

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should seek advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in ArgentVive plc you should pass this document, together with the accompanying Form of Proxy, immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

Application will be made to the London Stock Exchange for the Consideration Shares proposed to be issued at Completion as consideration for AuctionAssist Limited to be admitted to trading on AIM if the acquisition completes.

ArgentVive plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 2806128)

Information relating to the proposed acquisition of AuctionAssist Limited and Notice of Extraordinary General Meeting

The Directors of the Company, whose names appear on page 4, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document does not constitute an offer of securities and accordingly is not a prospectus, nor does it constitute an admission document drawn up in accordance with the AIM Rules. This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in ArgentVive plc nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor.

Notice of an Extraordinary General Meeting of ArgentVive plc, to be held at Charles Stanley Securities, 25 Luke Street, London EC2A 4AR at 11.30 a.m. on 8 October 2007, is set out at the end of this document. Shareholders are requested to complete and return the enclosed Form of Proxy to the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Kent BR3 4ZB, as soon as possible, but in any event so as to arrive no later than 48 hours before the time appointed for holding the Extraordinary General Meeting.

CONTENTS

| | <i>Page</i> |
|--|-------------|
| Expected timetable of principal events | 2 |
| Definitions | 3 |
| Letter from the Chairman | 4 |
| Notice of Extraordinary General Meeting | 8 |

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

| | <i>2007</i> |
|---|-------------------------|
| Latest time and date for receipt of Forms of Proxy | 11.30 a.m. on 6 October |
| Extraordinary General Meeting | 11.30 a.m. on 8 October |
| Expected date on which the Consideration Shares (excluding the Retention Shares) will be admitted to trading on AIM | 8.00 a.m. on 9 October |

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

| | |
|--|---|
| “Act” | the Companies Act 1985, as amended |
| “Acquisition” | the proposed acquisition of AuctionAssist by the Company, which is subject <i>inter alia</i> to completion of satisfactory due diligence and the passing of the Resolution |
| “Admission” | admission to trading on AIM of the Consideration Shares and such admission becoming effective in accordance with the AIM Rules |
| “AIM” | the AIM market of the London Stock Exchange |
| “AIM Rules” | the rules for AIM companies and their nominated advisers, as issued by the London Stock Exchange, as amended from time to time |
| “AuctionAssist” | AuctionAssist Limited |
| “Capita Registrars” | a trading name of Capita IRG plc, the Company’s Registrar |
| “Charles Stanley” | Charles Stanley Securities, a trading division of Charles Stanley & Co. Limited, regulated by the FSA, Nominated Adviser and Joint Broker to ArgentVive |
| “Circular” | this document dated 20 September 2007 |
| “Company” or “ArgentVive” | ArgentVive plc |
| “Completion” | completion of the proposed acquisition of all of the issued shares in AuctionAssist |
| “Consideration Shares” | up to 5,500,000 Ordinary Shares to be issued in consideration of the proposed acquisition of AuctionAssist |
| “Directors” or “Board” | the directors of the Company as at the date of this document |
| “EGM” or “Extraordinary General Meeting” | the extraordinary general meeting of the Company convened by the EGM Notice |
| “EGM Notice” | the notice of the EGM as set out at the end of this document |
| “Enlarged Share Capital” | the issued ordinary share capital of the Company following the issue of the Consideration Shares |
| “FSA” | the Financial Services Authority |
| “Form of Proxy” | the form of proxy for use at the Extraordinary General Meeting |
| “Independent Directors” | the Directors other than Charles Denton being a shareholder of AuctionAssist |
| “London Stock Exchange” | London Stock Exchange plc |
| “Ordinary Shares” | ordinary shares having a nominal value of 10p each in the capital of the Company |
| “Resolution” | the resolution to approve the Acquisition set out in the EGM Notice |
| “Retention Shares” | up to 1,100,000 Consideration Shares which will allotted and issued on certain dates following Completion, subject to there being no valid claims under the warranties and indemnities given in connection with the Acquisition |
| “Shareholders” | holders of Ordinary Shares |
| “Vendors” | the selling shareholders in AuctionAssist |

LETTER FROM THE CHAIRMAN

ArgentVive plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 2806128)

Directors:

David Mahony (*Chairman*)
Charles Denton (*Deputy Chairman*)
Andrew Wells (*Finance Director*)
Kevin Fleming (*Director*)

Registered Office:

95-99 Guildford Street
Chertsey
Surrey
KT16 9AS

20 September 2007

To Shareholders and, for information only, to holders of ArgentVive share options

Dear Shareholder

Proposed acquisition of AuctionAssist Limited

Introduction

On 6 August 2007 the Company announced that it had entered into heads of agreement and a period of exclusivity to acquire AuctionAssist Limited, a company providing internet based multi-channel auction services. As announced on 28 August 2007, the period of exclusivity has been extended to 30 September 2007.

