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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, 28 April 2010 at 10:30 a.m. (or immediately following the conclusion of the annual general meeting of the Company which has been convened to be held at 10:00 a.m. on the same date and at the same place) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as an ordinary resolution of the Company:–

ORDINARY RESOLUTION

“THAT:

- (a) the termination of the RSPA pursuant to the Termination Agreement and all transactions contemplated under the Termination Agreement be and are hereby approved;
- (b) the directors of the Company be and are hereby authorised to do all such acts and things, to sign and execute all documents and to take such steps as they consider necessary, desirable, or expedient to give effect to or in connection with the Termination Agreement or any of the transactions contemplated thereunder; and

(c) for the purposes of this resolution:–

- (i) “BST” means Bombardier Sifang (Qingdao) Transportation Ltd. (formerly known as Bombardier Sifang Power (Qingdao) Transportation Ltd.);
- (ii) “RPI” means RailPartners, Inc.;
- (iii) “RSPA” means the rolling stock purchase agreement dated 30 April 2007 entered into between, inter alios, RPI and BST (as amended by supplemental agreements dated 29 June 2007, 29 October 2008, 5 January 2009, 24 March 2009, 11 June 2009, 25 August 2009, 10 December 2009 and 9 March 2010 respectively); and
- (iv) “Termination Agreement” means the termination agreement dated 13 March 2010 entered into between RPI and BST (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).”

By Order of the Board
Wing On Travel (Holdings) Limited
Law Sau Lai
Company Secretary

Hong Kong, 12 April 2010

Notes:

1. Any shareholder of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting of the Company. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise.

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy and the power of attorney, or other authority, if any, under which it is signed or notarially certified copy of the power or authority shall be deposited at the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting 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 joint 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 shareholder in whose name any share stands shall for this purpose be deemed joint holders thereof.

As at the date of this notice, 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