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TRANSPORT INTERNATIONAL HOLDINGS LIMITED
(載通國際控股有限公司)*

(incorporated in Bermuda with limited liability)
(Stock code: 62)

SCRIP DIVIDEND SCHEME IN RELATION TO
THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2015
CALCULATION OF MARKET VALUE

Transport International Holdings Limited (the “**Company**”) announced on 24 March 2016 that the board of directors of the Company (the “**Board**”) had proposed the payment of an ordinary final dividend of HK\$0.90 per share of the Company (the “**Share(s)**”) for the year ended 31 December 2015 (the “**Final Dividend**”) to shareholders of the Company (the “**Shareholders**”) whose names appeared on the register of members of the Company on Wednesday, 1 June 2016 (the “**Record Date**”). At the annual general meeting of the Company held on Thursday, 26 May 2016, an ordinary resolution was passed to approve the Final Dividend. Eligible shareholders (the “**Eligible Shareholders**”) may elect to receive the Final Dividend in cash, or wholly by the allotment of fully paid new shares (the “**New Shares**”) in lieu of cash, or partly in cash and partly in the form of fully paid New Shares (the “**Scrip Dividend Scheme**”).

For the purposes of calculating the number of New Shares to be allotted pursuant to the Scrip Dividend Scheme, the market value of the New Shares has been fixed at HK\$20.04 per Share (the “**Average Closing Price**”), which is calculated as equivalent to the average closing price per Share as quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the five consecutive trading days commencing from Monday, 30 May 2016 to Friday, 3 June 2016 (both days inclusive). Accordingly, the number of New Shares which the Eligible Shareholders are entitled to receive in respect of the Shares registered in their names on the Record Date will be calculated as follows:

$$\begin{array}{rclcl} \text{Number of} & & \text{Number of Shares} & & \text{HK\$0.90} \\ \text{New Shares} & = & \text{held on the Record} & \times & \text{(Final Dividend per Share)} \\ \text{to be} & & \text{Date and elected for} & & \hline \text{received} & & \text{the New Shares} & & \text{HK\$20.04} \\ & & & & \text{(Average Closing Price)} \end{array}$$

The number of New Shares to be issued to each Eligible Shareholder will be rounded down to the nearest whole number. Fractional entitlements to the New Shares will be disregarded and the benefit thereof will accrue to the Company. The New Shares to be issued pursuant to the Scrip Dividend Scheme will, when they are issued, rank pari passu in all respects with the Shares in issue on the date of the allotment and issue of the New Shares, except that they shall not be entitled to the Final Dividend.

Application has been made to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the New Shares. A circular setting out the details of the Scrip Dividend Scheme (the “**Circular**”), together with a form of election in relation thereto (the “**Election Form**”), will be despatched to the Shareholders on or about Monday, 13 June 2016. Shareholders with registered addresses in certain jurisdictions outside Hong Kong as specified in the Circular will be excluded from the Scrip Dividend Scheme and will receive the Final Dividend wholly in cash. The Board considers such exclusion to be necessary and expedient pursuant to Rule 13.36(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Eligible Shareholders who wish to receive the Final Dividend wholly in cash should NOT complete the Election Form.

Eligible Shareholders who wish to receive the Final Dividend, in whole or in part, in the form of the New Shares should complete and sign the Election Forms in accordance with the instructions printed thereon and return them to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than the latest time specified in the Circular which is expected to be 4:30 p.m. on Tuesday, 28 June 2016.

It is expected that the share certificates for the New Shares will be sent by ordinary mail to those Eligible Shareholders who elected to receive the Final Dividend wholly or partly in the New Shares at their own risk on or about Friday, 8 July, 2016, and the first day of dealings in the New Shares on the Stock Exchange is expected to be on or about Monday, 11 July 2016.

By order of the Board
Lana Woo
Company Secretary

Hong Kong, 3 June 2016

The Directors of the Company as at the date of this announcement are:

Independent Non-executive Directors:

Dr. Norman LEUNG Nai Pang, *GBS, JP* (Chairman)
Dr. John CHAN Cho Chak, *GBS, JP* (Deputy Chairman)
Dr. Eric LI Ka Cheung, *GBS, OBE, JP*
Mr. Gordon SIU Kwing Chue, *GBS, CBE, JP*
Professor LIU Pak Wai, *SBS, JP*

Non-executive Directors:

Mr. Raymond KWOK Ping Luen, *JP* (Ms. Susanna WONG Sze Lai as his alternate)
Mr. NG Siu Chan (Ms. Winnie NG as his alternate)
Mr. William LOUEY Lai Kuen
Ms. Winnie NG
Mr. Edmond HO Tat Man
Mr. John Anthony MILLER, *SBS, OBE*
Mr. Allen FUNG Yuk Lun

Executive Directors:

Mr. Roger LEE Chak Cheong (Managing Director)
Mr. Charles LUI Chung Yuen, *M.H.*

**for identification purpose only*