

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 6 February 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	Executive Director: Wong Man Chiu, Ronnie Cheung Man Yau, Timothy Cheng Wing Hong Non-Executive Director: Wong Wah Sang (Chairman) Wilkie Wong Independent Non-Executive Director: 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	23.95%
	Sinoman International Limited (<i>Note 2</i>)	62,277,360	23.95%
	Twilight Enterprises Limited (<i>Note 2</i>)	62,277,360	23.95%
	Madam Chiu Gee Chai (<i>Note 3</i>)	62,277,360	23.95%
	Wonderful Source Limited (<i>Note 4</i>)	50,000,000	19.23%
	Mr. Cheung Man Yau, Timothy (<i>Note 4</i>)	50,000,000	19.23%
	Premier Capital Enterprises Limited (<i>Note 5</i>)	664,000,000	255.38%
	Mr. Zhang Wei Ting (<i>Note 5</i>)	664,000,000	255.38%

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 who resigned on 14 February 2008.
2. Sinoman International Limited is beneficially owned as to 100 % by Twilight Enterprises Limited which is beneficially owned by Mr. Wilkie Wong, a 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 19.23% interest of the Company, is wholly owned by Mr. Cheung Man Yau, Timothy, the Executive Director and Chief Executive Director of the Company
5. These shares are owned by Premier Capital Enterprises Limited, a company wholly owned by Mr. Zhang Wei Ting. The 664,000,000 Shares held by Premier Capital Enterprises Limited consist of convertible bonds of HK\$409.2 million which can be converted into 620,000,000 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 : Computershare Hong Kong Investor Services Limited
46th 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 : 260,000,000

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

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