
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should immediately consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in **Wing On Travel (Holdings) Limited**, you should at once hand this circular and the accompanying form of election to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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WING ON TRAVEL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1189)

Executive Directors:

Mr. Cheung Hon Kit (*Managing Director*)

Dr. Yap, Allan

Mr. Chan Pak Cheung, Natalis

Mr. Lui Siu Tsuen, Richard

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-Executive Directors:

Mr. Kwok Ka Lap, Alva

Mr. Poon Kwok Hing, Albert

Mr. Sin Chi Fai

*Head office and principal place
of business in Hong Kong:*

7th Floor, Paul Y. Centre

51 Hung To Road

Kwun Tong

Kowloon

Hong Kong

3 June 2008

*To the shareholders and, for information only,
to the holders of convertible exchangeable notes of the Company*

Dear Sir or Madam,

SCRIP DIVIDEND SCHEME IN RELATION TO THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2007

PARTICULARS OF THE FINAL DIVIDEND

On Friday, 25 April 2008, Wing On Travel (Holdings) Limited (the “Company”) announced that the board of directors (the “Board”) of the Company resolved to recommend the payment of a final dividend of HK0.5 cent per share of HK\$0.1 each in the capital of the Company (“Share(s)”) for the year ended 31 December 2007 (the “2007 Final Dividend”) to the shareholders whose names appear on the register of members of the Company at the close of business on Friday, 23 May 2008 (“Record Date”),

and that the shareholders would be given the option to receive shares of HK\$0.1 each in the capital of the Company (“New Shares”) in lieu of cash in respect of part or all of such dividend (the “Scrip Dividend Scheme”). The register of members of the Company was closed from Wednesday, 21 May 2008 to Friday, 23 May 2008, both days inclusive, during which period no transfer of shares would be effected. The last date on which transfers were accepted for registration for participation in the Scrip Dividend Scheme was 20 May 2008.

At the annual general meeting of the Company held on Friday, 23 May 2008, the 2007 Final Dividend was approved by the shareholders of the Company. Accordingly, each eligible shareholder of the Company has the following choices in respect of the 2007 Final Dividend:

- (a) to receive a cash dividend of HK0.5 cent per Share; or
- (b) to be allotted New Shares at HK\$0.1754 per New Share credited as fully paid and having an aggregate market value (as determined by the market value stated below) equal to the total amount of the 2007 Final Dividend which such shareholder would otherwise receive in cash (New Shares will be allotted by way of capitalization of profits to the shareholders of the Company electing to receive New Shares in lieu of cash dividend); or
- (c) to receive the 2007 Final Dividend partly in cash and partly in New Shares.

The number of New Shares to be allotted to the shareholders pursuant to the Scrip Dividend Scheme will be calculated by reference to the market value of HK\$0.1754 which was the average of the closing prices per Share of the Company quoted on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) for the five consecutive trading days from Tuesday, 13 May 2008 to Friday, 23 May 2008. Accordingly, the number of New Shares that the shareholders will receive in respect of their shareholdings on the Record Date under the Scrip Dividend Scheme will be calculated as follows:

Number of New Shares
to be received

=

Number of Shares
held on the Record Date
for which election is made

X

HK\$0.005

HK\$0.1754

If all shareholders elect to receive their 2007 Final Dividend entitlements in New Shares, based on 1,820,758,520 Shares of the Company in issue on 23 May 2008, not more than 51,903,036 New Shares will be issued under the Scrip Dividend Scheme. The New Shares to be issued will rank pari passu in all respects with the existing Shares, except that they will not rank for the 2007 Final Dividend for the year ended 31 December 2007. The number of New Shares to be allotted to each shareholder will be rounded down to the nearest whole number of New Shares. Fractional entitlements to New Shares will not be issued to the shareholders but will be aggregated for the benefit of the Company.

FORM OF ELECTION

A form of election is enclosed with this circular for use by the shareholders who wish to receive the 2007 Final Dividend wholly in the form of New Shares or partly in cash and partly in the form of New Shares.

