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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **RoadShow Holdings Limited**, you should at once hand this circular, together with the accompanying proxy form, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED CHANGE OF COMPANY NAME,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening the special general meeting of RoadShow Holdings Limited (the “**Company**”) to be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 16 March 2018 at 10:30 a.m. is set out on pages SGM-1 to SGM-2 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the meeting or any adjournment thereof if you so desire.

21 February 2018

* for identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Company”	RoadShow Holdings Limited (路訊通控股有限公司*), a company incorporated in Bermuda with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (Stock code: 888)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	12 February 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, shall exclude Hong Kong, Macao Special Administrative Region of the PRC and Taiwan
“Proposed Change of Company Name”	the proposed change of English name of the Company from “RoadShow Holdings Limited” to “Bison Finance Group Limited” and the adoption of “貝森金融集團有限公司” as the secondary name of the Company in Chinese to replace its existing name in Chinese “路訊通控股有限公司” (which has been used for identification purpose only)
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM” or “Special General Meeting”	the special general meeting of the Company to be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 16 March 2018 at 10:30 a.m., the notice of which is set out on pages SGM-1 to SGM-2 of this circular
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

* for identification purposes only

LETTER FROM THE BOARD



ROADSHOW HOLDINGS LIMITED

路訊通控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 888)

Board of Directors:

Mr. XU Peixin⁺

Dr. MA Weihua⁺⁺

Mr. BIAN Fang⁺

Mr. ZHU Dong⁺

Dr. QI Daqing[#]

Mr. CHEN Yigong[#]

Mr. FENG Zhonghua[#]

⁺ Executive Director

⁺⁺ Non-executive Director

[#] Independent Non-executive Director

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Hong Kong

21 February 2018

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME, RE-ELECTION OF DIRECTORS AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 23 January 2018 in relation to the Proposed Change of Company Name and the announcements of the Company dated 21 November 2017, 13 December 2017 and 8 February 2018 in relation to the appointment of Directors.

The purpose of this circular is (i) to provide you with information on the Proposed Change of Company Name; (ii) to provide you with information on the re-election of Directors; and (iii) to give you notice of the SGM at which a special resolution will be proposed to consider and, if thought fit, to approve the Proposed Change of Company Name and ordinary resolutions will be proposed to consider and, if thought fit, to approve the re-election of Directors.

* for identification purposes only

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 23 January 2018 in relation to the Proposed Change of Company Name.

The Board proposes to change the English name of the Company from “RoadShow Holdings Limited” to “Bison Finance Group Limited” and to adopt “貝森金融集團有限公司” as the secondary name of the Company in Chinese to replace its existing name in Chinese “路訊通控股有限公司” (which has been used for identification purpose only).

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders at the SGM to approve the Proposed Change of Company Name; and
- (2) the grant of approval for the Proposed Change of Company Name by the Registrar of Companies in Bermuda.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda. Thereafter, the Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Reasons for the Proposed Change of Company Name

Following the change in the controlling Shareholder in October 2017 and as stated in the composite document in relation to the unconditional mandatory cash offer for all the issued Shares dated 21 November 2017, the controlling Shareholder was contemplating to diversify the business of the Group by way of acquisition, joint venture or investment, particularly into the financial services sector in which Mr. XU Peixin and Dr. MA Weihua, two of the Directors, have substantial experience, with the view to broadening the source of income of the Group. As such, the Board considers that the proposed new name of the Company provides a more accurate reflection of the Company’s corporate identity and its direction of future development. In addition, the proposed new name of the Company will provide the Company with a new corporate image which will benefit the Company and is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the present name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to the Shares and valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the free exchange of existing share certificates of the Company for new share certificates bearing the new name of the Company. Once the Proposed Change of Company Name has become effective, share certificates of the Company will be issued in the new name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name has become effective.

Further announcement(s) will be made by the Company of the results of the SGM and the effective date of the new English and Chinese stock short names of the Company.

