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**ASIA MEMORIAL GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

 **富貴生命國際有限公司**  
**NIRVANA asia** LTD

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1438)**

## **JOINT ANNOUNCEMENT**

# **PROPOSED PRIVATISATION OF NIRVANA ASIA LTD BY ASIA MEMORIAL GROUP LIMITED BY WAY OF A SCHEME OF ARRANGEMENT (UNDER SECTION 86 OF THE COMPANIES LAW OF THE CAYMAN ISLANDS) AND THE PROPOSED CASH OFFER TO CANCEL ALL OUTSTANDING OPTIONS**

- (1) SANCTION OF THE SCHEME AND CONFIRMATION  
OF THE REDUCTION  
(2) EXPECTED EFFECTIVE DATE  
AND  
(3) PROPOSED WITHDRAWAL OF LISTING  
OF THE SHARES ON THE STOCK EXCHANGE**

### **SANCTION OF THE SCHEME AND CONFIRMATION OF THE REDUCTION BY THE GRAND COURT OF THE CAYMAN ISLANDS AND THE EXPECTED EFFECTIVE DATE**

The Grand Court hearing of the petition for the sanction of the Scheme and the confirmation of the Reduction was held on Friday, 30 September 2016 (Cayman Islands time). The Scheme was sanctioned without modification by the Grand Court. The Reduction by cancelling and extinguishing the Scheme Shares was also sanctioned and confirmed by the Grand Court on the same day at the hearing.

An official copy of the Court Order is expected to be delivered to the Registrar of Companies for registration on Wednesday, 5 October 2016 (Cayman Islands time). All of the Conditions as set out on pages 69 to 71 of the Scheme Document in the section headed “5. Conditions of the Proposal” in the Explanatory Memorandum have been fulfilled, except for the delivery of the Court Order to the Registrar of Companies for registration, which is expected to be completed by Wednesday, 5 October 2016 (Cayman Islands time). As such, the Scheme is expected to become effective on Wednesday, 5 October 2016 (Cayman Islands time). A further announcement will be made when the Scheme has become effective.

## **PROPOSED WITHDRAWAL OF THE LISTING OF THE SHARES**

The Stock Exchange has approved the withdrawal of the listing of the Shares on the Stock Exchange with effect from 9:00 a.m. on Friday, 7 October 2016 (Hong Kong time), subject to the Scheme becoming effective.

### **Warning:**

**Shareholders and Optionholders should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders and potential investors should therefore exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their licensed securities dealer and registered institution in securities, bank manager, solicitor or other professional advisors.**

## **INTRODUCTION**

References are made to (i) the composite scheme document (the “**Scheme Document**”) dated 5 September 2016 jointly issued by the Company and Holdco in relation to the Proposal; and (ii) the announcement (the “**Results Announcement**”) of, amongst others, the results of the Court Meeting and the EGM dated 28 September 2016 jointly issued by the Company and Holdco. Capitalised terms used and not otherwise defined herein shall have the same meanings as ascribed to them in the Scheme Document. All references to times and dates are references to Hong Kong times and dates, except as otherwise specified.

## **SANCTION OF THE SCHEME AND CONFIRMATION OF THE REDUCTION BY THE GRAND COURT OF THE CAYMAN ISLANDS**

The Grand Court hearing of the petition for the sanction of the Scheme and the confirmation of the Reduction was held on Friday, 30 September 2016 (Cayman Islands time). The Scheme was sanctioned without modification by the Grand Court. The Reduction by cancelling and extinguishing the Scheme Shares was also sanctioned and confirmed by the Grand Court on the same day at the hearing.

An official copy of the Court Order is expected to be delivered to the Registrar of Companies in the Cayman Islands for registration on Wednesday, 5 October 2016 (Cayman Islands time).

## **EXPECTED EFFECTIVE DATE**

The Scheme will become effective subject to the fulfillment or waiver (as applicable) of the Conditions. All of the Conditions as set out on pages 69 to 71 of the Scheme Document in the section headed “5. Conditions of the Proposal” in the Explanatory Memorandum have been fulfilled, except for the delivery of the Court Order to the Registrar of Companies for registration, which is expected to be completed by Wednesday, 5 October 2016 (Cayman Islands time). As such, the Scheme is expected to become effective on Wednesday, 5 October 2016 (Cayman Islands time).

A further announcement will be made when the Scheme has become effective.

## **PROPOSED WITHDRAWAL OF THE LISTING OF THE SHARES**

The Stock Exchange has approved the withdrawal of the listing of the Shares on the Stock Exchange with effect from 9:00 a.m. on Friday, 7 October 2016, subject to the Scheme becoming effective.

## **GENERAL**

For further information on the expected timetable of the Scheme, please refer to the remaining expected events and the corresponding dates and times in the section headed “Expected Timetable” in the Results Announcement.

## **WARNINGS**

**Shareholders, Optionholders and potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.**

By Order of the Board of  
**Asia Memorial Group Limited**  
**Edward M. Fletcher**  
*Chairman*

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

Hong Kong, 3 October 2016

*As at the date of this announcement, the directors of Holdco are Edward M. Fletcher, Stephen Anthony Rae McGrath and Marc George Ledingham Rachman.*

*As at the date of this announcement, the directors of CVC Capital Partners Asia IV Limited are Carl John Hansen, Marc George Ledingham Rachman and William Brian Scholfield.*

*The directors of Holdco and CVC Capital Partners Asia IV Limited jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group and the Founder's Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Group and the Founder's Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the executive Directors are Tan Sri Kong Hon Kong, Kong Yew Foong, Soo Wei Chian and Kong Yew Lian; the non-executive Directors are Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan, Li Gabriel, Ang Teck Shang and Tse Po Shing Andy and the alternate director to Tse Po Shing Andy is Barnes II, William Wesley; and the independent non-executive Directors are Tan Sri Chan Kong Choy, Ng Soon Lai @ Ng Siek Chuan, Foong Soo Hah and Anita Chew Cheng Im.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Investment Funds, Equityco and Holdco) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Investment Funds, Equityco and Holdco) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*