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(1) POLL RESULTS OF THE 2024 ANNUAL GENERAL MEETING

(2) CHANGES OF DIRECTORS

(3) CHANGES IN THE COMPOSITION OF THE BOARD COMMITTEES

(4) ADOPTION OF NEW SHARE SCHEMES AND TERMINATION OF EXISTING SHARE SCHEMES

- The board of directors (the “**Board**”) of S E A Holdings Limited (the “**Company**”) announces that all resolutions proposed at the annual general meeting of the Company held on 24 May 2024 (the “**AGM**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll.
- With effect from the conclusion of the AGM:
 - (a) Mr. Chung Pui Lam retired as an Independent Non-executive Director of the Company (the “**INED**”).
 - (b) Mr. Chung Pui Lam also ceased to be the chairman of the Remuneration Committee and a member of Audit Committee of the Company.
 - (c) Mr. Lo Wai Tung Welman, an INED, has been appointed as the chairman of the Remuneration Committee of the Company.
 - (d) Ms. Patricia Chan has been appointed as an INED and a member of Remuneration Committee of the Company.
- The 2024 Share Option Scheme and 2024 Share Award Scheme were adopted and the 2015 Share Option Scheme and 2010 Share Award Scheme were terminated by passing the ordinary resolutions of the Shareholders at the AGM.

** For identification purpose only*

(1) POLL RESULTS OF THE AGM

At the AGM, a poll was demanded by the Chairman of the AGM for voting on all the proposed resolutions as set out in the notice of the AGM dated 26 April 2024.

The Board announces that all the resolutions were approved by the Shareholders and the poll results are set out as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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.	452,546,373 (99.95%)	223,890 (0.05%)
2.	To approve a final dividend of HK3 cents per share for the year ended 31 December 2023.	452,546,373 (99.95%)	223,890 (0.05%)
3.	(A) To re-elect Mr. Lu Wing Chi, Jesse as an executive director of the Company.	452,528,471 (99.95%)	241,792 (0.05%)
	(B) To re-elect Mr. Walujo Santoso, Wally as an independent non-executive director of the Company.	452,528,471 (99.95%)	241,792 (0.05%)
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.	452,546,373 (99.95%)	223,890 (0.05%)
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.	452,546,373 (99.95%)	223,890 (0.05%)
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.	447,138,809 (98.76%)	5,631,454 (1.24%)
	(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.	452,546,373 (99.95%)	223,890 (0.05%)
	(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).	447,138,809 (98.76%)	5,631,454 (1.24%)

7.	To approve the adoption of the 2024 Share Option Scheme.	447,141,979 (98.76%)	5,628,284 (1.24%)
8.	To approve the adoption of the 2024 Share Award Scheme.	447,141,979 (98.76%)	5,628,284 (1.24%)
9.	To approve the Service Provider Sub-limit of 0.5% of the issued shares of the Company.	447,141,979 (98.76%)	5,628,284 (1.24%)
10.	To approve the termination of the 2015 Share Option Scheme.	452,546,373 (99.95%)	223,890 (0.05%)
11.	To approve the termination of the 2010 Share Award Scheme.	452,546,373 (99.95%)	223,890 (0.05%)

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

As more than 50% of the votes were cast in favour of each of the resolutions, all the above resolutions were duly passed as ordinary resolutions of the Company.

Notes:

- (a) At the date of the AGM, the number of issued shares of the Company was 602,122,726 shares, which was the total number of shares entitling the Shareholders to attend and vote on the resolutions at the AGM.
- (b) There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM.
- (c) There were no shares of the Company entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (d) No Shareholders were required to abstain from voting at the AGM under the Listing Rules.
- (e) No parties have indicated in the circular containing the notice of the AGM to vote against or to abstain from voting on any resolutions at the AGM.
- (f) The Company’s branch share registrar in Hong Kong, Tricor Standard Limited, was appointed as the scrutineer for vote-taking at the AGM.
- (g) All directors of the Company attended the AGM in person.

(2) CHANGES OF DIRECTORS

(a) Retirement of Director

Reference is made to the announcement published by the Company on 27 March 2024, pursuant to which, Mr. Chung Pui Lam indicated that he would not seek re-election as Director of the Company at the AGM.

