



# WING ON TRAVEL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)  
(Stock Code: 1189)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2004 Annual General Meeting of Wing On Travel (Holdings) Limited (the “Company”) will be held at 8th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Tuesday, 25 May 2004 at 9:30 a.m. for the following purposes:

- To receive, consider and adopt the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2003.
- To re-elect the retiring Directors and to authorise the Board of Directors to fix their remuneration.
- To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration.
- To consider as special business, and if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

### ORDINARY RESOLUTIONS

(A) “**THAT:**

- subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to: (1) a Rights Issue (as hereinafter defined); (2) the exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares of the Company; (3) the exercise of options granted under the share option scheme adopted by the Company; or (4) an issue of shares as scrip dividends pursuant to the Bye-Laws from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
  - the conclusion of the next annual general meeting of the Company; or
  - the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law to be held; or
  - the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

(B) “**THAT:**

- subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in Resolution No. 4(A)(d) as set out in the notice convening the annual general meeting at which this Resolution is proposed) of all the powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved; and
- the aggregate nominal amount of shares of the Company which are authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly.”

- (C) “**THAT** conditional upon the passing of Resolution No. 4(B), the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to Resolution No. 4(A) be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 4(B), provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution.”

- To consider as special business, and if thought fit, pass with or without amendments the following resolution as Special Resolution:

### SPECIAL RESOLUTION

“**THAT** the Bye-Laws of the Company be and are hereby amended as follows:

- By deleting the definition of “associates” in its entirety and substituting therefor the following new definition in Bye-Law 1(A):

“associates” has the same meaning attributed to it in the rules of the stock exchange in the Relevant Territory;
- By deleting the definition of “Auditor” in its entirety and substituting therefor the following new definition in Bye-Law 1(A):

“Auditor” shall mean the auditor of the Company for the time being and may include any individual or partnership;
- By adding a definition of “business day” in Bye-Law 1(A) as follows:

“business day” shall mean any day on which the stock exchange in the Relevant Territory is open for the business of dealing in securities;
- By deleting the definition of “the Chairman” and substituting therefor the following new definition in Bye-Law 1(A):

“the Chairman” shall mean the Chairman, Honorary Chairman and/or any co-Chairman of the Board and/ or the Chairman presiding at any meeting of shareholders or of the Board;
- By deleting the definition of “the Company” or “this Company” and substituting therefor the following new definition in Bye-Law 1(A):

“the Company” or “this Company” shall mean Wing On Travel (Holdings) Limited (formerly Ananda Wing On Travel (Holdings) Limited) incorporated in Bermuda on 11th August 1997;
- By deleting the definition of “writing” or “printing” in its entirety and substituting therefor the following new definition in Bye-Law 1(A):

“writing” or “printing” shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the shareholder’s election comply with all applicable Statutes, rules and regulations.
- By adding the following new Bye-Law 1(F) immediately after Bye-Law 1(E):

“(F) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”
- By re-numbering the existing Bye-Law 80(B) as Bye-Law 80(C) and adding the following new Bye-Law 80(B) immediately preceding the new Bye-Law 80(C):

“(B) Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”
- By deleting the word “Special” in the first line in Bye-Law 97(A)(vi) and substituting therefor the word “Ordinary”.
- By deleting the existing Bye-Law 98(H) in its entirety and substituting therefor the following new Bye-Law 98(H):

“(H) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associate(s) is/are materially interested, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum) but this prohibition shall not apply to any of the following matters:

  - any contract or arrangement for the giving of any security or indemnity either:
    - to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
    - to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/ themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
  - any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
  - any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his associates is derived) or of the voting rights;

- any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:

- the adoption, modification or operation of any employees’ share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or
- the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

- any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”

- By deleting the existing Bye-Law 98(I) in its entirety and substituting therefor the following new Bye-Law 98(I):

“(I) A company shall be deemed to be a company in which a Director and/or his associate(s) in aggregate own five (5) per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights of any class of shares of such company if and so long as (but only if and so long as) he and/or his associates (either directly or indirectly) are the holders of the beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company (or of any third company through which his/their interest or that of any of his associate(s) is derived) or of the voting rights of any class of shares available to shareholders of the company. For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has/have no beneficial interest, any shares comprised in a trust in which the interests of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.”

