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BLISS CHANCE GLOBAL LIMITED

喜昌環球有限公司

(Incorporated in the British Virgin Islands with limited liability)

ROADSHOW HOLDINGS LIMITED

路訊通控股有限公司*

*(Incorporated in Bermuda with limited liability)
(Stock code: 888)*

JOINT ANNOUNCEMENT

**DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION TO
UNCONDITIONAL MANDATORY CASH OFFER BY
OPTIMA CAPITAL LIMITED
FOR AND ON BEHALF OF BLISS CHANCE GLOBAL LIMITED
FOR ALL THE ISSUED SHARES IN ROADSHOW HOLDINGS LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED BY OR
AGREED TO BE ACQUIRED BY BLISS CHANCE GLOBAL LIMITED
AND PARTIES ACTING IN CONCERT WITH IT)**

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



SOMERLEY CAPITAL LIMITED

DESPATCH OF THE COMPOSITE DOCUMENT AND THE FORM OF ACCEPTANCE

The Composite Document setting out, among other things, (a) the terms of the General Offer; (b) the expected timetable; (c) the letter from the Board; (d) the letter from the Independent Board Committee containing its recommendation and advice to Independent Shareholders in respect of the General Offer; and (e) the letter from Somerley Capital, the Independent Financial Adviser, to advise the Independent Board Committee in respect of the General Offer, together with the Form of Acceptance, has been despatched to the Shareholders on Tuesday, 21 November 2017. The expected timetable of the General Offer is set out below in this joint announcement.

Reference is made to (i) the announcements jointly issued by Bliss Chance Global Limited (the “**Offeror**”), Transport International Holdings Limited (stock code: 62) and RoadShow Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 26 October 2017 and 27 October 2017 in relation to, among other things, the General Offer; and (ii) the composite offer and response document in connection with the General Offer dated 21 November 2017 (the “**Composite Document**”) jointly issued by the Offeror and the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

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EXPECTED TIMETABLE

The expected timetable of the General Offer in the Composite Document as reproduced below is indicative only and may subject to changes. Further announcement(s) will be made jointly by the Offeror and the Company in the event of any changes to the timetable as and when appropriate. Unless otherwise specified, all times and dates refer to Hong Kong local time and dates.

Despatch date of the Composite Document and the Form of Acceptance and commencement date of the General Offer (<i>Note 1</i>)		Tuesday, 21 November 2017
Latest time and date for acceptance of the General Offer (<i>Note 2</i>)		4:00 p.m. on Tuesday, 12 December 2017
Closing Date (<i>Note 2</i>)		Tuesday, 12 December 2017
Announcement of the results of the General Offer as at the Closing Date to be posted on the website of the Stock Exchange (<i>Note 2</i>)		no later than 7:00 p.m. on Tuesday, 12 December 2017
Latest date for posting of remittances in respect of valid acceptances received under the General Offer on or before 4:00 p.m. on the Closing Date (<i>Notes 3 & 4</i>)		Thursday, 21 December 2017

Notes:

1. The General Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from Tuesday, 21 November 2017 until the Closing Date. Acceptances of the General Offer shall be irrevocable and not capable of being

withdrawn, except in the circumstances as set out in the paragraph headed “6. Right of withdrawal” in Appendix I to the Composite Document.

2. In accordance with the Takeovers Code, the General Offer must initially be opened for acceptance for at least 21 days following the date on which the Composite Document is posted. The General Offer will be closed on the Closing Date. The latest time and date for acceptance of the General Offer is 4:00 p.m. on Tuesday, 12 December 2017 unless the Offeror revises or extends the General Offer in accordance with the Takeovers Code. An announcement will be issued through the Stock Exchange website by 7:00 p.m. on Tuesday, 12 December 2017 stating whether the General Offer has been revised or extended or has closed. In the event that the Offeror decides that the General Offer will remain open until further notice, at least 14 days’ notice by way of an announcement will be given before the General Offer is closed to those Offer Shareholders who have not accepted the General Offer.
3. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares tendered under the General Offer will be posted to the Offer Shareholders accepting the General Offer by ordinary post at their own risk as soon as possible, but in any event within seven business days following the date of receipt by the Registrar of the duly completed Form of Acceptance together with all the valid requisite documents from the Offer Shareholders accepting the General Offer.
4. If there is a tropical cyclone warning signal no. 8 or above, or a black rainstorm warning:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the General Offer or the latest date for posting of remittances for the amounts due under the General Offer in respect of valid acceptances, the latest time for acceptance of the General Offer or the posting of remittances will remain at 4:00 p.m. on the same business day; or
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the General Offer or the latest date for posting of remittances for the amounts due under the General Offer in respect of valid acceptances, the latest time for acceptance of the General Offer or the posting of remittances will be rescheduled to 4:00 p.m. on the following business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. or such other day as the Executive may approve in accordance with the Takeovers Code.

IMPORTANT

The Offer Shareholders are strongly advised to consider carefully the information contained in the Composite Document and the Form of Acceptance before making decision on whether or not to accept the General Offer. The Offer Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

By order of the directors of
Bliss Chance Global Limited
XU Peixin
Director

By order of the directors of
RoadShow Holdings Limited
John CHAN Cho Chak
Chairman

Hong Kong, 21 November 2017

As at the date of this joint announcement, the board of directors of the Offeror comprises Mr. XU Peixin and Mr. WANG Tao.

As at the date of this joint announcement, the sole director of Bison Capital is Mr. XU Peixin.

As at the date of this joint announcement, the board of Directors comprises Dr. John CHAN Cho Chak, GBS, JP as Chairman and Non-executive Director; Mr. YUNG Wing Chung and Ms. Winnie NG, JP 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.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than those information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts (other than facts in relation to the Group) not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The sole director of Bison Capital accepts full responsibility for the accuracy of information contained in this joint announcement (other than those information relating to the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts (other than facts in relation to the Group) not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The directors of Company jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than those information relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts (other than facts in relation to the Offeror and parties acting in concert with it) not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

** For identification purpose only*