



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 SPECIAL GENERAL MEETING
to be held on 27th May, 2010 at 12:10 p.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 special general meeting of the Company (the "SGM") to be held at the Platinum and Diamond Rooms,
2nd Floor, Crowne Plaza Hong Kong Causeway Bay, 8 Leighton Road, Causeway Bay, Hong Kong on Thursday, 27th May, 2010 at 12:10 p.m. (or as soon
thereafter as the 2010 annual general meeting of the Company convened at the same place and on the same date at 11:30 a.m. will have concluded or
adjourned) and 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 SGM
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.

Ordinary Resolutions		FOR	AGAINST	ABSTAIN
A.	To approve and adopt a share award scheme of the Company (the "Share Award Scheme") (being Resolution A as set out in the notice of the SGM).			
B.	To approve the refreshment of the 10% limit on the number of shares of HK\$0.10 each in the share capital of the Company (the "SEA Shares") which may be issued upon exercise of subscription rights attaching to all options granted under the share option scheme adopted by the Company on 19th August, 2005 (the "Share Option Scheme"). To authorise the Directors and the Company Secretary of the Company to do all such acts, deeds and things as they shall, in their absolute discretion, deem fit in order to effect the foregoing (being Resolution B as set out in the notice of the SGM).			
C.	To authorise the Board of Directors of the Company or any of its committee or sub-committee delegated with the authority to administer the Share Award Scheme (being Resolution C as set out in the notice of the SGM).			
D.	To approve and adopt a share option scheme of Asian Growth Properties Limited ("AGP" and "AGP Share Option Scheme") (being Resolution D as set out in the notice of the SGM).			
E.	To authorise the Board of Directors of AGP or any of its committee or sub-committee delegated with the authority to administer the AGP Share Option Scheme (being Resolution E as set out in the notice of the SGM).			
F.	To approve and adopt a share award scheme of AGP ("AGP Share Award Scheme") (being Resolution F as set out in the notice of the SGM).			
G.	To authorise the Board of Directors of AGP or any of its committee or sub-committee delegated with the authority to administer the AGP Share Award Scheme (being Resolution G as set out in the notice of the SGM).			

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

Dated this _____ day of May, 2010

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 (who must be an individual) of his choice to attend the SGM and vote instead of him on a poll provided that each proxy is appointed to exercise the rights attached to the share(s) 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 of the Company's share(s), this form of proxy may be signed by any of such members whose names stand on the Hong Kong branch 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 SGM other than those referred to in the notice of the SGM which is contained in the Company's circular dated 11th May, 2010.
- 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 SGM will be decided by poll at the meeting.
- The Company reserves its right to treat (at its absolute discretion) any form of proxy which has been incorrectly completed but contains no material errors as being valid.

* For identification purpose only