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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kasen International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or other transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**RENEWAL OF GENERAL MANDATES TO ISSUE
AND BUYBACK SHARES;
AND
RE-ELECTION OF DIRECTORS;
AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Kasen International Holdings Limited to be held at Building 1, 236 Haizhou Road West, Haining City, Zhejiang Province, China on Tuesday, May 31, 2016 at 2:00 p.m. is set out on pages 14 to 17 of this circular. A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you are able to attend, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish. If you attend and vote at the meeting, the authority of your proxy will be revoked.

April 12, 2016

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“2005 Share Option Scheme”	the share option scheme of the Company adopted on October 20, 2005
“2015 Share Option Scheme”	the share option scheme of the Company adopted on May 29, 2015
“AGM”	the annual general meeting of the Company to be held at Building 1, 236 Haizhou Road West, Haining City, Zhejiang Province, China on Tuesday, May 31, 2016 at 2:00 p.m., or any adjournment thereof, for the purpose of considering and if thought fit, approving, among others, the resolutions proposed and set out in the AGM Notice
“AGM Notice”	the notice convening the AGM set out on pages 14 to 17 of this circular
“Board”	the board of Directors
“Code”	the Code on Takeovers and Mergers
“Company”	Kasen International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Existing Articles”	the existing articles of association of the Company as at the date of this circular
“General Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue, and otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolutions
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 5, 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option(s)”	option(s) to subscribe for Shares pursuant to the Share Option Schemes
“Share(s)”	the share(s) of US\$0.00015 each of the Company
“Share Buy-back Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to buyback Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolutions
“Share Option Schemes”	the 2005 Share Option Scheme and the 2015 Share Option Scheme
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary” or “Subsidiaries”	a company which is for the time being and from time to time, a subsidiary (within the meaning of section 15 of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended from time to time) of the Company
“Substantial Shareholders”	has the meaning ascribed to it under the Listing Rules
“US\$”	United States dollars, the lawful currency of United States
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

ZHU Zhangjin, Kasen

(Chairman and Chief Executive Officer)

SUN Hongyang

ZHANG Mingfa, Michael

Independent non-executive Directors:

DU Haibo

ZHOU Lingqiang

ZHANG Yuchuan

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Head office:

Building 1,

236 Haizhou Road West

Haining City

Zhejiang Province 314400

China

Principal place of business

in Hong Kong:

Room 1605, Tai Tung Building

8 Fleming Road

Wanchai

Hong Kong

April 12, 2016

To the Shareholders

Dear Sirs or Madams,

**RENEWAL OF GENERAL MANDATES TO ISSUE
AND BUYBACK SHARES**

AND

**RE-ELECTION OF DIRECTORS
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

LETTER FROM THE BOARD

At the AGM, resolutions, amongst others, will be proposed for the Shareholders to approve (i) the renewal of the General Mandate and the Share Buy-back Mandate; (ii) the extension of the General Mandate to include Shares bought back pursuant to the Share Buy-back Mandate; and (iii) the re-election of Directors.

RENEWAL OF GENERAL MANDATE TO ISSUE AND BUYBACK SHARES

At the annual general meeting of the Company held on May 29, 2015, resolutions were passed granting general mandates to the Directors (i) to allot and issue Shares not exceeding 20% of the issued Shares as at the date of passing of the relevant resolutions; and (ii) to buyback Shares up to 10% of the total number of issued Shares as at the date of passing of the relevant resolutions. Such general mandates will expire at the conclusion of the forthcoming AGM.

At the AGM, separate ordinary resolutions will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot and issue Shares of a total number not exceeding 20% of the issued Shares at the date of passing the resolution. The General Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Existing Articles or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on 1,511,019,881 Shares in issue as at the Latest Practicable Date and assuming that none of the outstanding share options of the Company is exercised pursuant to the Share Option Schemes and no further Shares will be issued or bought back prior to the date of the AGM, the Directors will be authorised to issue up to 302,203,976 Shares under the General Mandate;
- (b) to grant the Share Buy-back Mandate to the Directors to exercise all powers of the Company to buyback issued Shares subject to the criteria set out in this circular. Under such Share Buy-back Mandate, the maximum number of Shares that the Company may buyback shall not exceed 10% of the total number of issued Shares as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue was 1,511,019,881 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Share Buy-back Mandate and on the basis that none of the outstanding share options of the Company is exercised pursuant to the Share Option Schemes and no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Share Buy-back Mandate to buyback a maximum of 151,101,988 Shares, being 10% of the total number of the issued Shares as at the date of passing of the resolution in relation thereof. The Share Buy-back Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Existing Articles or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and

LETTER FROM THE BOARD

- (c) subject to the passing of the aforesaid ordinary resolutions of the General Mandate and the Share Buy-back Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares bought back under the Share Buy-back Mandate.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution to renew the grant of the Share Buy-back Mandate at the AGM.