RE-ELECTION OF DIRECTORS

Reference is made to:

- (1) the announcement of the Company dated 21 November 2017 in relation to the appointment of:
 - (a) Mr. XU Peixin as an executive Director;
 - (b) Dr. MA Weihua as a non-executive Director;
 - (c) Dr. QI Daqing as an independent non-executive Director;
 - (d) Mr. CHEN Yigong as an independent non-executive Director; and
 - (e) Mr. FENG Zhonghua an independent non-executive Director,all with effect from 21 November 2017;
- (2) the announcement of the Company dated 13 December 2017 in relation to the appointment of Mr. ZHU Dong as an executive Director with effect from 13 December 2017; and
- (3) the announcement of the Company dated 8 February 2018 in relation to the appointment of Mr. BIAN Fang as an executive Director with effect from 8 February 2018.

In accordance with the Company's Bye-law 86(2), Mr. XU Peixin, Dr. MA Weihua, Mr. BIAN Fang, Mr. ZHU Dong, Dr. Qi Daqing, Mr. CHEN Yigong and Mr. FENG Zhonghua will hold office only until the SGM and being eligible, have offered themselves for re-election.

Biographies of the Directors who are proposed to be re-elected at the SGM are set out in the Appendix to this circular.

LETTER FROM THE BOARD

SGM

A notice convening the SGM to be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 16 March 2018 at 10:30 a.m. is set out on pages SGM-1 to SGM-2 of this circular. At the SGM, a special resolution will be proposed to approve the Proposed Change of Company Name and ordinary resolutions will be proposed to approve the re-election of Directors.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the SGM must be taken by poll.

A proxy form for use at the SGM is enclosed herein. Whether or not you propose to attend the SGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so desire.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolutions to be proposed at the SGM.

CLOSURE OF REGISTER OF MEMBERS

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 SGM. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrar, 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 12 March 2018.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider that (i) the Proposed Change of Company Name; and (ii) the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the SGM.

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

APPENDIX BIOGRAPHIES OF DIRECTORS TO BE RE-ELECTED AT THE SGM

The following are the particulars of the Directors proposed to be re-elected at the SGM.

Mr. XU Peixin (“Mr. Xu”)

Mr. Xu, aged 46, was appointed as an executive Director on 21 November 2017. He has more than 10 years of corporate executive management and investment experience. From June 2005 to June 2012, Mr. Xu was a venture partner of New Enterprise Associates (Beijing), Ltd., one of the group companies of New Enterprise Associates, Inc. which is a venture capital firm. He was primarily involved in designing and executing investment strategies in the retail and healthcare industries. Mr. Xu also served as a director of AirMedia Group Inc., a NASDAQ Stock Market-listed company and a leading operator of out-of-home advertising platforms in the PRC, which operates digital TV screens in 37 airports and digital frames in 32 airports and providing advertisements on airline routes, as well as operating traditional media platforms such as billboards, lightboxes and LED screens, from September 2013 to December 2016. Mr. Xu founded Bison Capital Holding Company Limited, which is an investment holding company specialised in investments in the media and financial industries, and has been an executive director since December 2013. In May 2010, Mr. Xu was nominated as a chief committee member of the Expert Committee of the APEC E-Commerce Business Alliance. Save as disclosed above, Mr. Xu does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Xu has entered into a service contract with the Company for an initial term of three years from 21 November 2017 to 20 November 2020 (both dates inclusive). He is entitled to receive an annual director’s fee of HK\$200,000 which has been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Mr. Xu is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. Xu is deemed to be interested in 700,678,005 Shares within the meaning of Part XV of the SFO and is a controlling Shareholder. Save as disclosed above, he does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Xu does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters concerning Mr. Xu that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Dr. MA Weihua (“Dr. Ma”)

Dr. Ma, aged 69, was appointed as a non-executive Director on 21 November 2017. He was the former president of China Merchants Bank Co., Ltd from 2004 to 2013 and served as its executive director and chief executive officer from 1999 to 2013. Dr. Ma formerly served as the chairman of CIGNA & CMC Life Insurance Company Limited, and served as the chairman of Wing Lung Bank Limited from 2008 to 2015. He was an adjunct professor of the School of Economics and Management of Tsing Hua University, the PRC from 2006 to

