute the Company’s statutory financial statements for that financial year but is derived from those financial statements. Statutory financial statements for the year ended 31 December 2009 are available from the Company’s principal office. The auditors have expressed an unqualified opinion on those financial statements in their report dated 17 March 2010.

2. Changes in Accounting Policies

The HKICPA has issued two revised HKFRSs, a number of amendments to HKFRSs and one new Interpretation that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements:

- HKFRS 3 (revised 2008), *Business combinations*
- Amendments to HKAS 27, *Consolidated and separate financial statements*
- Amendments to HKFRS 5, *Non-current assets held for sale and discontinued operations — plan to sell the controlling interest in a subsidiary*
- Amendments to HKAS 39, *Financial instruments: Recognition and measurement — eligible hedged items*
- Improvements to HKFRSs (2009)
- HK(IFRIC) 17, *Distributions of non-cash assets to owners*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

The amendments to HKAS 39 have had no material impact on the Group's financial statements as the amendments were consistent with policies already adopted by the Group. The other developments resulted in changes in accounting policy but none of these changes in policy has a material impact on the current or comparative periods, for the following reasons:

- The impact of the majority of the revisions to HKFRS 3, HKAS 27, HKFRS 5 and HK(IFRIC) 17 have not yet had a material effect on the Group's financial statements as these changes will first be effective as and when the Group enters into a relevant transaction (for example, a business combination, a disposal of a subsidiary or a non-cash distribution) and there is no requirement to restate the amounts recorded in respect of previous such transactions.
- The impact of the amendments to HKFRS 3 (in respect of recognition of acquiree's deferred tax assets) and HKAS 27 (in respect of allocation of losses to non-controlling interests (previously known as minority interests) in excess of their equity interest) have had no material impact as there is no requirement to restate amounts recorded in previous periods and no such deferred tax assets or losses arose in the current period.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

3. Segment Reporting

The Group manages its businesses by geographical areas. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified the following two reportable segments:

Hong Kong	:	Provision of media sales and management services
Mainland China	:	Provision of media sales and management services

There are no sales between the reportable segments.

For the purposes of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the results attributable to each reportable segment on the following bases:

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

Information regarding the Group's reportable segments for the period ended 30 June 2010 and 2009 is set out below.

3. Segment Reporting (Continued)

(a) Reportable segment revenues and profit or loss:

	Hong Kong		Mainland China		Total	
	Six months ended 30 June		Six months ended 30 June		Six months ended 30 June	
	2010	2009	2010	2009	2010	2009
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue from external customers	151,172	75,225	1,026	99	152,198	75,324
Other revenue and other net income	3,393	3,873	285	2,357	3,678	6,230
Reportable segment revenue	154,565	79,098	1,311	2,456	155,876	81,554
Reportable segment profit/ (loss)	17,627	12,439	(113,712)	519	(96,085)	12,958
Interest income	—	—	17	31	17	31
Depreciation and amortisation for the period	4,097	3,909	510	496	4,607	4,405
Impairment loss of accounts receivable	80	—	—	—	80	—
Impairment loss of media assets	—	—	171	—	171	—
Impairment loss of other non-current financial assets	—	—	110,000	—	110,000	—

(b) The Group's reportable segment revenues are equal to the consolidated total revenues. Reconciliations of reportable segment profit or loss is as follows:

	Six months ended 30 June	
	2010 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000
Profit or loss		
Reportable segment (loss)/profit	(96,085)	12,958
Other revenue and other net income	8,265	10,409
Unallocated head office and corporate expenses	(5,705)	(4,682)
Consolidated (loss)/profit before taxation	(93,525)	18,685

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

4. Turnover

The Group is principally engaged in the provision of media sales and management and administrative services for Bus TV, In-Bus and Bus-Body advertising businesses and the operation of media advertising management services through marketing advertising spaces on bus exteriors, interiors, shelters and outdoor signages and the provision of advertising agency services.

Turnover represents income from media sales and management and administrative services and advertising agency services, after deduction of any sales discounts and rebate.

5. Impairment Loss of Other Non-current Financial Assets

As disclosed in the announcement of the Company dated 21 July 2010, management has re-assessed the estimated future cash flow from the operation of AdSociety Daye Advertising Company Limited (“AdSociety Daye”) and adjusted the discount rates used in calculating the present value of the estimated future cash flow to determine the recoverable amount of its unlisted available-for-sale equity interest in AdSociety Daye in accordance with HKAS 39 issued by the HKICPA. As a result of the assessment, an impairment loss of approximately HK\$110,000,000 (six months ended 30 June 2009: HK\$Nil) is recognised in profit or loss.

