



## 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** the extraordinary general meeting (the “EGM”) of Kasen International Holdings Limited (the “Company”) will be held at 259, Qianjiang Road West, Haining, Zhejiang, China on 23 November 2007 at 9:30 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the terms of the agreement dated 30 September 2007 entered into amongst 海寧市資產經營公司 (Haining City Assets Operation Company Limited\*), 海寧市市場開發服務中心 (Haining City Market Development Services Centre\*), 浙江宏達經編股份有限公司 (Zhejiang Hongda Warp Knitting Co. Ltd.\*), 浙江卡森實業有限公司 (Zhejiang Kasen Industrial Co. Ltd.\*) (“Zhejiang Kasen Industrial”) and 海寧浙江皮革服裝城投資開發有限公司管理層入股聯合體 (Haining Zhejiang Leather and Garment Market Investment and Development Company Limited Management Share Association\*) in relation to the acquisition of 4.92% equity interest in 海寧浙江皮革服裝城投資開發有限公司 (Haining Zhejiang Leather and Garment Market Investment and Development Company Limited\*) by Zhejiang Kasen Industrial (the “Capital Increase Agreement”, a copy of which has been produced to this meeting marked “A” and initialled by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute further documents which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the Capital Increase Agreement and the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the terms of the agreement dated 8 October 2007 and entered into amongst 浙江卡森置業有限公司 (Zhejiang Kasen Property Development Company Limited\*) (“Zhejiang Kasen Property”), 凱迪納國際有限公司 (Cardina International Company Limited) (“Cardina”), 海寧芝村皮業有限公司 (Haining Zhicun Leather Co., Ltd.\*) (“Haining Zhicun”), Top Fortune Asia Pacific Limited (益豐亞太有限公司) (“Top Fortune”) and the two existing shareholders of 海寧歐意美沙發有限公司 (Haining Oyi May Sofa Company Limited\*) (“Haining Oyi May”) in relation to the sale and purchase of 50.5% of the registered capital in Haining Oyi May as to 25.5% equity interest in

Haining Oyi May from Zhejiang Kasen Property to Haining Zhicun and 25% equity interest in Haining Oyi May from Cardina to Top Fortune (the “Equity Transfer Agreement”, a copy of which has been produced to this meeting marked “B” and initialled by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and

- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute further documents which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the Equity Transfer Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 8 November 2007

\* *For identification purpose only.*

*Notes:*

1. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf in accordance with the articles of association of the Company. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
2. A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
3. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the EGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if he/she so desires. If a Shareholder attends the EGM after having deposited the form of proxy, his/her form of proxy will be deemed to have been revoked.
5. Voting of the ordinary resolutions as set out in this notice will be by poll.

*As at the date of this announcement, the executive Directors are Mr. Zhu Zhangjin, Mr. Zhou Xiaosong and Mr. Zhu Jianqi; the non-executive Director is Mr. Li Hui; and the independent non-executive Directors are Mr. Lu Yungang, Mr. Chow Joseph and Mr. Zhang Huaqiao.*