

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Nirvana Asia Ltd, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS;**
- (3) RE-APPOINTMENT OF AUDITORS;**
- (4) DECLARATION OF FINAL DIVIDEND AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Nirvana Asia Ltd to be held at Tian & Di Room, 7/F, The Landmark Mandarin Oriental, 15 Queen's Road Central, The Landmark, Central, Hong Kong on Thursday, 28 May 2015 at 10:00 a.m. is set out on pages 20 to 25 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also available on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong share registrar of the Company, 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 the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed revoked.

27 April 2015

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the followings meanings:*

“AGM”	the annual general meeting of the Company to be held at Tian & Di Room, 7/F, The Landmark Mandarin Oriental, 15 Queen’s Road Central, The Landmark, Central, Hong Kong on 28 May 2015 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 20 to 25 of this circular
“Articles of Association”	the amended and restated articles of association of the Company conditionally adopted on 24 November 2014 and effective on 17 December 2014, and as amended from time to time
“Board”	the board of Directors
“Company”	Nirvana Asia Ltd 富貴生命國際有限公司, an exempted company incorporated on 23 September 2010 in the Cayman Islands with limited liability, with its shares listed on the Main Board of the Stock Exchange
“Companies Law”	the Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Company
“Final Dividend”	the final dividend for the year ended 31 December 2014 recommended by the Board and to be approved by the Shareholders at the AGM
“Group”	the Company and its subsidiaries
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with Shares not exceeding 20% of the number of the issued shares of the Company as at the date of passing of the relevant resolution granting such general mandate
“Latest Practicable Date”	19 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“PRC”	the People’s Republic of China
“Prospectus”	the prospectus of the Company dated 4 December 2014
“Record Date”	5 June 2015, being the record date for the purpose of determining the entitlement of Shareholders to the proposed Final Dividend
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the number of the issued shares of the Company as at the date of passing of the relevant resolution granting such general mandate
“RM”	Malaysian Ringgit, the lawful currency of Malaysia
“Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share Registrar”	Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong
“Share(s)”	ordinary share(s) of nominal value of US\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

LETTER FROM THE BOARD



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1438)

*Executive Directors:*

Dato' KONG Hon Kong (*Managing Director  
and Chief Executive Officer*)

Mr. KONG Yew Foong

Mr. SOO Wei Chian

Mr. KONG Yew Lian

*Non-executive Directors:*

Dato' FU Ah Kiow @ Oh (Fu) Soon Guan  
(*Chairman*)

Mr. LI Gabriel

Mr. ANG Teck Shang

Mr. TSE Po Shing Andy

*Independent Non-executive Directors:*

Tan Sri CHAN Kong Choy

Mr. NG Soon Lai @ Ng Siek Chuan

Mr. FOONG Soo Hah

Ms. Anita CHEW Cheng Im

*Alternate Director:*

Mr. BARNES II, William Wesley

(alternate Director to Mr. TSE Po Shing Andy)

*Registered office:*

4th Floor, Harbour Place

103 South Church Street, George Town

P.O. Box 10240, Grand Cayman KY1-1002

Cayman Islands

*Headquarters in Malaysia:*

Level 3A, Wisma Nirvana

No. 1, Jalan 1/116A

Off Jalan Sungai Besi

57100 Kuala Lumpur

Wilayah Persekutuan

Malaysia

*Headquarters in Indonesia:*

Unit 12 J-K

Gedung Hayam Wuruk

Jalan Hayam Wuruk

108 Jakarta Barat

11160 Indonesia

*Headquarters in Singapore:*

950 Old Choa Chu Kang Road

Singapore 699816

*Headquarters in Thailand:*

213/1-2, 5th FL. (MRT Sutthisan)

Ratchadaphisek Rd. Din Daeng

Din Daeng Bangkok

10400 Thailand

*Principal place of business in Hong Kong:*

36th Floor, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

## LETTER FROM THE BOARD

27 April 2015

*To the Shareholders*

Dear Sir or Madam

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;  
(2) RE-ELECTION OF RETIRING DIRECTORS;  
(3) RE-APPOINTMENT OF AUDITORS;  
(4) DECLARATION OF FINAL DIVIDEND  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to give you the notice of the AGM and the following proposals (among others) to be put forward at the AGM: (a) the grant to the Directors of the Issue Mandate and the Repurchase Mandate ; (b) the re-election of the retiring Directors; (c) the re-appointment of Deloitte as the auditors of the Company; and (d) the declaration of the Final Dividend.

### ISSUE MANDATE

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate. At the AGM, ordinary resolution no. 5 will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares up to 20% of the number of the issued shares of the Company as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, the number of the issued shares of the Company was 2,698,795,000 Shares which have been fully paid. Subject to the passing of ordinary resolution no. 5 and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to issue a maximum of 539,759,000 Shares under the Issue Mandate.

