



ROADSHOW HOLDINGS LIMITED

路訊通控股有限公司*

(Incorporated in Bermuda with limited liability)

ANNOUNCEMENT

Summary

The Company recently reviewed the connected transactions of the Group and noted that the payment of Licence Fees by RoadShow Media to KM-Vision as detailed in the Prospectus is an exempted connected transaction under Rule 14.24(4) of the Listing Rules and therefore not subject to any disclosure and/or shareholders' approval requirement.

Introduction

The Company refers to the Waiver granted by the Stock Exchange to the Company from strict compliance with certain connected transactions between the Group and KMB Holdings and its subsidiaries as described in details in the Prospectus.

One of the on-going connected transactions for which the Waiver was granted was the payment of Licence Fees by RoadShow Media to KM-Vision. In accordance with the multi-media advertising sales agency and management and administrative agreement entered into between RoadShow Media and KM-Vision, KM-Vision has appointed RoadShow Media as its sole and exclusive media sales agent for the MMOB Business.

In return, RoadShow Media shall pay to KM-Vision Licence Fees, which is an industry norm of revenue sharing with independent media sales agencies for providing similar services. The Waiver was granted to the Company subject to the condition that the annual Licence Fees payable by RoadShow Media to KM-Vision would not exceed 20% of the total turnover of the Group for any financial year for a period expiring on December 31, 2004.

Exempted connected transaction

The Company recently reviewed the connected transactions of the Group and noted that the payment of Licence Fees by RoadShow Media to KM-Vision is an exempted connected transaction under Rule 14.24(4) of the Listing Rules which should not be subject to any disclosure and/or shareholders' approval requirement. The Company is of the view that the payment of Licence Fees was exempted under Rule 14.24(4) of the Listing Rules because:

1. the payment of Licence Fees by RoadShow Media to KM-Vision is on normal commercial terms and in the ordinary and usual course of business of both companies. The payment of 50% of the media sales rental as Licence Fees is an industry norm of revenue sharing with independent media sales agencies for providing similar services. RoadShow Media is principally engaged in media sales agency and management and administrative services for MMOB Business; whilst KM-Vision is engaged in the operation of MMOB Business on transit vehicles; and
2. KM-Vision is owned as to 95% by the Company and 5% by KMB Holdings, the controlling shareholder of the Company. KMB Holdings, with only 5% equity interest in KM-Vision, is not a substantial shareholder of KM-Vision and fulfils the criteria as stated in Rule 14.24(4)(b) of the Listing Rules.

The Company has applied to the Stock Exchange for its concurrence that the payment of Licence Fees by RoadShow Media to KM-Vision is an exempted connected

transaction under Rule 14.24(4) of the Listing Rules. The Stock Exchange has indicated that it concurs with the Company's view that the payment of Licence Fees is an exempted connected transaction under Rule 14.24(4) of the Listing Rules for which no disclosure and/or shareholders' approval will be required.

The purpose of this announcement, which is made at the suggestion of the Stock Exchange, is to update the shareholders and the investors on the subject matter. In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:—

"Company"	RoadShow Holdings Limited, a company incorporated in Bermuda and whose shares are listed on the Main Board of the Stock Exchange
"Group"	The Company and its subsidiaries
"KMB Holdings"	The Kowloon Motor Bus Holdings Limited, a company incorporated in Bermuda and whose shares are listed on the Main Board of the Stock Exchange
"KM-Vision"	KM-Vision Limited, a company which the Company and KMB Holdings have 95% and 5% equity interest, respectively
"Licence Fees"	Licence fees, amount to 50% of the media sales rental
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange
"MMOB Business"	Multi-media on-board business
"Prospectus"	The prospectus of the Company dated June 19, 2001
"RoadShow Media"	RoadShow Media Limited, a wholly-owned subsidiary of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Waiver"	The conditional waiver dated June 18, 2001 granted by the Stock Exchange to the Company from strict compliance with certain connected transactions between the Group and KMB Holdings and its subsidiaries as described in details in the Prospectus

By order of the Board
RoadShow Holdings Limited
Thomas Mak
Company Secretary

Hong Kong, November 15, 2001

* For identification purpose only