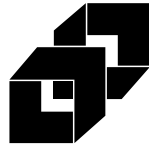


*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**S E A H O L D I N G S L I M I T E D**

**爪哇控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 251)

## **MAJOR TRANSACTION**

The Board of Directors of the Company announces that NZGP (810 Great South Road) Limited and NZGP (Finance) Limited, which are wholly-owned subsidiaries of TTP, had entered into a conditional sale and purchase agreement with Macquarie Goodman Property Trust and Macquarie Goodman Industrial Trust for the sale to them of a property in Penrose, Auckland for NZ\$72.0 million (HK\$352.4 million).

TTP is 59.97% owned by the Company.

The purchasers are independent third parties not connected with the Directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or an associate of any of them (as defined in the Listing Rules).

Disposal of the property constitutes a major transaction of the Company under the Listing Rules. Accordingly, the disposal must be made conditional upon approval by shareholders of the Company.

The Major Shareholder is beneficially entitled to 256,669,811 shares in the issued share capital of the Company (approximately 50.2% of the issued share capital of the Company). The Major Shareholder does not have any interest in the disposal which is different to other shareholders of the Company. The Major Shareholder has agreed to give its written approval for the disposal. No shareholder is required to abstain from voting if the Company were to convene a general meeting to approve the disposal. The Company has applied to the HKSE for a waiver from the requirement to hold a shareholders' meeting to approve the disposal.

The Company will send a circular setting out further details of the disposal to each shareholder and Warrantholder of the Company as soon as practicable.

The following sets out further information about the disposal.

## **DETAILS OF THE DISPOSAL**

<b>Buyer:</b>	Macquarie Goodman Nominee (NZ) Limited.
<b>Vendor:</b>	NZGP (810 Great South Road) Limited.
<b>Guarantor:</b>	NZGP (Finance) Limited.
<b>Particulars of the assets being disposed:</b>	A property in Penrose, Auckland, New Zealand known as the Fletcher Complex.
<b>Aggregate Consideration:</b>	NZ\$72.0 million (HK\$352,4 million).
<b>Conditions Precedents:</b>	Completion is subject to and conditional upon:— <ol style="list-style-type: none"><li>1. approval from the OIC;</li><li>2. waiver of the first right of refusal in favour of Auckland University of Technology;</li><li>3. waiver of the first right of refusal in favour of Fletcher Building Limited; and</li><li>4. TTP receiving confirmation that all necessary approvals required by the Listing Rules have been obtained with regard to the interest of the Company in the transaction.</li></ol>
<b>Settlement:</b>	Settlement in cash is expected to occur shortly after all the conditions precedent set out above have been satisfied. It is expected that such conditions precedent will be satisfied by end of June 2004.
<b>Guarantee:</b>	The Vendor's obligations under the Sale and Purchase Agreement is guaranteed by the Guarantor.

After deducting related costs and expenditures totalling NZ\$0.2 million (HK\$1.0 million), TTP expects to realise net proceeds from the disposal of NZ\$71.8 million (HK\$351.4 million).

The TTP Board has advised that the consideration for the disposal has been arrived at after arm's length negotiation between TTP and the Purchasers. The consideration is above TTP's valuation performed by independent valuer as at 31st December 2003 of NZ\$69.0 million (HK\$337.7 million). The TTP Board considers that the consideration is fair and reasonable and in the interests of the shareholders.

The Purchasers and its beneficial owners are not connected with the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or an associate of any of them (as defined in the Listing Rules).

The head lease over the existing lettable area of the Property, with five years remaining, is currently held by Fletcher Building Limited. The Property's annual net rental is NZ\$6.5 million (HK\$31.8 million) with market reviews every three years, delivering a current yield of 9.4%.

