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If you have sold or transferred all your shares in **RoadShow Holdings Limited**, you should at once hand this circular, together with the enclosed proxy form to the purchaser or 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 REDUCTION OF SHARE PREMIUM ACCOUNT
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a 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 13 May 2013 at 11:30 a.m. (the “**Special General Meeting**”) is set out on pages 7 to 8 of this circular. Whether or not you propose to attend the Special General Meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the principal office of the Company at 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Special General Meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the Special General Meeting or any adjournment thereof if you so desire.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held on 13 May 2013 at 11:40 a.m. (or so soon thereafter as the Special General Meeting shall have been concluded or adjourned)
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time)
“Company”	RoadShow Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Contributed Surplus Account”	the contributed surplus account of the Company within the meaning of the Companies Act
“Directors”	the directors of the Company
“Effective Date”	the date on which the Share Premium Reduction shall become effective, being the date of the Special General Meeting at which a special resolution approving the Share Premium Reduction will be considered and, if appropriate, passed by the Shareholders
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share Premium Account”	the share premium account of the Company
“Share Premium Reduction”	the proposed reduction of the amount of HK\$531,769,033.47 standing to the credit of the Share Premium Account
“Shareholders”	shareholders of the Company
“Shares”	ordinary shares of par value of HK\$0.10 each in the share capital of the Company

DEFINITIONS

“Special General Meeting”	a 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 13 May 2013 at 11:30 a.m. for the purpose of considering and, if thought fit, approving the Share Premium Reduction by the Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



ROADSHOW HOLDINGS LIMITED

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Board of Directors:

Dr. John CHAN Cho Chak (*Chairman*)

GBS, JP, DBA (Hon), DSocSc (Hon), BA, DipMS, CCMI, FCILT, FHKIoD

Ms. Winnie NG (*Deputy Chairman*)

BA, MBA (Chicago), MPA (Harvard), FCIM, CMILT, MHKIoD

Mr. YUNG Wing Chung (*Deputy Chairman*)

Dr. Carlye Wai-Ling TSUI[#] *BBS, MBE, JP, DProf, BA (Econ),*

FHKIoD, FHKMA, FBCS, CITP, FHKIE, HonFACE, PDipCD

Dr. Eric LI Ka Cheung[#] *GBS, OBE, JP, LLD, DSocSc, BA,*

FCPA (Practising), Hon HKAT, FCA, FCPA (Aust.), FCIS, FHKIoD

Professor Stephen CHEUNG Yan Leung[#] *BBS, JP, FHKIoD*

Dr. John YEUNG Hin Chung[#] *SBS, OBE, JP*

Mr. MO Tik Sang (*Managing Director*) *FHKIoD*

Mr. MAK Chun Keung

Mr. John Anthony MILLER *SBS, OBE, MPA (Harvard),*

BA (London), FHKIoD

Mr. Edmond HO Tat Man *MA (Cantab), MBA, FCILT, MHKIoD*

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Hong Kong Principal Office:

9 Po Lun Street

Lai Chi Kok

Kowloon

Hong Kong

[#] *Independent Non-executive Director*

10 April 2013

To the Shareholders

Dear Sir or Madam,

PROPOSED REDUCTION OF SHARE PREMIUM ACCOUNT AND NOTICE OF SPECIAL GENERAL MEETING

1. INTRODUCTION

On 18 March 2013, the Board announced that it would like to put forward a proposal for the Share Premium Reduction for approval by the Shareholders at the Special General Meeting.

* *For identification purposes only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to, amongst other things, details of the Reduction of Share Premium Account and a notice of the Special General Meeting.

2. PROPOSED REDUCTION OF SHARE PREMIUM ACCOUNT

The Board proposes to reduce an amount of HK\$531,769,033.47 standing to the credit of the Share Premium Account from HK\$531,769,033.47 to nil and transfer the credit arising from the Share Premium Reduction to the Contributed Surplus Account.

3. EFFECTS OF THE SHARE PREMIUM REDUCTION

The Share Premium Reduction does not involve any reduction in the authorized or issued share capital of the Company, nor does it involve any reduction in the nominal value of the Shares or trading arrangements concerning the Shares.

Save for the expenses to be incurred in relation to the Share Premium Reduction, the Board considers that the implementation of the Share Premium Reduction will not, in itself, have material adverse effect on the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders in the underlying assets of the Company. The Board considers that the Share Premium Reduction is in the interests of the Company and the Shareholders as a whole.

