

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 9:30 a.m. on Wednesday, 29 March 2017 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 21 December 2016 (the “**ZN Stamp Agreement**”, details of which are disclosed in the circular of the Company dated 14 March 2017 (the “**Circular**”)) entered into amongst (i) 浙江卡森實業集團有限公司 (Zhejiang Kasen Industrial Group Company Limited*) as purchaser (the “**Purchaser**”), a wholly-owned subsidiary of the Company; (ii) 江蘇金翰麒電子商務有限公司 (Jiangsu Jinhanqi E-Commerce Company Limited*) (“**Jiangsu Jinhanqi**”) as one of the vendors; (iii) 郭宏波 (Guo Hong Bo) (“**Mr. Guo**”) as one of the vendors; and (iv) 湖南省中南郵票交易中心有限公司 (Hunan Province Zhongnan Stamp Trading Center Company Limited*) (the “**Target Company**”), in relation to the sale and purchase of an aggregate of 27% of the equity interest in the Target Company (the “**ZN Stamp Acquisition**”) for an aggregate consideration of RMB324,000,000, subject to adjustments to be made in accordance with the ZN Stamp Agreement (a copy of ZN Stamp Agreement has been produced at the meeting marked “A” and signed by the chairman of the meeting for identification purpose) be and is hereby approved, confirmed and ratified, and **THAT** all the transactions contemplated under the ZN Stamp Agreement be and are hereby approved;

- (b) the conditional sale and purchase agreement dated 21 December 2016 (the “**GV Agreement**”, details of which are disclosed in the circular of the Company dated 14 March 2017 (the “**Circular**”)) entered into amongst (i) the Company as purchaser; (ii) 孔愛民(Kong Ai Min) (“**Mr. Kong**”); (iii) 周軍(Zhou Jun) (“**Mr. Zhou**”); (iv) Haoju Investments Limited (“**Haoju Investments**”), a company wholly-owned by Mr. Zhou, as one of the vendors; (v) Hao Shun Investments Limited (“**Hao Shun Investments**”, together with Haoju Investments, the “**GV Vendors**”), a company wholly-owned by Mr. Kong, as one of the vendors; (vi) Green Vantage International Limited (“**Green Vantage**”); (vii) 中國郵票交易中心有限公司(China Stamp Trading Center Company Limited*), a wholly-owned subsidiary of Green Vantage; and (viii) the Target Company, in relation to the sale and purchase of an aggregate of 100% of the issued share capital of the Green Vantage (the “**GV Acquisition**”) for an aggregate consideration of RMB288,000,000, subject to adjustments to be made in accordance with the GV Agreement (a copy of GV Agreement has been produced at the meeting marked “B” and signed by the chairman of the meeting for identification purpose) be and is hereby approved, confirmed and ratified, and THAT all the transactions contemplated under the GV Agreement be and are hereby approved (including but not limited to the allotment and issue to the GV Vendors of a maximum of 342,857,143 ordinary shares of US\$0.00015 each in the share capital of the Company (the “**Share(s)**”) at the issue price of HK\$1.00 (“**Consideration Shares Issue Price**”) each credited as fully paid up and ranking pari passu with the existing issued Shares, in settlement of the consideration for the GV Acquisition (“**Consideration Shares**”), pursuant to the GV Agreement);
- (c) subject to the fulfillment of the conditions precedent as set out in the GV Agreement and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares, the directors of the Company (“**Director(s)**”) be and are hereby specifically authorised to allot and issue the Consideration Shares, credited as fully paid, to the GV Vendors in accordance with the terms and conditions of the GV Agreement; and
- (d) any one of the Directors be and is hereby authorised to do all such acts and things and execute all such documents or instrument under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) as he or she may consider necessary, appropriate, expedient or desirable in connection with, or to give effect to, each of the ZN Stamp Agreement and the GV Agreement, and to implement the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto that are of administrative nature and ancillary to the implementation of the ZN Stamp Agreement and the GV Agreement and any other transactions contemplated under or incidental to the ZN Stamp Agreement and the GV Agreement.

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

PRC, 14 March 2017

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 fixed for holding the EGM 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.

* *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 Ms. Shen Jianhong; the independent non-executive Directors are Mr. Du Haibo, Mr. Zhang Yuchuan and Mr. Zhou Lingqiang.

Website: <http://www.irasia.com/listco/hk/kasen/index.htm>