## **EFFECTS OF THE DISPOSAL**

Unaudited net operating profits after deducting operating expenses and finance costs derived from the Property were NZ\$3.9 million (HK\$19.1 million) and NZ\$3.9 million (HK\$19.1 million) for the two financial years ended 31st December 2002 and 31st December 2003 respectively. This represents 6.2% of the Company's audited consolidated profit before taxation for the financial year ended 31st December 2003 of HK\$308.6 million (the comparative figure for the year ended 31st December 2002 was a deficit of HK\$316.2 million).

## **REASONS FOR THE DISPOSAL AND USE OF PROCEEDS**

The TTP Board has formed the view that, the disposal, which is above the valuation of TTP, represents an opportunity for TTP to dispose of the Property at a favourable price. The TTP Board believes it is appropriate to take this opportunity to sell the Property.

Part of the proceeds of the disposal will be used by the TTP Board to repay bank loans of NZ\$51.0 million (HK\$249.6 million) and the remaining proceeds will be used for internal working capital.

## **INFORMATION ABOUT THE COMPANY, TTP AND THE PURCHASERS**

The Company is an investment holding company listed on the HKSE. The activities of its principal subsidiaries are investment holding, property and asset management, garment manufacturing and trading and property investment and development in Hong Kong, China and, through TTP, in New Zealand and Australia.

For the year ended 31st December 2003, the audited consolidated turnover, audited net profit (loss) before taxation and audited net profit (loss) after taxation and minority interests of the Company were HK\$592.9 million, HK\$308.6 million and HK\$187.3 million respectively. The comparative figures (restated) for the year ended 31st December 2002 were approximately HK\$741.5 million, (HK\$316.2 million) and (HK\$202.6 million) respectively. As at 31st December 2003, the Company's equity attributable to shareholders was stated at HK\$2,676.7 million.

TTP is an investment holding company listed on the NZX. TTP's principal activities are property investment and development in New Zealand and Australia.

For the year ended 31st December 2003, the audited consolidated turnover, audited net profit before taxation and audited net profit after taxation and minority interests of the TTP Group were NZ\$63.9 million (HK\$312.7 million), NZ\$27.8 million (HK\$136.1 million) and NZ\$24.3 million (HK\$118.9 million) respectively. The comparative figures for the year ended 31st December 2002 were NZ\$82.0 million (HK\$401.3 million), NZ\$8.0 million (HK\$39.2 million) and deficit of NZ\$1.3 million (HK\$6.4 million). As at 31st December 2003, audited equity attributable to the shareholders of TTP was stated at NZ\$377.4 million (HK\$1,847.0 million) and the comparative figure as at 31st December 2002 was stated at NZ\$327.1 million (HK\$1,600.8 million).

MGI is an industrial property trust listed on the Australian Stock Exchange Limited. MGI's specialist portfolio comprises of warehouse/distribution centres, industrial estates, business parks and office parks, located throughout Australia and New Zealand. MGP is a property trust listed on the NZX and has a portfolio of properties consisting of office parks, warehouse/distribution centres, industrial estates, CBD offices and retail properties. Both MGI and MGP are managed by Macquarie Goodman Management Limited, an integrated property company listed on the NZX.

## **GENERAL**

As the consideration for the disposal of the Property represents more than 25% of the market capitalisation of the SEA Group for the last five trading days prior to the date of the Sale and Purchase Agreement, the disposal of the Property constitutes a major transaction of the Company under Chapter 14 of the Listing Rules. Accordingly, the disposal must be made conditional on approval by the shareholders of the Company.

The Major Shareholder is beneficially entitled to 256,669,811 shares in the issued share capital of the Company (approximately 50.2% of the issued share capital of the Company). The Major Shareholder does not have any interest in the disposal which is different to other shareholders of the Company. The Major Shareholder has agreed to give its written approval for the disposal. The Company has applied to the HKSE for a waiver from the requirement to hold a shareholders' meeting to approve the disposal. Accordingly, no shareholders' meeting will be held to approve the disposal.

