



SEA HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

PROXY FORM

Form of proxy for use by shareholders at the SPECIAL GENERAL MEETING
to be held on 12th May, 2004

I/We ^(note 1) _____
of _____
being the holder(s) of ^(note 2) _____ ordinary shares of HK\$0.10 each of the above
named Company **hereby appoint** the Chairman of the meeting or _____
of _____
to act as my/our proxy ^(note 3) at the special general meeting of the Company to be held on 12th May, 2004 and at any adjournment
thereof and to vote on my/our behalf as directed below.

Please indicate with a “✓” in the spaces provided how you wish your vote(s) to be cast on a poll.

	FOR	AGAINST
1(A). Ordinary Resolution — to give a general mandate to directors to issue and allot additional shares not exceeding 20% of the issued share capital of the Company.		
1(B). Ordinary Resolution — to give a general mandate to directors to repurchase the Company’s own shares and warrants not exceeding 10% of the issued share capital and 10% of warrants outstanding of the Company.		
1(C). Ordinary Resolution — to extend the general mandate under Resolution 1(A) by the addition of the number of shares to be repurchased by the Company pursuant to Resolution No. 1(B).		
2. Special Resolution — to adopt “爪哇控股有限公司” as the Chinese name of the Company.		
3. Special Resolution — to approve the amendments to the Bye-laws of the Company.		

Dated the _____ day of _____, 2004

Shareholder’s Signature: _____ ^(notes 4 & 5)

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A member may appoint a proxy of his choice who need not be a member of the Company. If such an appointment is made, delete the words “the Chairman of the meeting or” and insert the name and address of the person appointed as the proxy in the space provided.
4. In the case of joint holders this form of proxy must be signed by the member whose name stands first on the register of members.
5. This form of proxy must be signed by the appointer, or his attorney duly authorised in writing, or if such appointer be a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
6. If this form is returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion.
7. To be valid this form of proxy together with any 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 deposited at the principal office of the Company at 26th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time of the meeting or any adjournment thereof.
8. Any alterations made in this form should be initialled.