



**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)

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of S E A Holdings Limited (the “Company”) will be held at 26th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on 19 August 2005 at 11:30 a.m. for the purposes of considering and, if thought fit passing, the following resolution which will be proposed as an Ordinary Resolution:—

### **ORDINARY RESOLUTION**

**“THAT**

- A. the Company’s existing share option scheme (the “**Old Scheme**”) adopted by ordinary resolution on 23 June 2000 be terminated, pursuant to which no further offer will be made to grant options under the Old Scheme but in all other respects the provisions of the Old Scheme shall remain in force and all options granted prior to such termination shall continue to be valid and exercisable in accordance with the Old Scheme;
- B. conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of and permission to deal in the new shares of the Company which may be issued upon the exercise of share options to be granted under the new share option scheme of the Company (the “**New Scheme**”), the terms of which are set out in the printed document marked “A” now produced to this Meeting and for the purpose of identification signed by the Chairman hereof and subject to such amendments to the New Scheme as the Stock Exchange may request, the New Scheme be approved and adopted to be the new share option scheme of the Company; and
- C. the Board of Directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the New Scheme including but not limited to the offer or grant of options and the issue and allotment of shares in the Company upon the exercise of any options under the New Scheme, notwithstanding that they or any of them may be interested in the same.”

By Order of the Board

**Jenifer Sin**

*Company Secretary*

Hong Kong, 1 August 2005

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the above meeting is enclosed herewith.
- (3) Where there are joint holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if they are solely entitled thereto, provided that if more than one of such joint holders be present at the meeting personally or by proxy, the person whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- (4) To be valid, a form of proxy (together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) must be deposited at the principal office of the Company in Hong Kong at 26th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

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

*Executive directors:*

Lu Wing Chi, Tse Man Bun, 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, Leung Hok Lim and Chung Pui Lam

\* *for identification purpose only*

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