

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Arnhold Holdings Limited (the “Company”) will be held at Convention & Exhibition Centre, Meeting Room 606, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 14 May 2002 at 11:30 a.m. for the following purposes:

1. To receive and consider the consolidated audited financial statements and the reports of the directors and auditors for the year ended 31 December 2001.
2. To re-elect the retiring directors and fix the remuneration of the directors.
3. To re-appoint auditors and authorise the Board of directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“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;

茲通告安利控股有限公司(「本公司」)定於二零零二年五月十四日(星期二)上午十一時三十分正，假座香港灣仔港灣道1號香港會議展覽中心會議廳606舉行股東週年大會，議程如下：

1. 省覽截至二零零一年十二月三十一日止年度之綜合經審核財務報表及董事會及核數師報告書。
2. 重選卸任董事及釐定其酬金。
3. 再度委任核數師及授權董事會釐定其酬金。
4. 作為特別事項，考慮及酌情加以修訂或不予修訂後，通過下列決議案為普通決議案：

「動議：

- (a) 在本決議案(c)段規限下，依據香港聯合交易所有限公司之證券上市規則，一般及無條件批准本公司董事在有關期間(定義如下)行使本公司所有權力，以配發、發行及處理本公司股本中之額外證券，並作出或授出需要或可能需要行使此項權力之建議、協議及購股權(包括認股權證、債券及可兌換或轉換為本公司證券之債權證)；

- (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.
- (b) 根據上文(a)段之批准將授權本公司董事在有關期間作出或授出在有關期間結束後需要或可能需要行使此項權力之建議、協議及購股權(包括認股權證、債券及可兌換或轉換為本公司證券之債權證)；
- (c) 本公司董事根據上文(a)段之批准配發或同意有條件或無條件配發(不論根據購股權或其他方式配發)之股本面值總額(根據(i)配售新股(定義如後)；(ii)因根據當時採納以批授或發行證券或購入本公司證券之權利予本公司及／或其任何附屬公司之行政人員及／或僱員之任何購股權計劃或類似安排行使認購權而發行之證券；(iii)本公司根據公司組織章程細則發行以代息之證券或類似安排以代替本公司證券之全部或部分股息而配發之證券除外)，不得超過(aa)於本決議案通過當日本公司已發行股本面值總額百分之二十，加上(bb)本公司於通過該決議案後(如本公司董事在另行普通決議案中獲得本公司股東授權)購回之股本面值總額(最高數量限為相當於

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:

“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 Companies Act 1981 of Bermuda or any other 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).”

本公司在本決議當日已發行股本面值總額百分之十)兩者之總和，而上述之批准應以此為限；及

(d) 就本決議案而言：

「有關期間」指由通過本決議案之日起至下列最早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 百慕達一九八一年公司法或百慕達之任何其他適用法例或本公司之公司組織章程細則規定本公司下屆股東週年大會須予舉行之期限屆滿時；及
- (iii) 本公司股東在股東大會上通過普通決議案撤回或更改根據本決議案授出之授權之日。

「配售新股」指於本公司董事訂定之期間內，向於指定記錄日期名列股東名冊之證券持有人按彼等於該日之持股比例提呈售股建議（惟本公司董事可就零碎證券或就對本公司適用之任何地區之法例或任何認可監管機構或任何證券交易所之規定所產生之任何限制或責任而須或權宜取消若干股東在此方面之權利或作出其他安排）。」

5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) 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;
- (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 of Hong Kong Limited 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; and
- (c) for the purpose of this resolution “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;

5. 作為特別事項，考慮及酌情加以修訂或不予修訂後，通過下列決議案為普通決議案：

「動議：

- (a) 在本決議案(b)段之限制下，一般性及無條件批准本公司董事依據所有適用之法例及香港聯合交易所有限公司證券上市規則或任何其他證券交易所不時修定之規定及其在規限下，於有關期間(定義如下)行使本公司所有權力，購回本公司股本中之證券；
- (b) 根據上文(a)段之批准，由本公司根據股份購回守則在香港聯合交易所有限公司或任何其他香港證券及期貨事務監察委員會及香港聯合交易所有限公司就此事而言認可之任何其他證券交易所購回之本公司證券之面值總額，不得超過本決議案當日本公司已發行股本面值總額百分之十，而上述批准亦應以此為限；及
- (c) 就本決議案而言，「有關期間」指由通過本決議案之日起至下列最早日期止之期間：
 - (i) 本公司下屆股東週年大會結束時；

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Act 1981 of Bermuda or any other 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.”

6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the resolution set out as item 5 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 such resolution 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 4 of the notice of this meeting.”

By Order of the Board
Lai Ka Tak, Patrick
Company Secretary

Hong Kong, 13 March 2002

(ii) 百慕達一九八一年公司法或百慕達之任何其他適用法例或本公司之公司組織章程細則規定本公司下屆股東週年大會須予舉行之期限屆滿時；及

(iii) 本公司股東在股東大會上以普通決議案撤回或更改根據本決議案授出之授權之日。」

6. 作為特別事項，考慮及酌情加以修訂或不予修訂後，通過下列決議案為普通決議案：

「**動議**待本大會通告所載第5項決議案獲通過後，在本公司董事依據本大會通告第4項決議案配發或同意有條件或無條件配發之本公司股本中之證券面值總額值上，加入相等於本公司依據該決議案授予本公司董事之權力購回之本公司股本中之證券面值總額。」

承董事會命
黎嘉得
公司秘書

香港，二零零二年三月十三日

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
- (2) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's principal place of business in Hong Kong at 6th Floor, Victoria Centre, 15 Watson Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person if you are subsequently able to be present and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (3) Where there are joint registered holders of any share, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (4) An explanatory statement containing further details regarding items 4 to 6 above will be sent to members of the Company together with the 2001 Annual Report.

附註：

- (1) 凡有權出席上述大會並投票之股東，均有權委派另一位代表代其出席及投票。股東可就其於本公司所持之部分股份委任一位代表。所委任之代表毋須為本公司股東。
- (2) 代表委任書連同已簽署之授權書或其他授權文件(如有)或經由公證人簽署證明之該等授權書或授權文件副本，最遲須於大會或續會指定召開時間前四十八小時送達本公司之香港主要營業地點，香港屈臣道15號維多利中心6字樓，方為有效。股東填妥及交回代表委任表格後，如屆時有空，仍可親自出席大會及投票。在此情況下，委任代表之文據將被視作已予撤回。
- (3) 倘屬聯名登記股份持有人，則任何一位該等人士均可於會議上就該等股份投票(不論親身或委派代表)，猶如彼為唯一有權投票者。惟若超過一位有關之聯名持有人親身或委派代表出席會議，則僅股東名冊所有聯名持有人中排名首位者作為出席者，方有權就該等股份投票。
- (4) 有關上文第4至第6項之解釋文件將隨同二零零一年度年報寄予本公司各股東。