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NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of S E A Holdings Limited (“**SEA**”) will be held at the Board Room, 26th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong at 4:00 p.m. on Thursday, 4 May 2017 for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (1) “**THAT**, subject to satisfaction of conditions (a) to (c) as set out under the section headed “Conditions to the Distribution in Specie” in the Letter from the Board in the circular of SEA dated 18 April 2017 (the “**Circular**”) upon, the Distribution in Specie in the following manner be and is hereby approved:
 - (i) all AGP Shares held indirectly by SEA through its wholly-owned subsidiaries be distributed to the Qualifying Shareholders whose names appear on the register of members of SEA at 4:00 p.m. on the Record Date on the basis of 1,268 AGP Shares for every 1,000 Shares held by such Qualifying Shareholders out of the retained earnings of SEA; and
 - (ii) for the Non-Qualifying Shareholders, arrangement will be made for the AGP Shares which would otherwise be distributed to the Non-Qualifying Shareholders to be sold in the market as soon as practicable, and the proceeds of such sale, after deduction of expenses, if more than HK\$100 per each Non-Qualifying Shareholder will be distributed in Hong Kong dollars to the relevant Non-Qualifying Shareholders at their own risk, except that net proceeds less than HK\$100 per each Non-Qualifying Shareholder will be retained for the benefit of SEA; and

** For identification purpose only*

- (iii) the directors of SEA be and are hereby authorised to take all such actions and execute all such documents on behalf of SEA in accordance with the Bye-laws of SEA (including under seal where necessary) as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the foregoing in respect of the Distribution in Specie and the transactions contemplated thereunder.”
- (2) “**THAT**, subject to satisfaction of conditions (a) to (b) as set out under the section headed “Conditions of the Payment of the Special Cash Dividend” in the Letter from the Board in the Circular, the Special Cash Dividend in the following manner be and is hereby approved:
- (i) a special dividend of HK\$3.0 per Share be paid out of the retained earnings of SEA pursuant to the bye-laws of SEA and the Bermuda Companies Act (the “**Special Cash Dividend**”) to shareholders of SEA whose names appear on the register of members of SEA on the record date fixed by the board of directors of SEA (the “**Board**”) for determining the entitlements to the Special Cash Dividend; and
- (ii) the directors of SEA be and are hereby authorised to take all such actions and execute all such documents on behalf of SEA in accordance with the Bye-laws of SEA (including under seal where necessary) as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the foregoing in respect of the Special Cash Dividend and the transactions contemplated thereunder.”

By Order of the Board
S E A Holdings Limited
Chow Siu Yin, Dora
Company Secretary

Hong Kong, 18 April 2017

Registered Office:
Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Principal Office:
26th Floor
Dah Sing Financial Centre
108 Gloucester Road, Wanchai
Hong Kong

Notes:

1. Any shareholder of SEA entitled to attend and vote at the above meeting (or at any adjournment thereof) (the “SGM”) is entitled to appoint one proxy (or, if he holds two or more shares, more than one proxy) to attend and vote instead of him. A proxy need not be a shareholder of SEA.
2. To be valid, a completed and signed form of proxy (together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) must be lodged at the principal office of SEA 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 SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending the SGM and voting in person if he so wishes.
3. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the resolution(s) set out in this notice and other resolution(s) properly put to the SGM will be voted by way of poll.
4. For the purpose of ascertaining the shareholders’ entitlements to attend and vote at the SGM, all duly completed and stamped transfer documents accompanied by the relevant share certificates must be lodged for registration with SEA’s Hong Kong Branch Registrar, Tricor Standard Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:00 p.m. on Tuesday, 2 May 2017.

For the purpose of ascertaining the shareholders’ entitlements to the Distribution in Specie and the Special Cash Dividend, all duly completed and stamped transfer documents accompanied by the relevant share certificates must be lodged for registration with SEA’s Hong Kong Branch Registrar, Tricor Standard Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:00 p.m. on Monday, 15 May 2017. Subject to the passing of Resolution No. 2 at the SGM, the special cash dividend will be payable on Wednesday, 21 June 2017.

The directors of the Company as at the date of this announcement are:

Executive Directors:

Mr. Lu Wing Chi (*Chairman and Managing Director*)
Mr. Lincoln Lu
Mr. Lambert Lu

Independent Non-executive Directors:

Mr. Walujo Santoso, Wally
Mr. Leung Hok Lim
Mr. Chung Pui Lam

Non-executive Director:

Mr. Lam Sing Tai