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*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1438)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Nirvana Asia Ltd (the “**Company**”) will be held at Park Lane Room 2-4, 27/F, The Park Lane Hong Kong, 310 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 28 September 2016 at 9:30 a.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the meeting of holders of ordinary shares of US\$0.01 each in the share capital of the Company, convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purpose of considering and, if thought fit, passing the following as a special resolution and (with or without modification(s)) as ordinary resolutions, respectively:

### **SPECIAL RESOLUTION**

**1. THAT:**

- (a) pursuant to the scheme of arrangement dated 5 September 2016 (the “**Scheme of Arrangement**”) between the Company and Scheme Shareholders (as defined in the Scheme of Arrangement) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme of Arrangement), the issued share capital of the Company shall be reduced by the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme of Arrangement); and
- (b) the directors of the Company be and are hereby authorised to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme of Arrangement and the reduction of capital pursuant to the Scheme of Arrangement, including (without limitation) giving consent to any modification of, or addition to, the Scheme of Arrangement or the reduction of capital which the Grand Court of the Cayman Islands may see fit to impose.

## ORDINARY RESOLUTIONS

### 2. THAT:

- (a) subject to and simultaneously with the cancellation and extinguishment of the Scheme Shares referred to in resolution 1(a) taking effect, the issued share capital of the Company be restored to its former amount by allotting and issuing to Bidco (as defined in the Scheme of Arrangement), credited as fully paid at par, the same number of ordinary shares of US\$0.01 each in the share capital of the Company as the number of Scheme Shares cancelled and extinguished;
- (b) the credit arising in the books of account of the Company consequent upon the reduction of its issued share capital resulting from the cancellation and extinguishment of the Scheme Shares referred to in resolution 1(a) shall be applied in paying up in full at par the shares allotted and issued to Bidco, pursuant to resolution 2(a) above;
- (c) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme of Arrangement, including (without limitation) the giving of consent to any modification of, or addition to, the Scheme of Arrangement, which the Grand Court of the Cayman Islands may see fit to impose; and
- (d) any one of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company.

### 3. THAT:

subject to the Scheme of Arrangement becoming effective, each of the ESR Scheme and the SASR Scheme (each as defined in the composite scheme document of the Company dated 5 September 2016 (the “**Scheme Document**”)) be terminated on the Effective Date.

4. **THAT:**

subject to the Scheme of Arrangement becoming effective, the management incentive plan to be adopted by Holdco (as defined in the Scheme of Arrangement) on the terms set out under the section headed “19. Management Incentive Plan—Terms of the MIP” in the Scheme Document, a copy of which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, and the transactions contemplated under it, be and is hereby approved.

By Order of the Board  
**Nirvana Asia Ltd**  
**Dato’ Fu Ah Kiow @ Oh (Fu) Soon Guan**  
*Chairman*

Hong Kong, 5 September 2016

*Registered Office*

4th Floor, Harbour Place  
103 South Church Street  
George Town, P.O. Box 10240  
Grand Cayman KY1-1002  
Cayman Islands

*Principal Place of Business in Hong Kong*

36th Floor, Tower Two  
Times Square, 1 Matheson Street  
Causeway Bay  
Hong Kong

*Notes:*

- (a) Any member entitled to attend and vote at the meeting (or any adjournment thereof) is entitled to appoint another person as a proxy (who must be individuals) to attend and, on a poll, vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy. A proxy need not be a member of the Company. A proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same power on behalf of the member which he or they represent(s) as such member could exercise.
- (b) In the case of joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share of the Company as if he/she was solely entitled thereto; if more than one of such joint registered holders be present, personally or by proxy, one of the persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint registered holders stand on the register of members of the Company.
- (c) A form of proxy for use at the meeting is enclosed with the Scheme Document.
- (d) In order to be valid, the proxy form must be completed and deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. In the event that a member of the Company attends the meeting after having lodged his form of proxy, the form of proxy will be deemed to have been revoked.
- (e) The special and ordinary resolutions as set out above will be determined by way of a poll.
- (f) At the date of this notice, the executive directors of the Company are Tan Sri Kong Hon Kong, Kong Yew Foong, Soo Wei Chian and Kong Yew Lian, the non-executive directors of the Company are Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan, Li Gabriel, Ang Teck Shang and Tse Po Shing Andy, the alternate director to Tse Po Shing Andy is Barnes II, William Wesley and the independent non-executive directors of the Company are Tan Sri Chan Kong Choy, Ng Soon Lai @ Ng Siek Chuan, Foong Soo Hah and Anita Chew Cheng Im.
- (g) For the purpose of determining entitlement of members to attend and vote at the extraordinary general meeting (or any adjournment thereof), the register of members of the Company will be closed from Monday, 26 September 2016 to Wednesday, 28 September 2016, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 23 September 2016.
- (h) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.