In addition, subject to a separate approval of ordinary resolution no. 7, the number of Shares purchased by the Company under ordinary resolution no. 6 will also be added to extend the 20% limit of the Issue Mandate as mentioned in ordinary resolution no. 5 provided that such additional amount shall not exceed 10% of the number of the issued shares of the Company as at the date of passing of the resolutions in relation to the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

## **LETTER FROM THE BOARD**

### **REPURCHASE MANDATE**

In addition, ordinary resolution no. 6 will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of the issued shares of the Company as at the date of passing of the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

### **RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Article 24.3 of the Articles of Association, Dato' FU Ah Kiow @ Oh (Fu) Soon Guan, Dato' KONG Hon Kong, Mr. KONG Yew Foong, Mr. SOO Wei Chian, Mr. KONG Yew Lian, Mr. LI Gabriel, Mr. ANG Teck Shang, Mr. TSE Po Shing Andy, Tan Sri CHAN Kong Choy, Mr. NG Soon Lai @ Ng Siek Chuan, Mr. FOONG Soo Hah and Ms. Anita CHEW Cheng Im shall retire, and being eligible, have offered themselves for re-election as Directors at the AGM.

Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

### **RE-APPOINTMENT OF AUDITORS**

In accordance with Rule 13.88 of the Listing Rules, ordinary resolution no. 4 will be proposed at the AGM to re-appoint Deloitte as the auditors of the Company to hold office from the conclusion of the AGM until the next annual general meeting and to authorise the Board to fix their remuneration for the year ending 31 December 2015.

### **DECLARATION OF FINAL DIVIDEND**

As stated in the announcements issued by the Company dated 19 March 2015 and 24 March 2015, respectively, relating to the annual results of the Group for the year ended 31 December 2014, the Board recommended the payment of the Final Dividend of HKD0.05 per Share for the year ended 31 December 2014. The Final Dividend, if approved by the Shareholders at the AGM, will be paid to Shareholders whose names appear on the register of members of the Company on the Record Date. The Final Dividend is subject to approval by the Shareholders at the AGM and ordinary resolution no. 2 will be proposed to the Shareholders for voting at the AGM.

### **Closure of Register of Members**

The register of members of the Company will be closed from 3 June 2015 to 5 June 2015, both days inclusive, in order to determine the Shareholders' entitlements to the Final Dividend, if approved by the Shareholders at the AGM. In order to qualify for the Final Dividend, all transfer of

## LETTER FROM THE BOARD

Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 2 June 2015.

Shareholders whose names appear on the register of members of the Company on the Record Date (i.e. 5 June 2015) will be entitled to the Final Dividend.

<b>Events</b>	<b>Date</b>
AGM	Thursday, 28 May 2015
Final Dividend ex-entitlement date	Monday, 1 June 2015
Latest time for the Shareholders to lodge transfer documents to the Share Registrar in order to qualify for receiving the Final Dividend	4:30 p.m. on Tuesday, 2 June 2015
Closure of the register of members	Wednesday, 3 June 2015 to Friday, 5 June 2015
Record Date for Final Dividend	Friday, 5 June 2015
Upon the Shareholders’ approval of the payment of the Final Dividend at the AGM, the expected payment date of the Final Dividend	Friday, 12 June 2015

### **NOTICE OF AGM**

Set out on pages 20 to 25 of this circular is the notice of the AGM at which, *inter alia*, ordinary resolutions will be proposed to Shareholders to consider and approve (a) the grant to the Directors of the Issue Mandate and the Repurchase Mandate; (b) the re-election of the retiring Directors; (c) the re-appointment of Deloitte as the auditors of the Company; and (d) the declaration of the Final Dividend.

### **FORM OF PROXY**

A form of proxy is enclosed for use at the AGM. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for the holding of the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the AGM if they so wish.

## LETTER FROM THE BOARD

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 20.1 of the Articles of Association, at any general meeting a resolution put to vote of the meeting is to be decided by way of a poll. On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the grant to the Directors of the Issue Mandate and the Repurchase Mandate, the re-election of the retiring Directors, the re-appointment of Deloitte as the auditors of the Company and the declaration of the Final Dividend are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information relating to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular, the omission of which would make any statement in this circular incorrect or misleading.

Yours faithfully  
By order of the Board  
**Nirvana Asia Ltd**  
**Dato' FU Ah Kiow @ Oh (Fu) Soon Guan**  
*Chairman*

*The following are the particulars of the Directors proposed to be re-elected at the AGM.*

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, no Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years preceding the Latest Practicable Date. In addition, save as disclosed herein, no Director has any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed in this circular, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

## EXECUTIVE DIRECTORS

**Dato' KONG Hon Kong** (拿督鄺漢光\*), aged 60, is the founder of our Group and has been our executive Director since September 1990. He was appointed as our managing Director and chief executive officer in February 2009. As the founder of our Group, Dato' Kong has been the driving force of our Group's development, growth and expansion, and is primarily responsible for formulating the overall development strategies and business plans of our Group. Dato' Kong is currently a director of various principal operating subsidiaries of our Group.

