

**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 consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Argos Enterprise (Holdings) Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

# **Argos**

**ARGOS ENTERPRISE (HOLDINGS) LIMITED**

**雅高企業(集團)有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(STOCK CODE: 8022)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Financial adviser to the Company**



**INCU Corporate Finance Limited**

---

A letter from the board is set out from pages 2 to 4 of this circular.

A notice convening an extraordinary general meeting of the Company to be held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on Monday, 29 June 2009 at 11:15 a.m. is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting if you so wish.

*This circular will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at <http://www.argosenterprise.com.hk> for at least 7 days from the date of its postings.*

5 June 2009

## CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	2
<b>Notice of EGM</b> .....	5

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Board”	the board of Directors
“Company”	Argos Enterprise (Holdings) Limited, a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on GEM
“Directors”	the directors of the Company
“EGM”	an extraordinary general meeting of the Company to be convened for the purpose of considering, and if thought fit, approving the proposed change of Company name
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



**ARGOS ENTERPRISE (HOLDINGS) LIMITED**

**雅高企業(集團)有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(STOCK CODE: 8022)**

*Executive Directors:*

Mr. Cheung Man Yau, Timothy  
Mr. Wong Man Chiu, Ronnie  
Mr. Chan Kin Yip  
Mr. Cheng Wing Hong

*Registered office and principal place  
of business:*

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

*Non-executive Director:*

Mr. Wong Wai Sing

*Independent non-executive Directors:*

Mr. Sung Wai Tak, Herman  
Mr. Wong Lit Chor, Alexis  
Mr. Fung Wai Shing

5 June 2009

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

On 22 May 2009 the Board announced that the Board proposed to change of the Company name from "Argos Enterprise (Holdings) Limited" to "TLT Lottotainment Group Limited" and the new Chinese name "彩娛集團有限公司" will be adopted to replace "雅高企業(集團)有限公司". The purpose of this circular is to provide further details of the change of Company's name and the notice of EGM.

**PROPOSED CHANGE OF COMPANY NAME**

A special resolution would be proposed at the EGM to approve the change of the Company name from "Argos Enterprise (Holdings) Limited" to "TLT Lottotainment Group Limited" and the new Chinese name "彩娛集團有限公司" would be adopted to replace "雅高企業(集團)有限公司", subject to the conditions set out below being fulfilled.

## LETTER FROM THE BOARD

### **Reasons for the change of name**

The proposed change of name of the Company is to reflect its expansion and development of the scope of business in lottery and entertainment industry. The Board believes that the proposed new name of the Company will provide a better identification of the Company's current and future business activities, which the Board considers is in the interests of the Company and its Shareholders as a whole.

### **Conditions of the change of name**

To be effective, the proposed change of name of the Company is subject to:

- (i) the passing of a special resolution by the Shareholders at the EGM in accordance with the articles of association of the Company; and
- (ii) the approval of the Registrar of Companies in Hong Kong.

The change of name of the Company shall take effect from the date on which the new name of the Company be entered by the Registrar of Companies in Hong Kong into the register of companies in place of the existing name. Thereafter, the Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

### **Effects of change of the name of the Company**

The change of the name of the Company will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, after the proposed change of the name of the Company becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new share certificates bearing the new name of the Company. Once the change of the name of the Company becomes effective, new share certificates will be issued only in the new name of the Company.

The Company will make further announcements as and when appropriate on the results of the EGM, the effective dates of the change of the name of the Company and the new stock short name of the Shares.

### **EGM**

There is set out on pages 5 to 6 of this circular a notice convening the EGM to be held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on Monday, 29 June 2009 at 11:15 a.m.. At the EGM, a special resolution will be put forward to the Shareholders to approve the proposed change of Company name. According to Rule 17.47(4) of the GEM Listing Rules, any voting of the Shareholders at the EGM will be taken

## LETTER FROM THE BOARD

by way of poll and an announcement will be made after the EGM on the results of the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting on any resolutions to be approved at the EGM.

There is a form of proxy for use at the EGM accompanying this circular. Whether or not you will be able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806–1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

### RESPONSIBILITY STATEMENT

This document, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this document is accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement in this document misleading; (iii) all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

### RECOMMENDATION

The Board considers that the proposed change of Company name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution approving the proposed change of Company name as set out in the notice of EGM.

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

NOTICE OF EGM



**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 IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of the shareholders 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 Monday, 29 June 2009 at 11:15 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following special resolution of the Company:

**SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Hong Kong, the name of the Company be and is hereby changed from “Argos Enterprise (Holdings) Limited” to “TLT Lottotainment Group Limited” and the new Chinese name “彩娛集團有限公司” will be adopted to replace “雅高企業(集團)有限公司” with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in Hong Kong, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

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

Hong Kong, 5 June 2009

*Registered office and principal place of business:*

Room A, 9th Floor, Fortis Tower

77–79 Gloucester Road

Wanchai

Hong Kong



## NOTICE OF EGM

*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 and transfer office 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.