RE-ELECTION OF DIRECTORS

Pursuant to article 87 of the Existing Articles, Mr. Zhang Mingfa, Michael and Mr. Zhu Zhangjin will retire from office as Directors by rotation at the AGM and being eligible, offer themselves for re-election. Mr. Du Haibo and Mr. Sun Hongyang will only hold office as Directors until the AGM and, being eligible, will offer themselves for re-election as Directors at the AGM. At the AGM, ordinary resolutions will be proposed to re-elect Mr. Du Haibo as independent non-executive Director and Mr. Zhang Mingfa, Michael, Mr. Sun Hongyang and Mr. Zhu Zhangjin as executive Directors. Particulars of the Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The Company will convene the AGM at Building 1, 236 Haizhou Road West, Haining City, Zhejiang Province, China on Tuesday, May 31, 2016 at 2:00 p.m. at which resolutions will be proposed for the purpose of considering and if thought fit, approving, among others, the resolutions proposed and set out in the AGM Notice. The AGM Notice is set out on pages 14 to 17 of this circular of the Company.

A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the Company's Hong Kong branch registrar in Hong Kong at Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and in any event by no later than 48 hours before the time appointed for the holding of the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked. Pursuant to Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the AGM will be by poll.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that (i) the renewal of the General Mandate and the Share Buy-back Mandate; (ii) the extension of the General Mandate to include Shares bought back pursuant to the Share Buy-back Mandate; and (iii) the re-election of Directors are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all the relevant resolutions set out in the AGM Notice.

As at the date hereof, the Board comprises Mr. Zhu Zhangjin, Mr. Sun Hongyang and Mr. Zhang Mingfa, Michael as executive Directors and Mr. Du Haibo, Mr. Zhang Yuchuan and Mr. Zhou Lingqiang as independent non-executive Directors.

Yours faithfully,
By Order of the Board
Zhu Zhangjin
Chairman

This Appendix serves as an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM for approving the Share Buy-back Mandate.

1. LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buyback their own shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below.

2. SHAREHOLDERS' APPROVAL

All proposed buyback of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval.

3. SOURCE OF FUNDS

Subject to the laws of Cayman Islands, the Company's memorandum of association and the Existing Articles and, where applicable, the rules of any designated stock exchange and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own Shares shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it thinks fit. In buying-back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Existing Articles and laws of the Cayman Islands. Under the Company's memorandum of association and the Existing Articles, the Company is authorised to make payments in respect of the buyback of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the laws of the Cayman Islands. Under such law, the Shares so bought back will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

4. SHARES IN ISSUE

Assuming that none of the outstanding share options of the Company is exercised pursuant to the Share Option Schemes and no further Shares are issued or bought back during the period from the Latest Practicable Date to the date of the AGM, exercise in full of the Share Buy-back Mandate, on the basis of 1,511,019,881 existing Shares in issue as at the Latest Practicable Date, could result in up to 151,101,988 Shares being bought back by the Company, being 10% of the total number of issued Shares as at the date of passing of the relevant resolution. The Share Buy-back Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Existing Articles or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

5. REASONS FOR SHARE BUYBACK

The Directors believe that it is in the best interests of the Company and its Shareholders to have general authority from the Shareholders to enable the Directors to buyback Shares on the Stock Exchange. Such buyback may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share of the Company and/or its earning per Share and will only be made when the Directors believe that such buyback will benefit the Company and its Shareholders.

The Directors have no present intention to buyback any Shares and they would only exercise the power to buyback in circumstances where they consider that the buyback would be in the best interests of the Company and in circumstances where they consider that the Shares can be bought back on terms favourable to the Company. The Directors consider that if the General Mandate to buyback Shares were to be exercised in full at the currently prevailing market value, it could have a material adverse impact on the working capital position and gearing level of the Company, as compared with the position disclosed in its most recent published audited accounts for the year ended December 31, 2015. In such circumstances, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates has any present intention, in the event that the proposal is approved by the Shareholders, to sell their Shares to the Company or its subsidiaries under the Share Buy-back Mandate. No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company or its subsidiaries nor has he/she/it undertaken not to sell any of his/her/its Shares held by him/her/it to the Company or its subsidiaries in the event that the Share Buy-back Mandate is granted by the Shareholders.

