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SEA HOLDINGS LIMITED

爪哇控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 251)

**POSSIBLE DISCLOSEABLE TRANSACTION
RELATING TO THE RECONSTRUCTION OF THE AUSTRALASIAN
AND ASIAN ASSETS OF TRANS TASMAN PROPERTIES LIMITED**

In an announcement dated 28th September 2005, the Company announced that TTP proposed to undertake a reconstruction of the TTP Group by separating its Australasian and Asian assets. Under the proposal, TTP's Asian assets would be held in Newco which would be floated on AIM. The Newco Shares would then be distributed back to TTP Shareholders by way of a pro-rata voluntary off-market share buy-back of TTP Shares in exchange for Newco Shares.

On 21st October 2005, TTP made a further announcement confirming the asset allocations between the Newco Group and the Remaining TTP Group of 75: 25.

The Company has not yet decided on the amount of TTP Shares it will exchange for Newco Shares but intends to maintain, directly or indirectly, more than a 50% shareholding in both the Newco Group and the Remaining TTP Group.

As a result of the Proposed Reconstruction, depending on the level of acceptances by TTP Shareholders (i) SEA's interest in TTP may decrease from 64.64% to 50.1%, (ii) TTP's interest in Newco may decrease from 100% to 61.2%, and (iii) SEA may become directly interested in 38.8% in the Newco. Accordingly, SEA's effective interest in the Australasian assets of TTP may decrease from 64.64% to 50.1% while its effective interest in the Asian assets of TTP may increase from 64.64% to 69.45%. The Proposed Reconstruction will constitute a discloseable transaction of the Company under the Listing Rules. The Company will send a circular setting out further details of the Proposed Reconstruction to each shareholder and warrant holder of the Company as soon as possible.

HKSE has indicated to the Company that Practice Note 15 to the Listing Rules relating to separate listing of assets should apply to the Proposed Reconstruction. The Company does not agree with such view. Both HKSE and the Company are having further discussions on this matter. Further announcements in this regard will be made as and when appropriate. The Company will also make further announcements to keep shareholders informed of the progress of the Proposed Reconstruction if and when appropriate.

The Major Shareholder is beneficially entitled to 272,397,811 shares in the issued share capital of the Company (approximately 50.6% of the issued share capital of the Company). The Major Shareholder and its associates do not have any interests in the Proposed Reconstruction which are different from other shareholders of the Company. No shareholder is required to abstain from voting if the Company were to convene a general meeting to approve the Proposed Reconstruction.

Until the completion of the Proposed Reconstruction, the Company cannot determine its final percentage interests in the Newco Group and the Remaining TTP Group. The Company will make a further announcement upon the completion of the Proposed Reconstruction. **In the meantime, shareholders, warrant holders and potential investors in the Company are advised to exercise caution when dealing in the shares and warrants of the Company.**

At the request of the Company, trading of the shares of the Company on HKSE was suspended with effect from 2:30 p.m. on 21st October 2005 pending the issue of this announcement. Application has been made to HKSE for resumption of trading of the shares of the Company with effect from 9:30 a.m. on 31st October 2005.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for Newco Shares.

INTRODUCTION

In an announcement dated 28th September 2005, the Company announced that TTP, a 64.64% owned subsidiary of the Company which is listed on NZX, proposed to undertake a reconstruction of the TTP Group by separating its Australasian and Asian assets.

According to TTP's initial announcement, the Proposed Reconstruction would be undertaken such that:

1. TTP's Asian assets would be held in a new company, Newco, and floated on AIM.
2. TTP would offer all or some of Newco's Shares to TTP Shareholders in exchange for TTP Shares on a pro-rata buyback basis. The proportion of Newco Shares to be offered would be determined on the basis of shareholders' resolutions to be put to TTP Shareholders.
3. The value upon which the pro-rata buyback would be undertaken is determined by reference to the current net asset value of Newco and the Remaining TTP Group respectively.
4. Shareholders would also be given the choice of increasing their weighting into TTP or Newco depending on their individual preference for property investment in Australasia or Asia.

On 21st October 2005, TTP announced further details of the Proposed Reconstruction. According to TTP's further announcement:

1. The indicative asset allocations between the Newco Group and the Remaining TTP Group have been confirmed at 75:25. The asset allocations have been calculated by reference to the unaudited accounts of TTP as at 30th September 2005 adjusted to reflect updated valuations (as of 30th September 2005) of the TTP Group's assets as carried out by independent valuers.

