



ARNHOLD HOLDINGS LIMITED

安利控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 102)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“Meeting”) of Arnhold Holdings Limited (the “Company”) will be held at Small Connaught Room, 1/F., Mandarin Oriental, Hong Kong, 5 Connaught Road Central, Hong Kong on Friday, 6 May 2005 at 12:00 noon for the following purposes:

1. To receive and adopt the consolidated audited financial statements and the reports of the directors and auditors for the year ended 31 December 2004.
2. To declare a final dividend for the year ended 31 December 2004.
3. To re-elect the retiring directors and authorise the board of directors to fix their remuneration.
4. To re-appoint PricewaterhouseCoopers as auditors and authorise the board of directors to fix their remuneration.
5. To consider as special business and, if thought fit, pass with or without amendment(s), each of the following resolutions as an ordinary resolution:

ORDINARY RESOLUTIONS

(A) “THAT:–

- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional securities in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into or exchangeable for securities of the Company) which would or might require the exercise of such powers be generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into or exchangeable for securities of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) an issue of securities upon exercise of the subscription rights under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of securities or rights to acquire securities of the Company, or (iii) an issue of securities pursuant to any scrip dividend or similar arrangement providing for the allotment of securities in lieu of the whole or part of the dividend on securities of the Company in accordance with the bye-laws of the Company, 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 this resolution plus (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of such resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution) and the said approval shall be limited accordingly; and
- (d) For the purposes of this resolution and resolution 5(B):
“Relevant Period” means the period from 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 applicable laws of Bermuda or the bye-laws of the Company to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of securities open for a period fixed by the directors of the Company to holders of securities whose names appear on the register of members on a fixed record date in proportion to their then holdings of such securities as at that date (subject to such exclusion or other arrangements as the directors of the Company 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(B) “THAT:–

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined above) of all the powers of the Company to repurchase securities in the capital of the Company subject to and in accordance with all applicable laws and/or requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited or any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of securities of the Company which may be repurchased on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of this resolution and the said approval shall be limited accordingly.”

- (C) “THAT conditional upon the resolutions set out as item 5(A) and item 5(B) in the notice of this meeting being passed, the aggregate nominal amount of securities in the capital of the Company which are repurchased by the Company under the authority granted to the directors of the Company by the resolution set out as item 5(B) shall be added to the aggregate nominal amount of securities in the capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the resolution set out as item 5(A) of the notice of this meeting.”

SPECIAL RESOLUTION

6. To consider as special business and, if thought fit, pass with or without amendment(s), the following resolution as a special resolution:

“THAT the bye-laws of the Company (the “Bye-Laws”) be and are hereby amended by:

- (a) inserting the following new definition of “associate” in Bye-law 1 immediately after the definition of “Act”:
““associate” the meaning attributed to it in the rules of the Designated Stock Exchange.”;
- (b) deleting the words “a recognised clearing house within the meaning of Section 2 of the Securities (Clearing House) Ordinance of Hong Kong or” from the definition of “clearing house” in Bye-law 1;
- (c) inserting the following words at the end of the existing Bye-law 2(e):
“, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations”;
- (d) inserting the following paragraph as new Bye-law 2(k):
“(k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”;

- (e) inserting the words “at the date on which these Bye-laws come into effect” after the word “the Company” in Bye-law 3(1);
- (f) inserting after the words “share capital or”, the words “, save for the use of share premium as expressly permitted by the Act,” and deleting the words “in any manner permitted by law” from Bye-law 6;
- (g) inserting the following words at the end of Bye-law 9:
“Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.”;
- (h) inserting the words “(or in the case of a Member being a corporation, its duly authorized representative)” after the words “two persons” in the first line of Bye-law 10(a);
- (i) inserting the words “(or in the case of a Member being a corporation, its duly authorized representative)” after the words “in person” in Bye-law 10(c);
- (j) deleting the words “and these Bye-laws” in the first line of Bye-law 12(1) and replacing therewith the words “, these Bye-laws, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange”;
- (k) deleting the existing Bye-law 19 in its entirety and replacing therewith the following new Bye-law 19:

“19. Share certificates shall be issued within the relevant time limit as prescribed in the Act or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a properly executed transfer and/or such other documents as the Directors deem fit with the Company.”;

- (l) inserting the words “, in respect of any shares that are not fully paid,” after the words “held by him and” in existing Bye-law 43(1)(a);
- (m) inserting the words “or by any means in such manner as may be accepted by the Designated Stock Exchange” after the words “Designated Stock Exchange” in Bye-law 44;
- (n) deleting the existing Bye-law 46 in its entirety and replacing therewith the following new Bye-law 46:
“46. Subject to these Bye-laws, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.”;
- (o) inserting the words “Without prejudice to Bye-law 46,” before the words “The Board” in the fourth line of Bye-law 47;
- (p) inserting the words “or by any means in such manner as may be accepted by the Designated Stock Exchange” after the words “Designated Stock Exchange” in Bye-law 51;
- (q) deleting the existing Bye-law 66 in its entirety and replacing therewith the following new Bye-law 66:

“66. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by a representative duly authorised under Section 78 of the Act), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Bye-laws, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is required by the rules of the Designated Stock Exchange or is demanded (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll):

- (a) by the chairman of such meeting; or
- (b) by at least three Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.”;