APPENDIX BIOGRAPHIES OF DIRECTORS TO BE RE-ELECTED AT THE SGM

2009. Dr. Ma is currently a member of the 12th National Committee of the Chinese People's Political Consultative Conference ("CPPCC"). He was a deputy to the 10th National People's Congress from 2003 to 2008 and a member of the 11th National Committee of the CPPCC from 2008 to 2013. In addition, he is currently the chairman of National Fund for Technology Transfer and Commercialisation.

Dr. Ma is currently an independent non-executive director of China Eastern Airlines Corporation Limited (a company listed on the Stock Exchange with stock code: 670 and the Shanghai Stock Exchange with stock code: 600115) since October 2013, Postal Savings Bank of China Co., Ltd. (a company listed on the Stock Exchange with stock code: 1658) since December 2013, Legend Holdings Corporation (a company listed on the Stock Exchange with stock code: 3396) since June 2015 and China World Trade Center Co. Ltd. (a company listed on the Shanghai Stock Exchange with stock code: 600007) since August 2014. He was previously an independent non-executive director of China Petroleum & Chemical Corporation (a company listed on the Stock Exchange with stock code: 386 and the Shanghai Stock Exchange with stock code: 600028) from May 2010 to May 2015, China Resources Land Limited (a company listed on the Stock Exchange with stock code: 1109) from July 2013 to June 2017, Winox Holdings Limited (a company listed on the Stock Exchange with stock code: 6838) from June 2011 to March 2015 and Guotai Junan Securities Co., Ltd. (a company listed on the Stock Exchange with stock code: 2611 and the Shanghai Stock Exchange with stock code: 601211) from January 2013 to May 2016. Save as disclosed above, Dr. Ma does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Dr. Ma has entered into a service contract with the Company for an initial term of three years from 21 November 2017 to 20 November 2020 (both dates inclusive). He is entitled to receive an annual director's fee of HK\$300,000 which has been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Dr. Ma is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

As at the Latest Practicable Date, Dr. Ma does not have any interest in the Shares within the meaning of Part XV of the SFO. He does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters concerning Dr. Ma that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. BIAN Fang ("Mr. Bian")

Mr. Bian, aged 54, was appointed as an executive Director and the chief executive officer of the Company on 8 February 2018. He has more than 20 years of experience in commercial banking, investment banking and corporate finance. From 2013 and up until joining the Company, he acted as a managing director and a co-head of the financial products division (the "**Financial Products Division**") in BOCI Securities Limited ("**BOCI Securities**"), a leading Chinese institution, and was responsible for the business development and the management

APPENDIX BIOGRAPHIES OF DIRECTORS TO BE RE-ELECTED AT THE SGM

of the Financial Products Division which provides the services of debt capital markets, fixed income sales and trading, credit research and structured products. From 2005 to 2013, Mr. Bian worked in BOCI Securities and served as a managing director and the deputy head of the Financial Products Division. Mr. Bian obtained a master of business administration from Murdoch University, Australia in February 2002. Save as disclosed above, Mr. Bian does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Bian has entered into a service contract with the Company for an initial term of three years from 8 February 2018 to 7 February 2021 (both dates inclusive). He is entitled to receive an annual director's fee of HK\$200,000 for his service as an executive Director and an annual remuneration of HK\$2,300,000 for his service as the chief executive officer of the Company, which have been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Mr. Bian is subject to re-election or retirement by rotation pursuant to the By-laws of the Company.

