



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)

RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 31 MARCH 2006

The Board is pleased to announce that the ordinary resolutions to approve the Non-exempt Continuing Connected Transactions, the Starcorp Annual Caps and the North Pole Annual Caps were duly passed at the EGM held on 31 March 2006.

Reference is made to the notice of extraordinary general meeting (the “EGM”) dated 16 March 2006 (the “Notice”) and the circular of the Company dated 16 March 2006 (the “Circular”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Notice and the Circular.

The Board is pleased to announce that the ordinary resolutions to approve the Non-exempt Continuing Connected Transactions, the Starcorp Annual Caps and the North Pole Annual Caps were duly passed by the Independent Shareholders by poll at the EGM. The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the EGM.

Details of the poll results in respect of each of the ordinary resolutions passed at the EGM are as follows:

ORDINARY RESOLUTIONS	FOR	AGAINST
	Number of Shares (%)	Number of Shares (%)
1. To approve the Starcorp Agreement entered into between the Group and Starcorp and the maximum aggregate annual value of goods sold or to be sold under the Starcorp Agreement for the three years ending 31 December 2008 as set out in the Notice of the Extraordinary General Meeting.	554,705,498 100%	0 0%
2. To approve the North Pole Agreements entered into among the Group, North Pole Limited and North Pole (China) Limited and the maximum aggregate annual value of goods sold or to be sold under the North Pole Agreements for the three years ending 31 December 2008 as set out in the Notice of the Extraordinary General Meeting.	696,582,551 100%	0 0%

As at the date of the EGM, the number of issued shares of the Company (the “Shares”) was 1,014,045,369 Shares. As set out in the Circular, Mr. Zhu Zhangjin, the ultimate controlling shareholder of the Company, was interested in 328,867,019 Shares, representing approximately 32.43% of the issued share capital of the Company as at the date of the EGM. Mr. Zhu Zhangjin and his associates, being parties with a material interest in the Starcorp Agreement, were required to, and did, abstain from voting at the EGM in

respect of the No. (1) resolution. As a result, Shareholders holding a total of 685,178,350 Shares were entitled to attend and vote for or against the No. (1) resolution at the EGM. No Shareholders were entitled to attend and vote only against the No. (1) resolution at the EGM. Warburg Pincus Funds, their ultimate beneficial owners and their associates, were interested in 186,989,966 Shares, representing approximately 18.44% of the issued share capital of the Company as at the date of the EGM. Warburg Pincus Funds, their ultimate beneficial owners and associates, being parties with a material interest in the North Pole Agreements, were required to, and did, abstain from voting at the EGM in respect of the No. (2) resolution. As a result, Shareholders holding a total of 827,055,403 Shares were entitled to attend and vote for or against the No. (2) resolution at the EGM. No Shareholders were entitled to attend and vote only against the No. (2) resolution at the EGM.

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.

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

Hong Kong, 31 March 2006

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