



S E A HOLDINGS LIMITED

SUBSIDIARY OF S E A HOLDINGS LIMITED

26TH FLOOR DAH SING FINANCIAL CENTRE
108 GLOUCESTER ROAD WANCHAI HONG KONG
TEL: (852) 2828-6363 FAX: (852) 2598-6861
E-mail: info@seaholdings.com Website: www.seaholdings.com

The following announcement was issued today by Trans Tasman Properties Limited, a subsidiary of S E A Holdings Limited.

15 July 2005

Dear Shareholder

NON PRO-RATA SHARE BUYBACK

This letter provides you information and the reasoning as to why the Board unanimously believes that it is its best interests of Trans Tasman Properties Limited ("TTP") to enter into the transactions detailed below. TTP does not require any action to be taken by you in relation to the proposed share buy back or the proposed land purchase.

TTP, through its wholly-owned subsidiary Canterbury Land Trust Holdings Limited ("CLTH"), has negotiated the conditional acquisition of land in Christchurch for potential development purposes. TTP is also considering buying back shares in TTP from the vendor of the land (and interests associated with the vendor).

As a result of the share buy-back transaction, TTP is required to provide you with a disclosure document under section 61(5) of the Companies Act 1993, before it offers to buy-back the shares from the vendor and its associated interests. This document sets out:

- details of the land acquisition and the proposed share buy-back; and
- the reasons why the Company wishes to enter into this transaction.

Background to the transaction

TTP has agreed terms with the vendor (Latimer Holdings Limited and its relevant associated persons) under which TTP may make an offer to buy-back their TTP shares (the "Share Sale Agreement"). The Company, via its subsidiary CLTH, has also entered into two land sale agreements (the "Land Sale Agreements").

As the Share Sale Agreement and Land Sale Agreements are interdependent, the directors consider it prudent that this disclosure document detail the terms of both the share buy-back and the land acquisition so that shareholders are able to understand the nature and implications for the Company and its shareholders of the proposed share buy back.

Details of land acquisition

TTP has agreed to acquire land at Main North Road and Johns Road, Christchurch beneficially owned by Latimer Holdings Limited and associated interests. The land adjoins existing TTP land at Johns Road and provides TTP with a significant land bank with attractive development options.

Acquisition of the land under the Land Sale Agreements is conditional on certain matters, including Overseas Investment Commission ("OIC") consent, settlement of the share buy-back, and re-zoning of the land, within 2 years of the date of the Land Sale Agreements (the "Re-zoning Condition"). TTP also has the option to proceed to settlement of the acquisition of the land even if the Re-zoning Condition is not satisfied.

Consideration for the land acquisition

Under the Land Sale Agreements, TTP will acquire the following land:

- a 27.2 hectare block for \$9,520,000 plus GST (if any);
- an option to acquire a further 4.4 hectares for \$1,540,000 plus GST (if any); and
- two neighbouring investment properties, comprising 1797 sq metres, for \$600,000 plus GST (if any).

TTP, as a condition of the Land Sale Agreements, has also undertaken to make a development contribution to a local charitable community trust of \$2.5 million.

Share buy-back offer

Under the transaction it is proposed that TTP buy-back the shares in TTP held by the vendor and associated persons of the vendor. The proposed buy-back would be pursuant to section 60(1)(b)(ii) of the Companies Act 1993. The terms of the proposed offer will be as follows:

- the proposed offer will be made to Latimer Holdings Limited and John William Powell (together, the "Vendors"), for all the shares in the Company held by the Vendors, being 14,323,068 shares (the "Sale Shares");
- the share buy-back price will be 40c per share;
- the Vendors and their related interests will not acquire TTP shares for a period of 24 months; and
- settlement is conditional on OIC consent for the land purchase.

TTP will cancel the Sale Shares upon completion of the buy-back.

Board resolutions

To initiate the proposed offer to acquire the Sale Shares ("Offer") the Board resolved on 8 July 2005 that:

- the acquisition of the Sale Shares is in the best interests of the Company and of benefit to the remaining shareholders and the Land Sale Agreements are in the best interests of the Company and of benefit to the remaining shareholders; and
- the terms of the Offer and the consideration offered for the Sale Shares are fair and reasonable to both the Company and the remaining shareholders and the terms and consideration of the Land Sale Agreements are also fair and reasonable to both the Company and the remaining shareholders.

The grounds for the Board's resolutions are:

- the Board considers that the price to be offered for the Sale Shares pursuant to the Offer (40c per share, resulting in an aggregate price of \$5,729,227) is fair and reasonable to the Company because that price is slightly below the market price over the last month (which the Board considers reasonable for a large share purchase of this nature) and below the current net asset value; and
- the acquisition of the property contemplated by the Land Sale Agreements is consistent with the Company's current investment strategy, with its focus in Christchurch on residential development property, and is complementary to the Company's current investment in Johns Road, Christchurch (an adjoining property), and the amount paid and the value to be received by the Company under the Land Sale Agreements is fair and reasonable to the Company.

None of the directors of TTP have any relevant interest in any of the shares that are the subject of the offer.

This disclosure document is given to you pursuant to section 61(5), and complies with section 62, of the Companies Act 1993.

Yours faithfully

Don Fletcher
For the Board of Directors