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## **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** that an extraordinary general meeting (the “**EGM**”) of Kasen International Holdings Limited (the “**Company**”) will be held at 9:00 a.m. on 18 May 2016 at Building 1, 236 Haizhou Road West, Haining City, Zhejiang Province, China to consider and, if thought fit, approve, with or without modifications, the following resolution as an ordinary resolution:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the conditional sale and purchase agreement dated 1 February 2016 (the “**SPA**”) and entered into by the Company, Cardina International Company Limited and 浙江卡森實業集團有限公司 (Zhejiang Kasen Industrial Group Company Limited\*) (collectively, the “**Vendors**”), Ms. Zhu Jiayun and Ms. Zhu Lingren (collectively, the “**Purchasers**”) and Mr. Zhu Zhangjin in respect of, among other things, the disposal by the Vendors to the Purchasers of the entire equity interest of each of 海寧卡森皮革有限公司 (Haining Kasen Leather Company Limited\*), 海寧森德皮革有限公司 (Haining Schinder Leather Company Limited\*), 海寧森美貿易有限公司 (Haining Senmei Trading Company Limited\*), 鹽城市大豐華盛皮革有限公司 (Yancheng Dafeng Huasheng Leather Company Limited\*) (formerly known as 大豐華盛皮業有限公司 (Dafeng Huasheng Leather Company Limited\*)), 海寧家值傢俬有限公司 (Haining Home Direct Furniture Company Limited\*), 無極卡森實業有限公司 (Wuji Kasen Industrial Company Limited\*) and 海寧卡森汽車內飾材料有限公司 (Haining Kasen Automotive Interior Materials Company Limited\*), being indirect wholly-owned subsidiaries of the Company, for a total consideration of RMB492,755,687 (equivalent to approximately HK\$583,834,000) (copy of the SPA has been tabled at the meeting and marked “A” signed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) the directors of the Company be and are hereby authorized to take such actions and execute such documents as they may consider appropriate and expedient to carry out or give effect to or otherwise in connection with or in relation to the SPA and the transactions contemplated thereunder.”

Yours faithfully,  
By order of the Board  
**Kasen International Holdings Limited**  
**Zhu Zhangjin**  
*Chairman*

PRC, 29 April 2016

*Notes:*

1. Every member entitled to attend and vote at the extraordinary general meeting is entitled to appoint one or more persons as his proxy to attend and vote on behalf of himself. A proxy need not be a member of the Company.
  2. A form of proxy for the extraordinary 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, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary 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.
- \* The English name referred herein represents management’s best efforts at translating the Chinese name of the company, as no English name has been registered, thus it is for identification purposes only.

*As at the date of this announcement, the executive Directors of the Company are Mr. Zhu Zhangjin, Mr. Sun Hongyang and Mr. Zhang Mingfa, Michael and the independent non-executive Directors are Mr. Du Haibo, Mr. Zhang Yuchuan and Mr. Zhou Lingqiang.*