



SEA HOLDINGS LIMITED

爪哇控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 251)

FORM OF PROXY

Form of proxy for use by shareholders at the ANNUAL GENERAL MEETING convened at 11:30 a.m. on 18th May, 2006

I/We ^(note 1) _____
of _____
being the registered 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 annual general meeting of the Company to be held at 11:30 a.m. on 18th May, 2006 and at any
adjournment thereof and to vote on my/our behalf as directed below.

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

		FOR	AGAINST
1.	To consider and receive the audited financial statements and the reports of the directors and the auditors for the year ended 31st December, 2005.		
2.	To declare a final dividend of HK6 cents for the year ended 31st December, 2005.		
3.	To re-elect the following Directors who retire and offer themselves for re-election:		
	(i) Mr. Lincoln Lu		
	(ii) Mr. Leung Hok Lim		
	(iii) Mr. Lam Sing Tai		
4.	To fix a maximum number of directors at 12 and to authorize the board of directors to appoint additional directors up to such maximum number.		
5.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors for the ensuing year and to authorise the board of directors to fix the auditors' remuneration.		
Special Business			
6(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.		
6(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.		
6(C).	Ordinary Resolution – to extend the general mandate under Resolution 6(A) by the addition of the number of shares to be repurchased by the Company pursuant to Resolution No. 6(B).		
7.	Special Resolution – to amend the Company's Bye-laws.		

Dated the _____ day of _____, 2006

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

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- A member may appoint a proxy of his choice who need not be a member of the Company. If such an appointment is made, please 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.
- 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 of the Company.
- This form of proxy must be signed by the appointer, or his attorney duly authorised in writing, or if such appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- If this form of proxy is returned duly signed but without a specific direction, the proxy will vote or abstain from voting at his discretion.
- 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.
- Any alterations made in this form of proxy should be initialled.

* for identification purposes only