

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 (the "Company"), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ARGOS ENTERPRISE (HOLDINGS) LIMITED

雅高企業(集團)有限公司

(Incorporated in Hong Kong with limited liability)

(STOCK CODE: 8022)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, EXTEND GENERAL MANDATES TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting ("AGM") of the Company to be held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on 4 May 2009 at 11:00 a.m. is set out on pages 15 to 19 of this circular. Shareholders of the Company are advised to read the notice and to complete and return the form of proxy for use at the AGM enclosed with this circular in accordance with the instructions printed thereon.

A form of proxy for the AGM is enclosed with this circular. Whether you are able to attend or not, please complete and return the enclosed form of proxy to the branch share registrar of the Company, Hong Kong Registrars Limited, Shops 1712-1716, 17th 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 AGM or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for 7 days from the date of its posting and on the website of the company at www.argosenterprise.com.

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM")
OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")**

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 Stock 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

RESPONSIBILITY STATEMENT

This circular, 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 enquires, confirm that, to the best of their knowledge and belief:

- (i) the information contained in the circular is accurate and complete in all material respects and not misleading;
- (ii) there are no other matters the omission of which would make any statement in this circular misleading; and
- (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Details of the retiring Directors proposed to be re-elected	6
Appendix II – Explanatory Statement	11
Notice of Annual General Meeting	15

DEFINITIONS

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

“2008 Annual Report”	means the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2008
“AGM”	means annual general meeting of the Company to be convened and held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on 4 May 2009 at 11:00 a.m. and any adjournment thereof
“Articles of Association”	means the articles of association of the Company
“Associates”	has the same meaning as ascribed thereto under the GEM Listing Rules
“Board”	means the Board of Directors
“Companies Ordinance”	means the Companies Ordinance, Chapter 32 of the Laws of Hong Kong
“Company”	means Argos Enterprise (Holdings) Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on GEM
“Connected person”	has the same meaning as ascribed thereto under the GEM Listing Rules
“Director(s)”	means the directors of the Company
“GEM”	means the Growth Enterprise Market of the Stock Exchange
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“GEM Listing Rules”	means the Rules Governing the Listing of Securities on the GEM
“Group”	means the Company and its subsidiaries
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Issue Mandate”	means the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares equal in aggregate up to a maximum of 20% of the aggregate nominal amount of the ordinary share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	means 27 March 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Memorandum”	means the memorandum of association of the Company
“Notice”	means the notice convening the AGM
“PRC”	means People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	means the proposed general mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares equal in aggregate not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company on the terms as more particularly set out in the Notice
“SFO”	means Securities and Futures Ordinances, Cap. 571 of the Laws of Hong Kong
“Share(s)”	means ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	means holder(s) of the Shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Takeovers Code”	means the Code on Takeovers and Mergers
“%”	means per cent



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 (*Chief Executive Officer*)

Mr. Wong Man Chiu, Ronnie

Mr. Cheng Wing Hong

Mr. Chan Kin Yip

Registered Office:

Room A, 9th Floor

Fortis Tower

77-79 Gloucester Road

Wanchai

Hong Kong

Independent Non-executive Directors

Mr. Fung Wai Shing

Mr. Sung Wai Tak, Herman

Mr. Wong Lit Chor, Alexis

Head office and principal place

of business in Hong Kong:

Room A, 9th Floor

Fortis Tower

77-79 Gloucester Road

Wanchai

Hong Kong

31 March 2009

To Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
EXTEND GENERAL MANDATES TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting for the approval of (a) granting to the Directors the Issue Mandate; (b) granting to the Directors the Repurchase Mandate; (c) granting to the Directors a general mandate to extend the Issue Mandate to issue new Shares by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (d) re-election of retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 27 May 2008, general mandates were granted to the Directors to repurchase and to issue Shares. The said general mandates will expire at the conclusion of the forthcoming AGM.

The Board shall review the market situation from time to time and exercise the general mandate to issue shares for fund raising activities if and when appropriate. And the Board believes that the exercise of the general mandate to issue shares is in the best interests of the Company and the Shareholders as a whole by maintaining the financial flexibility for the future business development of the Group.