The Company has agreed in principle to acquire the entire issued capital of AuctionAssist for a total consideration of approximately £2.6 million to be satisfied by the issue of up to 5,500,000 new Ordinary Shares in the Company being representing 20 per cent. of the Enlarged Share Capital following the Acquisition assuming the issue of all the Consideration Shares. The Company is completing its due diligence on AuctionAssist and while the terms of the Acquisition have yet to be finalised, on the basis of the information currently available to the Board, and subject to the satisfactory completion of financial, legal and commercial due diligence and the agreement of the parties to the final terms of the Acquisition, the Board anticipates that the transaction will be completed following the EGM.

Mr Denton, who owns 14,852,435 Ordinary Shares (67.5 per cent. of the issued share capital) and is Deputy Chairman of the Company, also holds 15.6 per cent. of the ordinary share capital of AuctionAssist. Under the terms of the Acquisition, Mr Denton will, upon Completion, receive up to 860,085 Consideration Shares (less the Retention Shares attributable to him), which will increase his holding to 15,712,520 Ordinary Shares, representing approximately 57.1 per cent. of the Enlarged Share Capital. As such the Company is required under section 320 of the Act to obtain Shareholders' approval in relation to the acquisition of his shares in AuctionAssist and the issue of Consideration Shares to Mr Denton before it can proceed with the Acquisition. The purpose of this Circular is to seek the necessary authority from Shareholders.

Background to and reasons for proposed acquisition

The Company has announced its intention to implement a strategy to acquire and develop internet based businesses. In so doing ArgentVive intends to become a major provider of technology based e-commerce solutions to both companies and consumers. AuctionAssist is an early-stage multi-channel e-commerce business which is seen by the Board to be an excellent fit for this objective.

The Board believes that the Acquisition will provide synergies with the Company's current and future business activities. Mr Van Tran, the Chief Executive and majority shareholder of AuctionAssist, has agreed to remain with AuctionAssist to continue the development of the Company's strategy whilst retaining responsibility for the continued growth of the AuctionAssist business. Mr Van Tran has considerable experience with internet and technology based start-up businesses and therefore the Board considers that his addition to the management team would assist the Company with the implementation of its new strategy.

Despite the turnover of AuctionAssist increasing substantially since incorporation an injection of working capital is required in order to sustain the rapid rate of growth. In addition the lack of resources has meant that business opportunities were being missed due to insufficient staffing levels to enable AuctionAssist to capitalise on opportunities as they arose. The Acquisition by the Company should help to accelerate the development of AuctionAssist's business model by providing the necessary cash resources and infrastructure so as to maximise profitability from current business relationships. Whilst it is difficult to predict the future profitability of AuctionAssist, the Board believes that AuctionAssist is an ideal incubation candidate for the Company as it has become a significant player in its market in a short space of time despite the working capital and other constraints referred to above. The Board believes that, with additional funding and mentoring, AuctionAssist has excellent potential for growth.

In considering the proposed acquisition of AuctionAssist, Mr Denton participated in the Board's initial deliberations. However, due to his interest in AuctionAssist through his shareholding, he has not participated since and will not participate in any further discussions by the Board including the approval of the final terms. As a result of Mr Denton's interest in AuctionAssist, the proposed acquisition will also be a related party transaction under the AIM Rules and, once the final terms have been agreed, the Company will make the appropriate announcement in accordance with the AIM Rules.

Information on AuctionAssist Limited

AuctionAssist was incorporated in November 2004 and its principal activity is to assist distributors and retailers of domestic appliances and electrical goods in resolving inventory problems by providing internet and other sales channels for unwanted stock.

AuctionAssist offers a number of benefits to both sellers and buyers. The benefits to sellers include: outsourcing of the e-commerce process, access to local, national and international markets and exploitation of the leading web-based retailers, including eBay and Amazon. The key benefit for buyers is the availability of an expanding choice of discounted, high ticket, high-quality, branded goods.

AuctionAssist has developed strong relationships with a number of key retailers and distributors. While arrangements with these key customers are currently on a non-exclusive, informal basis the Directors understand that AuctionAssist is undertaking a process to formalise these relationships.

