



ARGOS ENTERPRISE (HOLDINGS) LIMITED

雅高企業（集團）有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 8022)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Argos Enterprise (Holdings) Limited (the “**Company**”) will be held at 11:00 a.m. on 26 November 2008 at Function Room, Kowloon Bowling Green Club, 123 Austin Road, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution:-

ORDINARY RESOLUTION

“**THAT**

- (a) the conditional sale and purchase agreement dated 23 September 2008 (the “**Agreement**”) entered into between Mega Field International Limited (the “**Purchaser**”) as purchaser, Mr. Zhang Weiting as vendor and the Company as guarantor of the Purchaser in relation to the acquisition of 650 shares of US\$1.00 of Wisdom In Holdings Limited (representing 65% equity interest in that company) and 65% of the shareholders’ loan (with outstanding amount of about HK\$18.28 million at the date of the Agreement) being owed by Index Hong Kong Limited to Mr. Zhang Weiting at a consideration of no more than HK\$695,000,000 comprising: (i) HK\$5,000,000 by cash; (ii) HK\$26,400,000 by the issue and allotment of the Consideration Shares (as defined and more particularly described in the Company’s circular dated 5 November 2008 (the “**Circular**”)); (iii) HK\$409,200,000 at maximum by the issue of the Convertible Bonds (as defined and more particularly described in the Circular); and (iv) HK\$254,400,000 at maximum by the issue of the Promissory Notes (as defined and more particularly described in the Circular) (copies of the Agreement and the Circular have been tabled at the meeting and marked “A” and “B” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue the Consideration Shares (as defined and more particularly described in the Circular), credited as fully paid, pursuant to the terms of the Agreement, such Consideration Shares shall rank pari passu in all respects with the existing ordinary shares of the Company in issue at the date of allotment of the Consideration Shares;

- (c) the creation and issue of the Convertible Bonds (as defined and more particularly described in the Circular) as set out in the Circular, on and subject to the terms of the Agreement, be and is hereby approved;
- (d) the Directors be and are hereby authorised to allot and issue such number of new shares in the capital of the Company as may be allotted and issued upon the exercise of conversion rights attaching to the Convertible Bonds, such new shares shall rank pari passu in all respects with the existing ordinary shares of the Company in issue at the date of allotment of such new shares;
- (e) the creation and issue of the Promissory Notes (as defined and more particularly described in the Circular) as set out in the Circular, on and subject to the terms of the Agreement, be and is hereby approved;
- (f) the Directors be and are hereby authorised to reduce or cancel any of the principal amount of the Convertible Bonds and the Promissory Notes after the issue of such instruments in accordance with the terms and conditions of the Agreement; and
- (g) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement, the issue of the Consideration Shares, the Convertible Bonds and the Promissory Notes or any of the transactions contemplated under the Agreement.”

By order of the Board
Argos Enterprise (Holdings) Limited
Cheung Man Yau, Timothy
Executive Director and Chief Executive Officer

Hong Kong, 5 November 2008

Registered office and principal place of business:
Room A, 9th Floor, Fortis Tower
77-79 Gloucester Road
Wanchai
Hong Kong

Notes:

1. A member of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18/F, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not less than 48 hours before the time appointed for holding the meeting (or the adjourned meeting, as the case may be).
3. Where there are joint registered holders of any share, any one of such persons 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 any meeting personally or by proxy, that one of the said person so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.

As of the date hereof, the executive Directors are Mr. Wong Man Chiu, Ronnie, Mr. Cheung Man Yau, Timothy and Mr. Cheng Wing Hong; the non-executive Directors are Mr. Wong Wah Sang (Chairman) and Mr. Wilkie Wong; while the independent non-executive Directors are Mr. Fung Wai Shing, Mr. Sung Wai Tak, Herman and Mr. Wong Lit Chor, Alexis.