Prior to founding our Group in September 1990, Dato' Kong, together with other partners, established Syarikat Lian Heng Enterprise (now known as Lien Hing Enterprise Sdn. Bhd.), a trading company which commenced business in January 1977. Dato' Kong has been the honorary advisor of a number of organizations in Malaysia, including the Federation of Chinese Association of Malaysia.

Dato' Kong is the father of Mr. Kong Yew Foong and Mr. Kong Yew Lian, both being executive Directors.

Dato' Kong has entered into a service contract with the Company for a term of three years until 17 September 2017, subject to his retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Dato' Kong is not entitled to any director's fees under such service contract. Pursuant to the letter of appointment entered into between Dato' Kong and a subsidiary of the Company, he is entitled to an annual salary of HKD4,264,301, and other bonuses, incentive schemes, employees provident fund and benefits in kind in his capacity as the managing director and the chief executive officer of the Group. These remuneration levels were determined by the Group with reference to his duties and level of

responsibilities, our remuneration policy and the then prevailing market conditions. The total amount of Dato' Kong's remuneration for the year ended 31 December 2014 was HKD7,917,447, as set out in Note 12(a) to the audited consolidated financial statements of the Group.

As at the Latest Practicable Date, Dato' Kong was a director and a shareholder of Rightitan Sdn. Bhd., which was holding 1,152,347,563 Shares. Through his approximately 99.90% interest in Rightitan Sdn. Bhd., Dato' Kong was deemed to be interested in the 1,152,347,563 Shares held by Rightitan Sdn. Bhd. within the meaning of Part XV of the Securities and Futures Ordinance.

**Mr. KONG Yew Foong (鄭耀豐\*)**, aged 36, has been our executive Director since August 2005 and is primarily responsible for overseeing the overall management of the business operations of our Group. Mr. Kong Yew Foong has been a director of various principal operating subsidiaries of our Group. He also served as the personal assistant to the managing director and the chief executive officer of our Group from August 2003 to July 2005.

Prior to joining our Group, Mr. Kong Yew Foong worked as an audit assistant at KPMG from February 2002 to July 2003.

Mr. Kong Yew Foong received his bachelor's degree in commerce from the University of Melbourne in Melbourne, Australia in September 2000. Mr. Kong Yew Foong was admitted as an associate member of the Australia Certified Practising Accountant Association in February 2001.

Mr. Kong Yew Foong is a son of Dato' Kong as well as the brother of Mr. Kong Yew Lian, both being executive Directors.

Mr. Kong Yew Foong has entered into a service contract with the Company for a term of three years until 17 September 2017, subject to his retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Kong Yew Foong is not entitled to any director's fees under such service contract. Pursuant to the letter of appointment entered into between Mr. Kong Yew Foong and a subsidiary of the Company, he is entitled to an annual salary of HKD904,032 and other bonuses, employees provident fund and benefits in kind in his capacity as an executive director of such subsidiary. These remuneration levels were determined by the Group with reference to his duties and level of responsibilities, our remuneration policy and the then prevailing market conditions. The total amount of Mr. Kong Yew Foong's remuneration for the year ended 31 December 2014 was HKD1,426,846, as set out in Note 12(a) to the audited consolidated financial statements of the Group.

**Mr. SOO Wei Chian (蘇偉權\*)**, aged 45, has been our executive Director since August 2005 and is primarily responsible for overseeing the overall business planning and development, finance and human resources affairs of our Group. Mr. Soo has worked for our Group for 19 years. He has been a director of various principal operating subsidiaries of our Group. Mr. Soo is also one of the directors and shareholders of Essential Scope Sdn. Bhd., an entity established to facilitate the establishment of the Pre-IPO Incentive Schemes (as defined in the Prospectus) for our employees and sales agents. Mr. Soo is holding the shares in Essential Scope Sdn. Bhd. on trust and for the benefit of our Company.

He was the general manager in charge of the finance and corporate affairs of each of NV Multi Corporation Berhad and Nirvana Memorial Park Sdn Bhd from January 2004 to July 2004 and from January 2002 to December 2003, respectively. Prior to that, Mr. Soo held various financial positions within the Group since 1995. Mr. Soo has been an independent non-executive director of Hwa Tai Industries Berhad, a biscuit manufacturer listed on the Bursa Malaysia Securities Berhad, since August 2005.

Mr. Soo received a master's degree in business administration from the University of Strathclyde in Glasgow, the United Kingdom in November 2002. He was accredited as a qualified accountant by, and admitted as a member of, the Malaysia Institute of Accountants in December 1994. He was also admitted as a fellow member of the Chartered Institute of Management Accountants of the United Kingdom in February 1998.

