



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⁾	
---	--

FORM OF PROXY

**For use by shareholders at the 2024 Annual General Meeting
to be held on 24 May 2024 at 11:00 a.m. or 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 annual general meeting of the Company (the "Meeting") to be held at the Board Room, 26th Floor, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 24 May 2024 at 11:00 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 ⁽⁴⁾	AGAINST ⁽⁴⁾
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 2023.		
2.	To approve a final dividend of HK3 cents per share for the year ended 31 December 2023.		
3.	(A) To re-elect Mr. Lu Wing Chi, Jesse as an executive director of the Company.		
	(B) To re-elect Mr. Walujo Santoso, Wally as an independent non-executive director of the Company.		
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 of the Company 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 total number of the issued shares of the Company.		
	(B) To grant a general mandate to the directors to repurchase the Company's shares not exceeding 10% of the total number of the issued shares of the Company.		
	(C) To extend, conditional upon Resolutions No. 6(A) and No. 6(B) being duly passed, the general mandate under Resolution No. 6(A) by the addition of the total number of the shares to be repurchased by the Company pursuant to Resolution No. 6(B).		
7.	To approve the adoption of the 2024 Share Option Scheme.		
8.	To approve the adoption of the 2024 Share Award Scheme.		
9.	To approve the Service Provider Sub-limit of 0.5% of the issued shares of the Company.		
10.	To approve the termination of the 2015 Share Option Scheme.		
11.	To approve the termination of the 2010 Share Award Scheme.		

* The full text of the above resolutions is set out in the notice of the Meeting dated 26 April 2024.

Shareholder's Signature: _____ ^(5 and 8) Dated this _____ day of _____ 2024

* For identification purpose only

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** as shown in the register of members of the Company.
- (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, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for 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 was 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.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”). 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 Meeting 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 PDPO and any such request should be in writing by mail to the Company/Tricolor Standard Limited, the Company’s branch share registrar in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.