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ROADSHOW HOLDINGS LIMITED

路訊通控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 888)

PROPOSED REDUCTION OF SHARE PREMIUM ACCOUNT

The Board proposed to reduce an amount of HK\$531,769,033.47 standing to the credit of the Share Premium Account from HK\$531,769,033.47 to nil and transfer the credit arising from the Share Premium Reduction to the Contributed Surplus Account.

The Share Premium Reduction is conditional upon the passing of the necessary special resolution(s) by the Shareholders at the SGM to approve the Share Premium Reduction.

A circular containing, inter alia, further details of the Share Premium Reduction and a notice convening the SGM will be despatched to the Shareholders on or before 11 April 2013 in accordance with the Listing Rules.

SHARE PREMIUM REDUCTION

The Board proposes to reduce an amount of HK\$531,769,033.47 standing to the credit of the Share Premium Account from HK\$531,769,033.47 to nil. The audited amount standing to the credit of the Share Premium Account as at 31 December 2012 was HK\$531,769,033.47. Subject to the conditions set out in the section headed "Conditions", it is proposed that:

- (a) the amount of HK\$531,769,033.47 standing to the credit of the Share Premium Account be reduced to nil pursuant to Section 46 of the Companies Act and Bye-law 6 of the Bye-laws of the Company; and
- (b) the credit arising from the Share Premium Reduction be transferred to the Contributed Surplus Account within the meaning of the Companies Act.

REASONS FOR THE SHARE PREMIUM REDUCTION

With the application of the credit standing to the Contributed Surplus Account arising from the Share Premium Reduction as set out above, the Share Premium Reduction and the subsequent transfer of the credit arising therefrom to the Contributed Surplus Account will therefore increase the distributable reserves of the Company thereby giving the Company greater flexibility in relation to its dividend policy and distributions in the future. The increased distributable reserve in the Contributed Surplus Account will be used, inter alia, for payment of dividends, including the final dividend of the Company for the year ended 31 December 2012 if it is approved by the Shareholders at the Annual General Meeting and for such other purposes as allowed under the Companies Act. The Board considers that it is in the best interest of the Company and its Shareholders as a whole to implement the Share Premium Reduction.

EFFECTS OF THE SHARE PREMIUM REDUCTION

The Share Premium Reduction does not involve any reduction in the authorized or issued share capital of the Company, nor does it involve any reduction in the nominal value of the Shares or trading arrangements concerning the Shares.

Save for the expenses to be incurred in relation to the Share Premium Reduction, the Board considers that the implementation of the Share Premium Reduction will not, in itself, have material adverse effect on the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders in the underlying assets of the Company. The Board considers that the Share Premium Reduction is in the interests of the Company and the Shareholders as a whole.

CONDITIONS

The Share Premium Reduction is conditional upon:

- (a) the passing of the necessary special resolution(s) by the Shareholders at the SGM to approve the Share Premium Reduction; and
- (b) the due compliance with the relevant procedures and requirement under Bermuda laws to effect the Share Premium Reduction, including but not limited to the publication of a notice in an appointed newspaper in Bermuda in respect of the Share Premium Reduction.

Subject to the fulfillment of the above conditions, it is expected that the Share Premium Reduction will become effective on the date of the SGM.

GENERAL

A circular containing, inter alia, further details of the Share Premium Reduction together with a notice convening the SGM will be despatched to the Shareholders on or before 11 April 2013 in accordance with the Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held on 13 May 2013
“Bye-laws”	the bye-laws of the Company
“Board”	the board of Directors
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time)
“Company”	RoadShow Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Contributed Surplus Account”	the contributed surplus account of the Company within the meaning of the Companies Act
“Directors”	the directors of the Company
“Effective Date”	the date on which the Share Premium Reduction shall become effective, being the date of the SGM at which a special resolution approving the Share Premium Reduction will be considered and, if appropriate, passed by the Shareholders
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	a special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Share Premium Reduction by the Shareholders
“Share Premium Account”	the share premium account of the Company
“Share Premium Reduction”	the proposed reduction of the amount of HK\$531,769,033.47 standing to the credit of the Share Premium Account
“Shares”	ordinary shares of par value of HK\$0.1 each in the capital of the Company
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board
RoadShow Holdings Limited
MAN Miu Sheung
Company Secretary

Hong Kong, 18 March 2013

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

** For identification purposes only*