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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 THE EGM

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 10 February 2009 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

(1) “**THAT**

- (a) a conditional sale and purchase agreement (the “**Agreement**”) dated 31 December 2008 (as supplemented by a supplemental agreement dated 7 January 2009 (the “**Supplemental Agreement**”)) entered into between the five wholly-owned subsidiaries of the Company (i.e. : 浙江卡森實業有限公司 (Zhejiang Kasen Industrial Company Limited), 海寧家美家具有限公司 (Haining Home Impression Furniture Company Limited), 海寧恒森家具有限公司 (Haining Hengsen Furniture Company Limited), 海寧家值傢俬有限公司 (Haining Home Direct Furniture Company Limited) and 海寧卡森皮革有限公司 (Haining Kasen Leather Company Limited)) and 海寧市斜橋鎮城鎮建設開發有限公司 (Haining City Xieqiao Town Construction and Development Company Limited), 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 under the Agreement, be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute the Agreement, the Supplemental Agreement and all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement and the Supplemental Agreement.”

(2) “**THAT**

- (a) an agreement (the “**Renewed Starcorp Agreement**”) dated 31 December 2008 entered into between the Company and Starcorp Corporation Pty. 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 under the Renewed Starcorp Agreement (the “**Renewed Continuing Connected Transactions**”), be and are hereby approved, ratified and confirmed;

- (b) the cap amounts of the Renewed Continuing Connected Transactions as set out in the circular of the Company dated 21 January 2009 for each of the financial years ending 31 December 2011 be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute the Renewed Starcorp Agreement and all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Renewed Starcorp Agreement.”

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

Hong Kong, 21 January 2009

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
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 are Mr. Zhu Zhangjin, Mr. Zhou Xiaosong and Mr. Zhang Mingfa, Michael; and the independent non-executive Directors are Mr. Lu Yungang, Mr. Chow Joseph and Mr. Gu Mingchao.

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