Shareholders who wish to receive an allotment of New Shares in lieu of payment in cash of the 2007 Final Dividend, whether in whole or in part, should complete and sign the form of election in accordance with the instructions printed thereon and return it to the branch share registrars of the Company in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Wednesday, 18 June 2008. No acknowledgement of receipt of the form of election will be issued.

If you do not return the form of election before the time stated above, you will receive your 2007 Final Dividend wholly in cash.

Shareholders who do not specify the number of Shares in respect of which they are electing to receive an allotment of New Shares, or if they elect to receive New Shares in respect of a greater number of Shares than their registered holding, they will be deemed to have chosen to receive New Shares in respect of all the Shares of which they were then registered as the holders on the Record Date.

OVERSEAS SHAREHOLDERS

Based on the register of members of the Company as at the Record Date, all the shareholders of the Company had their registered addresses in Hong Kong save that there were three shareholders with their respective registered address in the British Virgin Islands, one shareholder with his/her registered address in Singapore and one shareholder with his/her registered address in the People's Republic of China.

In relation to the above overseas shareholders, the Directors have made enquiries with legal advisers in the relevant jurisdictions, and have been advised that there are no restrictions or requirements on the issue of scrip dividend to such overseas shareholders. Accordingly, these shareholders will be permitted to participate in the Scrip Dividend Scheme.

None of this circular, the form of election nor the New Shares will be registered or filed under the securities laws or equivalent legislation of any jurisdiction outside Hong Kong. The participation in the Scrip Dividend Scheme by overseas shareholders may be restricted by the laws of their relevant jurisdictions. No shareholders receiving a copy of this circular and/or the form of election in any territory outside Hong Kong may treat the same as an invitation to elect for New Shares unless in the relevant territory such invitation could lawfully be made to him/her without having to comply with any unfulfilled registration or other legal requirements. Shareholders with registered addresses outside Hong Kong should consult their own professional advisers as to whether or not they are permitted to receive the 2007 Final Dividend in the form of an issue of New Shares or if any governmental or other consent is required or other formalities which need to be observed and whether there are any other restrictions in relation to the future sale of any New Shares so acquired. Overseas shareholders residing in jurisdiction where it would be illegal for them to participate in the Scrip Dividend Scheme will be deemed to have received this circular and/or the form of election for information only.

STOCK EXCHANGE LISTING AND DESPATCH OF DIVIDEND WARRANTS AND/OR SHARE CERTIFICATES

Application has been made to the Listing Committee of the Stock Exchange for listing of and permission to deal in the New Shares to be issued pursuant to the Scrip Dividend Scheme. The Scrip Dividend Scheme is conditional upon listing approval being granted by the Listing Committee of the Stock Exchange in respect of the New Shares to be issued pursuant thereto. No equity or debt securities of the Company are listed or dealt in on any other stock exchange nor is listing or permission to deal in on any other stock exchange being or proposed to be sought. The relevant dividend warrants and/or share certificates for the New Shares will be posted to the shareholders entitled thereto at their own risk on or around Friday, 27 June 2008. It is expected that dealings in the New Shares will commence on Monday, 30 June 2008. In the unlikely event that New Shares are not admitted to listing before Friday, 27 June 2008, the form of election will be disregarded and the 2007 Final Dividend will be paid in full in cash in the usual way.

ADVANTAGE OF SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme will give shareholders the opportunity to increase their investment in the Company as provided above, without incurring brokerage fees and stamp duty cost. The Scrip Dividend Scheme will also benefit the Company because, to the extent that the shareholders receive New Shares, whether in whole or in part, in respect of the 2007 Final Dividend, the cash which would otherwise have been paid to the shareholders will be retained for use by the Company.

GENERAL

Whether or not it is to your advantage to elect to receive your 2007 Final Dividend in New Shares or cash, whether in whole or in part, depends upon your own individual circumstances, and the decision in this regard and all effects resulting therefrom are the responsibility of each shareholder. **IF YOU ARE IN ANY DOUBT AS TO WHAT TO DO, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

Yours faithfully,
For and on behalf of the Board of
Wing On Travel (Holdings) Limited
Lui Siu Tsuen, Richard
Executive Director