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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting (“**Special 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 13 May 2013 at 11:30 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to compliance by the Company with all relevant legal procedures and requirements under Bermuda laws, and with effect from the date of passing this resolution (“**Effective Date**”):

- (a) the credit standing to the share premium account of the Company which amounted to HK\$531,769,033.47 as at 31 December 2012 be reduced from HK\$531,769,033.47 to nil (the “**Share Premium Reduction**”) and the entire amount of the credit arising from Share Premium Reduction be transferred to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda (as amended from time to time) (the “**Contributed Surplus Account**”);
- (b) the directors of the Company be and are hereby authorised to apply the entire amount standing to the credit of the Contributed Surplus Account in such manner as they consider appropriate including but not limited to payment of dividends (the “**Authorisation**”); and

* *For identification purposes only*

- (c) the directors of the Company be and are hereby authorised for and on behalf of the Company execute all such documents and do such acts or things as they may in their discretion consider to be necessary, desirable or expedient to implement or to give effect to the foregoing in respect of the Share Premium Reduction and the Authorisation.”

By Order of the Board
MAN Miu Sheung
Company Secretary

Hong Kong, 10 April 2013

Notes:

- (1) The register of members of the Company will be closed from 8 May 2013 to 13 May 2013, both dates inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the Special General Meeting. In order to be eligible to attend and vote at the Special 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, Hong Kong, not later than 4:30 p.m. on 7 May 2013.
- (2) Any member of the Company entitled to attend and vote at the Special General Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. 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 or authority must be lodged with the Company's principal office at 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Special General Meeting or any 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 Special General Meeting or any adjournment thereof and if such event, the authority of the proxy shall be deemed to be revoked.
- (4) Voting at the Special General Meeting will be taken by poll.
- (5) 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. 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.