

APPENDIX 5

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : Argos Enterprise (Holdings) Limited

Stock code (ordinary shares): 8022

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 19 May 2009.

A. General

Place of incorporation	: Hong Kong
Date of initial listing on GEM	: 13 August 2001
Name of Sponsor(s)	: N/A
Names of directors	<i>Executive Director:</i> Wong Man Chiu, Ronnie Cheung Man Yau, Timothy Cheng Wing Hong Chan Kin Yip <i>Non-Executive Director:</i> Wong Wai Sing (<i>Chairman</i>) <i>Independent Non-Executive Director:</i> Fung Wai Shing Sung Wai Tak, Herman Wong Lit Chor, Alexis

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Shareholder of ordinary shares	No. of share	Approximate percentage of holding
	Sino Market Enterprises Limited (<i>Note 1</i>)	62,277,360	11.44%
	Sinoman International Limited (<i>Note 2</i>)	62,277,360	11.44%
	Twilight Enterprises Limited (<i>Note 2</i>)	62,277,360	11.44%
	Madam Chiu Gee Chai (<i>Note 3</i>)	62,277,360	11.44%
	Wonderful Source Limited (<i>Note 4</i>)	50,000,000	9.19%
	Mr. Cheung Man Yau, Timothy (<i>Note 4</i>)	50,000,000	9.19%
	Premier Capital Enterprises Limited (<i>Note 5</i>)	335,818,182 64,000,000	61.71% 11.76%
	Mr. Zhang Wei Ting (<i>Note 5</i>)	335,818,182 64,000,000	61.71% 11.76%
	Mr. Chow Hung Shen, Andrew	40,600,000	7.46%

Notes

1. These 62,277,360 Shares are held by Sino Market Enterprises Limited which is beneficially owned as to 54.8% by Sinoman International Limited and as to 22.6% by Mellin Enterprises Limited and as to 22.6% by Mr. Yeung Wai Hung; a former executive Director.
2. Sinoman International Limited is beneficially owned as to 100 % by Twilight Enterprises Limited which is beneficially owned by Mr. Wilkie Wong, a former non-executive Director, as to 12.5%; Mr. Wong Wai Lok, William, as to 12.5%; Ms. Wong Wai Yee, Winnie, as to 12.5%; Ms. Wong Wai Ying, Vivian, as to 12.5%; and as to 50% by Madam Chiu Gee Chai.
3. By virtue of Part XV of the SFO, Madam Chiu Gee Chai is deemed to be interested in 62,277,360 Shares.
4. Wonderful Source Limited, which directly holds 50,000,000 Shares, is wholly owned by Mr. Cheung Man Yau, Timothy, the Executive Director and Chief Executive Officer of the Company. By virtue of Part XV of the SFO, Mr. Cheung Man Yau, Timothy is deemed to be interested in these 50,000,000 Shares.
5. These shares are owned by Premier Capital Enterprises Limited, a company wholly owned by Mr. Zhang Wei Ting. The 399,818,182 Shares held by Premier Capital Enterprises Limited consist of convertible bonds which can be converted into 335,818,182 shares of the Company during its conversion period of three years from 9 January 2009.

Name(s) of company(ies) listed on GEM
or the Main Board of the Stock Exchange
within the same group as the Company : N/A

Financial year end date : 31 December

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

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

Web-site address (if applicable) : www.argosenterprise.com

Share registrar : Hong Kong Registrars Limited
Shops 1712 – 1716, 17th Floor, Hopewell Centre
183 Queen’s Road East
Hong Kong

Auditors : CCIF CPA Limited
20/F Sunning Plaza
10 Hysan Avenue
Causeway Bay, Hong Kong

B. Business activities

The Group’s principle business activities include provision of public transportation services, taxi services, travel tour services and mobile lottery recharging technology and marketing services.

C. Ordinary shares

Number of ordinary shares in issue : 544,181,818

Par value of ordinary shares in issue : HK\$0.010

Board lot size (in number of shares) : 2000

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

D. Warrants

Stock code : N/A

Board lot size : N/A

Expiry date : N/A

Exercise price : N/A

Conversion ratio : N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding : N/A

No. of shares falling to be issued upon the exercise of outstanding warrants : N/A

E. Other securities

Details of any other securities in issue :

i) Convertible Bonds

Principal amount	: HK\$409.2 million
Issue date	: 9 January 2009
Maturity date	: The Business Day falling on the third anniversary from the issue date
Interest	: 1% per annum and payable quarterly
Conversion price	: HK\$0.66 per conversion share
Maximum number of conversion shares	: 620,000,000

On 6 March 2009, HK\$26,400,000 Convertible Bonds were converted into 40,000,000 shares. Subsequently, HK\$38,940,000 and HK\$102,300,000 Convertible Bonds were converted into 59,000,000 and 155,000,000 shares on 9 April 2009 and 29 April 2009 respectively, while HK\$19,920,000 Convertible Bonds were converted into 30,181,818 shares on 7 May 2009. After these conversions and as at the date of this information sheet, the balance of the Convertible Bonds is HK\$248,040,000.

ii) Promissory Notes:

Pursuant to the Master Agreement dated 23 September 2008, a maximum of HK\$254.40 million of the Promissory Notes issued by the Company (as Guarantor) to the Vendor (or its nominees) in two tranches, namely Promissory Note I and Promissory Note II.

The principal terms of the Promissory Notes are summarized as follows:

Aggregated principal amounts

HK\$254.40 million (subject to adjustments, details of which are set out in the paragraph headed "Profit Guarantee" of the Circular dated 5 November 2008)

Issue date

9 January 2009

Maturity date

The Business Day falling on the third anniversary from the issue date of the Promissory Notes

Interest rate

The Promissory Notes are interest-free.

Repayment

At the sole discretion of the Company, the principal amount of the Promissory Notes may be repaid before the maturity date of the Promissory Notes at a 3% discount. Otherwise, payment of principal of the Promissory Notes shall be made in full upon their date of maturity.

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Name: Cheng Wing Hong
Executive Director

Name: Cheng Wing Hong
On behalf of other Directors of the Company