



KASEN INTERNATIONAL HOLDINGS LIMITED
(卡森國際控股有限公司)

(An exempted company incorporated in the Cayman Islands with limited liability)

(Stock Code: 496)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN (the "Notice") that the extraordinary general meeting (the "Meeting") of Kasen International Holdings Limited (the "Company") will be held at 259, Qianjiang Road West, Haining, Zhejiang, China, on 30 June 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

"THAT:

- (a) the equity transfer agreement dated 1 June 2006 and entered into between Zhejiang Kasen and the existing shareholders of Haining Hainix in relation to the sale and purchase of 44.55% of paid up capital in Haining Hainix (the "Hainix Agreement", a copy of which marked "A" and initialled by chairman of the Meeting was produced to the Meeting for identification) and the transaction contemplated therein be and are hereby approved;
- (b) the equity transfer agreement dated 1 June 2006 and entered into between Zhejiang Kasen and the existing shareholders of Haining Hidea in relation to the sale and purchase of 49.5% of paid up capital in Haining Hidea (the "Hidea Agreement", a copy of which marked "B" and initialled by chairman of the Meeting was produced to the Meeting for identification) be and are hereby approved; and
- (c) the board of directors of the Company be and is hereby authorised to take all such actions and steps and execute all documents or deeds as it may consider necessary or desirable to give full effect to this resolution and to implement the Hainix Agreement and the Hidea Agreement."

By Order of the Board
Kasen International Holdings Limited
Yiu Hoi Yan
Company Secretary

Hong Kong, 15 June 2006

Registered Office:
Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681GT
George Town
Grand Cayman
British West Indies

*Principal Place of Business
in Hong Kong:*
Room 1605
Tai Tung Building
8 Fleming Road
Wanchai
Hong Kong

Notes:

- (a) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and to vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
- (b) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar in Hong Kong. Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding of the Meeting or any adjourned meeting.
- (c) The ordinary resolutions set out above will be determined by way of poll.

As at the date hereof, the Executive Directors are Mr. Zhu Zhangjin, Mr. Zhou Xiaosong and Mr. Zhu Jianqi. The non-executive Director is Mr. Li Hui. The independent non-executive Directors are Mr. Lu Yungang, Mr. Chow Joseph and Mr. Shi Zhengfu.

*Please also refer to the published version of this announcement in
The Standard and Sing Tao Daily.*