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buybacks pursuant to the Share Buy-back Mandate and in accordance with the Listing Rules, the Existing Articles and all applicable laws of the Cayman Islands.

8. EFFECT OF THE CODE

A buyback of Shares by the Company may result in an increase in the proportionate interests of Shareholders in the voting rights of the Company, such increase will be treated as an acquisition for the purposes of the Code and which could give rise to an obligation by a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of its or their shareholding, to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Zhu Zhangjin, the chairman of the Company, as settlor, and together with persons acting in concert with him as beneficiaries of a family trust (a trust set up to hold interest of family of Mr. Zhu Zhangjin (excluding Mr. Zhu Zhangjin) in the Company), being the substantial shareholders of the Company, are collectively holding 527,158,635 Shares or approximately 34.89% of the total number of issued Shares (including the 514,798,635 Shares or approximately 34.07% of the issued Shares held by Joyview Enterprises Limited which in turn is wholly owned by the trustee of such family trust). In the event that the Directors exercise in full the Share Buy-back Mandate, the attributable shareholding of Mr. Zhu Zhangjin and persons acting in concert with him in the Company would be increased to approximately 38.76% of the total number of the issued Shares of the Company and such increase would give rise to an obligation to make a mandatory general offer under Rule 26 of the Code. The Directors currently have no intention to exercise the Share Buy-back Mandate to such extent that would trigger a mandatory offer by any Shareholder under Rule 26 of the Code or result in the amount of shares held by the public being reduced to less than 25% of the issued Shares of the Company.

9. SHARE PRICES

The highest and lowest traded prices for the Shares on the Stock Exchange during each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

	Price per share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
March	1.4000	0.7900
April	1.2000	0.8300
May	1.6000	0.8500
June	1.4600	1.1400
July	1.3800	0.7100
August	1.0800	0.8000
September	1.5700	0.9300
October	1.6200	1.2500
November	1.4800	1.1000
December	1.4600	1.1000
2016		
January	1.2100	1.0000
February	1.1000	0.8500
March	1.1100	0.9800
April (up to the Latest Practicable Date)	1.2200	1.0800

10. SHARE BUYBACKS MADE BY THE COMPANY

During the previous six months preceding the Latest Practicable Date, no buyback of Shares had been made by the Company on the Stock Exchange or otherwise.

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Set out below are the biographical details of the Directors who will retire at the conclusion of the AGM and are proposed to be re-elected at the AGM.

DIRECTORS TO BE RE-ELECTED

DU HAIBO (杜海波)

Mr. Du Haibo, aged 47, joined the Company as the independent non-executive Director with effect from November 2, 2015. From 1990 to 1999, Mr. Du served in several audit firms in the Henan Province of the People's Republic of China. Since 1999, he has been the chairman of Henan Zhengyong CPAs Co., Ltd., Henan Zhengyong Venture Consulting Co., Ltd. and Henan Zhengyong Engineering Consulting Co., Ltd. During the period from February 2005 to August 2013, Mr Du acted as the independent non-executive director of New Focus Auto Tech Holdings Limited, a company listed on the Stock Exchange. From 2007 to 2013, Mr. Du also served as an independent director of Henan Mingtai Aluminum Co., Ltd. (河南明泰鋁業股份有限公司), a company listed on the Shanghai Stock Exchange. During the period from 2008 to 2014, he served as an independent director of Henan Lingrui Pharmaceutical Co., Ltd. (河南羚銳製藥股份有限公司), a company listed on the Shanghai Stock Exchange and as an independent director of SF Diamond Co., Ltd. (河南四方達超硬材料股份有限公司), a company listed on the Shenzhen Stock Exchange. From 2009 to 2015, Mr. Du was an independent director of Star Hi Tech Co., Ltd. (河南思達高科技股份有限公司), a company listed on the Shenzhen Stock Exchange. As at the date of this circular, Mr. Du is also the independent non-executive director of Xinxiang Chemical Fiber Co. Ltd. and Sanquan Food Co., Ltd., each a company listed on the Shenzhen Stock Exchange. Mr. Du graduated from the Zhengzhou University in 1989, major in audit studies and obtained an executive master degree in business administration from China Europe International Business School in 2005. He is a certified public accountant of the People's Republic of China.