As at the Latest Practicable Date, Mr. Bian does not have any interest in the Shares within the meaning of Part XV of the SFO. He does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters concerning Mr. Bian that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. ZHU Dong (“Mr. Zhu”)

Mr. Zhu, aged 44, was appointed as an executive Director and the chief financial officer of the Company on 13 December 2017. Mr. Zhu is also currently a director of Cityway Resources Limited and Bison Financial (Hong Kong) Limited, which are subsidiaries of the Company. He has more than 23 years of experience in accounting, corporate finance and advisory services. Mr. Zhu was previously the chairman and executive director of AVIC Joy Holdings (HK) Limited (a company listed on the Stock Exchange with stock code: 260) from December 2015 to November 2017 and an executive director of Peace Map Holding Limited (a company listed on the Stock Exchange with stock code: 402) from December 2012 to October 2017. He previously acted as the deputy chief financial officer of AVIC International Holding (HK) Limited (a company listed on the Stock Exchange with stock code: 232) and from January 2011 to January 2016, he acted as the deputy chief accountant of AVIC International (HK) Group Limited. Mr. Zhu obtained a master's degree in accounting from Capital University of Economics and Business of the PRC in August 1998 and a bachelor degree in accounting from Xiamen University, the PRC in July 1994. Save as disclosed above, Mr. Zhu does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Zhu has entered into a service contract with the Company for an initial term of three years from 13 December 2017 to 12 December 2020 (both dates inclusive). He is entitled to receive an annual director's fee of HK\$200,000 for his service as an executive Director and an annual

remuneration of HK\$1,800,000 for his service as the chief financial officer of the Company, which have been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Mr. Zhu is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. Zhu does not have any interest in the Shares within the meaning of Part XV of the SFO. He does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters concerning Mr. Zhu that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Dr. QI Daqing (“Dr. Qi”)

Dr. Qi, aged 53, was appointed as an independent non-executive Director on 21 November 2017. He is the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of the Company’s remuneration committee (the “**Remuneration Committee**”) and nomination committee (the “**Nomination Committee**”). He is a professor of accounting and former associate dean of Cheung Kong Graduate School of Business (“**CKGSB**”) in Beijing, the PRC. He began teaching in CKGSB in 2002 and was the founding director of the executive master of business association programme. His primary research interests are in financial accounting and reporting as well as profit manipulation by management of listed companies.

Dr. Qi received his degree of doctor of philosophy in business administration from Michigan State University in 1996, master of business administration degree from the University of Hawaii at Manoa in 1992 and bachelor of science and arts degrees from Fudan University, the PRC in 1985 and 1987 respectively.

Dr. Qi is currently an independent director of Sohu.com Inc. (a company listed on NASDAQ (Symbol: SOHU)) since 2005, iKang Healthcare Group, Inc. (a company listed on NASDAQ (Symbol: KANG)) since 2014 and Momo Inc. (a company listed on NASDAQ (Symbol: MOMO)) since 2014, an independent non-executive director of Honghua Group Limited (a company listed on the Stock Exchange with stock code: 196) since January 2008, SinoMedia Holding Limited (a company listed on the Stock Exchange with stock code: 623) since May 2008, Jutal Offshore Oil Services Limited (a company listed on the Stock Exchange with stock code: 3303) since July 2015 and Yunfeng Financial Group Limited (a company listed on the Stock Exchange with stock code: 376) since February 2016. Dr. Qi was previously an independent non-executive director of Dalian Wanda Commercial Properties Co., Ltd. (a company which was delisted from the Stock Exchange in September 2016 with stock code: 3699) from January 2016 to September 2016 and an independent director of Bona Film Group Limited (a company which was delisted from NASDAQ in April 2016 (Symbol: BONA)) from December 2010 to April 2016. Save as disclosed above, Dr. Qi does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

APPENDIX BIOGRAPHIES OF DIRECTORS TO BE RE-ELECTED AT THE SGM

Dr. Qi has entered into a letter of appointment with the Company for an initial term of three years from 21 November 2017 to 20 November 2020 (both dates inclusive). He is entitled to receive an annual director's fee of HK\$300,000 which has been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Dr. Qi is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

As at the Latest Practicable Date, Dr. Qi does not have any interest in the Shares within the meaning of Part XV of the SFO. He does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters concerning Dr. Qi that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. CHEN Yigong (“Mr. Chen”)

Mr. Chen, aged 47, was appointed as an independent non-executive Director on 21 November 2017. He is the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee. He is currently a partner in PacGate Law Group, a law firm in the PRC. He is also currently a director and president in NQ Mobile Inc., a global provider of mobile internet services whose shares are listed on the New York Stock Exchange. Mr. Chen obtained a bachelor degree in biochemistry in the Peking University, the PRC in 1992, and he obtained a degree of jurisdoctor in the University of Iowa, the United States of America in 1998.