Mr. Soo has entered into a service contract with the Company for a term of three years until 17 September 2017, subject to his retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Soo is not entitled to any director's fees under such service contract. Pursuant to the letter of appointment entered into between Mr. Soo and a subsidiary of the Company, he is entitled to an annual salary of HKD1,313,404 and other bonuses, employees provident fund and benefits in kind in his capacity as an executive director of such subsidiary. These remuneration levels were determined by the Group with reference to his duties and level of responsibilities, our remuneration policy and the then prevailing market conditions. The total amount of Mr. Soo's remuneration for the year ended 31 December 2014 was HKD2,272,090, as set out in Note 12(a) to the audited consolidated financial statements of the Group. As at the Latest Practicable Date, Mr. Soo was interested in 20,703,345 underlying Shares in respect of the management warrants granted to Ryian S Ltd. and beneficially owned by him under the Pre-IPO Employee Share Right Scheme (as defined in the Prospectus).

**Mr. KONG Yew Lian (鄺耀年\*)**, aged 32, has been our executive Director since January 2011 and is primarily responsible for overseeing the overall marketing planning, products branding and media relations of our Group. Mr. Kong Yew Lian has more than eight years' experience in the marketing field and took up a number of positions with NV Alliance Sdn Bhd relating to marketing of our Group. He acted as its general manager in charge of marketing and business development of our Group from January 2009 to May 2012, its senior marketing manager from July 2007 to December 2008 and its marketing executive from June 2005 to June 2007.

Mr. Kong Yew Lian obtained his bachelor's degree in business (marketing) from Monash University in Melbourne, Australia in September 2004.

Mr. Kong Yew Lian is a son of Dato' Kong as well as the brother of Mr. Kong Yew Foong, both being executive Directors.

Mr. Kong Yew Lian has entered into a service contract with the Company for a term of three years until 17 September 2017, subject to his retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Kong Yew Lian is not entitled to any director's fees under such service contract. Pursuant to the letter of appointment entered into between Mr. Kong Yew Lian and a subsidiary of the Company, he is entitled to an annual salary of HKD256,080 and other bonuses, employees provident fund and benefits in kind in his capacity as an executive director of such subsidiary. These remuneration levels were determined by the Group with reference to his duties and level of responsibilities, our remuneration policy and the then prevailing market conditions. The total amount of Mr. Kong Yew Lian's remuneration for the year ended 31 December 2014 was HKD1,682,748, as set out in Note 12(a) to the audited consolidated financial statements of the Group.

#### NON-EXECUTIVE DIRECTORS

**Dato' FU Ah Kiow @ Oh (Fu) Soon Guan (拿督胡亞橋\*)**, aged 66, has been our non-executive Director since September 2014 and the chairman of our Group since February 2009. He was appointed as our Director in October 2013 prior to his re-designation as our non-executive Director. He is primarily responsible for providing strategic advice and guidance on the business development of our Group. Dato' Fu had been a director of NV Multi Corporation Berhad since February 2009 until its privatization in December 2010 and voluntary delisting in 2012, and a director of our principal operating subsidiary, Nirvana Asia Sdn. Bhd. (formerly known as NV Multi Asia Sdn. Bhd.) from January 2011 to March 2015.

Prior to joining our Group, Dato' Fu has 13 years of distinguished service since 1995 in the Parliament and Malaysian Government as member of Parliament, Parliamentary Secretary and Deputy Minister. Before joining the Government, Dato' Fu has worked in multinational companies such as Intel Malaysia Sdn. Berhad and Singer (Malaysia) Sdn. Bhd. in the capacities of Quality Control Engineer, Production Section Head and Departmental Manager. Later he founded his own companies in construction and mechanical and electrical engineering services.

After retirement from politics in 2008, Dato' Fu has acted as an independent non-executive director and chairman of several companies listed on the Bursa Malaysia Securities Berhad namely, Tiong Nam Logistics Holdings Berhad, Hirotako Holdings Berhad (privatized and voluntarily delisted in 2012) and NV Multi Corporation Berhad (privatized in 2010 and voluntarily delisted in 2012). He has been serving on the boards of Tiong Nam Logistics Holdings Berhad, a company engaged in logistics services and property development business, since April 2008, Fitters Diversified Berhad, a company engaged in renewable energy, property development and other businesses, since June 2014, and Star Publications (Malaysia) Berhad, a company engaged in media and publication business, since February 2014. He has also been an independent non-executive director of Parkson Retail Group Limited, a company listed on the Stock Exchange and engaged in the operation of department stores in the PRC, since November 2014.