6. (Loss)/Profit before Taxation

(Loss)/profit before taxation is arrived at after charging/(crediting):

	Six months ended 30 June	
	2010 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000
Amortisation of media assets	205	203
Depreciation	4,473	4,286
Interest income	(5,502)	(8,591)
Impairment loss of accounts receivable	80	—
Impairment loss of media assets	171	—
Impairment loss of other non-current financial assets	110,000	—
Operating lease charges		
— land and buildings	1,711	1,191
— audio and visual equipment	2,479	935
— bus interior advertising spaces	4,500	6,000
— bus exterior advertising spaces	27,548	—
Production, programming and marketing costs (included in other operating expenses)	33,025	8,631

7. Income Tax

	Six months ended 30 June	
	2010 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000
Current tax		
Provision for Hong Kong Profits Tax	2,614	1,209
Provision for the PRC income tax	130	332
	2,744	1,541
Deferred tax		
Reversal and origination of temporary differences	(435)	116
	2,309	1,657

The provision for Hong Kong Profits Tax for the period is calculated at 16.5% (2009: 16.5%) of the estimated assessable profits for the period. Taxation for the subsidiaries in the People's Republic of China ("PRC") is charged at the appropriate current rates for taxation ruling in the PRC.

8. Dividends

- (a) No interim dividend is payable for the six months ended 30 June 2010 (six months ended 30 June 2009: HK\$Nil). Final dividends, if any, will be proposed at the year end.
- (b) Dividends attributable to the previous financial year, approved and paid during the interim period:

	Six months ended 30 June	
	2010 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000
Final dividend in respect of the financial year ended 31 December 2009, approved and paid during the interim period of HK1.41 cents per share (2009: in respect of the financial year ended 31 December 2008 — HK5.00 cents per share)	14,063	49,868
	14,063	49,868

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

9. (Loss)/Earnings per Share

(a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to the Company's equity shareholders of HK\$97,689,000 for the six months ended 30 June 2010 (six months ended 30 June 2009: a profit of HK\$14,380,000) and the weighted average of 997,365,332 ordinary shares (six months ended 30 June 2009: 997,365,332 ordinary shares) in issue during the period.

The calculation of basic earnings per share arising from the Group's operation is based on the profit, excluding impairment loss of other non-current financial assets, arising from the operation of HK\$12,311,000 (six months ended 30 June 2009: HK\$14,380,000) and the weighted average of 997,365,332 ordinary shares (six months ended 30 June 2009: 997,365,332 ordinary shares) in issue during the period.

(b) Diluted (loss)/earnings per share

There were no dilutive potential ordinary shares outstanding during the six months ended 30 June 2010 and 2009.

10. Other Non-current Financial Assets

	At 30 June 2010 (Unaudited) HK\$'000	At 31 December 2009 (Audited) HK\$'000
Unlisted available-for-sale equity interest, at cost	143,371	143,371
Less: accumulated impairment losses	(119,801)	(9,801)
Unlisted available-for-sale equity interest, at cost less accumulated impairment losses	23,570	133,570
Loans to investee	96,011	69,884
Amount due from investee	13,891	12,167
Available-for-sale debt securities, at fair value (listed outside Hong Kong)	83,026	16,043
	216,498	231,664

10. Other Non-current Financial Assets (continued)

(a) Unlisted available-for-sale equity interest, at cost less accumulated impairment losses

At 30 June 2010, the unlisted available-for-sale equity interest is individually determined to be impaired on the basis of an adverse change in the market in which the investee operates which indicates that the Group's investment in the investee may not be fully recovered. Impairment loss on unlisted available-for-sale equity interest of HK\$110,000,000 (31 December 2009: HK\$9,801,000) is recognised in profit or loss.

(b) Loans to investee

Loans to investee are unsecured, carry interest at 5.31% p.a. (2009: ranging from 5.31% p.a. to 7.47% p.a.) and are not expected to be settled within one year. The loans are neither past due nor impaired.

(c) Amount due from investee

Amount due from investee is unsecured, interest free and has no fixed repayment terms, but is not expected to be recovered within one year. The amount is neither past due nor impaired.

(d) Available-for-sale debt securities, at fair value

The listed debt securities are issued by corporate entities with credit ratings ranging from A- to AA+.

Available-for-sale debt securities are due for repayment between 2014 and 2015.