Mr. Chen is currently an independent director of Ambow Education Holding Ltd. (a company whose shares are traded in the over the counter markets of the United States of America (Symbol: AMBOY)) since March 2013 and a director of NQ Mobile Inc. (a company listed on New York Stock Exchange (American depositary shares) (Symbol: NQ)) since February 2016. He was previously an independent director of NQ Mobile Inc. from July 2014 to February 2016. Save as disclosed above, Mr. Chen does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Chen has entered into a letter of appointment with the Company for an initial term of three years from 21 November 2017 to 20 November 2020 (both dates inclusive). He is entitled to receive an annual director's fee of HK\$150,000 which has been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Mr. Chen is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. Chen does not have any interest in the Shares within the meaning of Part XV of the SFO. He does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. FENG Zhonghua (“Mr. Feng”)

Mr. Feng, aged 47, was appointed as an independent non-executive Director on 21 November 2017. He is the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. He was previously a director of AirMedia Group Inc. from May 2011 to December 2016, and served as chief operating officer with respect to certain affiliated entities of AirMedia Group Inc. from October 2005 to December 2016. Mr. Feng received an executive master of business association degree from Peking University, the PRC in 2009. Save as disclosed above, Mr. Feng does not hold any position with the Group and did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Feng has entered into a letter of appointment with the Company for an initial term of three years from 21 November 2017 to 20 November 2020 (both dates inclusive). He is entitled to receive an annual director’s fee of HK\$150,000 which has been determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Mr. Feng is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. Feng does not have any interest in the Shares within the meaning of Part XV of the SFO. He does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters concerning Mr. Feng that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF SPECIAL GENERAL MEETING



ROADSHOW HOLDINGS LIMITED

路訊通控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 888)

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of the shareholders 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 10:30 a.m., for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions:

SPECIAL RESOLUTION

“**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “RoadShow Holdings Limited” to “Bison Finance Group Limited” and the Chinese name “貝森金融集團有限公司” be adopted as the secondary name of the Company in place of its existing name in Chinese “路訊通控股有限公司” (which has been used for identification purpose only) (the “**Proposed Change of Company Name**”) with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda; and
- (b) any one director of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents, including under common seal of the Company where applicable and attend to any necessary registration and filing for and on behalf of the Company, as he considers necessary or expedient for the purpose of or in connection with the implementation of or in order to give effect to the Proposed Change of Company Name.”

ORDINARY RESOLUTIONS

- 1. To re-elect Mr. XU Peixin as a director of the Company (“**Director**”).
- 2. To re-elect Dr. MA Weihua as a Director.
- 3. To re-elect Mr. BIAN Fang as a Director.
- 4. To re-elect Mr. ZHU Dong as a Director.
- 5. To re-elect Dr. QI Daqing as a Director.

* *for identification purposes only*

NOTICE OF SPECIAL GENERAL MEETING

6. To re-elect Mr. CHEN Yigong as a Director.
7. To re-elect Mr. FENG Zhonghua as a Director.

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

Hong Kong, 21 February 2018

Notes:

- (1) Any member of the Company entitled to attend and vote at the SGM 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 of attorney 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 SGM or any adjourned meeting. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the SGM 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 13 March 2018 to 16 March 2018, both dates inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, 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) Biographies of the Directors proposed to be re-elected at the SGM are set out in the Appendix to the circular of the Company dated 21 February 2018.
- (5) Voting at the SGM will be taken by poll.
- (6) As at the date of this notice, the Board of Directors 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.