



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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2006 ANNUAL GENERAL MEETING of KASEN INTERNATIONAL HOLDINGS LIMITED will be held at the Board Room 3 & 4, M/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, May 30, 2006 at 3:00 p.m. for the following purpose:

ORDINARY BUSINESS

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended December 31, 2005.
2. To re-elect Mr. Zhou Xiaosong as executive director of the Company and to fix his remuneration.
3. To re-elect Mr. Zhu Jianqi as executive director of the Company and to fix his remuneration.
4. To elect Mr. Li Hui, David as non-executive director of the Company.
5. To re-appoint Deloitte Touche Tohmatsu as the Auditors and to authorise the board of Directors (the "Board") to fix their remuneration.
6. To approve the payment of final dividend for the year ended December 31, 2005.

SPECIAL BUSINESS

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

7. **"THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to issue, allot and deal with shares, and to make offers or agreements or grant options which would or might require shares to be issued and allotted, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of shares allotted or agreed to be allotted by the Directors of the Company pursuant to the approval in paragraph (a) and (b) above (otherwise than pursuant to, or in consequence of, a rights issue or the exercise of the subscription rights under the share option scheme of the Company or any scrip dividend or similar arrangements, any adjustment of rights to subscribe for Shares under options and warrants or a special authority granted by our shareholders) with an aggregate nominal value of not more than the sum of:
 - (i) 20% of the aggregate nominal value of the existing issued share capital of the Company at the date of passing of this Resolution; and
 - (ii) the aggregate nominal value of the share capital of the Company repurchased by the Company (if any);

and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; or
- (iii) the passing of an ordinary resolution by shareholders in a general meeting revoking or varying the authority given to the Directors of the Company by this Resolution.”

8. **“THAT:**

- (a) the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase shares of US\$0.00015 each in the share capital of the Company (“Shares”) subject to paragraph (b) below and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the existing issued share capital of the Company as at the date of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; or
- (iii) the passing of an ordinary resolution by shareholders in a general meeting revoking or varying the authority given to the Directors by this Resolution.”

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

Hong Kong
April 28, 2006

Notes:

1. Every member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more persons as their proxy to attend and vote on behalf of themselves. A proxy need not be a member of the Company.
2. A form of proxy for the Annual General Meeting is enclosed. To be valid, a form of proxy, together with the power of attorney or other document of authority, if any, under which the form is signed, or a certified copy thereof, must be deposited with the Company’s Hong Kong branch registrar in Hong Kong at Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.

3. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned if Shareholders so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from May 26, 2006 to May 30, 2006 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for the proposed final dividend and the entitlement to attend and vote at the forthcoming annual general meeting, all transfers documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on May 25, 2006.

As at the date of this notice, the executive directors of the Company are Mr. Zhu Zhangjin, Mr. Zhou Xiaosong and Mr. Zhu Jianqi, the non-executive director of the Company is Mr. Sun Qiang Chang, and the independent non-executive directors are Mr. Lu Yungang, Mr. Chow Joseph and Mr. Shi Zhengfu.