The initial business model of AuctionAssist involved an investment in inventory which tied up the cash resources of the company. AuctionAssist has switched to a model that requires the company to carry a lower level of inventory, which has reduced the impact on cash flow, but has resulted in lower gross margins.

Currently, AuctionAssist focuses mainly on the electrical goods sector selling mostly through eBay but the Directors believe that it will be possible to expand across other product types, sales channels and new markets.

AuctionAssist has been entitled to the exemption from filing audited accounts qualifying as small or medium-sized company under section 249 of the Act. Operating profits for the 12 months from date of incorporation to 30 November 2005 were £3,777. The Company subsequently changed its accounting reference date to 31 March and the operating loss for the 16 months ending 31 March 2007 was £687,997. Within the results for the 16 month accounting period ended 31 March 2007, the board of AuctionAssist has made provisions of approximately £80,000 for potential costs which may or may not arise.

The AuctionAssist unaudited balance sheets as at 30 November 2005 and 31 March 2007 are set out below:

| | <i>As at 30 November 2005 £</i> | <i>As at 31 March 2007 £</i> |
|--|---|--|
| Fixed assets | | |
| Tangible assets | <u>29,307</u> | <u>7,038</u> |
| Current assets | | |
| Stocks | 21,500 | 85,269 |
| Debtors | 9,318 | 8,477 |
| Cash at bank and in hand | <u>10,518</u> | <u>4,677</u> |
| Total current assets | 41,336 | 98,423 |
| Creditors: amounts falling due within one year | <u>15,886</u> | <u>232,153</u> |
| Net current assets | <u>25,450</u> | <u>(133,730)</u> |
| Total assets less current liabilities | <u><u>54,757</u></u> | <u><u>(126,692)</u></u> |
| Financed by: | | |
| Share capital | 700 | 891 |
| Share premium | 50,280 | 556,637 |
| Profit and loss account | <u>3,777</u> | <u>(684,220)</u> |
| | <u><u>54,757</u></u> | <u><u>(126,692)</u></u> |

The financial information concerning AuctionAssist for the financial period ended 31 March 2007 contained in this Circular does not constitute statutory accounts within the meaning of section 240 of the Act but has been extracted or derived, without material adjustment, from the statutory accounts of AuctionAssist for the relevant period. Such statutory accounts have not been delivered to the Registrar of Companies in England and Wales. No report has been made on such statutory accounts under section 235 of the Act as AuctionAssist is exempt from filing audited accounts under section 249 of the Act.

Principal terms of proposed acquisition

The Company has agreed in principle to acquire the entire issued capital of AuctionAssist for a total consideration of approximately £2.6 million, to be satisfied by the issue of up to 5,500,000 new Ordinary Shares in the Company, representing 20 per cent. of the Enlarged Share Capital. The Company has sufficient authority under section 80 of the Act to issue all the Consideration Shares.

The Vendors of Auction Assist will receive 4,400,000 Consideration Shares upon Completion. The remaining 1,100,000 Consideration Shares will not be issued at Completion and will serve as a retention against which warranty and indemnity claims can be off-set (if agreed, proven or settled) under the terms of the documentation relating to the Acquisition. The Retention Shares will be issued in three equal tranches (assuming no warranty or indemnity claims) on the first anniversary of Completion, eighteen months after Completion and the second anniversary of Completion. To the extent that any warranty or indemnity claims were made and were agreed, proven or settled, the number of Retention Shares to be issued would be reduced accordingly.

If the aggregate value of all the Retention Shares is insufficient to meet all warranty and indemnity claims in relation to the Acquisition, 85 per cent. of any additional liability will be met by Mr Van Tran and the balance of 15 per cent. will be met by Mr Denton, up to a maximum of the total consideration of approximately £2.6 million (but this limit will not apply in certain circumstances).

The Board emphasise that the final terms of the Acquisition, including the terms relating to the issue of the Retention Shares, may be amended from the terms set out above in light of the due diligence review currently being conducted and subject to final negotiations with the Vendors and their professional advisers.

Mr Denton has an option to subscribe for further shares in AuctionAssist, equivalent to 10 per cent. of the current issued share capital of AuctionAssist but, subject to Completion occurring, he will not exercise his option and the option will be cancelled.

The Acquisition will be effected by and on the terms of a share purchase agreement and tax indemnity, containing such provisions as are customary for transactions of this nature. Mr Van Tran will also enter into a new service agreement with AuctionAssist. Both the share purchase agreement and the new service agreement will include non-compete covenants by Mr Van Tran.

