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WING ON TRAVEL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1189)

ANNOUNCEMENT

On 5 February 2010, TZG Holdings Limited (“**TZG**”) and TIL Capital Corporation (formerly known as Tangula International, Ltd.) (“**TIL**”) (collectively the “**Petitioners**”) issued a winding-up petition against RailPartners, Inc. (“**RPI**”), an indirect 72% owned-subsidiary of the Company, in respect of debts allegedly due in the total sum of US\$14,645,705.54 (inclusive of interest) under:–

- (a) 3 promissory notes all dated 24 April 2009 issued by RPI to the Petitioners; and
- (b) a service agreement dated 13 May 2007 entered into between RPI and TIL.

The Petition will be heard at the High Court on Wednesday, 14 April 2010 at 9:30 a.m.

On 5 February 2010, the Petitioners also applied to the Court by way of an ex-parte application under section 193 of the Companies Ordinance for an order to appoint provisional liquidators of RPI. The Petitioners’ application was adjourned to 9 February 2010 at 2:30 p.m. On 10 February 2010, the Petitioners’ application was dismissed by the court with costs in favour of Fortuneup (as defined below).

RPI is indirectly wholly-owned by Tangula Group Limited, which is held as to 72% by Fortuneup International Limited (“**Fortuneup**”) (a wholly-owned subsidiary of the Company), 9.9% by See Future Limited and 18.1% by TIL (one of the Petitioners). Based on information available to the Company, TZG (the other Petitioner) holds 79.9% of TIL. The Company acquired its interests in RPI in 2007, further details of which is set out in the Company’s announcement and circular dated 1 June 2007 and 21 September 2007 respectively.

RPI holds 49% equity interest in Tanggula Railtours Limited (“**TRL**”), a cooperative joint venture established in the People’s Republic of China (“**PRC**”) that is engaged in the establishment of a luxury tourist train business in the PRC running between Beijing and Lhasa in Tibet and between Beijing and Lijiang in Yunnan province in the PRC. The other 51% interest in TRL is held by Qinghai Tibet Railway Corporation, a state owned enterprise in the PRC.

The amounts claimed under the Petition represent debts (and interest) from the Petitioners, being RPI’s direct and indirect shareholders at the time, which arose prior to the Company’s acquisition of RPI. In addition to the subject matter of the Petition, RPI had received from Mr. Andrew Forbes (“**Forbes**”), one of the founders and a former director of RPI, a statutory demand dated 7 September 2009 (the “**Demand**”) for the sum of US\$333,777.16 being alleged unpaid salary, staff expenses reimbursement and interest due from RPI to Forbes. The amounts claimed under that statutory demand has not yet been paid.

Since completion of the acquisition, the Company has provided a mezzanine loan (with principal and accrued and unpaid interests totaling approximately US\$11 million) which is secured by a fixed charge over RPI’s 49% interests in TRL, plant and machinery, book debts, rights to all agreements to which RPI is a party and any guarantee, letter of credit or bond issued in RPI’s favour, insurance policies and intellectual property, and a fixed and floating charge over RPI’s accounts. As at 31 December 2009, the book value of the Company’s interest in RPI was approximately HK\$130 million.

The directors of the Company do not consider that the Petition and the Demand would have any material adverse impact on the financial position of the Company and its subsidiaries as a whole. The Company remains interested in developing a luxury train business through RPI.

By Order of the Board
WING ON TRAVEL (HOLDINGS) LIMITED
Dr. Yap, Allan
Director

Hong Kong, 12 February 2010

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

Executive Directors:

Mr. Cheung Hon Kit (*Chairman*)
Ms. Chan Ling, Eva (*Managing Director*)
Dr. Yap, Allan
Mr. Chan Pak Cheung, Natalis

Independent Non-Executive Directors:

Mr. Kwok Ka Lap, Alva
Mr. Poon Kwok Hing, Albert
Mr. Sin Chi Fai