



# ARNHOLD HOLDINGS LIMITED

## 安利控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 102)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
share(s) of HK\$0.10 each in the capital of Arnhold Holdings Limited (the "Company") hereby appoint <sup>(Note 3)</sup> the Chairman of the annual general meeting ("AGM") of the Company or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the AGM to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 12:00 noon on Thursday, 13 May 2010 or at any adjournment thereof on the resolutions referred to in the notice of the AGM (with or without modifications) as indicated below:

RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2009.		
2.	To declare a final dividend of 5.5 HK cents per share for the year ended 31 December 2009.		
3.	To re-elect Mr. Michael John Green as a director.		
4.	To re-elect Mr. Daniel George Green as a director.		
5.	To re-elect Mr. Lai Ka Tak, Patrick as a director.		
6.	To re-elect Mr. Christopher John David Clarke as a director.		
7.	To re-elect Mr. Owen Mark Lewellin Rhys as a director.		
8.	To re-elect Mr. Simon Murray as a director.		
9.	To re-elect Mr. Thaddeus Thomas Beczak as a director.		
10.	To appoint Mr. Lim Ghee Keong as a director.		
11.	To authorise the board of directors to fix the remuneration of the directors.		
12.	To re-appoint Messrs. PricewaterhouseCoopers as auditors of the Company and authorise the board of directors to fix their remuneration.		
13(A).	To grant a general mandate to the directors to issue securities.		
13(B).	To grant a general mandate to the directors to repurchase the Company's securities.		
13(C).	To extend the securities issue mandate granted to the directors to include securities repurchased by the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010 Signature <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares(s) registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the AGM is preferred, please strike out the words "the Chairman of the annual general meeting of the Company" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote in his stead. 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 but must attend the AGM in person to represent you. **ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED.**
- IMPORTANT: IF YOU WISH YOUR PROXY TO VOTE ON YOUR BEHALF FOR A PARTICULAR RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH YOUR PROXY TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion whether to vote for or against the resolutions or to abstain from voting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation must be either under its common seal or under the hand of any duly authorised officer.
- In the case of joint registered holders of any share(s), any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share(s) as if he is solely entitled thereto, but if more than one of such joint holders be present at the AGM 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 share(s) shall alone be entitled to vote in respect thereof.
- To be valid, this 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, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

\* For identification purpose only