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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**

**(1) CLOSE OF 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);**

**(2) RESULTS OF THE GENERAL OFFER;**

**AND**

**(3) PUBLIC FLOAT OF THE COMPANY**

**Financial Adviser to the Offeror**



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 Sale and Purchase Agreement and 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.

## **CLOSE AND RESULTS OF THE GENERAL OFFER**

### **Close of the General Offer**

The Offeror and the Company jointly announce that the General Offer was closed at 4:00 p.m. on Tuesday, 12 December 2017 and was not revised or extended by the Offeror.

### **Results of the General Offer**

As at 4:00 p.m. on Tuesday, 12 December 2017 (i.e. the Closing Date), the Offeror has received valid acceptances in respect of a total of 22,850,595 Offer Shares under the General Offer, representing approximately 2.29% of the entire issued share capital of the Company as at the date of this joint announcement.

### **Shareholding of the Company**

Immediately prior to the commencement of the Offer Period, the Offeror and parties acting in concert with it did not hold, control or have direction over any Shares or any rights over Shares. Immediately after Completion and before the commencement of the General Offer, the Offeror and parties acting in concert with it owned a total of 728,127,410 Shares (representing approximately 73.01% of the issued share capital of the Company as at the date of Completion).

Taking into account the valid acceptances in respect of 22,850,595 Offer Shares (representing approximately 2.29% of the entire issued share capital of the Company) under the General Offer and subject to the due registration by the Registrar of the transfer of the Offer Shares, the Offeror and parties acting in concert with it would hold an aggregate of 750,978,005 Shares, representing approximately 75.30% of the issued share capital of the Company as at the date of this joint announcement and immediately after the close of the General Offer.

Save for 728,127,410 Shares owned by the Offeror and pursuant to the General Offer, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period. Neither the Offeror nor parties acting in concert with it had borrowed or lent any relevant securities of the Company (as defined in Note 4 to Rule 22 of the Takeovers Code) during the Offer Period.

Set out below is the shareholding structure of the Company (i) immediately prior to the commencement of the Offer Period on 26 October 2017; (ii) immediately after Completion and immediately prior to commencement of the General Offer; and (iii) immediately after the close of the General Offer and as at the date of this joint announcement:

|                                                   | Immediately prior to the commencement of the Offer Period on 26 October 2017 |               | Immediately after Completion and immediately prior to commencement of the General Offer |               | Immediately after the close of the General Offer and as at the date of this joint announcement |               |
|---------------------------------------------------|------------------------------------------------------------------------------|---------------|-----------------------------------------------------------------------------------------|---------------|------------------------------------------------------------------------------------------------|---------------|
|                                                   | Number of Shares                                                             | Approximate % | Number of Shares                                                                        | Approximate % | Number of Shares                                                                               | Approximate % |
| KMB Resources                                     | 728,127,410                                                                  | 73.01         | —                                                                                       | —             | —                                                                                              | —             |
| The Offeror and parties acting in concert with it | —                                                                            | —             | 728,127,410                                                                             | 73.01         | 750,978,005                                                                                    | 75.30         |
| Other Shareholders                                | 269,237,922                                                                  | 26.99         | 269,237,922                                                                             | 26.99         | 246,387,327                                                                                    | 24.70         |
| <b>Total</b>                                      | <u>997,365,332</u>                                                           | <u>100.00</u> | <u>997,365,332</u>                                                                      | <u>100.00</u> | <u>997,365,332</u>                                                                             | <u>100.00</u> |

## SETTLEMENT OF THE GENERAL OFFER

Remittances representing the cash consideration due to each accepting Offer Shareholder in respect of the Offer Shares tendered by him/her/it under the General Offer, less seller's ad valorem stamp duty payable by him/her/it, will be despatched to each accepting Offer Shareholder to the addresses specified on the Form of Acceptance by ordinary post at his/her/its own risk as soon as possible but in any event within seven (7) business days after the date on which all the relevant documents which render such acceptance complete and valid are received by the Registrar.

## PUBLIC FLOAT

Immediately after the close of the General Offer and subject to the due registration by the Registrar for the transfer of Offer Shares tendered for acceptance by the Offer Shareholders to the Offeror, 246,387,327 Shares are held by the public (within the meanings of the Listing Rules), representing approximately 24.70% of the issued share capital of the Company, at the close of the General Offer. Accordingly, following the close of the General Offer, less than 25% of the issued Shares (being the minimum prescribed percentage applicable to the Company) are held by the public and the Company does not satisfy the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules. An application has been made by the Company to the Stock Exchange for a temporary waiver from the strict compliance with Rule 8.08(1)(a) of the Listing Rules. The directors of the Offeror and the Directors will take appropriate steps to ensure that sufficient public float exists in the Shares as soon as possible following the close of the General Offer.

Further announcement(s) will be made by the Company regarding the restoration of public float when and as appropriate.

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, 12 December 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, Dr. John YEUNG Hin Chung, SBS, OBE, JP, Mr. CHEN Yigong, Mr. FENG Zhonghua and Dr. QI Daqing as Independent Non-executive Directors; Mr. LOH Chan Stephen as Managing Director and Executive Director; Mr. XU Peixin as Executive Director; Mr. MAK Chun Keung, Mr. John Anthony MILLER, SBS, OBE, Mr. Allen FUNG Yuk Lun, Mr. LEE Luen Fai and Dr. MA Weihua 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*