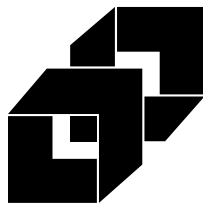


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**S E A H O L D I N G S L I M I T E D**

**爪哇控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 251)

## **DISCLOSEABLE TRANSACTION**

The Board of Directors of the Company announces that it has been advised by TTP that a wholly-owned subsidiary of TTP has entered into a conditional sale and purchase agreement with an independent third party purchaser for the sale of a property in Shortland Street, Auckland, New Zealand for NZ\$23.25 million (HK\$115.49 million). The sale and purchase agreement became unconditional on 2nd August 2004 and settlement is expected to take place on or before 30th September 2004.

TTP is a 61.31% subsidiary of the Company and is listed on the New Zealand Exchange Limited. TTP has made an announcement in New Zealand on 2nd August 2004 in respect of the disposal.

The disposal of the property constitutes a discloseable transaction of the Company under the Listing Rules. Accordingly, the disposal is subject to disclosure requirements as set out in Chapter 14 of the Listing Rules.

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.

## **DETAILS OF THE DISPOSAL**

**Date of the agreement:**

The original sale and purchase agreement was entered into on 20th May 2004. It will be varied by a variation agreement to be entered into in August 2004 between (i) the Vendor and (ii) the Purchaser.

<b>Purchaser:</b>	Dorchester Capital Limited, an independent third party.
<b>Vendor:</b>	NZGP and Cassius, both of which are wholly-owned subsidiaries of TTP.
<b>Particulars of the assets being disposed:</b>	The property at 34 Shortland Street, Auckland, New Zealand, known as Auckland Club Tower.
<b>Aggregate Consideration:</b>	NZ\$23.25 million (HK\$115.49 million), of which NZ\$1.50 million (HK\$7.45 million) in cash has already been paid as a deposit and the remaining amount shall be paid in cash in one sum on the Settlement Date.
<b>Conditions Precedents:</b>	All the conditions precedents have been fulfilled and the Agreement became unconditional on 2nd August 2004.
<b>Settlement Date:</b>	Settlement is expected to take place on or before 30th September 2004.
<b>Other Material Terms:</b>	<ol style="list-style-type: none"> <li>1. The Property will be sold unencumbered subject to tenancies.</li> <li>2. TTP, which current occupies level 14 and various car parks of the Property, shall enter into a formal lease for the premises for a term expiring 31st July 2007 at the existing rent of NZ\$0.19 million(HK\$0.94 million) per annum.</li> <li>3. NZGP shall be responsible for paying certain lease incentives and allowances up to a maximum amount of NZ\$0.51 million (HK\$2.53 million).</li> <li>4. The Vendor shall guarantee the rental income of certain areas of the Property for a period of up to 12 months from the Settlement Date at an agreed rate. The Vendor has the option to terminate the rental guarantee arrangement prior to the expiry of the term of the guarantee by paying to the Purchaser a lump sum calculated by reference to the aggregate amount of the guarantee sum of NZ\$0.38 million (HK\$1.89 million) discounted at the rate of 5.5% for the unexpired period of the guarantee.</li> </ol>

After (i) deducting related costs and expenditures, (ii) the rental guarantee, and (iii) incentive fees payable by NZGP, TTP expects to realise a net surplus from the disposal of approximately NZ\$0.13 million (HK\$0.65 million).

The consideration for the disposal was arrived at after arm's length negotiation between TTP and the Purchaser. Based on the valuation performed by an independent valuer as at 31st December 2003, the consideration is above TTP's book cost of the Property of NZ\$21.99 million (HK\$109.23 million). The TTP Board considers that the consideration is fair and reasonable and the disposal is in the interests of its shareholders. The Board concurs with the views of the TTP Board and considers that the disposal is in the interests of the Group and its shareholders as a whole.

The Property's net rental income for the year ended 31st December 2003 was NZ\$1.84 million (HK\$9.14 million) delivering a yield of 8.37% based on the book value of the Property as at 31st December 2003 of NZ\$21.99 million (HK\$109.23 million).

## **EFFECTS OF THE DISPOSAL**

Unaudited net operating profit after deducting operating expenses and finance costs derived from the Property were NZ\$0.23 million (HK\$1.14 million) and NZ\$0.63 million (HK\$3.13 million) for the two financial years ended 31st December 2002 and 31st December 2003 respectively.

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

The TTP Board considers that the disposal is consistent with the TTP Group's counter-cyclical strategy of, where appropriate, disposing of mature assets in New Zealand and Australia, whose property markets are near the top of their cycles. The Board concurs with the views of the TTP Board.

Part of the proceeds of the disposal will be used by the TTP Board to repay bank loans of NZ\$10.00 million (HK\$49.67 million) and the remaining proceeds will be used for internal working capital.

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

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 Australia, China, Hong Kong and New Zealand.

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

## GENERAL

As the consideration for the disposal of the Property represents more than 5% of the market capitalisation of the Group for the last five trading days prior to the date the Agreement becomes unconditional, the disposal of the Property constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

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

As at the date of this announcement, the Directors are as follows:—

*Executive directors:—*

Lu Wing Chi, Lu Wing Yuk, Andrew, Lu Wing Lin, Lincoln Lu and Lambert Lu.

*Non-executive director:—*

Lu Yong Lee

*Independent non-executive directors:—*

Walujo Santoso, Wally and Leung Hok Lim.

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:—

“Agreement”                      the sale and purchase agreement for the sale and purchase of the Property dated 20th May 2004 entered into between (i) NZGP and (ii) the Purchaser, and as varied by a variation agreement to be entered into in August 2004 between (i) the Vendor and (ii) the Purchaser;

“Board”                              the Board of Directors of the Company;

“Cassius”                              Cassius Properties Limited. Cassius is a wholly-owned subsidiary of TTP;

“Company”	S E A Holdings Limited, a company incorporated in Bermuda with limited liability whose shares and warrants are listed on HKSE;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars;
“HKSE”	the Stock Exchange of Hong Kong Limited;
“Listing Rules”	the Rules Governing the Listing of Securities on the HKSE;
“NZ\$”	New Zealand dollars;
“NZGP”	NZGP (Northern Region) Limited. NZGP is a wholly-owned subsidiary of TTP;
“NZX”	New Zealand Exchange Limited;
“Property”	The property at 34 Shortland Street, Auckland, New Zealand, known as Auckland Club Tower;
“Purchaser”	Dorchester Capital Limited, an independent third party;
“TTP”	Trans Tasman Properties Limited, a company incorporated in New Zealand with limited liability;
“TTP Board”	the Board of Directors of TTP;
“Vendor”	collectively, NZGP and Cassius.

*Note: Exchange rate used in this announcement NZ\$1 = HK\$4.9673.*

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

Hong Kong, 3rd August 2004

*\* For identification purpose only*

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