



SEA HOLDINGS LIMITED
爪哇控股有限公司*

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

Number of shares to which this form of proxy relates ⁽¹⁾	
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FORM OF PROXY

For use by shareholders at the Special General Meeting (the “SGM”) to be held on 4 May 2017 at 4:00 p.m. or at any adjournment thereof

I/We ⁽²⁾ _____ 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 ⁽³⁾ _____ 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 SGM to be held at the Board Room, 26th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on at 4:00 p.m. on Thursday, 4 May 2017 or at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without amendments, the under-mentioned resolution as set out in the notice convening the SGM in the manner as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

	Ordinary Resolutions*	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1	To approve the distribution in specie in the shares of Asian Growth Properties Limited (details as set out in the Notice of SGM dated 18 April 2017).		
2	To approve the special cash dividend of HK\$3.0 per share of the Company to be paid out of the Company’s retained earnings (details as set out in the Notice of SGM dated 18 April 2017).		

* Please refer to the notice of the SGM for the full text of the ordinary resolutions.

Shareholder’s Signature: _____ ^(5 and 8) Dated this _____ day of _____ 2017

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) (as shown in the register of members) 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 SGM will act as your proxy.
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX 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 SGM other than those referred to in the notice convening the SGM.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must either be executed under seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (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 holding the SGM or any adjournment of it (as the case may be).
- (7) Any shareholders of the Company entitled to attend and vote at the SGM 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 needs not be a shareholder of the Company but must attend the SGM in person to represent you.
- (8) Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the SGM, 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 SGM or any adjournment thereof if you so wish.
- (10) Any alterations made in this form of proxy must be initialed 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 SGM will be voted by poll at the SGM.
- (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.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the SGM of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company / Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

* For identification purpose only