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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)

ANNOUNCEMENT

(1) RESIGNATION OF DIRECTORS, CHAIRMAN AND DEPUTY CHAIRMEN

(2) CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

(3) DISSOLUTION OF THE EXECUTIVE COMMITTEE AND THE RISK COMMITTEE

AND

(4) CHANGE OF AUTHORISED REPRESENTATIVES

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; (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; and (iii) the announcement jointly issued by the Offeror and the Company dated 12 December 2017 in relation to, among other things, the close of the General Offer. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

RESIGNATION OF DIRECTORS, CHAIRMAN AND DEPUTY CHAIRMEN

The Board announces that with effect from the close of the General Offer at 4:00 p.m. on Tuesday, 12 December 2017:

- (1) Dr. John CHAN Cho Chak resigned as the chairman of the Company and a non-executive Director;
- (2) Ms. Winnie NG resigned as the deputy chairman of the Company and a non-executive Director;
- (3) Mr. YUNG Wing Chung resigned as the deputy chairman of the Company and a non-executive Director;

- (4) Mr. LOH Chan Stephen resigned as the managing Director and an executive Director, but remains as the managing director of the Group's subsidiaries engaging in the media sales business;
- (5) Mr. MAK Chun Keung resigned as a non-executive Director;
- (6) Mr. John Anthony MILLER resigned as a non-executive Director;
- (7) Mr. Allen FUNG Yuk Lun resigned as a non-executive Director;
- (8) Mr. LEE Luen Fai resigned as a non-executive Director;
- (9) Dr. Carlye Wai-Ling TSUI resigned as an independent non-executive Director;
- (10) Dr. Eric LI Ka Cheung resigned as an independent non-executive Director;
- (11) Professor Stephen CHEUNG Yan Leung resigned as an independent non-executive Director; and
- (12) Dr. John YEUNG Hin Chung resigned as an independent non-executive Director.

The resignation of each of Dr. John CHAN Cho Chak, Ms. Winnie NG, Mr. YUNG Wing Chung, Mr. LOH Chan Stephen, Mr. MAK Chun Keung, Mr. John Anthony MILLER, Mr. Allen FUNG Yuk Lun, Mr. LEE Luen Fai, Dr. Carlye Wai-Ling TSUI, Dr. Eric LI Ka Cheung, Professor Stephen CHEUNG Yan Leung and Dr. John YEUNG Hin Chung (collectively, the “**Resigning Directors**”) was due to change in control of the Company after the close of the General Offer.

Each of the Resigning Directors has respectively confirmed that (i) he or she has no disagreement with the Board, and (ii) there is no matter relating to his or her resignation that needs to be brought to the attention of the Shareholders.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

With effect from 4:00 p.m. on Tuesday, 12 December 2017, the composition of the Board committees has been changed as follows:

(1) Audit Committee

Dr. Eric LI Ka Cheung resigned as the chairman of the audit committee of the Company (the “**Audit Committee**”) and Ms. Winnie NG, Mr. YUNG Wing Chung, Dr. Carlye Wai-Ling TSUI and Professor Stephen CHEUNG Yan Leung resigned as members of the Audit Committee. Dr. QI Daqing has been appointed as the chairman of the Audit Committee and Mr. FENG Zhonghua and Mr. CHEN Yigong have been appointed as members of the Audit Committee.

(2) Remuneration Committee

Dr. Carlye Wai-Ling TSUI resigned as the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and Mr. YUNG Wing Chung and Professor Stephen CHEUNG Yan Leung resigned as members of the Remuneration Committee. Mr. FENG Zhonghua has been appointed as the chairman of the Remuneration Committee and Dr. QI Daqing and Mr. CHEN Yigong have been appointed as members of the Remuneration Committee.

(3) **Nomination Committee**

Professor Stephen CHEUNG Yan Leung resigned as the chairman of the nomination committee of the Company (the “**Nomination Committee**”) and Mr. YUNG Wing Chung and Dr. Carlye Wai-Ling TSUI resigned as members of the Nomination Committee. Mr. CHEN Yigong has been appointed as the chairman of the Nomination Committee. Mr. FENG Zhonghua and Dr. QI Daqing have been appointed as members of the Nomination Committee.

(4) **Executive Committee**

Mr. John Anthony MILLER resigned as the chairman of the executive committee of the Company (the “**Executive Committee**”), Dr. John CHAN Cho Chak resigned as the deputy chairman of the Executive Committee and Mr. LOH Chan Stephen and Mr. Allen FUNG Yuk Lun resigned as members of the Executive Committee.

(5) **Risk Committee**

Professor Stephen CHEUNG Yan Leung resigned as the chairman of the risk committee of the Company (the “**Risk Committee**”) and Mr. John Anthony MILLER and Mr. Allen FUNG Yuk Lun resigned as members of the Risk Committee.

Biographical details of each of Mr. CHEN Yigong, Mr. FENG Zhonghua and Dr. QI Daqing have been set out in the announcement of the Company dated 21 November 2017.

DISSOLUTION OF THE EXECUTIVE COMMITTEE AND THE RISK COMMITTEE

With effect from 4:00 p.m. on Tuesday, 12 December 2017, the Executive Committee and the Risk Committee have been dissolved by the resolutions of the Board, and the Audit Committee will be responsible for overseeing the overall risk management framework of the Group and to advise the Board on the Group’s risk-related matters.

CHANGE OF AUTHORISED REPRESENTATIVES

The Board announces that with effect from 4:00 p.m. on Tuesday, 12 December 2017, (i) Mr. LOH Chan Stephen ceased to act as an authorised representative of the Company under Rule 3.05 of the Listing Rules; and (ii) Mr. XU Peixin has been appointed as an authorised representative of the Company under Rule 3.05 of the Listing Rules.

Biographical details of Mr. XU Peixin have been set out in the announcement of the Company dated 21 November 2017.

The Board would like to take this opportunity to express its appreciation for the valuable contribution of the Resigning Directors to the Company during their tenure of service.

By Order of the Board
RoadShow Holdings Limited
XU Peixin
Executive Director

Hong Kong, 12 December 2017

As at the date of this announcement, the board of directors of the Company comprises Mr. XU Peixin as Executive Director; Dr. MA Weihua as Non-executive Director; and Mr. CHEN Yigong, Mr. FENG Zhonghua and Dr. QI Daqing as Independent Non-executive Directors.

** For identification purposes only*