



# WING ON TRAVEL (HOLDINGS) LIMITED

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

## NOTICE OF THE SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special 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 Monday, 10 April 2006 at 10:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

### SPECIAL RESOLUTION

1. **"THAT**, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in, shares of HK\$0.10 each in the issued share capital of the Company upon the Capital Reorganisation (as defined below) becoming effective, with effect from 9:30 a.m. on the next business day (not being a Saturday) following the date on which this resolution is passed (the "Effective Date");—
  - (a) the issued share capital of the Company be reduced by cancelling paid up capital to the extent of HK\$0.90 on each of the shares of HK\$1.00 in the capital of the Company in issue on the Effective Date (the "Capital Reduction") so as to form fully-paid up shares of HK\$0.10 each in the capital of the Company;
  - (b) subject to and forthwith upon the Capital Reduction taking effect, the credit amount arising from the Capital Reduction be credited to the contributed surplus account of the Company where it may be applied by the directors of the Company in accordance with the bye-laws of the Company and all applicable laws (the "Application of Credit"); and
  - (c) the directors of the Company be and are hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Capital Reduction and the Application of Credit."

### ORDINARY RESOLUTIONS

2. **"THAT**:
  - (a) subject to and forthwith upon the Capital Reduction taking effect, all of the authorised but unissued shares of HK\$1.00 each in the capital of the Company (including those authorised but unissued shares arising from the Capital Reduction) be sub-divided into ten (10) shares of HK\$0.10 each in the capital of the Company (the "Subdivision", and together with the Capital Reduction, the "Capital Reorganisation"); and
  - (b) the directors of the Company be and are hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Subdivision."
3. **"THAT**, conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in shares to be issued under the Placing (as defined below) and subject to the fulfilment of the conditions in respect of the Capital Reorganisation as set out in the Company's circular dated 17 March 2006 (the "Circular"), a copy of which has been tabled at the meeting and marked "A" and signed for the purpose of identification by the Chairman of the meeting:
  - (a) the placing (the "Placing") of up to 175,000,000 new ordinary shares of HK\$0.10 each in the Company (the "Placing Shares") to Success Securities Limited ("Placing Agent") pursuant to a placing agreement (the "Placing Agreement") dated 1 March 2006 entered into between the Company and the Placing Agent, a copy of which has been produced and marked "B" and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved and the signing of the Placing Agreement by Mr. Lui Siu Tsuen, Richard, a director of the Company, be and is hereby approved, confirmed and ratified; and
  - (b) the issue and allotment of the Placing Shares be and are hereby approved and the directors of the Company be and are hereby authorised to issue the Placing Shares, and to sign or execute such other documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they consider necessary or desirable for the purposes of giving effect to the Placing Agreement."

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

Hong Kong, 16 March 2006

#### Notes:

1. Any member entitled to attend and vote at the meeting of the Company is entitled to appoint one or more than one proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy in respect of part only of his holding of shares in the Company to represent him and vote on his behalf at the meeting of the Company. 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 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.

As at the date of this announcement, the Directors are as follows:

#### 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  
Ms. Luk Yee Lin, Ellen

#### Non-Executive Director:

Mr. Chan Yeuk Wai  
(*Honorary Chairman*)

#### Independent Non-Executive Directors:

Mr. Kwok Ka Lap, Alva  
Mr. Sin Chi Fai  
Mr. Wong King Lam, Joseph