Resolutions set out as resolution numbers 4A and 4B in the AGM Notice will be proposed at the AGM to revoke the existing issue mandate and the existing repurchase mandate and to grant fresh mandates to the Directors: (i) to allot, issue and deal with Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing resolution granting the Issue Mandate as resolution number 4A set out in the AGM Notice. Based on 300,000,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with for up to a total of 60,000,000 Shares if the Issue Mandate is granted at the AGM; and (ii) to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of resolution number 4B granting the Repurchase Mandate. Based on 300,000,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to repurchase for up to a total of 30,000,000 fully paid Shares if the Repurchase Mandate is granted at the AGM.

These general mandates will remain in effect until whichever is the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of Hong Kong or GEM Listing Rules; and (iii) the date upon which such an authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting. The Directors wish to state that they have no immediate plans to issue or repurchase any Shares pursuant to the relevant mandates.

EXTEND GENERAL MANDATE TO ISSUE SHARES

Subject to conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandates of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal amount of the issued share capital of the Company in issue on the date of passing the resolution for approving the Issue Mandate.

LETTER FROM THE BOARD

An explanatory statement required by the GEM Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in the Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Repurchase Mandate at the AGM.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Articles of Association, Mr. Cheung Man Yau, Timothy, Mr. Wong Man Chiu, Ronnie, Mr. Cheng Wing Hong, Mr. Chan Kin Yip, Mr. Wong Lit Chor, Alexis and Mr. Fung Wai Shing shall retire from office at the AGM and being eligible, would offer themselves for re-election. Details of the retiring Directors proposed for re-election at the AGM are set out in Appendix I of this circular.

NOTICE OF ANNUAL GENERAL MEETING

Notice of the AGM is enclosed with this circular.

A proxy form for appointing proxy is dispatched with this circular and published on the websites of the Stock Exchange and the Company. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the branch share registrar of the Company in Hong Kong at Hong Kong Registrars Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or the adjourned meeting (as the case may be). Completion and return of a proxy form will not preclude Shareholders from attending and voting at the meeting and at any adjournment thereof if they so wish.

RECOMMENDATION

The Directors are of the opinion that the grant of the Issue Mandate and Repurchase Mandate and the re-election of retiring directors referred to in this circular are in the best interests of the Company and the Shareholders and therefore recommend you to vote in favour of the resolutions relating to the general mandates to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Argos Enterprise (Holdings) Limited
Cheng Wing Hong
Executive Director

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

The following are the particulars of the retiring Directors (as required by the GEM Listing Rules) proposed to be re-elected at the AGM.

Mr. Cheung Man Yau Timothy, B.A., F.C.C.A., A.H.K.I.C.P.A., C.P.A., aged 51, was appointed as an independent non-executive director of the Company on 16 April 2004. Mr. Cheung was re-designated from independent non-executive director and Chairman of the Audit Committee to executive director and Chief Executive Officer of the Company with effect from 8 July 2008. He is qualified professional accountant with more than 26 years of extensive experience in finance, audit and accounting fields. Mr. Cheung is also the Practising Director of Vision A. S. Limited, a practicing certified public accountants firm in Hong Kong. He had previously worked in a number of international accounting firms and was an independent non-executive director of China Oil and Gas Group Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited. Save as disclosed above, Mr. Cheung has not held any directorship in listed public companies in the last three years and does not have any other major appointments and qualifications, while he has directorship in a number of subsidiaries of the Company.

As at the Latest Practicable Date, Mr. Cheung owns the entire issued share capital of Wonderful Source Limited, which owns 50,000,000 Shares. Mr. Cheung is therefore deemed to be interested in 50,000,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Cheung has not held any position in the Company or its subsidiaries nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries.

There is no service agreement nor any fixed term of service entered into between Mr. Cheung and the Company. Mr. Cheung is subject to retirement by rotation and re-election at the Company's general meeting in accordance with the Articles of Association. As at the Latest Practicable Date, Mr. Cheung is entitled to an annual remuneration of HK\$50,000, which is determined by the Board on the basis of prevailing market conditions, his roles and responsibilities, as well as his contribution to the Company.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Cheung or any other information that need to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Wong Man Chiu, Ronnie, J.P., B.Sc., M.B.A., aged 57, a son of Mr. Wong Wah Sang, the honorary chairman and former non-executive director of the Company. Mr. Ronnie Wong was appointed as an executive director of the Company on 13 October 2000. He has been appointed the deputy managing director of Argos Bus Services Company, Limited since 1992 and he is currently an executive director in Wong's Investment (Holdings) Co., Ltd. Mr. Ronnie Wong's experience covers areas including shipbuilding, engineering, property development, transportation, tourism and entertainment. Mr. Ronnie Wong is a very prominent figure in the community services arena, for instance, he was a member of the Basic Law Consultative Committee and an elected Urban Councillor. Mr. Ronnie Wong currently a member of the Olympic committee is also a director of Sino Market Enterprises Limited, the controlling shareholder of the Company. Save as disclosed above, Mr. Ronnie

