



SEA HOLDINGS LIMITED  
爪哇控股有限公司\*

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

FORM OF PROXY

Number of shares to which this form of proxy relates <sup>(1)</sup>	
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For use by shareholders at the 2014 ANNUAL GENERAL MEETING  
to be held on 30 May 2014 at 11:30 a.m. or any adjournment thereof

I/We <sup>(2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of ordinary shares of HK\$0.10 each in the capital of S E A Holdings Limited (the "Company"), HEREBY APPOINT <sup>(3)</sup>  
\_\_\_\_\_ of \_\_\_\_\_

or failing him, **THE CHAIRMAN OF THE MEETING** as my/our proxy to attend and vote for me/us and on my/our behalf at the 2014 annual general meeting of the Company (the "Meeting") to be held at the Board Room, 26th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 30 May 2014 at 11:30 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without amendments, the under-mentioned resolutions as set out in the notice convening the Meeting in the manner as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To consider, receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and the independent auditor for the year ended 31 December 2013.		
2.	To approve a final dividend of HK6 cents per share for the year ended 31 December 2013.		
3.	(A) To re-elect Mr. Lu Wing Chi as Executive Director.		
	(B) To re-elect Mr. Lincoln Lu as Executive Director.		
	(C) To re-elect Mr. Leung Hok Lim as Independent Non-executive Director.		
4.	To fix a maximum number of directors at 12 and authorise the board of directors of the Company to appoint additional directors up to such maximum number.		
5.	To re-appoint Deloitte Touche Tohmatsu as independent auditor for the ensuing year and authorise the board of directors of the Company to fix their remuneration.		
6.	(A) To grant a general mandate to the directors to allot, issue and otherwise deal with additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company.		
	(B) To grant a general mandate to the directors to repurchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company.		
	(C) To extend the general mandate under Resolution No. 6(A) by the addition of the aggregate nominal amount of the shares to be repurchased by the Company pursuant to Resolution No. 6(B).		

Shareholder's Signature: \_\_\_\_\_ <sup>(5 and 8)</sup> Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Notes:

- (1) 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 of the Company registered in your name(s).
- (2) Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- (3) Please insert the name and address of the proxy desired. If no name is inserted, THE CHAIRMAN OF THE MEETING will act as your proxy.
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete the boxes will entitle your proxy to abstain or cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing, or in case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) To be valid, this completed and signed form of proxy (together with a 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 lodged 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 appointed for the holding the Meeting or any adjournment of it (as the case may be).
- (7) Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one proxy (or, if he holds two or more shares, more than one proxy) to attend and vote instead of him. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- (8) Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s), shall alone be entitled to vote in respect thereof.
- (9) Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish.
- (10) Any alterations made in this form of proxy must be initialled by the person who signs it.
- (11) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions proposed at the Meeting will be voted by poll at the Meeting.
- (12) 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