- By deleting the existing Bye-Law 98(J) in its entirety and substituting therefor the following new Bye-Law 98(J):

“(J) Where a company in which a Director and/or his associate(s) in aggregate own five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights of any class of shares available to shareholders of the company is/are materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.”

- By deleting the existing Bye-Law 98(K) in its entirety and substituting therefor the following new Bye-Law 98(K):

“(K) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman) or as to the entitlement of any Director (other than such Chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman as known to such Chairman has not been fairly disclosed to the Board.”

- By deleting the existing Bye-Law 103 in its entirety and substituting therefor the following new Bye-Law 103:

“103 No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting unless a notice in writing signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election as Director and also a notice in writing signed by the person to be proposed of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office provided that the minimum length of the period, during which such written notice(s) are given, shall be at least seven (7) days and that the period for lodgement of such written notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

- By deleting the word “Special” in the first line in Bye-Law 104 and substituting therefor the word “Ordinary”.

- By deleting the existing Bye-Law 181 in its entirety and substituting therefor the following new Bye-Law 181:

“181 (1) The Company shall be entitled to destroy the following documents at the following times:

- any share certificate which has been cancelled at any time after the expiry of one (1) year from the date of such cancellation;
- any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two (2) years from the date such mandate variation cancellation or notification was recorded by the Company;
- any instrument of transfer of shares which has been registered at any time after the expiry of seven (7) years from the date of registration;
- any allotment letters after the expiry of seven (7) years from the date of issue thereof; and
- copies of powers of attorney, grants of probate and letters of administration at any time after the expiry of seven (7) years after the account to which the relevant power of attorney, grant of probate or letters of administration related has been closed;

and it shall conclusively be presumed in favour of the Company that every entry in the register purporting to be made on the basis of any such documents so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:

- the foregoing provisions of this Bye-Law shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim;
- nothing contained in this Bye-Law shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (i) above are not fulfilled; and
- references in this Bye-Law to the destruction of any document include references to its disposal in any manner.

- Notwithstanding any provision contained in these Bye-Laws, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in sub-paragraphs (a) to (e) of paragraph (1) of this Bye-Law and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Bye-Law shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim.”

By Order of the Board  
**Kam Yiu Sai, Florence**  
*Company Secretary*

Hong Kong, 29 April 2004

### Notes:

- A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notorially certified copy thereof, must be lodged at the head office and principal place of business of the Company at 7th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
- Concerning resolution no. 2 above, Dr. Chan Kwok Keung, Charles, Mr. Chan Pak Cheung, Natalis and Ms. Luk Yee Lin, Ellen shall retire by rotation and, being eligible, offer themselves for re-election at the meeting pursuant to Bye-Law 99 of the Bye-Laws while Mr. Yu Kam Kee, Lawrence and Mr. Cheung Hon Kit who were appointed during the period from the date of last annual general meeting to the date of 2003 Annual Report of the Company, will retire and, being eligible, offer themselves for re-election at the meeting pursuant to Bye-Law 102(B) of the Bye-Laws. The biographical details and interests in the securities of the Company (if any) of the above Directors to be re-elected at the meeting are provided in the section of “Directors Profile” and “Report of the Directors” respectively in the 2003 Annual Report of the Company.

As at the date of this announcement, the Board comprises of:–

**Executive Directors:**  
Mr. Yu Kam Kee, Lawrence *M.B.E., J.P. (Chairman)*  
Mr. Cheung Hon Kit *(Managing Director)*  
Dr. Chan Kwok Keung, Charles  
Dr. Yap, Allan  
Mr. Chan Pak Cheung, Natalis  
Mr. Lui Siu Tsuen, Richard  
Ms. Luk Yee Lin, Ellen

**Non-Executive Directors:**  
Mr. Chan Yeuk Wai *(Honorary Chairman)*  
Mr. Fok Kin-ning, Canning  
Ms. Shih, Edith *(alternate to Mr. Fok Kin-ning, Canning)*

**Independent Non-Executive Directors:**  
Mr. Lai Hing Chiu, Dominic  
Mr. Kwok Ka Lap, Alva