Wong has not held any directorship in listed public companies in the last three years and does not have any other major appointments and qualifications, while he has directorship in a number of subsidiaries of the Company.

As at the Latest Practicable Date, 62,277,360 Shares are held by Sino Market Enterprises Limited, which is beneficially owned as to 22.6% by Mellin Enterprises Limited. Mr. Ronnie Wong has 50% control in Mellin Enterprises Limited, therefore, Mr. Ronnie Wong has 7,037,342 Shares as the effective interests of the Company. Save as disclosed above, Mr. Ronnie Wong has no other interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ronnie Wong has not held any position in the Company or its subsidiaries nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries.

Mr. Ronnie Wong has entered a service agreement with the Company for a period of three years commencing on 30 July 2001 renewable automatically for successive terms of one year each commencing from the day immediately after the expiry of the then current term of his appointment, unless terminated by either party serving on the other not less than three months' notice and he is subject to retirement by rotation and re-election at the Company's general meeting in accordance with the Articles of Association. As at the Latest Practicable Date, Mr. Ronnie Wong is entitled to an annual remuneration of HK\$140,000 plus discretionary bonus, which is determined by the Board on the basis of prevailing market conditions, his roles and responsibilities, as well as his contribution to the Company.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Ronnie Wong or any other information that need to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Cheng Wing Hong, B.A., HKICPA, aged 35, was appointed as an executive director of the Company on 14 February 2008 and is the Company Secretary and qualified accountant of the Company. He was also appointed as the compliance officer on 14 February 2008 and held the office until the appointment of Mr. Cheung Man Yau, Timothy on 8 July 2008. Mr. Cheng holds Bachelor's degrees in Finance and International Business from the University of Hawaii at Manoa and a Master's degree in Practising Accounting granted jointly by the University of Hong Kong and Monash University. He also obtained the qualification of Certified Practising Accountant, Australia, since 2001 and the Hong Kong Institute of Certified Public Accountants since 2008. Mr. Cheng has over ten-year accounting experience and has joined the Group since June 2006. Save as disclosed above, Mr. Cheng has not held any directorship in listed public companies in the last three years and does not have any other major appointments and qualifications, while he has directorship in a number of subsidiaries of the Company.

As at the Latest Practicable Date, Mr. Cheng has no interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Cheng has not held any position in the Company or its subsidiaries nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries.

Mr. Cheng has entered a service agreement with the Company for a period of three years commencing on 14 February 2008 and he is subject to retirement by rotation and re-election at the Company's general meeting in accordance with the Articles of Association. As at the Latest Practicable Date, Mr. Cheng is entitled to an annual remuneration of HK\$552,500 plus discretionary bonus, which is determined by the Board on the basis of prevailing market conditions, his roles and responsibilities, as well as his contribution to the Company.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Cheng or any other information that need to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Chan Kin Yip, aged 36, was appointed as an executive director of the Company on 9 March 2009. Mr. Chan graduated from the Hong Kong Polytechnic University with a Bachelor of Arts Degree in Accountancy. Previously, he had worked in an international professional CPA firm and has over 12 years of extensive experience in the fields of assurance, corporate restructuring, internal training and internal control review. He is also an associate member of both the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. Save as disclosed above, Mr. Chan has not held any directorship in listed public companies in the last three years and does not have any other major appointments and qualifications.

As at the Latest Practicable Date, Mr. Chan has no interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Chan has not held any position in the Company or its subsidiaries nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries.