Lock-in and orderly market arrangements

Mr and Mrs Van Tran and Mr Denton will enter into a lock-in agreement at Completion whereby each will undertake not to dispose of any of the 2,479,939 Consideration Shares that they will receive at Completion. In addition, Mr and Mrs Van Tran and Mr Denton will be entitled to receive up to 619,985 Retention Shares, subject to the terms and conditions of the share purchase agreement, which will also be subject to the lock-in agreement. Under the proposed terms of the share purchase agreement, all of the Vendors will be subject to orderly market provisions whereby each will undertake to sell their shares only through the Company's Nominated Adviser until the first anniversary of their respective dates of allotment.

Section 320 of the Act

Under section 320 of the Act, a company cannot enter into an arrangement to acquire a non-cash asset of the "requisite value" from any of its directors without the prior approval of an ordinary resolution of shareholders unless certain limited exceptions apply. "Requisite value" currently means an asset that is worth at least £2,000 and otherwise has a value that exceeds 10 per cent. of the company's net asset value or, if lower, £100,000. The limited exceptions do not apply in the case of the proposed acquisition of AuctionAssist and, as the value of the shares in AuctionAssist held by Mr. Denton are of the "requisite value", shareholder approval is required before the Company can finalise the Acquisition.

Extraordinary General Meeting

The Company is convening the EGM to obtain authority, in accordance with section 320 of the Act, to enter into and complete the Acquisition. Set out at the end of this Circular is a notice convening the EGM to be held at Charles Stanley Securities, 25 Luke Street, London EC2A 4AR at 11.30 a.m. on 8 October 2007 at which the Resolution will be proposed.

Action to be taken

Shareholders will find enclosed a Form of Proxy for use in connection with the EGM. Whether or not Shareholders intend to be present at the EGM, they are requested to complete the Form of Proxy in accordance with the instructions printed thereon and return it so as to be received by Capita Registrars, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZB, as soon as possible, but in any event, in order to be valid, no later than 48 hours before the time appointed for holding the EGM. Completion and return of a Form of Proxy will not preclude a Shareholder from attending and voting in person at the EGM, should the Shareholder so wish.

Recommendation

The Directors, with the exception of Mr Denton who is a related party for the purposes of the Acquisition, consider, having consulted with Charles Stanley, that the terms of the Acquisition are fair and reasonable insofar as Shareholders are concerned. In reaching its opinion Charles Stanley has relied on the assessment of the Independent Directors as to the commercial opportunities that the Acquisition will afford to ArgentVive.

The Independent Directors unanimously recommend that Shareholders vote in favour of the Resolution to be considered at the EGM.

Although Mr Denton is unable to recommend that Shareholders vote in favour of the Resolution, he confirms that he intends to vote in favour of the Resolution in respect of his own beneficial holding of Ordinary Shares amounting, in aggregate, to 14,852,435 Ordinary Shares representing approximately 67.51 per cent. of the Issued Share Capital.

Yours faithfully

David Mahony
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

ArgentVive plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 2806128)

Notice is hereby given that an Extraordinary General Meeting of ArgentVive plc (the “**Company**”) will be held at 11.30am on 8 October 2007 at Charles Stanley Securities, 25 Luke Street, London EC2A 4AR for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

THAT the acquisition by the Company of 13,929 ordinary shares of 1 pence each in AuctionAssist Limited (registered in England under number 05300002) from Charles Denton, a director of the Company, for a consideration to be satisfied by the issue to Charles Denton of new ordinary shares of 10p each in the Company on the basis and on and subject to the terms summarised in the circular to shareholders of the Company dated 20 September 2007 be approved and that the Directors accordingly be authorised to enter into and execute the documents relating to the acquisition on behalf of the Company.

By Order of the Board:

A I L Wells
Secretary

Registered Office:

95-99 Guildford Street,
Chertsey,
Surrey KT16 9AS

Dated: 20 September 2007

Notes:

1. Any member entitled to attend and vote at the above meeting may appoint a proxy or proxies to attend and, on a poll, vote on their behalf. A proxy need not be a member of the Company.
2. A Form of Proxy to be used at the meeting is enclosed with this document. To be valid, a Form of Proxy, duly signed, together with 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 other authority must be deposited with Capita Registrars, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZB, not later than 48 hours before the time for holding the meeting.
3. Completion and return of the Form of Proxy will not prevent a member from attending the meeting and voting in person should the member so wish.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to attend and vote at the Extraordinary General Meeting convened by the above notice (and for the purposes of the determination to the Company of the number of votes they may cast), members must be entered on the Company's register of members at the close of business on 6 October 2007. Changes to the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.