

ARNHOLD HOLDINGS LIMITED

Terms of Reference - Remuneration Committee

1. Constitution

- 1.1 The board ("Board") of directors ("Directors") of Arnhold Holdings Limited hereby resolves to establish a committee of the Board to be known as the Remuneration Committee ("Committee").

2. Duties

- 2.1 to conduct regular review of the Company's remuneration policy and procedures regarding Directors' compensation;
- 2.2 to ensure a formal and transparent procedure for developing policy on such remuneration;
- 2.3 to make recommendations to the Board on the issuer's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- 2.4 to have the delegated responsibility to determine the specific remuneration packages of all executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive Directors. The Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;
- 2.5 to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- 2.6 to ensure proper disclosure of information relating to Directors' remuneration policy and other remuneration-related matters;
- 2.7 to review and approve the compensation arrangement as prescribed in the Listing Rules Appendix 14 B.1.3 (d) & (e), where appropriate;
- 2.8 to ensure that no director or any of his associates is involved in deciding his own remuneration.

3. Reporting Responsibilities

- 3.1 The Committee chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

3.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

3.3 *The secretary shall circulate the minutes of meetings and reports of the Committee to all members of the Board.*

4. Other

4.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

5. Authority

5.1 The Committee is authorised by the Board to seek any information it requires from any employee of the company in order to perform its duties.

5.2 In connection with its duties the Committee is authorised by the Board to obtain, at the company's expense, any outside legal or other professional advice.