2. Based upon the above methodology which has been reviewed by the TTP Group’s auditor, Deloitte, the adjusted net asset value of the TTP Group as at 30th September 2005 is:

Net Assets	NZ\$ million
Australasia	102.5
Hong Kong	307.5

3. TTP will convene a general meeting to seek TTP Shareholders’ approval for the Proposed Reconstruction in accordance with the NZX Listing Rules and the NZ Companies Act. Two resolutions will be put to shareholders as described below:

- 3.1 A special resolution for the offer of all of the Newco Shares to TTP Shareholders on a voluntary basis by way of an off market share buyback where TTP Shareholders will be entitled to exchange some or all of their TTP Shares for Newco Shares (a Full Buy-back).
- 3.2 An ordinary resolution for the offer of approximately 65% of the Newco Shares to TTP Shareholders on a voluntary basis by way of an off market share buyback where TTP Shareholders will be entitled to exchange some or all of their TTP shares for Newco shares (a Partial Buy-back).

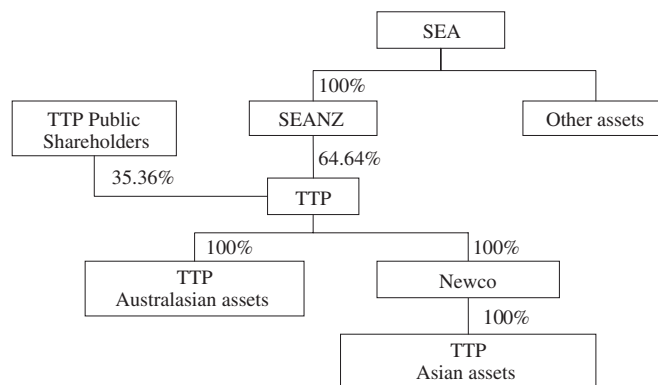
As the Full Buy-back affects more than 50% of TTP’s assets, under the laws of New Zealand, a special resolution is required to be passed in order for the Full Buy-back to proceed.

The Partial Buy-back will be proposed to TTP Shareholders so that not more than 50% of TTP’s assets will be affected by the Proposed Reconstruction, in which case only the ordinary resolution will need to be passed at the TTP meeting. Only 48.75% of TTP’s assets will be deemed to be disposed of by TTP in the Partial Buy-back.

If neither the ordinary resolution nor the special resolution is passed in the TTP meeting, the Proposed Reconstruction will not occur.

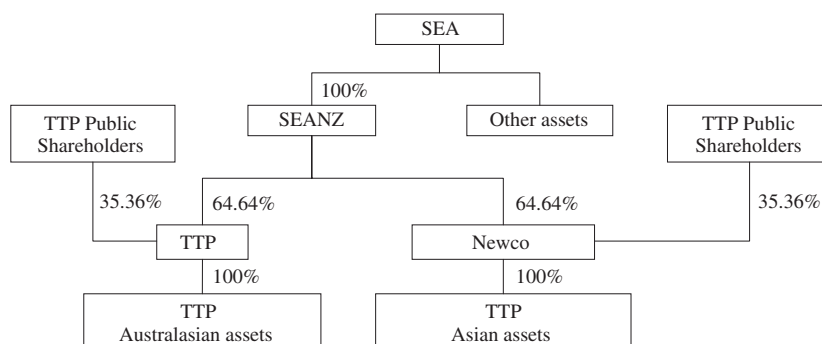
The diagrams below set out the structure of the SEA Group, the Remaining TTP Group and the Newco Group before and after the Proposed Reconstruction:

