



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

**IN THE GRAND COURT OF THE CAYMAN ISLANDS CAUSE NO. FSD 122 OF 2016 (RMJ)  
IN THE MATTER OF NIRVANA ASIA LTD  
IN THE MATTER OF SECTION 86 OF THE COMPANIES LAW (2013 REVISION) (AS AMENDED)  
OF THE CAYMAN ISLANDS  
FORM OF PROXY  
FOR USE AT THE COURT MEETING CONVENED AT THE DIRECTION OF  
THE GRAND COURT  
TO BE HELD AT 9:00 A.M. ON WEDNESDAY, 28 SEPTEMBER 2016  
(OR AT ANY ADJOURNMENT THEREOF)**

For use at the Court Meeting (as defined below) (or at any adjournment thereof) of the Shareholders (as defined in the Scheme of Arrangement (defined below)) holding shares of US\$0.01 each in the issued share capital of Nirvana Asia Ltd (the “Company”).

I/We<sup>(Note 1)</sup>, \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_  
shares of US\$0.01 each in the issued share capital of the Company, **HEREBY APPOINT** the Chairman of the Court Meeting or<sup>(Note 3)</sup>

\_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the court meeting of the Shareholders convened at the direction of the Grand Court of the Cayman Islands (the “**Court Meeting**”) (or at any adjournment thereof) to 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 9:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving (with or without modification(s)) the scheme of arrangement dated 5 September 2016 (the “**Scheme of Arrangement**”) between the Company and the holders of Scheme Shares (as defined in the Scheme of Arrangement) as referred to in the notice dated 5 September 2016 convening the Court Meeting (the “**Notice**”), and at such Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme of Arrangement (either with or without modification(s), as my/our proxy may approve) or against the Scheme of Arrangement as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme <sup>(Note 4)</sup>	AGAINST the Scheme <sup>(Note 4)</sup>

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016                      Signature(s)<sup>(Note 5)</sup>: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of the Shares (as defined in the Scheme of Arrangement) registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares registered in your name(s).
3. If any proxy other than the Chairman of the Court Meeting is preferred, please strike out the words “the Chairman of the Court Meeting or” and insert the name and address of the proxy desired in the space provided. You are entitled to appoint another person (who must be an individual) as your proxy. Your proxy need not be a member of the Company, but must attend the Court Meeting in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE COURT MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME OF ARRANGEMENT, TICK THE BOX MARKED “FOR the Scheme”. IF YOU WISH TO VOTE AGAINST THE SCHEME OF ARRANGEMENT, TICK THE BOX MARKED “AGAINST the Scheme”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Court Meeting other than that referred to in the Notice.
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 its seal or under the hand of an officer, attorney or other person duly authorised.
6. In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Court Meeting (or any adjournment thereof) at which the person named in this form of proxy proposes to vote. However, if this form of proxy is not so deposited, it may be handed to the Chairman of the Court Meeting at the Court Meeting, who shall have absolute discretion as to whether or not to accept it. Completion and delivery of this form of proxy will not preclude you from attending the Court Meeting and voting in person at the Court Meeting (or any adjournment thereof) if you so wish. In that event, this form of proxy will be deemed to have been revoked.
7. In the case of joint holders of any Share(s), any one of such persons may vote at the Court Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto. However, if more than one of such joint holders be present at the Court Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior who tenders a vote, whether in person or by proxy, shall alone be entitled to vote in respect of the relevant joint holding and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding, the first named member being the senior.