



# 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)

### PROXY FORM FOR 2007 ANNUAL GENERAL MEETING

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s)<sup>2</sup> of US\$0.00015 each in the share capital of Kasen International Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING** (the "Meeting"), or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 259, Qianjiang Road West, Haining, Zhejiang, China on May 29, 2007 at 2:00 p.m. (or at any adjournment thereof) for the purpose of considering, if thought fit, passing the resolutions set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit and on any other resolution properly put to the Meeting.

RESOLUTIONS		For <sup>4</sup>	Against <sup>4</sup>
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company ("Directors") and the auditors of the Company ("Auditors") for the year ended December 31, 2006.		
2.	To re-elect Mr. Zhang Huaqiao as independent non-executive director of the Company and to authorise the board of Directors to fix his remuneration.		
3.	To re-elect Mr. Zhu Zhangjin as executive director of the Company and to authorise the board of Directors to fix his remuneration.		
4.	To re-elect Mr. Lu Yungang as independent non-executive director of the Company and to authorise the board of Directors to fix his remuneration.		
5.	To re-appoint Deloitte Touche Tohmatsu as the Auditors and to authorise the board of Directors to fix their remuneration.		
6.	To approve and ratify the payment of interim dividend for the year ended December 31, 2006.		
7.	To grant an unconditional mandate to the Directors to allot, issue and deal with shares and to make offers or agreements or grant options which would or might require shares to be allotted or issued as set out in the ordinary resolution in item 7 of the notice of Annual General Meeting. <sup>5</sup>		
8.	To grant an unconditional mandate to the Directors to repurchase the Company's own shares as set out in the ordinary resolution in item 8 of the notice of Annual General Meeting. <sup>5</sup>		

Dated the day of \_\_\_\_\_, 2007 Shareholder's Signature<sup>7</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of US\$0.00015 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, delete words "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- The description of this resolution is by way of summary only. The full text appears in the Notice of Annual General Meeting.
- To be valid, this 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 deposited at the Company's Hong Kong branch registrar in Hong Kong at Computershare Hong Kong Investor Services Limited, 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 adjourned Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**