Saved as disclosed herein, Mr. Du held no other directorships in any listed public companies in the last three years. Mr. Du does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Du does not have interests in any shares or underlying shares of the Company, within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the laws of Hong Kong).

Mr. Du entered into a service contract with the Company for a term of three years from November 2, 2015. The remunerations of Mr. Du, which are determined based on his qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration for independent non-executive Directors, are at the rate of HK\$180,000 per annum payable in arrears at the end of each quarter. Mr. Du is entitled to 12 months of emoluments each year. A discretionary bonus may be decided by the Board based on Mr. Du's performance and service for each year of his service, provided that the total amount of bonus payable to him for such year shall not exceed 10% of the audited consolidated profit after taxation but before extraordinary items of the Group (if any) for the relevant year.

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

There is no information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There are no other matters that need to be brought to the attention of the Shareholders.

SUN HONGYANG (孫宏陽)

Mr. Sun Hongyang, aged 36, joined the Group since July 2015 as an assistant to the chairman of the Board and then was appointed as an executive Director and chief financial officer with effect from November 2, 2015 and December 2, 2015 respectively. Prior to joining the Group, Mr. Sun had worked in other industries for over 16 years where he gained extensive experience in finance-related area. From June 2000 till December 2003, Mr. Sun worked as the finance supervisor in Shanghai New Focus Auto Parts Co., Ltd. From January 2004 to August 2006, he worked as a finance manager of Shanghai JFP Power Equipment Co., Ltd. and during the period from August 2006 to April 2012, Mr. Sun worked as a China finance manager of Baumann Springs (Shanghai) Co., Ltd. Prior to joining the Group from May 2012 till June 2015, Mr. Sun was the China finance controller of Martin Sprocket & Gear (China) Co., Ltd. Mr. Sun graduated from Henan Finance & Taxation College (河南財政稅務高等專科學校) in 2000, major in computerised accounting and obtained an executive master degree in accounting from The Chinese University of Hong Kong in 2010. Mr. Sun is a certified public accountant of the People's Republic of China and Australia.

As at the Latest Practicable Date, Mr. Sun does not have interests in any shares or underlying shares of the Company, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong). Save as disclosed above, Mr. Sun does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

Saved as disclosed herein, Mr. Sun did not hold any other directorships in listed public companies in the last three years.

Mr. Sun entered into a service contract with the Company for a term of three years from November 2, 2015. The emoluments of Mr. Sun comprise an annual remuneration of RMB300,000, which was determined by the Board based on the recommendation from remuneration committee of the Company with reference to his experience, duties and responsibilities with the Company and the Company's remuneration policy and do not include any bonus payments. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Existing Articles of the Company.

There is no information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There are no other matters that need to be brought to the attention of the Shareholders.

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

ZHU ZHANGJIN (朱張金)

Mr. Zhu Zhangjin, aged 50, is the founder of the Group and the chairman of the Company. Mr Zhu is also an executive Director and the chief executive officer of the Company. Before founding the Group in 1995, Mr. Zhu was involved in several business ventures in the areas of textile, leather processing, garment, trading, etc. With over 28 years of experience in the leather manufacturing industry, Mr. Zhu has extensive knowledge in the upholstered furniture industry in the PRC and has been a successful entrepreneur in leather manufacturing related businesses. Mr. Zhu is also the vice chairman of the China Leather Association. In recognition of his contribution to promote the development of the leather manufacturing industry, Mr. Zhu was awarded the “Top Ten Businessmen in Zhejiang” in 2004. In 2006, Mr. Zhu was one of the 10 recipients of the prestigious “National May 4th Youth Award (全國五四青年獎章)”. In 2007, Mr. Zhu received the National May Day Award.

Mr. Zhu is also a director of Kasen International Company Limited, Cardina International Company Limited, Investwise International Limited, Zhejiang Kasen Industrial Group Co., Ltd, Haining Kareno Furniture Co., Ltd, Haining Schinder Leather Co., Ltd., Haining Home Direct Furniture Co., Ltd., Yancheng Sujia Real Estate Development Co., Ltd, and Zhejiang Kasen Property Development Co., Ltd., all of which are subsidiaries of the Company. As at the Latest Practicable Date, Mr. Zhu as settlor and together with persons acting in concert with him as beneficiaries of a family trust (a trust set up to hold interest of family of Mr. Zhu (excluding Mr. Zhu) in the Company), collectively held 527,158,635 shares (including the 514,798,635 shares held by Joyview Enterprises Limited which in turn is wholly owned by the trustee of such family trust) and share options in respect of 1,000,000 underlying shares granted to Mr. Zhu personally by the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong). Save as disclosed above, Mr. Zhu is not connected with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. Zhu did not hold any other directorships in listed public companies in the last three years.

