



爪哇集團

SEA Group

S E A HOLDINGS LIMITED

爪哇控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 251)

FORM OF PROXY

For use by shareholders at the 2008 ANNUAL GENERAL MEETING  
to be held on 30th May, 2008 at 11:30 a.m. or any adjournment thereof

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the register holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the capital of S E A Holdings Limited (the "Company"), **HEREBY APPOINT** <sup>(note 3)</sup> the Chairman of the meeting or \_\_\_\_\_ of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the 2008 annual general meeting of the Company (the "AGM") to be held at the Board Room, 26th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 30th May, 2008 at 11:30 a.m. and at any adjournment thereof and to vote on my/our behalf in respect of the resolutions to be considered and passed at the AGM and its adjournment as directed below.

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

		FOR	AGAINST
<b>Ordinary Business</b>			
1.	To consider and receive the audited consolidated financial statements for the year ended 31st December, 2007 and the reports of the directors and the independent auditor thereon.		
2.	To approve the payment of a final dividend of HK 9 cents per share for the year ended 31st December, 2007.		
3.	To re-elect the following directors who retire and have offered themselves for re-election:		
	(i) Mr. Lu Wing Chi;		
	(ii) Mr. Lu Wing Yuk, Andrew;		
	(iii) Mr. David Hsu; and		
	(iv) Mr. Tse Man Bun.		
4.	To fix a maximum number of directors at 12 and authorize the board of directors to appoint additional directors up to such maximum number.		
5.	To re-appoint Messrs. Deloitte Touche Tohmatsu as independent auditor for the ensuing year and authorise the board of directors to fix their remuneration.		
<b>Special Business</b>			
6.	To pass the following Ordinary Resolutions:		
	(A) To give a general mandate to directors to issue and allot additional shares not exceeding 20% of the issued share capital of the Company.		
	(B) 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 respectively.		
	(C) To extend the general mandate under Resolution 6(A) by the addition of the aggregate nominal value of the shares to be repurchased by the Company pursuant to Resolution No. 6(B).		

Shareholder's Signature: \_\_\_\_\_ <sup>(notes 4 and 5)</sup> Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2008

Notes:

- Full name(s) and address(es) must be inserted in **CAPITAL LETTERS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. 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 is entitled to appoint one (or, if he holds two or more shares, more than one) proxy of his choice to vote instead of him on a poll. A proxy needs 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 in **CAPITAL LETTERS** 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 appointor or his attorney duly authorised in writing, or if such appointor is a corporation, either given under its common seal or under the hand of an officer or attorney duly authorised.
- If this form of proxy is returned duly signed but without a specific direction, the proxy will cast your vote(s) or abstain from voting at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM which is contained in the Company's circular dated 30th April, 2008.
- 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 (marked for the attention of the Company Secretary) not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.**
- Completion and return of this form of proxy does not preclude a member from attending and voting in person at the meeting or any adjournment thereof should he so wish. In such case, the form of proxy shall be deemed to be revoked.
- Any alterations made in this form of proxy should be initialled by the person who signs it.

\* For identification purpose only