Dato' Fu obtained his Master of Science degree in management science from Cranfield Institute of Technology in the United Kingdom in May 1978. He completed his postgraduate diploma of education in June 1973 in the University of Malaya in Malaysia and was conferred the Bachelor of Science degree in physics (with honors) by the same university in May 1972.

Dato' Fu has entered into an appointment letter with the Company for a term of three years commencing from 24 November 2014 subject to his retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. He is entitled to an annual director's fee of HKD264,000 which was determined by the Company with reference to his duties and level of responsibilities in the Company. The total amount of Dato' Fu's remuneration for the year ended 31 December 2014 was HKD480,785, as set out in Note 12(a) to the audited consolidated financial statements of the Group.

**Mr. LI Gabriel (李基培)**, aged 47, has been our non-executive Director since October 2013 and is primarily responsible for providing strategic advice and guidance on the business development of our Group. Mr. Li has over 17 years of experience in finance and investments. Since August 2004, Mr. Li has served as the managing director and an investment committee member at Orchid Asia Group Management, Limited, a private equity firm focused on investing in the PRC and other parts of Asia, and has been involved in the management of the company.

Mr. Li has been serving as a director of Ctrip.com International, an online travel service provider listed on NASDAQ, since March 2000, and as a director of Autohome Inc., a company providing online automobiles trading platform and listed on NASDAQ, from September 2012 to October 2014. Mr. Li was also a director of Lifetech Scientific Corporation, a company listed on the Stock Exchange and engaged in the sales of medical devices, between September 2006 and January 2013.

Mr. Li received his master's degree in business administration from Stanford University Business School in the United States in June 1995 and his Master of Science degree (major in chemical engineering practice) from the Massachusetts Institute of Technology in the United States in September 1991. He graduated summa cum laude from the University of California in Berkeley, the United States, in chemical engineering in May 1990.

Mr. Li has entered into an appointment letter with the Company for a term of three years commencing from 24 November 2014 subject to his retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. He is entitled to an annual director's fee of HKD26,400 which was determined by the Company with reference to his duties and level in responsibilities in the Company. The total amount of Mr. Li's remuneration for the year ended 31 December 2014 was HKD2,713, as set out in Note 12(a) to the audited consolidated financial statements of the Group.

As at the Latest Practicable Date, Mr. Li was deemed to be interested in 584,071,435 Shares held by OA-Nirvana Investment Limited, an entity which is ultimately owned by the spouse of Mr. Li, within the meaning of Part XV of the Securities and Futures Ordinance.

**Mr. ANG Teck Shang** (洪德尚\*), aged 44, has been our non-executive Director since October 2013 and is primarily responsible for providing strategic advice and guidance on the business development of our Group. Mr. Ang has extensive experience in emerging markets such as the south-eastern Asian countries and China. Mr. Ang has been the managing director of Orchid Asia Group Management, Limited, since September 2011. Prior to that, between 1997 and May 2011, Mr. Ang worked for several entities within the H&Q Asia Pacific group which focuses on private equity investments, during which he took up a number of positions including the managing director.

Mr. Ang received his bachelor of laws degree (with honors) from the University of London, United Kingdom in August 2004, and obtained his bachelor's degree in business (with honors) from Nanyang Technological University in Singapore in May 1993. Mr. Ang was accredited as a chartered financial analyst by, and admitted as a member of, the Institute of Chartered Financial Analyst in September 1996.

Mr. Ang has entered into an appointment letter with the Company for a term of three years commencing from 24 November 2014 subject to his retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. He is entitled to an annual director's fee of HKD26,400 which was determined by the Company with reference to his duties and level of responsibilities in the Company. The total amount of Mr. Ang's remuneration for the year ended 31 December 2014 was HKD2,713, as set out in Note 12(a) to the audited consolidated financial statements of the Group.

**Mr. TSE Po Shing Andy** (謝寶樞), aged 48, has been our non-executive Director since January 2014 and is primarily responsible for providing strategic advice and guidance on the business development of our Group. He had also been a director of Nirvana Asia Sdn. Bhd. (formerly known as NV Multi Asia Sdn. Bhd., a principal operating subsidiary of the Company from January 2014 to March 2015. Mr. Tse has more than 20 years' working experience in the Asia private equity market. He joined AIF Capital Limited (and its predecessor), a private equity advisory firm, in 1994 and is a managing director. Prior to joining AIF Capital Limited (and its predecessor), between December 1991 and November 1994, Mr. Tse worked as a senior project executive of Hopewell Holdings Limited, a conglomerate listed on the Stock Exchange with businesses in Asia covering the properties and hotels, food and beverages, and construction and infrastructure sectors, and was mainly involved in the investment, development, financing, construction and operations of infrastructure projects.

Mr. Tse had been the independent non-executive director of Olam International Limited, a supply chain management company listed on the Singapore Exchange Securities Trading Limited, from 2011 to October 2013. He has also been the non-executive director of Tat Hong Holdings Ltd, a company engaged in equipment distribution and leasing and listed on the Singapore Exchange Securities Trading Limited, since October 2009.

