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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 10:00 a.m. on Tuesday, 12 December 2023 at Building 1, 236 Haizhou Road West, Haining City, Zhejiang Province, China to consider and, if thought fit, approve the following resolution (with or without modifications) as an ordinary resolution:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the sale and purchase agreement dated 29 September 2023 (the “**Sale and Purchase Agreement**”) entered into between Ms. Zhu Jiayun (the “**Seller**”), Kasen International Company Limited (the “**Purchaser**”) and the Company (a copy of which marked “A” has been produced to the EGM and initialled by the chairman of the EGM for the purpose of identification) in relation to, among other matters, the proposed purchase of 490 ordinary shares of Koh Kong Zhejiang Sez Co., Ltd. (the “**Target Company**”), representing 49% of equity interest of the Target Company, and the transactions contemplated thereunder (including the terms and conditions of the subscription of the convertible bonds in the total principal amount of HK\$186,000,000 (the “**Convertible Bonds**”) to be issued by the Company) be and are hereby approved, ratified and confirmed;
- (b) subject to and conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) approving the listing of, and granting the permission to deal in, the Conversion Shares (as defined below), the directors of the Company (the “**Directors**”) be and are hereby authorised to: (i) issue the Convertible Bonds to the Seller (or her nominee(s)); and (ii) allot and issue such shares of the Company which may fall to be issued upon exercise of the conversion rights attaching to the Convertible Bonds (the “**Conversion Shares**”) on the terms and subject to the conditions of the Convertible Bonds;

- (c) an unconditional specific mandate granted to the Directors to exercise the powers to allot, issue and deal with such number of Conversion Shares as may be required to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bonds pursuant to the terms of the Convertible Bonds be and is hereby confirmed and approved; and
- (d) subject to and conditional upon the fulfillment of the conditions set out in the Sale and Purchase Agreement and the transactions contemplated thereunder (including the terms and conditions of the Convertible Bonds), any one or more Directors be and is/are hereby authorized, for and on behalf of the Company, to execute all such documents, instruments and agreements, and take such action, do all such acts or things, as he/she/they may, in his/her/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implement of or giving effect or completion of any matters relating to the Sale and Purchase Agreement and the transactions contemplated thereunder (including the terms and conditions of the Convertible Bonds) and all matters incidental thereto.”

By Order of the Board
Kasen International Holdings Limited
Zhu Zhangjin
Chairman

Hong Kong, 23 November 2023

Notes:

1. Every member entitled to attend and vote at the EGM 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 EGM 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 share registrar in Hong Kong at Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 10:00 a.m. on Sunday, 10 December 2023, or not less than 48 hours before the time appointed for holding any adjourned meeting (as the case may be).
3. Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the EGM or any adjourned meeting or upon the poll concerned if the shareholders of the Company so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.

As at the date of this notice, the executive directors of the Company are Mr. Zhu Zhangjin and Ms. Zhou Xiaohong, and the independent non-executive directors of the Company are Mr. Du Haibo, Mr. Zhang Yuchuan and Mr. Zhou Lingqiang.

In the case of inconsistency, the English text of this notice shall prevail over the Chinese text.