11. Amounts Due from/(to) Group Companies

(a) The amount due from ultimate holding company is unsecured, interest-free and has no fixed terms of repayment. The amount is neither past due nor impaired.

(b) The amounts due from/(to) fellow subsidiaries are unsecured, interest-free, repayable on demand and represent normal trade receivables and payables. The amounts due from fellow subsidiaries are neither past due nor impaired.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

12. Accounts Receivable

Details of the ageing analysis of accounts receivable that are neither individually nor collectively considered to be impaired at the balance sheet date are as follows:

	At 30 June 2010 (Unaudited) HK\$'000	At 31 December 2009 (Audited) HK\$'000
Neither past due nor impaired	33,700	23,883
Less than one month past due	13,973	19,145
One to two months past due	5,754	6,916
Two to three months past due	3,191	5,134
More than three months past due	2,429	2,123
	59,047	57,201

All of the accounts receivable are expected to be recovered within one year.

Customers of the media sales business are generally granted credit terms of 90 days while customers of the merchandising business either pay on delivery or are generally granted credit terms of 30 to 90 days.

13. Bank Deposits and Cash

	At 30 June 2010 (Unaudited) HK\$'000	At 31 December 2009 (Audited) HK\$'000
Cash at bank and in hand	92,906	78,946
Bank deposits with original maturities within three months	185,539	173,041
Cash and cash equivalents for the purpose of the cash flow statement	278,445	251,987
Bank deposits with original maturities over three months	91,895	195,947
	370,340	447,934

14. Accounts Payable

Details of the ageing analysis of accounts payable at the balance sheet date are as follows:

	At 30 June 2010 (Unaudited) HK\$'000	At 31 December 2009 (Audited) HK\$'000
Due within one month	8,141	4,931

All of the accounts payable are expected to be settled within one year.

15. Commitments

Capital commitments of the Group outstanding at 30 June 2010 not provided for in the interim financial report are as follows:

	At 30 June 2010 (Unaudited) HK\$'000	At 31 December 2009 (Audited) HK\$'000
Contracted for	49,595	—
Authorised but not contracted for	111,006	173,000
	160,601	173,000

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

16. Material Related Party Transactions

The Group had the following related party transactions during the six months ended 30 June 2010:

	Note	Income/(expenses) Six months ended 30 June	
		2010 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000
Management and administration fee income	(a)	—	8,004
Licence fee for conducting Bus TV business	(b)	(12,864)	(8,500)
Licence and royalty fees paid for the right to sell advertising space on bus shelters	(c)	(7,011)	(6,794)
Licence fee for the right to solicit advertising business at advertising space on bus interiors	(d)	(4,500)	(6,000)
Licence fee for the right to solicit advertising business at advertising space on bus exteriors	(e)	(27,548)	—
Rental expenses	(f)	(3,526)	(1,502)
Management fee expenses	(g)	(8,319)	(8,200)
Guaranteed advertising income	(h)	6,146	11,081
Service fee paid for logistic function	(i)	(245)	(245)
Key management personnel remuneration	(j)	(3,739)	(3,688)
Interest income from associate	(k)	—	2,347

Notes:

- (a) Fee income was earned for the provision of media sales management and administrative services to a subsidiary of Transport International Holdings Limited ("TIH"), a substantial shareholder of the Company. The amount receivable by the Group at the period end amounted to HK\$Nil (31 December 2009: HK\$Nil).
- (b) Licence fee was paid to a subsidiary of TIH for conducting Bus TV advertising business on buses owned by the subsidiary of TIH which fitted with the Bus TV broadcasting system. The amount payable by the Group at the period end amounted to HK\$4,364,000 (31 December 2009: HK\$2,173,000).
- (c) Licence and royalty fees were paid for selling advertising spaces on certain bus shelters owned by a subsidiary of TIH. The amount payable by the Group at the period end amounted to HK\$389,000 (31 December 2009: HK\$389,000).
- (d) Licence fee was paid to a subsidiary of TIH for soliciting advertising business in respect of the interior panels and other interior spaces inside the compartments of the buses owned by the subsidiary of TIH. The amount payable by the Group at the period end amounted to HK\$Nil (31 December 2009: HK\$Nil).
- (e) Licence fee was paid to subsidiaries of TIH for marketing, displaying and maintaining advertisements at the exterior panels of the bodies of buses owned by the subsidiaries of TIH. The amount payable by the Group at the period end amounted to HK\$Nil (31 December 2009: HK\$Nil).
- (f) Rental expenses were paid to a subsidiary of TIH for leasing properties, audio and visual equipment, computer equipment and software system, furniture and fixtures. The amount payable by the Group at the period end amounted to HK\$1,316,000 (31 December 2009: HK\$3,785,000).

