



WING ON TRAVEL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1189)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Wing On Travel (Holdings) Limited (the “Company”) will be held at Shop B27, Basement, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Wednesday, 10 October 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:—

- (i) the investment and shareholders agreement dated 21 June 2007 (as amended by two supplemental agreements each dated 21 June 2007) (together the “Agreement”) (a copy of which having been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) made between the Company, Fortuneup International Limited (“Fortuneup”) (a wholly-owned subsidiary of the Company), Tangua Group Limited (“TGL”), Tangua International, Ltd. (“TIL”) and Railpartners, Inc. (“RPI”) in respect of the subscription by Fortuneup of new shares in TGL representing 72% of the issued share capital of TGL enlarged by the subscription at an aggregate consideration of US\$52.9 million be and is hereby approved, and the transactions contemplated under the Agreement (including, among others, (i) the provision of a loan of up to US\$2.1 million by Fortuneup to TGL, (ii) the grant of put option in favour of TIL to require Fortuneup to purchase or to procure another person to purchase all shares in TGL then held by TIL, (iii) the acquisition of further shares in TGL pursuant to the exercise of the TIL put option, and (iv) the acquisition of further shares in TGL from certain senior management of the members of the TGL group under existing employment contracts, in each case subject to and on the terms set out in the Agreement) be and are hereby approved; and

- (ii) the directors of the Company be and are hereby authorised on behalf of the Company to do all such deeds, acts, matters and things as they may in their discretion consider necessary or desirable for the purpose of or in connection with effecting and implementing any of the foregoing transactions.”

By Order of the Board
Wing On Travel (Holdings) Limited
Lui Siu Tsuen, Richard
Executive Director

Hong Kong, 21 September 2007

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and vote instead of such member. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either an individual member or a member which is a corporation, shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority, shall be delivered to the Company's head office and principal place of business in Hong Kong at 7th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, and in default the instrument of proxy shall not be treated as valid.
3. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

As at the date of this announcement, the board of directors comprises:

Executive Directors:

Mr. Yu Kam Kee, Lawrence

B.B.S., M.B.E., J.P. (Chairman)

Mr. Cheung Hon Kit (*Managing Director*)

Dr. Yap, Allan

Mr. Chan Pak Cheung, Natalis

Mr. Lui Siu Tsuen, Richard

Independent Non-Executive Directors:

Mr. Kwok Ka Lap, Alva

Mr. Poon Kwok Hing, Albert

Mr. Wong King Lam, Joseph