Mr. Tse obtained his master's degree in business administration and bachelor's degree in science from the Chinese University of Hong Kong in Hong Kong in October 1991 and December 1989, respectively. He was accredited as a chartered financial analyst by, and admitted as a member of, the Chartered Financial Association in September 2003.

Mr. Tse has entered into an appointment letter with the Company for a term of three years commencing from 24 November 2014 subject to his retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. He is entitled to an annual director's fee of HKD26,400 which was determined by the Company with reference to his duties and level of responsibilities in the Company. The total amount of Mr. Tse's remuneration for the year ended 31 December 2014 was HKD2,713, as set out in Note 12(a) to the audited consolidated financial statements of the Group.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Tan Sri CHAN Kong Choy** (丹斯里陳廣才\*), aged 59, has been our independent non-executive Director since November 2014 and is primarily responsible for supervising and providing independent judgment to our Board. Tan Sri Chan has extensive experience in the public sector in Malaysia. He was appointed as the Minister of Transport in Malaysia between July 2003 and March 2008. Prior to that, during the period from November 1990 to June 2003, he had held a number of public offices in Malaysia including the deputy Minister of Finance from December 1999 to June 2003, the deputy Minister of Energy, Communication & Multimedia in May 1995 and the deputy Minister of Culture, Arts & Tourism in October 1990, and had served as a member of the Parliament for Selayang, Selangor and Lipis, Pahang, in Malaysia. Tan Sri Chan was a member of the Executive Council of Pahang State Government in Malaysia in September 1986.

Tan Sri Chan completed his post-graduate diploma in education in June 1980 at the University of Malaya in Malaysia and was conferred the Bachelor of Arts degree in Chinese studies (with honors) by the same university in June 1979.

Tan Sri Chan has entered into an appointment letter with the Company for a term of three years commencing from 24 November 2014 subject to his retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. He is entitled to an annual director's fee of HKD159,600 which was determined by the Company with reference to his duties and level of responsibilities in the Company. The total amount of Tan Sri Chan's remuneration for the year ended 31 December 2014 was HKD16,603, as set out in Note 12(a) to the audited consolidated financial statements of the Group.

**Mr. NG Soon Lai @ Ng Siek Chuan** (黃錫全\*), aged 60, has been our independent non-executive Director since November 2014 and is primarily responsible for supervising and providing independent judgment to our Board. Mr. Ng has substantial experience in accounting and finance. Prior to joining our Group, Mr. Ng served as the chief executive director of Alliance Bank Malaysia Bhd, a bank with commercial banking arm and investment banking arm, from January 1994 to August 2005. Between July 1991 and July 1993, he worked for Malaysian French Bank (predecessor of Alliance Bank Malaysia Berhad) as the general manager of its credit and marketing

department. Mr. Ng worked as the general manager of the business development department of each of Arab Malaysian Development Berhad, a conglomerate engaged in businesses including financial services, property development, property management and engineering, and Kuala Lumpur Finance Berhad, a finance company taking deposits and providing corporate and consumer loans for housing and auto-financing, from July 1989 to July 1991 and from November 1987 to July 1989, respectively.

Mr. Ng has been an independent non-executive director of several companies listed on the Bursa Malaysia Securities Berhad. He has been serving on the boards of Tune Ins Holdings Berhad, an insurance company engaged in the business of reinsurance, since October 2012, ELK-Desa Resources Berhad, a hire purchase company involving second hand vehicles, since September 2012 and Hiap Teck Venture Berhad, a steel products manufacturer and trader, since August 2009. Mr. Ng has also been serving as a member of the supervisory board of Herlitz AG, a company engaged in the trading of office supplies and stationery which is listed on the Frankfurt Stock Exchange, since June 2011. Mr. Ng had also been a director of Unico-Desa Plantations Berhad, a company engaged in the cultivation of oil palm and palm oil milling, from September 2008 to January 2014 and a director of S P Setia Berhad, a property developer, from September 2005 to March 2015. Mr. Ng was admitted as a fellow member of the Institute of Chartered Accountants in England and Wales in January 1983.

Mr. Ng has entered into an appointment letter with the Company for a term of three years commencing from 24 November 2014 subject to his retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. He is entitled to an annual director's fee of HKD186,000 which was determined by the Company with reference to his duties and level of responsibilities in the Company. The total amount of Mr. Ng's remuneration for the year ended 31 December 2014 was HKD19,117, as set out in Note 12(a) to the audited consolidated financial statements of the Group.