To the best of the Directors' knowledge, information and belief, having made due enquiry, the Purchasers and their ultimate beneficial owners are independent third parties and not connected with or related to the Company or any of its subsidiaries or connected persons of the Company.

As at the date of this announcement, the Directors are Messrs. Lu Wing Chi<sup>+</sup>, Lincoln Lu<sup>+</sup>, Lambert Lu<sup>+</sup>, Lu Wing Yuk, Andrew<sup>+</sup>, Lu Wing Lin<sup>+</sup>, Lu Yong Lee<sup>\*</sup>, Walujo Santoso, Wally<sup>\*\*</sup> and Leung Hok Lim<sup>\*\*</sup>.

<sup>+</sup> *Executive directors*

<sup>\*</sup> *Non-executive director*

<sup>\*\*</sup>*Independent non-executive directors*

The Company will send a circular setting out further details of the disposal to each shareholder and warrant holder of the Company as soon as practicable.

## DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:—

“Auckland University of Technology”	Sub-tenant of the Property, independent third parties not connected with the Directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or an associate of any of them (as defined in the Listing Rules);
“Board”	The Board of Directors of the Company;
“Company”	S E A Holdings Limited, a company incorporated in Bermuda with limited liability whose shares and warrants are listed on HKSE;
“Fletcher Building Limited”	Tenant of the Property, independent third parties not connected with the Directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or an associate of any of them (as defined in the Listing Rules);
“Guarantor”	NZGP (Finance) Limited, a company incorporated in New Zealand and which is a wholly-owned subsidiary of TTP;
“HK\$”	Hong Kong dollars;
“HKSE”	The Stock Exchange of Hong Kong Limited;
“Listing Rules”	The Rules Governing the Listing of Securities on the HKSE;
“Major Shareholder”	Nan Luen International Limited, a company incorporated in Bermuda with limited liability which beneficially owns 256,669,811 shares in the issued share capital of the Company (approximately 50.2% of the issued share capital of the Company);
“MGI”	Macquarie Goodman Industrial Trust, an industrial property trust listed on the Australian Stock Exchange Limited and managed by Macquarie Goodman Management Limited;
“MGP”	Macquarie Goodman Property Trust, a property trust listed on the NZX and managed by Macquarie Goodman Management Limited;
“Macquarie Goodman Management Limited”	Manager for MGI and MGP, independent third parties not connected with the Directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or an associate of any of them (as defined in the Listing Rules);

“NZ\$”	New Zealand dollars;
“NZX”	New Zealand Exchange Limited;
“OIC”	Overseas Investment Commission of New Zealand, a body appointed by the Government of New Zealand to regulate investments by non-New Zealand persons in New Zealand;
“Property”	The property located at 810 Great South Road, Penrose, Auckland, New Zealand known as the Fletcher Complex. The property has a site area of 8.1 hectares with 48,500 sq.m. of existing improvements, consisting of five office buildings and 18 warehouse/industrial buildings;
“Purchasers”	MGI and MGP through Macquarie Goodman Nominee (NZ) Limited;
“Sale and Purchase Agreements”	The sale and purchase agreements for the sale and purchase of the Property dated 5 May 2004 entered into between (i) the Vendor, (ii) Macquarie Goodman Nominee (NZ) Limited (as trustee of the Purchasers), and (iii) the Guarantor;
“SEA Group”	The Company and its subsidiaries;
“TTP”	Trans Tasman Properties Limited, a company incorporated in New Zealand with limited liability;
“TTP Board”	The Board of Directors of TTP;
“Vendor”	NZGP (810 Great South Road) Limited. The Vendor is a wholly-owned subsidiary of TTP.

*Note: Exchange rate used in this announcement NZ\$1 = HK\$4.8940.*

By Order of the Board  
**JENIFER SIN**  
*Company Secretary*

Hong Kong, 4th May 2004

*\* For identification purpose only*

Please also refer to the published version of this announcement in The Standard.