Before the Proposed Reconstruction

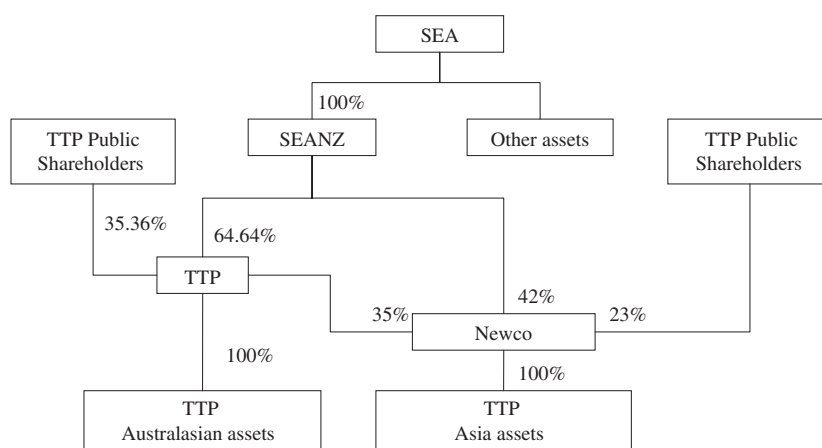


After the Proposed Reconstruction

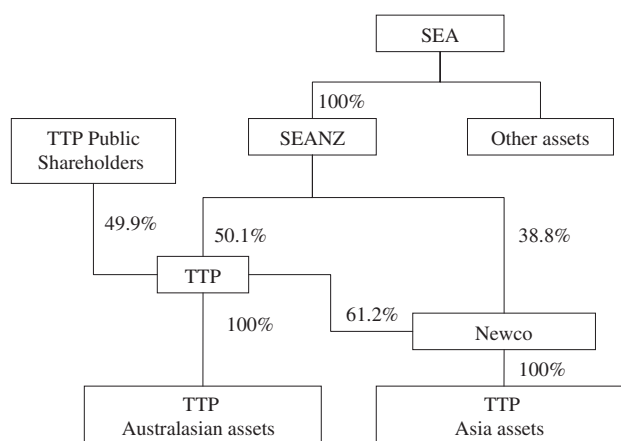
- (a) Assuming (i) a Full Buy-back; and (ii) all TTP Shareholders accept the pro rata buy-back offer:



- (b) Assuming (i) a Partial Buy-back; and (ii) all TTP Shareholders accept the pro rata buy-back offer:



- (c) Assuming (i) either a Full or Partial Buy-back; (ii) SEANZ accepts the pro rata buy-back offer to such extent as to maintain more than a 50% shareholding in the Remaining TTP Group; and (iii) none of the other TTP Shareholders accept the pro rata buy-back offer:



TTP has advised that the total number of issued shares of Newco and the exact ratio in relation to the buy-back of TTP Shares in exchange for Newco Shares will be ascertained when TTP issues its notice of general meeting to TTP Shareholders. The Company will make a further announcement as and when such information is available.

EFFECTS OF THE PROPOSED RECONSTRUCTION

As in the case of all other TTP Shareholders, any TTP Shares surrendered by the Company in TTP's buy-back will be compensated by the issue of an equivalent value of Newco Shares (based on the respective net asset value of the Newco Group and the Remaining TTP Group). Accordingly, the Company will not register any gain or loss arising from the completion of the Proposed Reconstruction.

However, depending on the level of TTP Shareholders' acceptances for the voluntary share buyback, completion of the Proposed Reconstruction may have the effect of re-weighting SEA's effective interest in the Australasian and Asian assets currently held through TTP.

The Company has not yet decided on the amount of TTP Shares it will exchange for Newco Shares but intends to maintain, directly or indirectly, more than a 50% shareholding in both the Newco Group and the Remaining TTP Group.

Under the AIM Rules, subject to limited exceptions, the Company will not be permitted to dispose of any interest in its Newco Shares for one year from the date of Newco's admission to AIM.

Prior to completion of the Proposed Reconstruction, Newco is a wholly owned subsidiary of TTP (which is a 64.64% owned subsidiary of the Company). Following completion of the Proposed Reconstruction, Newco and TTP will remain as subsidiaries of the SEA Group and will continue to be consolidated into the accounts of the SEA Group.

REASONS FOR THE PROPOSED RECONSTRUCTION

The TTP Board considers that the Proposed Reconstruction will (a) provide TTP Shareholders with the choice of weighting into TTP or Newco depending on their individual preference for investment in Australasia or Asia; (b) provide a clearer focus for TTP and Newco and their respective management teams; and (c) provide Newco with the opportunity to raise capital for existing and future Asia projects via the London market which is potentially more liquid than the New Zealand market.

The TTP Board recognises that the Proposed Reconstruction will simplify TTP into two focused and identifiable investment vehicles. The Asian business will be listed on the AIM market where Asian assets are desirable. TTP will remain listed on NZX. The TTP Board believes that the Proposed Reconstruction will reduce the share price discount to net asset value for both the Asian and Australasian assets of TTP and deliver benefits to all TTP Shareholders.

The Board concurs with the views of the TTP Board. The Board also believes that the terms of the Proposed Reconstruction are fair and reasonable and in the interest of the shareholders as a whole.

INFORMATION ABOUT THE COMPANY, TTP AND NEWCO

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

TTP is an investment holding company. The TTP Group's existing principal activities are property investment and development in Australia, Hong Kong and New Zealand. Following the Proposed Reconstruction, the principal activities of the Remaining TTP Group will be property investment and development in Australia and New Zealand.

The audited consolidated net operating profit before and after taxation of the Company for the financial year ended 31st December 2003 was HK\$308,607,000 and HK\$297,832,000, respectively. The audited consolidated net operating profit before and after taxation of the Company for the financial year ended 31st December 2004 was HK\$145,731,000 and HK\$143,575,000, respectively. The restated and audited net asset value of the Company as at 31st December 2004 was HK\$3,893,590,000.