16. Material Related Party Transactions (continued)

Notes: (continued)

- (g) Management fee was paid to JCDecaux Cityscape Limited (“JCDecaux Cityscape”) (formerly known as JCDecaux Texon Limited), a fellow subsidiary of a non-controlling shareholder of a subsidiary of the Group, for the provision of media sales agency services in relation to bus shelters. The amount payable to JCDecaux Cityscape at the period end amounted to HK\$3,641,000 (31 December 2009: HK\$3,170,000).
- (h) The Group entered into a contract with JCDecaux Cityscape for media sales agency services provided to the Group in relation to the bus shelters under the media sales business. The Group shall be entitled to a guaranteed income calculated based on the rates per panel and the number of bus shelter panels. JCDecaux Cityscape shall pay any shortfall if the actual income derived from the bus shelters is less than the guaranteed income. The amount receivable from JCDecaux Cityscape at the period end amounted to HK\$622,000 (31 December 2009: HK\$497,000).
- (i) The Group paid a service fee to JCDecaux Cityscape for the logistic function provided to the Group in relation to the bus shelters under the media sales business. The amount payable to JCDecaux Cityscape at the period end amounted to HK\$41,000 (31 December 2009: HK\$41,000).
- (j) Remuneration for key management personnel, including amounts paid to the Company’s directors and certain of the highest paid employees, is as follows:

	Six months ended 30 June	
	2010 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000
Short-term employee benefits	3,709	3,652
Post-employment benefits	30	36
	3,739	3,688

- (k) Interest was charged on the shareholder’s loans provided to the associate for the six months ended 30 June 2009.

17. Comparative figures

During the six months ended 30 June 2009, directors’ remuneration of HK\$1,147,000 and reversal of provisions for production costs of HK\$3,528,000 were included in “Other operating expenses”. Comparative figures have been reclassified to “Staff expenditure” for directors’ remuneration and “Other revenue and other net income” for reversal of provisions for production costs to conform with the current period’s presentation as management are of the opinion that such presentation would be more appropriate to reflect the nature of these income and expense.

Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures

The Directors of the Company who held office at 30 June 2010 had the following interests in the shares of the Company, its holding companies, subsidiaries and other associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) at that date as recorded in the register of Directors' and chief executives' interests and short positions required to be kept under section 352 of the SFO:

Interests in issued shares

The Company: Ordinary shares of HK\$0.1 each						
Beneficial interests	Personal interests	Family interests	Corporate interests	Other interests	Total number of shares held	% of total issued shares
Winnie NG (Note 1)	1,000,000	—	—	123,743	1,123,743	0.1%

Transport International Holdings Limited ("TIH") (Note 2): Ordinary shares of HK\$1 each						
Beneficial interests	Personal interests	Family interests	Corporate interests	Other interests	Total number of shares held	% of total issued shares
John CHAN Cho Chak	2,000	—	—	—	2,000	0.0%
Winnie NG (Note 3)	41,416	—	—	21,000,609	21,042,025	5.2%

Notes:

- Ms Winnie NG has interest in 123,743 shares in the Company as a beneficiary of certain private trusts which beneficially held the shares.
- TIH is the ultimate holding company of the Company.
- Ms Winnie NG has interest in 21,000,609 shares in TIH as a beneficiary of certain private trusts which beneficially held the shares.

Apart from the foregoing, none of the Directors of the Company or any of their spouses or children under eighteen years of age has interests or short positions in the shares, underlying shares or debentures of the Company, or any of its holding companies, subsidiaries or other associated corporations, as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code").

Directors' Interests in Contracts

No contract of significance to which the Company, or any of its holding companies, subsidiaries or fellow subsidiaries was a party, in which a Director of the Company had a material interest, subsisted at the end of the period or at any time during the period.

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures

At 30 June 2010, the interests or short positions of the persons (not being Directors and chief executives of the Company) in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to Divisions 2 and 3 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

	Ordinary shares of HK\$0.1 each			
	Registered shareholders	Corporate interests	Total number of shares held	% of total issued shares
Substantial shareholders				
Transport International Holdings Limited (Note)	—	728,127,410	728,127,410	73.01%
KMB Resources Limited	728,127,410	—	728,127,410	73.01%
Other person				
DJE Investment S.A. and others	69,956,000	—	69,956,000	7.01%

Note: KMB Resources Limited owns 728,127,410 shares in the Company. KMB Resources Limited is a wholly-owned subsidiary of Transport International Holdings Limited, which is accordingly deemed to be interested in the same number of shares held by KMB Resources Limited in the Company under the SFO.

