



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1438)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON WEDNESDAY, 28 SEPTEMBER 2016
(OR AT ANY ADJOURNMENT THEREOF)**

For use at the EGM (as defined below) (or at any adjournment thereof) of the holders of shares of US\$0.01 each in the share capital of Nirvana Asia Ltd (the “Company”).

I/We ^(Note 1), _____

of _____

being the registered holder(s) of ^(Note 2) _____

shares of US\$0.01 each in the issued share capital of the Company, **HEREBY APPOINT** the Chairman of the EGM or ^(Note 3)

of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company (the “EGM”) (and 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 9:30 a.m. (Hong Kong time) (or as soon thereafter as the meeting of certain holders of the 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 shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the resolutions set out in the notice dated 5 September 2016 (the “Notice”) convening the EGM and at such EGM to vote for me/us and in my/our name(s) in respect of the Special Resolution and the Ordinary Resolutions as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit and in respect of any other resolution that may properly come before the EGM and/or any adjournment thereof.

Special Resolution:	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
1. To approve the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares as defined and more particularly set out in the Notice		
Ordinary Resolutions:	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
2. To approve, amongst others, the restoration of the share capital of the Company as more particularly set out in the Notice		
3. To approve the termination of the ESR Scheme and the SASR Scheme as defined and more particularly set out in the Notice		
4. To approve the terms of the management incentive plan to be adopted by Holdco as defined and more particularly set out in the Notice		

Dated this _____ day of _____ 2016 Signature(s) ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of the shares of the Company 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).
- If any proxy other than the Chairman of the EGM is preferred, please strike out the words “the Chairman of the EGM or” and insert the name and address of the proxy desired in the space provided. As a member of the Company, you are entitled to appoint another person (who must be an individual) as your proxy. If you hold two or more shares, you are entitled to appoint one or more persons (who each must be an individual) as your proxies. Your proxy need not be a member of the Company, but must attend the EGM in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL/ORDINARY RESOLUTIONS, PLEASE (“✓”) TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE SPECIAL/ORDINARY RESOLUTIONS, PLEASE (“✓”) TICK THE BOX MARKED “AGAINST”.** Failure to tick either box in relation to both the Special Resolution and the Ordinary Resolutions 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 EGM other than that referred to in the Notice. **IF YOU WISH TO VOTE ALL OR SOME OF YOUR SHARES FOR THE SPECIAL/ORDINARY RESOLUTION(S) AND ALL OR SOME OF YOUR SHARES AGAINST THE SPECIAL/ORDINARY RESOLUTION(S), PLEASE INSERT IN THE RELEVANT BOX MARKED “FOR” THE NUMBER OF SHARES TO BE VOTED FOR THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE, AND PLEASE INSERT IN THE RELEVANT BOX MARKED “AGAINST” THE RELEVANT NUMBER OF SHARES TO BE VOTED AGAINST THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE.**
- 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.
- 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, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM at which the person named in this form of proxy proposes to vote. Completion and delivery of this form of proxy will not preclude you from attending the EGM and voting in person at the EGM (or any adjournment thereof) if you so wish. In that event, this form of proxy will be deemed to have been revoked.
- In the case of joint holders of any share(s) of the Company, any one of such persons may vote at the EGM, 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 EGM 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.