The Board announces that Mr. Chung retired as an INED and ceased to be the chairman of the Remuneration Committee and a member of the Audit Committee of the Company with effect from the conclusion of the AGM.

Taking this opportunity, the Board would like to express its appreciation to Mr. Chung for his valuable contributions and services to the Company during his tenure of office.

(b) Appointment of Independent Non-executive Director

The Board is pleased to announce that Ms. Patricia Chan (“**Ms. Chan**”) has been appointed as an INED with effect from the conclusion of the AGM.

Ms. Chan, aged 48, has extensive experience in investor relations and has been the Head of Investor Relations of KML Technology Group Limited (a company listed in Hong Kong and is principally engaged in the provision of electrical and mechanical (E&M) engineering solutions and services) since 2018. Prior to her current role, she had solid involvements in hospitality management, property management and corporate management in Switzerland, Boston and Hong Kong. Ms. Chan holds a Bachelor of Science degree in International Hospitality Management from Les Roches, Swiss Hotel Association School of Hotel Management (currently named as Les Roches International School of Hotel Management) and a Master of Science degree in Administrative Studies from Boston University. She also completed investor relations and housing management programs in Hong Kong and the United States.

Ms. Chan did not hold any directorship in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas.

As at the date of this announcement, Ms. Chan declared that she does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company nor any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no director’s service contract entered into between the Company and Ms. Chan but a letter of appointment has been executed in respect of her appointment as an INED. In accordance with the Company’s Bye-laws, Ms. Chan (i) shall hold office only until the first annual general meeting of the Company after her appointment and shall be eligible for re-election thereat and (ii) is subject to retirement by rotation but will be eligible for re-election, and in any event, no later than the third annual general meeting after she was last elected or re-elected. As an INED, Ms. Chan is entitled to an annual director’s fee of HK\$400,000 which is determined with reference to the market rate and the duties and responsibilities undertaken by her.

Ms. Chan has confirmed to the Company (i) her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that she had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, Ms. Chan confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there are no other matters relating to the appointment of Ms. Chan that need to be brought to the attention of the shareholders of the Company.

Ms. Chan has obtained legal advice from a firm of solicitors under Rule 3.09D of the Listing Rules and has confirmed that she understood her obligations as a Director of the Company.

The Board would like to extend a warm welcome to Ms. Chan for joining the Board.

(3) CHANGES IN THE COMPOSITION OF THE BOARD COMMITTEES

The Board announces the following changes in the composition of the Remuneration Committee and Audit Committee of the Company with effect from the conclusion of the AGM:

- (a) Mr. Chung Pui Lam ceased to be the chairman of the Remuneration Committee of the Company and a member of Audit Committee of the Company;
- (b) Mr. Lo Wai Tung Welman, an INED, has been appointed as the chairman of the Remuneration Committee of the Company; and
- (c) Ms. Patricia Chan has been appointed as a member of the Remuneration Committee of the Company.

(4) ADOPTION OF NEW SHARE SCHEMES AND TERMINATION OF EXISTING SHARE SCHEMES

The Board announces that, as abovementioned, the ordinary resolutions approving the adoption of 2024 Share Option Scheme and 2024 Share Award Scheme of the Company, made in accordance with Chapter 17 of the Listing Rules and the principal terms of which are set out in the circular of the Company dated 26 April 2024, and the termination of the existing 2015 Share Option Scheme and 2010 Share Award Scheme of the Company were duly passed by the Shareholders at the AGM.

By Order of the Board
S E A Holdings Limited
Lu Wing Chi, Jesse
Chairman

Hong Kong, 24 May 2024

The directors of the Company as at the date of this announcement are:

Executive Directors:

Mr. Lu Wing Chi, Jesse (*Chairman*)
Mr. Lambert Lu (*Chief Executive*)
Mr. Yap Shee Liam (*Chief Financial Officer*)

Independent Non-executive Directors:

Mr. Walujo Santoso, Wally
Mr. Chan Kwok Wai
Mr. Lo Wai Tung Welman
Ms. Patricia Chan