Mr. Chan has entered a service agreement with the Company for a period of three years commencing on 9 March 2009 and he is subject to retirement by rotation and re-election at the Company's general meeting in accordance with the Articles of Association. As at the Latest Practicable Date, Mr. Chan is entitled to an annual remuneration of HK\$1,080,000 plus discretionary bonus, which is determined by the Board on the basis of prevailing market conditions, his roles and responsibilities, as well as his contribution to the Company.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Chan or any other information that need to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Wong Lit Chor, Alexis, aged 50, was appointed an independent non-executive director of the Company on 24 September 2004. Mr. Alexis Wong graduated from the University of Toronto, Canada in 1981 with a Bachelor's degree in Arts majoring in economics and commerce and has obtained a master of business administration degree from The Chinese University of Hong Kong in 1987. He has over 20 years of banking, investment, corporate finance and securities dealing experience gained by working as a senior executive in a number of listed local and PRC financial services companies. He is also an independent non-executive director of Inspur International Limited, Wing Hing International (Holdings) Limited and China Fortune Holdings Limited (formerly known as "Fortune Telecom Holdings Limited"), which are companies listed on Main Board of the Stock Exchange. Save as disclosed above, Mr. Alexis Wong has not held any directorship in listed public companies in the last three years and does not have any other major appointments and qualifications.

As at the Latest Practicable Date, Mr. Alexis Wong has no interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Alexis Wong has not held any position in the Company or its subsidiaries nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries.

There is no service agreement nor any fixed term of service entered into between Mr. Alexis Wong and the Company and he is subject to retirement by rotation and re-election at the Company's general meeting in accordance with the Articles of Association. As at the Latest Practicable Date, Mr. Alexis Wong is entitled to an annual remuneration of HK\$50,000, which is determined by the Board on the basis of prevailing market conditions, his roles and responsibilities, as well as his contribution to the Company.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Alexis Wong or any other information that need to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Fung Wai Shing, aged 39, was appointed as an independent non-executive director, member and chairman of the audit committee of the Company on 12 August 2008. Mr. Fung graduated from University of London with bachelor degree in banking and finance. He is an associate member of each of the Hong Kong Institute of Certified Public Accountants and Association of Chartered Certified Accountants with over 11 years experience in finance, audit and accounting fields. Mr. Fung was the qualified accountant and company secretary of Ko Yo Ecological Agrotech (Group) Limited, a company listed on the GEM, from February 2002 to December 2005. He is currently the chief financial officer of Win Label Company Limited and is responsible for financial management of the group of Win Label Company Limited since 2006. Save as disclosed above, Mr. Fung has not held any directorship in listed public companies in the last three years and does not have any other major appointments and qualifications.

As at the Latest Practicable Date, Mr. Fung has no interest in the shares of the Company within the meaning of Part XV of the SFO.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Fung has not held any position in the Company or its subsidiaries nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries.

There is no service agreement nor any fixed term of service entered into between Mr. Fung and the Company and he is subject to retirement by rotation and re-election at the Company's general meeting in accordance with the Articles of Association. As at the Latest Practicable Date, Mr. Fung is entitled to an annual remuneration of HK\$50,000, which is determined by the Board on the basis of prevailing market conditions, his roles and responsibilities, as well as his contribution to the Company.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Fung or any other information that need to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the Repurchase Mandate.

The explanatory statement contains all the information that is required by the GEM Listing Rules set out as follows:

1. EXERCISE OF THE REPURCHASE MANDATE

Assuming no Shares are issued or repurchased prior to the AGM and on the basis of 300,000,000 Shares in issue as at the Latest Practicable Date, the exercise of the Repurchase Mandate in full could result in up to 30,000,000 Shares, representing 10% of the existing issued share capital of the Company, to be repurchased by the Company during the period up to the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Hong Kong or the Articles of Association to be held or until the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

3. FUNDING OF REPURCHASES

The Company is empowered by the Memorandum and Articles of Association of the Company to purchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the laws of Hong Kong. Such funds may include the profits available for distribution and the proceeds of a fresh issue of Shares made for the purpose of the repurchases or if authorised by the Articles of Association and subject to Hong Kong law, out of capital. Under the Companies Ordinance, the Shares so repurchased will be treated as cancelled and the amount of the Company's issued capital shall be diminished accordingly, but the aggregate amount of authorised share capital will not be reduced.

4. EFFECT OF EXERCISE OF THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2008 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective Associates, have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company or its subsidiaries.

No connected person has notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to sell Shares to the Company if the Repurchase Mandate is exercised. In accordance with the GEM Listing Rules, the Company is prohibited from knowingly purchase Shares from a connected person in the GEM and a connected person shall not knowingly sell his Shares to the Company.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Hong Kong and in accordance with the regulations set out in the Memorandum and Articles of Association of the Company.

7. HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, so far as the Directors are aware, the shareholding of the substantial shareholders of the Company is as follows:

Name	Number of Shares	Approximate percentage of issued share capital	Approximate percentage of issued share upon full exercise of Repurchase Mandate
Sino Market Enterprises Limited (Note 1)	62,277,360	20.76%	23.07%
Sinoman International Limited (Note 2)	62,277,360	20.76%	23.07%
Twilight Enterprises Limited (Note 2)	62,277,360	20.76%	23.07%
Chiu Gee Chai (Note 3)	62,277,360	20.76%	23.07%
Wonderful Source Limited (Note 4)	50,000,000	16.67%	18.52%
Cheung Man Yau, Timothy (Note 4)	50,000,000	16.67%	18.52%
Premier Capital Enterprises Limited (Note 5)	580,000,000	193.33%	214.81%
Zhang Wei Ting (Note 5)	44,000,000	14.67%	16.30%
	580,000,000	193.33%	214.81%
	44,000,000	14.67%	16.30%
Yeung Wai Hung (Notes 1 & 6)	15,474,683	5.16%	5.73%

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 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 624,000,000 Shares held by Premier Capital Enterprises Limited consist of convertible bonds which can be converted into 580,000,000 shares of the Company during its conversion period of three years from 9 January 2009.
6. Cherikoff Bakery & Confections Limited, which directly holds 1,400,000 Shares, is wholly owned by Mr. Yeung Wai Hung. By virtue of Part XV of the SFO, Mr. Yeung Wai Hung is deemed to be interested in these 1,400,000 Shares.

On the basis as set out in the above and assume no conversion of the convertible bonds, an exercise of the Repurchase Mandate in full will not result in any of the above Shareholders becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such extent as to result in the number of Shares which are in the hands of the public falling below the prescribed minimum as required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company in the previous six months preceding the Latest Practicable Date, whether on GEM or otherwise.

9. SHARE PRICES

The highest and lowest price at which Shares were traded on GEM in the past 12 months up to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2008		
March	–	–
April	–	–
May	–	–
June	0.750	0.250
July	0.850	0.455
August	0.670	0.495
September	0.630	0.480
October	0.500	0.340
November	0.540	0.270
December	0.600	0.450
2009		
January	0.510	0.440
February	0.600	0.360
March (up to the Latest Practicable Date)	0.490	0.360

Note: The Shares were suspended from trading on The Stock Exchange of Hong Kong Limited from 26 March 2007 to 27 June 2008 (both days inclusive).



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Argos Enterprise (Holdings) Limited (the “Company”) will be held at 11:00 a.m. on 4 May 2009 at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) of the Company and auditors for the year ended 31 December 2008;
2. to re-elect retiring directors and to authorise the Board of Directors to fix the Directors’ remuneration;
3. to re-appoint the auditors of the Company and to authorise the Board of Directors to fix their remuneration;
4. to consider as special business and, if thought fit, passing the following resolutions (the “Resolution(s)”) as ordinary resolutions:

A. “**THAT:**

- (a) subject to paragraph (c) of this Resolution, pursuant to the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) operated by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as herein defined) of all the powers of the Company to allot, issue and deal with unissued shares (each a “Share”) of HK\$0.01 each in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as herein defined); or
 - (ii) the exercise of any options granted under the share option scheme of the Company; or
 - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary Resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of that Resolution), and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the passing of an ordinary Resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution;

“**Rights Issue**” means an offer of Shares, or offer of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

B. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as herein defined) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the GEM Listing Rules and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
 - (c) for the purposes of this Resolution, “Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the passing of an ordinary Resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”
- C. “**THAT** conditional upon the passing of the Resolutions 4A and 4B as set out in the notice of this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to Resolution 4A above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 4B above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution.”

By order of the Board
Cheng Wing Hong
Executive Director

Hong Kong, 31 March 2009

NOTICE OF ANNUAL GENERAL MEETING

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, Hong Kong Registrars Limited, Shops 1712-1716, 17th Floor, 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. The Register of Members will be closed from 28 April 2009 to 4 May 2009 (both days inclusive), all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Hong Kong Registrars Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 27 April 2009.