4. CONDITIONS OF THE SHARE PREMIUM REDUCTION

The Share Premium Reduction is conditional upon:

- (a) the passing of the necessary special resolution(s) by the Shareholders at the Special General Meeting to approve the Share Premium Reduction; and
- (b) the due compliance with the relevant procedures and requirement under Bermuda laws to effect the Share Premium Reduction, including but not limited to the publication of a notice in an appointed newspaper in Bermuda in respect of the Share Premium Reduction.

Subject to the fulfillment of the above conditions, it is expected that the Share Premium Reduction will become effective on the date of the Special General Meeting.

LETTER FROM THE BOARD

5. REASONS FOR THE SHARE PREMIUM REDUCTION

With the application of the credit standing to the Contributed Surplus Account arising from the Share Premium Reduction as set out above, the Share Premium Reduction and the subsequent transfer of the credit arising therefrom to the Contributed Surplus Account will therefore increase the distributable reserves of the Company thereby giving the Company greater flexibility in relation to its dividend policy and distributions in the future. The increased distributable reserve in the Contributed Surplus Account will be used, inter alia, for payment of dividends, including the final dividends of the Company for the year ended 31 December 2012 if it is approved by the Shareholders at the Annual General Meeting and for such other purposes as allowed under the Companies Act. The Board considers that it is in the best interest of the Company and its Shareholders as a whole to implement the Share Premium Reduction.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 8 May 2013 to 13 May 2013, both dates inclusive, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the Special General Meeting. In order to be eligible to attend and vote at the Special General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrars, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 7 May 2013.

7. SPECIAL GENERAL MEETING

A notice convening the Special General Meeting to be held at Novotel Century Hong Kong, Plaza 4, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on 13 May 2013 at 11:30 a.m. is set out on pages 7 to 8 of this circular. At the Special General Meeting, a special resolution will be proposed to approve the Share Premium Reduction.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the Special General Meeting must be taken by poll, and an announcement of the results of which will be published on the date of the Special General Meeting or the business day following the Special General Meeting.

A proxy form for use at the Special General Meeting is enclosed herein. Whether or not you intend to attend the Special General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the principal office of the Company at 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Special General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Special General Meeting or any adjournment thereof if you so wish.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors believe that the Share Premium Reduction is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the special resolution to be proposed at the Special General Meeting.

9. 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 enquiries, confirm that 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 or this circular misleading.

By Order of the Board
MO Tik Sang
Managing Director

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 (“**Special General 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 13 May 2013 at 11:30 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to compliance by the Company with all relevant legal procedures and requirements under Bermuda laws, and with effect from the date of passing this resolution (“**Effective Date**”):

- (a) the credit standing to the share premium account of the Company which amounted to HK\$531,769,033.47 as at 31 December 2012 be reduced from HK\$531,769,033.47 to nil (the “**Share Premium Reduction**”) and the entire amount of the credit arising from Share Premium Reduction be transferred to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda (as amended from time to time) (the “**Contributed Surplus Account**”);
- (b) the directors of the Company be and are hereby authorised to apply the entire amount standing to the credit of the Contributed Surplus Account in such manner as they consider appropriate including but not limited to payment of dividends (the “**Authorisation**”); and
- (c) the directors of the Company be and are hereby authorised for and on behalf of the Company execute all such documents and do such acts or things as they may in their discretion consider to be necessary, desirable or expedient to implement or to give effect to the foregoing in respect of the Share Premium Reduction and the Authorisation.”

By Order of the Board
MAN Miu Sheung
Company Secretary

Hong Kong, 10 April 2013

* For identification purposes only

NOTICE OF SPECIAL GENERAL MEETING

Notes:

- (1) The register of members of the Company will be closed from 8 May 2013 to 13 May 2013, both dates inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the Special General Meeting. In order to be eligible to attend and vote at the Special General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrars, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 7 May 2013.
- (2) Any member of the Company entitled to attend and vote at the Special General Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- (3) 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 principal office at 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Special General Meeting 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 Special General Meeting or any adjournment thereof and if such event, the authority of the proxy shall be deemed to be revoked.
- (4) Voting at the Special General Meeting will be taken by poll.
- (5) As at the date of this notice, the directors of the Company are Dr. John CHAN Cho Chak, GBS, JP as Chairman and Non-executive Director; Mr. YUNG Wing Chung and Ms. Winnie NG 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. MO Tik Sang as Managing Director; Mr. MAK Chun Keung, Mr. John Anthony MILLER, SBS, OBE and Mr. Edmond HO Tat Man as Non-executive Directors.