



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 31 March 2006 at 2:00 p.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

1. "THAT:

- (a) the agreement (the "**Starcorp Agreement**") entered into between Kasen International Holdings Limited and its subsidiaries (the "**Group**") and Starcorp Corporation Pty. Ltd. and its subsidiaries ("**Starcorp**") dated 22 February 2006 in relation to the sales of upholstered furniture by the Group to Starcorp, the particulars of which are described in the circular dated 16 March 2006 despatched to the shareholders of the Company, with the maximum aggregate annual value of goods sold or to be sold by the Group to Starcorp for the three years ending 31 December 2008 being RMB110,000,000, RMB150,000,000 and RMB180,000,000, respectively, be and is hereby approved; and
- (b) 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 Starcorp Agreement."

2. "THAT:

- (a) the agreement and the supplemental agreement (the "**North Pole Agreements**") entered into between Kasen International Holdings Limited and its subsidiaries (the "**Group**") and North Pole Limited and North Pole (China) Limited dated 22 February 2006 in relation to the sales of outdoor leisure products by the Group to North Pole Limited and North Pole (China) Limited, the particulars of which are described in the circular dated 16 March 2006 despatched to the shareholders of the Company, with the maximum aggregate annual value of goods sold or to be sold by the Group to North Pole Limited and North Pole (China) Limited for the three years ending 31 December 2008 being RMB250,000,000, RMB500,000,000 and RMB800,000,000, respectively, be and is hereby approved; and

(b) 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 North Pole Agreements.”

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

Hong Kong, 16 March 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) In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), Mr. Zhu Zhangjin and his associates (as defined in the Listing Rules) are required to abstain from voting on No (1) resolution, Warbury Picnus Funds (as defined in the circular of the Company dated 16 March 2006), their ultimate beneficial owners and their associates (as defined in the Listing Rules) are required to abstain from voting on No (2) resolution.
- (d) 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. Sun Qiang Chang. 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.*