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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 “**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 Friday, 16 March 2018 at 10:45 a.m. (or so soon thereafter as the special general meeting convened to be held at 10:30 a.m. on the same day at the same place shall have been concluded or adjourned) 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 sale and purchase agreement dated 23 January 2018 entered into among Bison Financial (Hong Kong) Limited (a wholly-owned subsidiary of the Company) as the purchaser and Bison Capital Holding Company Limited, Bison Capital Fashion Limited, TSE Sze Pan, LIU Li Ping and LU Rong as the vendors (the “**Vendors**”) in relation to the acquisition of the entire issued share capital of Target Capital Management Limited (the “**Target**”) (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the Meeting for the purpose of identification) (the “**Agreement**”) and the transactions contemplated thereunder (including the acquisition of BTS Investment Limited, BTY Investment Limited, NanTai Investment Limited and Shangtai Asset Management Limited) be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorised to execute all such documents, instruments, agreements and deeds and to do all such acts, matters and things ancillary to the transactions contemplated under the Agreement, and any one director of the Company and the secretary of the Company or any two directors of the Company be and are hereby authorized to execute all deeds and affix the seal of the Company ancillary to the transactions contemplated under the Agreement, as he or she may in his or her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Agreement and the transactions contemplated thereunder, and to agree to such variation of the terms of the Agreement and the transactions contemplated thereunder that are of administrative nature only as he or she may in his or her absolute discretion consider necessary or desirable.”

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

Hong Kong, 28 February 2018

Notes:

- (1) Any member of the Company entitled to attend and vote at the Meeting 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 Hong Kong share registrar, Computershare Hong Kong Investor Services Limited ("**Hong Kong Share Registrar**") at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) 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 13 March 2018 to 16 March 2018, both dates inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the Meeting. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Hong Kong Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 12 March 2018.
- (4) Voting at the Meeting will be taken by poll.

As at the date of this notice, the board of directors of the Company comprises Mr. XU Peixin, Mr. BIAN Fang and Mr. ZHU Dong as executive directors; Dr. MA Weihua as non-executive director; and Dr. QI Daqing, Mr. CHEN Yigong and Mr. FENG Zhonghua as independent non-executive directors.

** For identification purposes only*