Mr. Zhu entered into a service contract with the Company for a term of three years from September 26, 2014. The emoluments of Mr. Zhu comprise an annual remuneration of RMB420,000, which was determined by the Board based on the recommendation from remuneration committee of the Company with reference to his experience, duties and responsibilities with the Company and the Company’s remuneration policy and do not include any bonus payments. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Existing Articles.

There is no information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There are no other matters that need to be brought to the attention of the Shareholders.

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

ZHANG MINGFA, MICHAEL (張明發)

Mr. Zhang Mingfa, Michael, aged 55, joined Zhejiang Kasen Industrial Group Co., Ltd., a subsidiary of the Company, on October 1, 1997 as vice president of the Import and Export Division. Mr. Zhang was appointed an executive Director with effect from November 10, 2008. Mr. Zhang has more than 35 years of experience in the leather manufacturing industry and he was the director of the Logistics Department of Zhejiang Kasen Industrial Group Co., Ltd. Mr. Zhang is a qualified international business engineer and obtained the qualification certificate approved by the Ministry of Commerce of the PRC in 1995. In 1984, Mr. Zhang obtained a diploma in leather industry from Chengdu University of Technology. Mr. Zhang also obtained a diploma in Business Administration from Zhejiang University of Technology in 1989.

Mr. Zhang is also a director of Kasen International Company Limited, a subsidiary of the Company. As at the Latest Practicable Date, Mr. Zhang held 1,980,000 shares and share options in respect of 3,500,000 underlying shares granted by the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong). Save as disclosed above, Mr. Zhang is not connected with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. Zhang did not hold any other directorships in listed public companies in the last three years.

Mr. Zhang entered into a service contract with the Company for a term of three years from November 10, 2014. The emoluments of Mr. Zhang comprise an annual remuneration of RMB280,000, which was determined by the Board based on the recommendation from remuneration committee of the Company with reference to his experience, duties and responsibilities with the Company and the Company's remuneration policy and do not include any bonus payments. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Existing Articles.

There is no information which is required to be disclosed pursuant to Rule 13.51 (2)(h) to (v) of the Listing Rules. There are no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF THE ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the 2016 ANNUAL GENERAL MEETING of KASEN INTERNATIONAL HOLDINGS LIMITED (the “Company”) will be held at Building 1, 236 Haizhou Road West, Haining, Zhejiang Province, China on May 31, 2016 at 2:00 p.m. for the following purpose:

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “Directors”) and the auditors of the Company (the “Auditors”) for the year ended December 31, 2015.
2. To re-elect Mr. Du Haibo as independent non-executive Director and to authorise the board of Directors to fix his remuneration.
3. To re-elect Mr. Sun Hongyang as executive Director and to authorise the board of Directors to fix his remuneration.
4. To re-elect Mr. Zhu Zhangjin as executive Director and to authorise the board of Directors to fix his remuneration.
5. To re-elect Mr. Zhang Mingfa, Michael as executive Director and to authorise the board of Directors to fix his remuneration.
6. To re-appoint BDO Limited as the Auditors to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of Directors to fix their remuneration.

NOTICE OF THE ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of issued Shares as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

NOTICE OF THE ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

8. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buyback issued Shares of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buyback its shares at a price determined by the Directors;
- (c) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

NOTICE OF THE ANNUAL GENERAL MEETING

9. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 7 and 8 as set out in the notice convening the meeting of which these resolutions form part, the general mandate granted to the Directors pursuant to the resolution no. 7 as set out in the notice convening the meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the total number of Shares bought back by the Company under the authority granted pursuant to the resolution no. 8 as set out in the notice convening the meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing this resolution.”

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

Hong Kong, April 12, 2016

Notes:

1. Every member entitled to attend and vote at the annual 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 annual 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 appointed for holding the annual general meeting 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.
4. The register of members of the Company will be closed from May 27, 2016 to May 31, 2016 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for the entitlement to attend and vote at the forthcoming annual general meeting, all transfers documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on May 26, 2016.