The audited consolidated net operating profit before and after taxation of TTP for the financial year ended 31st December 2003 was NZ\$27,813,000 (HK\$147,131,000) and NZ\$27,452,000 (HK\$145,221,000), respectively. The audited consolidated net operating profit before and after taxation of TTP for the financial year ended 31st December 2004 was NZ\$28,031,000 (HK\$148,284,000) and NZ\$27,974,000 (HK\$147,982,000), respectively.

Newco will be an investment holding company. Following the Proposed Reconstruction, the principal activities of the Newco Group will be property investment and development in Asia.

GENERAL

As a result of the Proposed Reconstruction, depending on the level of acceptances by TTP Shareholders (i) SEA's interest in TTP may decrease from 64.64% to 50.1%, (ii) TTP's interest in Newco may decrease from 100% to 61.2%, and (iii) SEA may become directly interested in 38.8% in Newco. Accordingly, SEA's effective interests in the Australasian assets of TTP may decrease from 64.64% to 50.1% while its effective interest in the Asian assets of TTP may increase from 64.64% to 69.45%. The Proposed Reconstruction will constitute a discloseable transaction of the Company under the Listing Rules. The Company will send a circular setting out further details of the Proposed Reconstruction to each shareholder and warrant holder of the Company as soon as possible.

The Major Shareholder is beneficially entitled to 272,397,811 shares in the issued share capital of the Company (approximately 50.6% of the issued share capital of the Company). The Major Shareholder and its associates do not have any interests in the Proposed Reconstruction which are different from other shareholders of the Company. No shareholder is required to abstain from voting if the Company were to convene a general meeting to approve the Proposed Reconstruction.

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

HKSE has indicated to the Company that Practice Note 15 to the Listing Rules relating to separate listing of assets should apply to the Proposed Reconstruction. The Company does not agree with such view. Both HKSE and the Company are having further discussions on this matter. Further announcements in this regard will be made as and when appropriate. The Company will also make further announcements to keep shareholders informed of the progress of the Proposed Reconstruction if and when appropriate.

SUSPENSION AND RESUMPTION OF TRADING OF SHARES OF THE COMPANY

At the request of the Company, trading of the shares of the Company on HKSE was suspended with effect from 2:30 p.m. on 21st October 2005 pending the issue of this announcement. Application has been made to HKSE for resumption of trading of the shares of the Company with effect from 9:30 a.m. on 31st October 2005.

DEFINITIONS

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

“AIM”	The Alternative Investment Market of The London Stock Exchange Plc;
“Australasia”	Australia and New Zealand;
“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;
“Full Buy-back”	the offer of all of the Newco Shares to TTP Shareholders on a voluntary basis by way of an off market share buyback;
“HK\$”	Hong Kong dollars;
“HKSE”	The Stock Exchange of Hong Kong Limited;
“Listing Rules”	The Rules Governing the Listing of Securities on HKSE;
“Major Shareholder”	Nan Luen International Limited, a company incorporated in Bermuda with limited liability which beneficially owns 272,397,811 shares in the issued share capital of the Company (approximately 50.6% of the issued share capital of the Company);
“NZ\$”	New Zealand dollars;
“NZX”	New Zealand Exchange Limited;
“NZ Companies Act”	The Companies Act 1993 of New Zealand;
“NZX Listing Rules”	The rules governing issuers listed on the NZX;
“Newco”	The limited liability company to be incorporated and floated on AIM which will be the holding company of the Asian assets of TTP. Prior to the completion of the Proposed Reconstruction Newco will be wholly-owned by TTP and after the Proposed Reconstruction Newco will be, directly or indirectly, majority owned by the SEA Group;
“Newco Group”	Newco and its subsidiaries;

“Newco Shares”	shares in the issued share capital of Newco;
“Partial Buy-back”	the offer of 65% of the Newco Shares to TTP Shareholders on a voluntary basis by way of an off market share buyback;
“Proposed Reconstruction”	the Proposed Reconstruction of the TTP Group, as set out in this announcement;
“Remaining TTP Group”	the TTP Group (excluding the Newco Group);
“SEA Group”	the Company and its subsidiaries;
“SEANZ”	SEA Holdings New Zealand Limited, a company incorporated in New Zealand and which is an indirect wholly-owned subsidiary of the Company;
“TTP”	Trans Tasman Properties Limited, a company incorporated in New Zealand with limited liability;
“TTP Board”	the Board of Directors of TTP;
“TTP Group”	TTP and its subsidiaries;
“TTP Shares”	shares in the issued share capital of TTP;
“TTP Shareholders”	shareholders of TTP.

Note: Except otherwise stated, the exchange rate used in this announcement is NZ\$1 = HK\$5.29.

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

By Order of the Board
Jenifer Sin
Company Secretary

Hong Kong, 28th October 2005

** For identification purpose only*

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