



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 THE 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 July 16, 2008 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) “**THAT**

- (a) the agreement (the “**Investwise Agreement**”) dated May 26, 2008 among Joyview Enterprises Limited, Mr. Zhu Zhangjin and the Company (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder (including but not limited to the acquisition of the Sale Share (as defined in the circular of the Company dated June 30, 2008 (the “**Circular**”) and the issue and allotment of the Consideration Shares (as defined in the Circular)) be and are hereby approved, confirmed and ratified; 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 Investwise Agreement and the transactions contemplated thereunder.”

(2) “**THAT**

- (a) the agreement (the “**Yancheng Sujia Agreement**”) dated May 26, 2008 between Zhejiang Kasen Property Development Co., Ltd. (浙江卡森置業有限公司) and 海寧市中遠房產有限公司 (Haining Zhongyuan Real Estate Co., Ltd.*) (a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; 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 Yancheng Sujia Agreement and the transactions contemplated thereunder.”

- (3) “**THAT** the waiver of the obligation of Mr. Zhu Zhangjin and the parties acting in concert with him to make a mandatory general offer for all the issued securities in the Company (the “**Shares**”) (other than the Shares already owned by Mr. Zhu Zhangjin and parties acting in concert with him), arising from the issue of the Consideration Shares (as defined in resolution no.1 set out in the notice of which this resolution forms part) under the Investwise Agreement (as defined in resolution no.1 set out in the notice of which this resolution forms part) pursuant to Note 1 to the “Notes on Dispensations from Rule 26” of the Hong Kong Code on Takeovers and Mergers be and is hereby approved.”

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

Hong Kong, June 30, 2008

* *for identification purposes only*

Notes:

1. A form of proxy for use at the meeting is enclosed in the Circular.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
4. 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 notarially certified copy of such power or authority, must be lodged at the office of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

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