



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 an extraordinary general meeting (“EGM”) of Argos Enterprise (Holdings) Limited (the “**Company**”) will be held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on Tuesday, 2 December, 2008 at 11:00 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions numbered 1 as ordinary resolution and numbered 2 as special resolution:

ORDINARY RESOLUTION

1. **“THAT** the share option scheme (the “**Share Option Scheme**”) of the Company which has been duly adopted by the Company on 30 July 2001 be and is hereby amended in the following manner:

- (a) Paragraph 1.1 – definition of “Employee”

By deleting the definition of “Employee” from paragraph 1.1 of the Share Option Scheme in its entirety and substituting thereof with the following new definition:

““Employee” any full-time or part-time employee or any officer (including without limitation any directors) of the Company or of any Subsidiary;”

- (b) Paragraph 1.1 – definition of “Grantee”

By deleting the definition of “Grantee” from paragraph 1.1 of the Share Option Scheme in its entirety and substituting thereof with the following new definition:

““Grantee” any Participant who accepts an Offer in accordance with the terms of this Scheme, or (where the context so permits) any person who is entitled to any such Option in consequence of the death of the original Grantee;”

(c) Paragraph 1.1 – definition of “Offer Date”

By deleting the definition of “Offer Date” from paragraph 1.1 of the Share Option Scheme in its entirety and substituting thereof with the following new definition:

““Offer Date” the date on which an Offer is made to a Participant, which must be a business day;”

(d) Paragraph 1.1 – definition of “Participant”

By adding the following definition in paragraph 1.1 of the Share Option Scheme immediately after the definition of “Option Period”:

““Participant” any Employee or consultant, advisor, agent, contractor, client or supplier of the Company or any Subsidiary who in the sole opinion of the Board has contributed or is expected to contribute to the Group;”

(e) Paragraph 4.1

By deleting the word “Employee” immediately after the words “to make an Offer to any” in paragraph 4.1 of the Share Option Scheme and substituting thereof with the new word “Participant”;

(f) Paragraph 4.2

By deleting the existing paragraph 4.2 of the Share Option Scheme in its entirety and substituting thereof the following new paragraph 4.2:

“4.2 An Offer shall be made to a Participant by letter in such form as the Board may from time to time determine requiring the Participant to undertake to hold the Option on the terms on which it is to be granted and to be bound by the provisions of this Scheme and shall remain open for acceptance by the Participant to whom an Offer is made for a period of 28 days from the Offer Date, provided that no such Offer shall be open for acceptance after the tenth anniversary of the Adoption Date or after this Scheme has been terminated in accordance with the provisions hereof.”

(g) Paragraph 8.1(iv)

By inserting the words “(excluding any independent non-executive Director who is the proposed Grantee)” immediately after the words “by all independent non-executive Directors” in paragraph 8.1(iv) of the Share Option Scheme;

(h) Paragraph 8.1(v)

By deleting the words “of the Company or any of its respective associates” immediately after the words “(as defined in the GEM Listing Rules)” in paragraph 8.1(v) of the Share Option Scheme and substituting thereof with the new words “of the Company or an independent non-executive Director or any of their respective associates”.

(i) Paragraph 8.2

By deleting the words “No Employee shall be granted an Option which, if exercised in full, would result in such Employee becoming entitled” in the beginning of paragraph 8.2 of the Share Option Scheme in its entirety and substituting thereof with the new words “No Participant shall be granted an Option which, if exercised in full, would result in such Participant becoming entitled”; and

(j) Paragraph 12.1(i)

By inserting the words “, “Participant”” immediately before the words “and “Option Period”” in paragraph 12.1(i) of the Share Option Scheme.”

SPECIAL RESOLUTION

2(A). **“THAT** the Previous Resolution (as defined and more particularly described in the Company’s circular dated 7 November 2008, a copy of which has been tabled at the meeting and marked “A” initialled by the Chairman of the meeting for the purpose of identification) be and is hereby rescinded and revoked in its entirety.”

