



# 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)

### Form of proxy for use by shareholders at the Extraordinary General Meeting of Kasen International Holdings Limited to be held at 259, Qianjiang Road West, Haining, Zhejiang, China on 23 November 2007 at 9:30 a.m. and any adjournment thereof

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ ordinary share(s)<sup>(Note 2)</sup> of US\$0.00015 each (the  
“Ordinary Shares”) in the share capital of KASEN INTERNATIONAL HOLDINGS LIMITED (the “Company”), **HEREBY APPOINT THE  
CHAIRMAN OF THE MEETING** <sup>(Note 3)</sup> or, failing him, \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (the “Meeting”) (and at any adjournment thereof) of the  
Company to be held at 259, Qianjiang Road West, Haining, Zhejiang, China on 23 November 2007 at 9:30 a.m. for the purpose of considering,  
if thought fit, passing the resolutions as set out in the notice of the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us  
and in my/our name(s) in respect of the resolution as indicated below <sup>(Note 4)</sup>, or if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your proxy to vote.

RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve, ratify and confirm the terms of the agreement dated 30 September 2007 entered into amongst 海寧市資產經營公司 (Haining City Assets Operation Company Limited*), 海寧市市場開發服務中心 (Haining City Market Development Services Centre*), 浙江宏達經編股份有限公司 (Zhejiang Hongda Warp Knitting Co., Ltd.*), 浙江卡森實業有限公司 (Zhejiang Kasen Industrial Company Limited*) (“Zhejiang Kasen Industrial”) and 海寧浙江皮革服裝城投資開發有限公司 管理層入股聯合體 (Haining Zhejiang Leather and Garment Market Investment and Development Company Limited Management Share Association*) in relation to the acquisition of 4.92% equity interest in 海寧浙江皮革 服裝城投資開發有限公司 (Haining Zhejiang Leather and Garment Market Investment and Development Company Limited*) by Zhejiang Kasen Industrial (the “Capital Increase Agreement”) and the transactions contemplated thereunder; and to authorize the directors of the Company 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 Capital Increase Agreement and the transactions contemplated thereunder.		
2.	To approve, ratify and confirm the terms of the agreement dated 8 October 2007 entered into amongst 浙江卡森置業有限公司 (Zhejiang Kasen Property Development Company Limited*) (“Zhejiang Kasen Property”), 凱迪納國際有限公司 (Cardina International Company Limited) (“Cardina”), 海寧芝村皮業有限公司 (Haining Zhicun Leather Co., Ltd.*) (“Haining Zhicun”), Top Fortune Asia Pacific Limited (益豐亞太有限公司) (“Top Fortune”) and the two existing shareholders of 海寧歐意美沙發有限公司 (Haining Oyi May Sofa Company Limited*) (“Haining Oyi May”) in relation to the sale and purchase of 50.5% of the registered capital in Haining Oyi May as to 25.5% equity interest in Haining Oyi May from Zhejiang Kasen Property to Haining Zhicun and 25% equity interest in Haining Oyi May from Cardina to Top Fortune (the “Equity Transfer Agreement”) and the transactions contemplated thereunder; and to authorize the directors of the Company 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 Equity Transfer Agreement and the transactions contemplated thereunder.		

\* For identification purpose only.

Dated the day of \_\_\_\_\_, 2007 Shareholder's Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

- Notes:
- 1 Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
  - 2 Please insert the number of the Ordinary Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Ordinary Shares registered in your name(s).
  - 3 If any proxy other than the Chairman is preferred, strike out the words **“THE CHAIRMAN OF THE MEETING”** and insert the name and address of the proxy desired in the space provided. If no amendment is made, the Chairman shall be deemed to have been appointed as your proxy. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
  - 4 **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his/ her 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 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 of that corporation or attorney or other person duly authorized by that Corporation to sign the same.
  - 6 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.
  - 7 To be valid, this form of proxy, together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be lodged 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 any adjournment thereof (as the case may be).
  - 8 The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
  - 9 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.
  - 10 The description of this resolution is by way of summary only. The full text appears in the Notice of Extraordinary General Meeting.
  - 11 **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**