



# 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)

### REVISED PROXY FORM FOR 2015 ANNUAL GENERAL MEETING (the "Revised Proxy Form")

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s)<sup>2</sup> of US\$0.00015 each  
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 10 Geling Road, Hangzhou, China on Friday, May 29, 2015 at 1:30 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 (the "Directors") and the auditors of the Company (the "Auditors") for the year ended December 31, 2014.		
2.	To re-elect Mr. Zhou Lingqiang as independent non-executive Director and to authorise the board of Directors to fix his remuneration.		
3.	To re-elect Mr. Zhang Yuchuan as independent non-executive Director and to authorise the board of Directors to fix his remuneration.		
4.	To re-elect Mr. Lee Lawrence as executive Director and to authorise the board of Directors to fix his remuneration.		
5.	To re-appoint Deloitte Touche Tohmatsu 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.		
6.	To give a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the total number of issued Shares of the Company as at the date of passing this resolution. <sup>5</sup>		
7.	To give a general mandate to the Directors to buyback the shares of the Company not exceeding 10% of the total number of issued Shares of the Company as at the date of passing this resolution. <sup>5</sup>		
8.	To extend the general mandate granted by resolution no. 6 by adding the shares bought back pursuant to the general mandate granted by resolution no. 7 <sup>5</sup> .		
9.	To adopt the new share option scheme and terminate the existing share option scheme of the Company.		

Date the day of \_\_\_\_\_, 2015

Shareholder's Signature<sup>7</sup>: \_\_\_\_\_

#### Notes:

- 1 Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 2 Please insert the number of shares of US\$0.00015 each registered in your name(s). If no number is inserted, this Revised Proxy Form will be deemed to relate to all the shares in the Company registered in your name(s).
- 3 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.
- 4 **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.
- 5 The description of this resolution is by way of summary only. The full text appears in the Notice of Annual General Meeting.
- 6 To be valid, this Revised Proxy Form, 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, 17M 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 (the "Closing Time").
- 7 This Revised Proxy Form 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.
- 8 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.
- 9 The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- 10 Completion and delivery of this Revised Proxy Form 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.
- 11 **ANY ALTERATION MADE TO THIS REVISED PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- 12 If you have already lodged the first proxy form, which was sent by the Company to its members on April 10, 2015 (the "Original Proxy Form"), with the Company, you should note that:
  - (i) If no Revised Proxy Form is lodged with the Company, the Original Proxy Form will be treated as a valid proxy form lodged by you, if correctly completed. The proxy so appointed by you will be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Original Proxy Form.
  - (ii) If the Revised Proxy Form is lodged with the Company before the Closing Time, the Revised Proxy Form will supersede the Original Proxy Form. The Revised Proxy Form will be treated as a valid proxy form lodged by you, if correctly completed. Accordingly, you are advised to complete the Revised Proxy Form carefully.
  - (iii) If the Revised Proxy Form is lodged with the Company after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the Original Proxy Form previously lodged by you, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Proxy Form) will not be counted in any poll which may be taken on a proposed resolution. Accordingly, you are advised not to lodge the Revised Proxy Form after the Closing Time. If you wish to vote at the Meeting after the Closing Time, you will have to attend in person and vote at the Meeting by yourselves.