2(B). **“THAT** the articles of association of the Company be and are hereby amended in the following manner:

(a) Article 2(A)

By deleting in its entirety the definition of “Clearing House” in article 2(A) and substituting thereof with the following new definition:

““Clearing House” shall have the meaning ascribed thereto in Schedule 1 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);”

(b) Article 81

(i) By inserting the words “voting by way of a poll is required by the relevant rules or regulations issued by The Stock Exchange of Hong Kong Limited or” immediately after the words “At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless” in the first paragraph of the existing article 81.

(ii) By deleting the words of “or” at the end of the existing article 81(iii).

(iii) By deleting the full stop at the end of the existing article 81(iv) and replacing it with a “; or” and adding the following new paragraph immediately after the existing article 81(iv):

“(v) if required by the relevant rules or regulations issued by The Stock Exchange of Hong Kong Limited, by the Chairman of the meeting or any Director(s) who, individually or collectively, hold proxies in respect of shares in the Company representing five per cent (5%) or more of the total voting rights at such meeting.”

(c) Article 82

By inserting the sentence “The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the relevant rules or regulations issued by The Stock Exchange of Hong Kong Limited.” at the end of the existing article 82.

(d) Article 87A

By adding the following paragraph as the new article 87A immediately after the existing article 87:

“87A. Where the Company has knowledge that any member of the Company is, under the relevant rules or regulations issued by The Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member of the Company in contravention of such requirement or restriction shall not be counted.”

(e) Article 101

By deleting the word “annual” before the words “general meeting” in the existing article 101.

(f) Article 108(A)

By deleting the words “a special resolution” in paragraph (viii) of the existing article 108(A) in its entirety and substituting thereof with the new words “an ordinary resolution”.

(g) Article 112

(i) By deleting the words “special resolution” in the first sentence in the existing article 112 in its entirety and substituting thereof with the new words “ordinary resolution”.

(ii) By deleting the words “special resolution” in the margin note to the existing article 112 in its entirety and substituting thereof with the new words “ordinary resolution”.

(h) Article 121

By deleting the existing article 121 in its entirety and substituting thereof the following new article 121:

“Notwithstanding any other provisions in the Articles, at each annual general meeting one third of the Directors for the time being, or, if their number is not three or multiples of three, then the number nearest to but not less than one third, shall retire from office by rotation, provided that every Director (including those appointed for a specified term or holding office as chairman of the Board and/or the managing director of the Company) shall be subject to retirement by rotation at least once every three years or within such other period as The Stock Exchange of Hong Kong Limited may from time to time prescribe or within such other period as the laws of such jurisdiction applicable to the Company. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not offer himself for re-election. Any further Directors so to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Director shall be eligible for re-election and shall continue to act as Director throughout the meeting at which he retires.”

(i) Article 124

By deleting the words “at least seven days before the date of the general meeting” at the end of the existing article 124 in its entirety and adding the following sentence at the end of the existing article 124:

“The period for lodgment of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.”

(j) Article 176(B)

By deleting the word “in” after the words “any shares of a member who” in the existing article 176(B) and substituting thereof with the new word “is”.

2(C). “**THAT** the new restated memorandum and articles of association of the Company (a copy of which has been tabled at the meeting and marked “B” initialled by the Chairman of the meeting for the purpose of identification), consolidating all of the proposed amendments referred to in paragraph 2(B) of this resolution and, where applicable, all previous amendments made in compliance with applicable laws in the form produced to the meeting be and are hereby adopted as the memorandum and articles of association of the Company with immediate effect in replacement of the existing memorandum and articles of association of the Company.”

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

Hong Kong, 7 November 2008

Registered office and principal place of business:

Room A, 9th Floor, Fortis Tower
77-79 Gloucester Road
Wanchai
Hong Kong

Notes:

- (i) 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.
- (ii) 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Room 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).
- (iii) 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.