



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 2009 ANNUAL GENERAL MEETING
to be held on 10th June, 2009 at 11:30 a.m. or any adjournment thereof**

I/We ^(note 1) _____ of _____, being the registered holder(s) of ^(note 2) _____ ordinary shares of HK\$0.10 each in the capital of S E A Holdings Limited (the "Company"), **HEREBY APPOINT** ^(note 3) the Chairman of the meeting or _____ of _____

as my/our proxy to attend and act for me/us at the 2009 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 Wednesday, 10th June, 2009 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, if thought fit, 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
Ordinary Business			
1.	To consider and receive the audited consolidated financial statements for the year ended 31st December, 2008 and the reports of the directors and the independent auditor thereon.		
2.	To approve the payment of a final dividend of HK5 cents per share for the year ended 31st December, 2008.		
3.	To re-elect the following directors who retire and have offered themselves for re-election:		
	(i) Mr. Lincoln Lu as executive director;		
	(ii) Mr. Lam Sing Tai as non-executive director; and		
	(iii) Mr. Leung Hok Lim as independent non-executive director.		
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 Deloitte Touche Tohmatsu as independent auditor for the ensuing year and authorize the board of directors to fix their remuneration.		
Special Business			
6.	To pass the following Ordinary Resolutions:		
	(A) To give a general mandate to the 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 the directors to repurchase the Company's own shares not exceeding 10% of the issued share capital of the Company.		
	(C) To extend the general mandate under Resolution No. 6(A) by adding thereto the aggregate nominal value of the shares to be repurchased by the Company pursuant to Resolution No. 6(B).		
	(D) To approve the refreshment of the 10% limit on the number of shares which may be allotted and issued upon exercise of options to be granted under the existing share option scheme of the Company.		

Shareholder's Signature: _____ ^(notes 4 and 5) Dated this _____ day of _____, 2009

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 provided that each proxy is appointed to exercise the rights attached to a share or shares held by the member. A proxy 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 in **CAPITAL LETTERS** the name and address of the person appointed as the proxy in the space provided. For appointment of more than one proxy, the original form of proxy may be photocopied for use.
- 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 authorized 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 authorized.
- 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 of the AGM which is contained in the Company's circular dated 29th April, 2009.
- 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 must be initialled by the person who signs it.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in the notice of the AGM will be decided by poll at the meeting.
- The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner which (at its absolute discretion) is not material as being valid.

* For identification purpose only