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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**”, together with its subsidiaries, the “**Group**”) will be held at 9:00 a.m. on Thursday, 20 October 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 master agreement dated 12 September 2016 entered into between (i) the Company; (ii) Mr. Zhu Zhangjin, Ms. Zhu Jiayun, Ms. Zhu Lingren and 海寧靈嘉新材料科技有限公司 (Haining Lingjia New Material Technology Company Limited*) (collectively, the “**CCT Counter Guarantors**”); and (iii) 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*) and 鹽城市大豐華盛皮革有限公司 (Yancheng Dafeng Huasheng Leather Company Limited*) (collectively, the “**CCT Group**”) in relation to the guarantee provided by the Group to the CCT Group up to the amount of the RMB675.60 million for each of the period from 12 September 2016 to 31 December 2016 and for the two financial year ending 31 December 2018 (the “**Annual Caps**”) and the counter guarantee provided by the CCT Counter Guarantors to fully indemnify the Company up to the amount of the Annual Caps (the “**CCT Master Agreement**”) (copy of the CCT Master Agreement 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 CCT Master Agreement and the transactions contemplated thereunder.”

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

PRC, 4 October 2016

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 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 EGM or any adjournment thereof.
 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.
- * 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 notice, 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.