- (r) inserting the words “in accordance with Bye-law 66 or is required by the rules of the Designated Stock Exchange” immediately after the words “Unless a poll is duly demanded” in Bye-law 67;
- (s) inserting the words “in accordance with Bye-law 66 or is required by the rules of the Designated Stock Exchange” immediately after the words “If a poll is duly demanded” in Bye-law 68;
- (t) inserting the words “in accordance with Bye-law 66 or required by the rules of the Designated Stock Exchange” immediately after the words “A poll demanded” in Bye-law 69;
- (u) re-numbering existing Bye-law 76 as Bye-law 76(1);
- (v) inserting the following as new Bye-law 76(2):

“(2) Where the Company has knowledge that any member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any vote(s) cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”;

- (w) deleting the existing Bye-law 78 in its entirety and replacing therewith the following new Bye-law 78:
“78. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A Member may appoint a proxy in respect of part only of his holding of shares in the Company. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.”;

- (x) deleting the existing bye-law 84(2) in its entirety and replacing therewith the following new Bye-law 84(2):
- “(2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually on a show of hands.”;
- (y) deleting the word “special” in the third line of Bye-law 86(4) and replacing therewith the word “ordinary”;
- (z) deleting the existing Bye-law 87(1) in its entirety and replacing therewith the following new Bye-law 87(1):
- “Notwithstanding any other provisions in the Bye-laws, each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest but not less than one-third) shall retire from office by rotation provided that notwithstanding anything herein, the Board shall have the absolute discretion to determine whether or not the chairman of the Board and/or the managing director of the Company shall be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year.”
- (aa) deleting the words “not less than seven (7) clear days before the date appointed for the meeting there shall have been lodged at the Office or at the head office” in Bye-law 88 and inserting the following words at the end of Bye-law 88:
- “shall have been lodged at the Office or at the head office or at the Registration Office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”;
- (bb) deleting the words “whereupon the Board resolves to accept such resignation” from Bye-law 89 (1);
- (cc) deleting the existing Bye-law 103 in its entirety and replacing therewith the following new Bye-law 103:
- “103. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associate is materially interested, but this prohibition shall not apply to any of the following matters namely:
- any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
 - any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/herselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or subunderwriting of the offer;
 - any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company;
 - any contract, arrangement or proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director and/or his associate(s) is/are beneficially interested in shares of that Company, provided that he and any of his associates are not in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest or that of any of his associates is derived); or
 - any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of any share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, their associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or any of his associate(s) any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.
- (2) A company shall be deemed to be a company in which a Director and/or his associate (s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his/their interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any share comprised in an authorised unit trust scheme in which the Director or his associate (s) is/are interested only as a unit holder and any share which carry no voting right at general meetings and very restrictive dividend and return of capital right.
- (3) Where a company in which a Director and/or his associate(s) holds five (5) per cent. or more is/are materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.
- (4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”;
- (dd) re-numbering the existing Bye-law 136 as Bye-law 136(1);
- (ee) inserting the following paragraph as Bye-law 136(2):
- “136(2) Notwithstanding any provision contained in these Bye-laws, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in subparagraphs (a) to (e) of paragraph (1) of this Bye-law and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Bye-law shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim.”;
- (ff) renumbering the existing Bye-law 153 as “153A” and inserting the words “and Bye-law 153B” after the words “the Act” in the first sentence of existing Bye-law 153;
- (gg) inserting the following paragraphs as new Bye-laws 153B and 153C:
- “153B. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153A shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.
- 153C. The requirement to send to a person referred to in Bye-law 153A the documents referred to in that provision or a summary financial report in accordance with Bye-law 153B shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153A and, if applicable, a summary financial report complying with Bye-law 153B, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”;
- (hh) deleting the words “fourteen (14)” from Bye-law 154(2) and replacing therewith the words “twenty-one (21)”;
- (ii) deleting the existing Bye-law 160 in its entirety and replacing therewith the following new Bye-law 160:
- “160. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the Member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”;
- (jj) deleting the full-stop at the end of the existing Bye-law 161(b) and replacing therewith the words “; and” and re-numbering it as Bye-law 161(c);
- (kk) inserting the following paragraph as new Bye-law 161(b):
- “if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company’s website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member.”;
- (ll) inserting the following paragraph as new Bye-law 161(d):
- “(d) may be given to a Member either in the English language or the Chinese language subject to due compliance with all applicable Statutes, rules and regulations.”;
- (mm) inserting in Bye-law 163 after the words “a cable or telex or facsimile”, the words “or electronic”; and **THAT** any director of the Company be and is hereby authorised to take such further action as he may, at his sole and absolute discretion, thinks fit for and on behalf of the Company to implement the aforesaid amendments to the existing Bye-laws.”

By Order of the Board of
Arnhold Holdings Limited
Lai Ka Tak Patrick
Company Secretary

Hong Kong, 23 March 2005

Notes:

- Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Company’s principal place of business in Hong Kong at 6th Floor, Victoria Centre, 15 Watson Road, Hong Kong, not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting thereof (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Meeting or at any adjourned meeting thereof (as the case may be) should they so wish.
- Where there are joint registered holders of any share(s), any one of such persons may vote at the Meeting, either in person or by proxy, in respect of such share(s) as if he/she is solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall be accepted to the exclusion of the votes of the other joint holders.
- The Company’s bye-laws are written in English and there is no official Chinese translation thereof. The Chinese version of the proposed amendments detailed under item 6 of this notice is translated for reference only. Should there be any discrepancies, the English version shall prevail.

As at the date of this announcement, the directors of the Company are: –

Executive directors: Mr Michael John Green, Mr Daniel George Green, and Mr Lai Ka Tak, Patrick; Non-executive directors: Mr Augustus Ralph Marshall and Mr Christopher John David Clarke; Independent non-executive directors: Mr V-Nee Yeh, Mr Thaddeus Thomas Bezczak and Mr Simon Murray.