**Mr. FOONG Soo Hah (馮蘇哈\*)**, aged 64, has been our independent non-executive Director since November 2014 and is primarily responsible for supervising and providing independent judgment to our Board. Mr. Foong has been a director of Quill Capita Management Sdn Bhd, the manager of Quill Capita Trust (a Real Estate Investment Trust) listed on the Bursa Malaysia Securities Berhad, since April 2013 and a director of Aviva Ltd, an insurance provider in Singapore. He has also been a director of Malaysia Deposit Insurance Corporation, a government agency established for the protection of bank depositors and insurance policyholders, since August 2011 and a director of Bank Simpanan Nasional Berhad, the national savings bank in Malaysia, since September 2010. Mr. Foong had served as a director and the chief executive officer of Great Eastern Life Assurance (Malaysia) Berhad, a life insurance company in Malaysia, between 1996 and June 2009.

Mr. Foong obtained his master's degree in actuarial science from the Northeastern University in Boston, the United States, in June 1977 and his bachelor's degree in science (with honors) in mathematics from the University of Malaya in Kuala Lumpur, Malaysia, in June 1975. He has been a fellow of the Society of Actuaries, the United States, since November 1981. Mr. Foong obtained

his Shariah registered financial planner qualifications in January 2010. He served as the president of of Life Insurance Association of Malaysia and Actuarial Society of Malaysia from 1993 to 1996 and from 1984 to 1986, respectively.

Mr. Foong has entered into an appointment letter with the Company for a term of three years commencing from 24 November 2014 subject to his retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. He is entitled to an annual director's fee of HKD159,600 which was determined by the Company with reference to his duties and level of responsibilities in the Company. The total amount of Mr. Foong's remuneration for the year ended 31 December 2014 was HKD16,603, as set out in Note 12(a) to the audited consolidated financial statements of the Group.

**Ms. Anita CHEW Cheng Im (周清音\*)**, aged 48, has been our independent non-executive Director since November 2014 and is primarily responsible for supervising and providing independent judgment to our Board. Ms. Chew has substantial experience in the investment banking sector with a focus on corporate finance work, including advising on initial public offerings fund raisings and corporate and debt restructuring exercises. She worked at HwangDBS Investment Bank Berhad as a senior vice president of equity capital markets from December 2003 to June 2007. Prior to that, she was at Alliance Investment Bank Berhad from January 1997 to October 2003 and Bumiputra Merchant Bankers Berhad (now known as Alliance Investment Bank Berhad after merging with Amanah Bank Berhad) from February 1992 to December 1996.

Ms. Chew has been a director of a number of companies listed on Bursa Malaysia Securities Berhad, including MK Land Berhad, a property developer, since February 2009 and Notion Vtec Berhad, a company engaged in the manufacturing of precision components, since June 2007. She was also an independent non-executive director of Ni Hsin Resources Berhad, a cookware manufacturer, from October 2007 to October 2014.

Ms. Chew graduated from Monash University in Australia with a bachelor's degree in economics in April 1990.

Ms. Chew has entered into an appointment letter with the Company for a term of three years commencing from 24 November 2014 subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. She is entitled to an annual director's fee HKD159,600 which was determined by the Company with reference to her duties and level of responsibilities in the Company. The total amount of Ms. Chew's remuneration for the year ended 31 December 2014 was HKD16,603, as set out in Note 12(a) to the audited consolidated financial statements of the Group.

*\* for identification purposes only*

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

## **ISSUED SHARES**

As at the Latest Practicable Date, the number of issued shares of the Company was 2,698,795,000 Shares of nominal value of US\$0.01 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to repurchase a maximum of 269,879,500 Shares, which represents 10% of the number of issued Shares of the Company as at the date of passing of such resolution, during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation by an ordinary resolution of the Shareholders in general meeting.

## **REASONS AND FUNDING OF REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Companies Law.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as whole. The Directors consider that if the Repurchase Mandate was to be exercised in full, it may have a material adverse impact on the working capital and on the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2014, being the date to which the latest published audited consolidated financial statements of the Group were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**GENERAL**

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

No core connected person, as defined in the Listing Rules, has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

**TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Dato' KONG Hon Kong was deemed to be interested in 1,152,347,563 Shares, representing approximately 42.70% of the issued share capital of the Company. The 1,152,347,563 Shares were held through Rightitan Sdn Bhd, which was incorporated in Malaysia and owned as to 99.90% by Dato' Kong and as to 0.10% by Mr. Kong Yew Foong. In the event that the Directors should exercise in full the Repurchase Mandate, Dato' Kong's interests in the Shares will be increased to approximately 47.44% of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase may give rise to an obligation for Dato' Kong to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to an extent that would trigger the obligations under the Takeovers Code for Dato' Kong to make a mandatory offer. Save as aforesaid, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of the exercise in full of the Repurchase Mandate.

**SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company in the last six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**SHARE PRICES**

Since the Company was listed on the Stock Exchange on 17 December 2014 (“**Listing Date**”), the highest and lowest prices at which the Shares had been traded on the Stock Exchange from the Listing Date to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest prices <i>HKD</i></b>	<b>Lowest prices <i>HKD</i></b>
<b>2014</b>		
December	2.36	1.64
<b>2015</b>		
January	2.00	1.71
February	2.55	1.81
March	2.45	2.19
April (up to the Latest Practicable Date)	2.74	2.31

## NOTICE OF ANNUAL GENERAL MEETING



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

**(Stock Code: 1438)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of Nirvana Asia Ltd (the “**Company**”) will be held at Tian & Di Room, 7/F, The Landmark Mandarin Oriental, 15 Queen’s Road Central, The Landmark, Central, Hong Kong on Thursday, 28 May 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

### ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 31 December 2014.
2. To consider and approve the declaration of a final dividend of HKD0.05 per share for the year ended 31 December 2014.
3. (a) To re-elect the following persons as Directors:
  - (i) To re-elect Dato’ KONG Hon Kong as an executive Director;
  - (ii) To re-elect Mr. KONG Yew Foong as an executive Director;
  - (iii) To re-elect Mr. SOO Wei Chian as an executive Director;
  - (iv) To re-elect Mr. KONG Yew Lian as an executive Director;
  - (v) To re-elect Dato’ FU Ah Kiow @ Oh (Fu) Soon Guan as a non-executive Director;
  - (vi) To re-elect Mr. LI Gabriel as a non-executive Director;
  - (vii) To re-elect Mr. ANG Teck Shang as a non-executive Director;
  - (viii) To re-elect Mr. TSE Po Shing Andy as a non-executive Director;
  - (ix) To re-elect Tan Sri CHAN Kong Choy as an independent non-executive Director;
  - (x) To re-elect Mr. NG Soon Lai @ Ng Siek Chuan as an independent non-executive Director;

## NOTICE OF ANNUAL GENERAL MEETING

- (xi) To re-elect Mr. FOONG Soo Hah as an independent non-executive Director;
  - (xii) To re-elect Ms. Anita CHEW Cheng Im as an independent non-executive Director;  
and
  - (b) To authorise the board of Directors to fix the Directors' fees.
4. To re-appoint Deloitte as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2015.
5. To consider and, if thought fit, to pass (with or without modification), the following resolution as ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (a) of this resolution, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant and/or exercise of any option under the option schemes of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of:

## NOTICE OF ANNUAL GENERAL MEETING

- (i) 20% of the number of issued shares of the Company as at the date of passing this resolution; and
- (ii) subject to the passing of resolution no. 7, the total number of shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued shares of the Company on the date of the passing of resolutions nos. 5 and 6),

and the said approval shall be limited accordingly;

- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as amended and restated) of the Cayman Islands (the “Companies Law”) or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

## NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, to pass (with or without modification), the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulation of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of the shares of the Company, which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, to pass (with or without modification), the following resolution as ordinary resolution:

“**THAT** conditional upon the resolutions nos. 5 and 6 above being passed, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to ordinary resolution no. 5 above be and is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the total number of shares of the Company purchased by the Company under the authority granted pursuant to ordinary resolution no. 6 above, provided that such amount shall not exceed 10% of the number of issued shares of the Company as at the date of passing of the said resolutions.”

By order of the Board  
**Nirvana Asia Ltd**  
**Dato' FU Ah Kiow @ Oh (Fu) Soon Guan**  
*Chairman*

Hong Kong, 27 April 2015

*Notes:*

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, 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.
2. In order to be valid, a form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited (the “**Share Registrar**”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof, shall he so wish.
3. The register of members of the Company will be closed from 26 May 2015 to 28 May 2015, both days inclusive, in order to determine the entitlement of shareholders of the Company to attend the Annual General Meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 22 May 2015, for the purpose of effecting the share transfers.

## NOTICE OF ANNUAL GENERAL MEETING

4. The register of members of the Company will also be closed from 3 June 2015 to 5 June 2015, both days inclusive, in order to determine the entitlement of shareholders of the Company to the final dividend, during which period no share transfers can be registered. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 2 June 2015, for the purpose of effecting the share transfers.
5. In relation to proposed resolutions nos. 5 and 7 above, approval is being sought from the shareholders of the Company for granting the Directors a general mandate to authorise the allotment and issue of shares of the Company under the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Directors wish to state that they have no immediate plans to issue any new shares of the Company other than the shares of the Company which may fall to be issued under the share option schemes of the Company or any scrip dividend scheme which may be approved by the shareholders of the Company.
6. In relation to the proposed resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of the Company and the shareholders of the Company as whole. The explanatory statement containing the information necessary to enable shareholders to make an informed decision to vote for or against the proposed resolution as required by the Listing Rules, is set out in Appendix II to the circular dated 27 April 2015.