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S E A HOLDINGS LIMITED

爪哇控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code : 251)

NOTICE OF 2011 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “AGM”) of the shareholders of S E A Holdings Limited (the “Company”) will be held at the Board Room, 26th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 27 May 2011 at 11:30 a.m. for the following purposes:

As Ordinary Business

1. To consider and receive the audited consolidated financial statements of the Company for the year ended 31 December 2010 and the reports of the directors and the independent auditor thereon.
2. To approve the payment of a final dividend for the year ended 31 December 2010.
3. To re-elect retiring directors.
4. To determine a maximum number of directors at 12 and authorise the board of directors to appoint additional directors up to such maximum number.
5. To re-appoint Deloitte Touche Tohmatsu (“DTT”), Certified Public Accountants, the retiring independent auditor as independent auditor for the ensuing year and authorise the board of directors to fix their remuneration.

As Special Business

6. To consider and, if thought fit, pass with or without modification the following resolutions as Ordinary Resolutions:
 - (A) “**THAT** the granting of an unconditional general mandate to the directors of the Company (the “Directors”) to allot, issue and otherwise deal with additional shares of the Company (the “Shares”) and to make or grant offers, agreements, options, warrants and similar rights or securities carrying rights to subscribe for or convertible or exchangeable into Shares which would or might require the exercise of such powers, subject to the following conditions, be and is hereby generally and unconditionally approved:
 - (a) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Directors may during the Relevant Period make or grant offers, agreements, options, warrants and similar rights or securities carrying rights to subscribe for or convertible or exchangeable into Shares which would or might require the exercise of such powers after the end of the Relevant Period;

* For identification purpose only

- (b) the aggregate nominal amount of any class of the Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to this Resolution during the Relevant Period otherwise than pursuant to:
- (i) a Rights Issue (as defined below);
 - (ii) the exercise of any rights of subscription, conversion or exchange under the terms of any warrants, notes, bonds, debentures or any securities which carry rights to subscribe for or are convertible or exchangeable into the Shares and issued by the Company;
 - (iii) any share award/option scheme or similar arrangements for the time being or to be adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its affiliated companies (including subsidiaries) and/or any other participants of the Shares or rights to acquire the Shares; and
 - (iv) any scrip dividend or similar arrangements providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the Bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of that class of the Shares in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly;

- (c) such mandate shall be additional to the authority given to the Directors at any time to allot, issue and otherwise deal with additional Shares arising from (i) the exercise of any rights of subscription, conversion or exchange under any warrants, notes, bonds, debentures or any securities carrying rights to subscribe for or convertible or exchangeable into the Shares; or (ii) the exercise of any options under any share option scheme of the Company; or (iii) the vesting of any awards under any share award scheme of the Company; and
- (d) for the purpose of this Resolution, “Relevant Period” means the period from the date of passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; and
 - (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors made to holders of shares or any class thereof whose names appear on the Register of Members and/or the Hong Kong Branch Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

- (B) “**THAT** the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to repurchase any class of the shares (the “Shares”) issued by the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases, and that the exercise by the Directors of all powers of the Company to repurchase the Shares subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period;
 - (b) such mandate shall authorise the Directors to procure the Company to repurchase the Shares at such prices and on such terms as the Directors may at their discretion determine;
 - (c) the aggregate nominal amount of the Shares to be repurchased by the Company pursuant to this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the Share of that class in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
 - (d) for the purpose of this Resolution, “Relevant Period” means the period from the date of passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; and
 - (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** conditional upon the passing of Resolution Nos. 6(A) and 6(B) as set out in the notice convening this meeting, the aggregate nominal amount of any class of the Company’s shares which are repurchased by the Company pursuant to and in accordance with Resolution No. 6(B) as set out in the notice convening this meeting shall be added to the aggregate nominal amount of that class of the Company’s shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with Resolution No. 6(A) as set out in the notice convening this meeting.”