Apart from the foregoing, no other interests or short positions required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.

Share Option Scheme

The Company has a share option scheme (the "Scheme") which was adopted on 7 June 2001 whereby the Directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any company in the Group, to take up options to subscribe for shares in the Company. The purpose of the Scheme is to provide an opportunity for employees of the Group to acquire an equity participation in the Company and to encourage them to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The Scheme will be valid and effective for a period of ten years ending on 6 June 2011, after which no further options will be granted.

No option was granted during the period and there were no outstanding options at 30 June 2010.

Changes in Directors' Biographical Details

During the period under review, the changes in Directors' biographical details since the date of the 2009 Annual Report of the Company which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules are set out below.

YUNG Wing Chung

Mr. Yung Wing Chung is a Non-Executive Director and an Alternate Director to Mr. Raymond Kwok Ping Luen of USI Holdings Limited. The English name of USI Holdings Limited was changed to "Wing Tai Properties Limited" and the Chinese name of the Company "永泰地產有限公司" was registered both with effect from 20 May 2010.

Winnie NG BA, MBA (Chicago), MPA (Harvard), FCIM, CMILT, MHKIoD

Ms. Winnie Ng, Founder and Deputy Chairman, has recently been selected as one of 60 Meritorious Chinese Entrepreneurs with achievement and national contribution. Ms. Winnie Ng acted as an alternate director to Mr. Anthony Ng from 15 December 2008 until 12 May 2010.

Dr Eric Li Ka Cheung* GBS, OBE, JP, LLD, DSocSc, BA, FCPA (Practising), Hon HKAT, FCA, FCPA (Aust.), FCIS
Dr Eric Li Ka Cheung acts as an independent non-executive director of Meadville Holdings Limited, which was listed on The Stock Exchange of Hong Kong Limited. Meadville Holdings Limited has withdrawn its listing status with effect from 19 April 2010.

* Independent Non-executive Director

Other than that disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Compliance with the Code On Corporate Governance Practices of the Listing Rules

The Company has complied throughout the six months ended 30 June 2010 with the Code Provisions set out in the Code on Corporate Governance Practices as contained in Appendix 14 to the Listing Rules.

Compliance with the Model Code of the Listing Rules

The Group has adopted stringent procedures to ensure that securities transactions (if any) by its Directors and relevant employees who are likely to be in possession of unpublished price-sensitive information of the Group are in compliance with the Model Code as set out in Appendix 10 of the Listing Rules. Throughout the six months ended 30 June 2010, the Board has adopted the RoadShow Code on Corporate Governance ("RoadShow Code") for securities transactions by Directors and relevant employees which was prepared on terms no less exacting than the Model Code. In addition, specific confirmation has been obtained from all Directors to confirm compliance with the Model Code and RoadShow Code regarding Directors' securities transactions throughout the six months ended 30 June 2010. No incidence of non-compliance was noted by the Company.

Audit Committee

The Audit Committee of the Company has reviewed with management the accounting principles and policies adopted by the Group and discussed auditing, internal control and financial reporting matters, and also reviewed the unaudited interim financial report for the six months ended 30 June 2010. The review of the unaudited interim financial report was conducted with the Group's external auditors, KPMG. The review report of the external auditors is set out on page 26 of this interim report.

Purchase, Sale or Redemption of the Company's Listed Securities

During the six months ended 30 June 2010, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

By Order of the Board
John CHAN Cho Chak
Chairman

Hong Kong, 18 August 2010



Review Report to the Board of Directors of RoadShow Holdings Limited

(Incorporated in Bermuda with limited liability)

Introduction

We have reviewed the interim financial report set out on pages 5 to 21 which comprises the consolidated balance sheet of RoadShow Holdings Limited as of 30 June 2010 and the related consolidated income statement, statement of comprehensive income and statement of changes in equity and condensed consolidated cash flow statement for the six-month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the Hong Kong Institute of Certified Public Accountants. A review of the interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 June 2010 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, *Interim financial reporting*.

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

18 August 2010

ROADSHOW HOLDINGS LIMITED

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This Interim Report is also available on our website:

本中期報告亦可在本公司之互聯網址下載：

www.roadshow.com.hk

