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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 (the “**Special General Meeting**”) of the shareholders of RoadShow Holdings Limited (the “**Company**”) will be held at Studio 1-2, 7/F, W Hong Kong, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Friday, 30 June 2017 at 10:00 a.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the entering into of the Licence Agreement (as defined in the circular of the Company dated 14 June 2017 (the “**Circular**”)) (a copy of the Licence Agreement has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) by Leader Force Limited, a wholly-owned subsidiary of the Company, and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, ratified and confirmed; and
- (b) the proposed annual caps for the period from 1 July 2017 to 31 December 2017, the nine years ending 31 December 2026 and the period from 1 January 2027 to 30 June 2027 in relation to the transactions under the Licence Agreement as disclosed in the Circular be and are hereby approved;

and that any director(s) of the Company and/or Leader Force Limited be and are hereby authorised for and on behalf of the Company and/or Leader Force Limited to execute all such documents and agreements and do such acts or things as they may in their discretion consider to be necessary, desirable or expedient to implement or give effect to or in connection with the Licence Agreement, and all other transactions contemplated thereunder including the proposed annual caps.”

** For identification purposes only*

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

Hong Kong, 14 June 2017

Notes:

- (1) Any member of the Company entitled to attend and vote at the Special General Meeting of the Company shall be entitled to appoint another person as his/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.
- (2) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be lodged with the Company's principal office at 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 Special General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the Special General Meeting or any adjournment thereof and if such event, the authority of the proxy shall be deemed to be revoked.
- (3) The register of members of the Company will be closed from 27 June 2017 to 30 June 2017, 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, Wanchai, Hong Kong, not later than 4:30 p.m. on 26 June 2017.
- (4) Voting at the Special General Meeting will be taken by poll.

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.