By Order of the Board
Chan Yuk Ying
Company Secretary

Hong Kong, 26 April 2011

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 the Company entitled to attend and vote at the AGM 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 the Company.
- (2) A form of proxy for use by shareholders in connection with the businesses of the AGM set out above accompanies this notice. 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 the Company at 26th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- (3) The Hong Kong Branch Register of Members of the Company will be closed from Tuesday, 24 May 2011 to Friday, 27 May 2011, both dates inclusive, during which period no transfer of shares will be registered.

In order to ascertain entitlements to attend and vote at the AGM and qualify for the proposed final dividend, those shareholders whose names are not on the Hong Kong Branch Register of Members may lodge all duly completed and stamped transfer documents accompanied by the relevant share certificates for registration with the Company's Branch Share Registrars in Hong Kong, Tricor Standard Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 23 May 2011. You may contact same by phone (no. (852) 2980 1333) or by fax (no. (852) 2528 3158) for enquiries.

- (4) In accordance with the relevant requirements under the Rules Governing the Listing of Securities on the Stock Exchange and for good corporate governance practice, the Chairman of the AGM would exercise his power under the Bye-laws of the Company to put each of the resolutions set out in this notice and other resolutions properly put to the AGM to be voted by way of a poll.
- (5) Concerning Resolution No. 2 above, the Board of Directors has recommended the payment of a cash dividend of HK6 cents per share. Subject to the passing of Resolution No. 2 at the AGM, the final dividend will be payable on Friday, 3 June 2011 to shareholders whose names appear on the Hong Kong Branch Register of Members of the Company at the close of business on Friday, 27 May 2011.
- (6) Concerning Resolution No. 3 above, pursuant to the Company's Bye-laws, Messrs. Lu Wing Chi (executive director), Lu Wing Yuk, Andrew (executive director) and Leung Hok Lim (independent non-executive director) will retire from office as Directors at the AGM and being eligible, have offered themselves for re-election. Their particulars (including biographical details) are contained in Appendix I to the circular dated 26 April 2011 (the "Circular") and the 2010 Annual Report of the Company.
- (7) Concerning Resolution No. 5 above, the Board of Directors (which concurs with the Audit Committee) has recommended that, subject to the approval of shareholders at the AGM, DTT be re-appointed independent auditor of the Company for 2011. Shareholders should note that, in practice, independent auditor's remuneration for 2011 cannot be fixed at the AGM because such remuneration varies by reference to the scope and extent of audit and other works which the independent auditor is being called upon to undertake in any given year. To enable the Company to charge the amount of such auditor's remuneration as operating expenses for the year ending 31 December 2011, shareholders' approval to delegate the authority to the Board of Directors to fix the auditor's remuneration for the financial year 2011 is required, and is hereby sought, at the AGM.
- (8) Concerning Resolution Nos. 6(A) and 6(B) above, two separate Ordinary Resolutions granting mandates to the Directors to the same effect were passed at the Annual General Meeting of the Company held on 27 May 2010. Since then, no Shares have been issued but a total of 6,462,000 Shares have been repurchased pursuant to the said respective mandates, both of which will lapse at the conclusion of the AGM unless they are renewed. While the Directors do not have any present intention to issue any new Shares or repurchase any existing Shares (other than pursuant to item (iii) contained in paragraph (b) of the proposed Resolution No. 6(A)), they believe that it is in the best interest of the Company and the shareholders as a whole to have a general authority from shareholders to enable them to issue and repurchase Shares at appropriate times. Shareholders' attention is also drawn to the explanatory statement on the proposed repurchase mandate contained in Appendix II to the Circular.

As at the date of this announcement, the Board comprises the following members:

Executive Directors: Messrs. Lu Wing Chi (*Chairman and Managing Director*), Lu Wing Yuk, Andrew, Lincoln Lu and Lambert Lu

Non-executive Director: Mr. Lam Sing Tai

Independent Non-executive Directors: Messrs. Walujo Santoso, Wally, Leung Hok Lim and Chung Pui Lam