

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



KARCE INTERNATIONAL HOLDINGS COMPANY LIMITED

(泰 盛 實 業 集 團 有 限 公 司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 1159)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces the retirement by rotation of Mr. Chan Ho Man as an independent non-executive director and a member of the audit committee, remuneration committee and nomination committee of the Company, and the appointment of Mr. Wan Hon Keung the independent non-executive director of the Company with effect from 27 May 2008.

The board (the “**Board**”) of directors (the “**Directors**”) of Karce International Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Chan Ho Man (“**Mr. Chan**”) has retired by rotation as an independent non-executive director of the Company and a member of the audit committee, remuneration committee and nomination committee of the Company with effect from 27 May 2008. Following the retirement by rotation of Mr. Chan, Mr. Wan Hon Keung (“**Mr. Wan**”) has been appointed as the independent non-executive director of the Company with effect on 27 May 2008.

RETIREMENT BY ROTATION OF DIRECTOR

Mr. Chan has ceased to be an independent non-executive director of the Company and a member of the audit committee, remuneration committee and nomination committee of the Company upon his retirement by rotation from the Board at the annual general meeting (“**AGM**”) with effect from 27 May 2008. Mr. Chan has confirmed that there was no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company in respect of his retirement.

The Board would like to take this opportunity to express its gratitude to Mr. Chan for his valuable contributions to the Company during his tenure of service.

APPOINTMENT OF DIRECTOR

Mr. Wan, aged 46, has over 20 years of experience in accounting and administration fields. Mr. Wan is a fellow member of the Association of Chartered Certified Accountants (FCCA) and an associate member of Hong Kong Institute of Certified Public Accountants (HKICPA). Mr. Wan is an independent non-executive director of Xian Yuen Titanium Resources Holdings Limited (stock code: 353) and Frankie Dominion International Limited (stock code: 704), the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Wan was also an independent non-executive director of Polyard Petroleum International Group Limited (stock code: 8011) for the period from 12 April 2006 to 30 November 2007, the shares of which are listed on the Growth Enterprise Market Board of the Stock Exchange.

Save as disclosed above, Mr. Wan did not hold any other directorship in any listed companies in the last three years. In addition, Mr. Wan does not hold any other positions with the Company or other members of the Group, and is not connected with any directors, senior management, substantial or controlling shareholders of the Company.

As the date of this announcement, Mr. Wan is not interested in and does not hold any long or short position in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong).

Further, Mr. Wan has entered into an appointment letter (the “**Appointment Letter**”) with the Company for a specific term of one year from 27 May 2008 to 26 May 2009 but is subject to retirement by rotation and re-election at the Company’s AGM in accordance with the bye-laws of the Company. Pursuant to the terms of the Appointment Letter, Mr. Wan is entitled to an annual emolument of HK\$30,000, which is determined with reference to his duty and responsibility with the Company.

Save as disclosed in this announcement, the Board is not aware of any information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and any other matters that need to be brought to the attention of the shareholders of the Company.

Despite the change of the independent non-executive director above, the Board confirms that the Company remains in compliance with the requirements under Rules 3.10 and 3.21 of the Listing Rules.

The Board extends its warmest welcome to Mr. Wan on his joining the Company.

By order of the Board of
Karce International Holdings Company Limited
Tong Shek Lun
Chairman and Managing Director

Hong Kong, 27 May 2008

As at the date of this announcement, the Board consists of five executive Directors, Mr. Tong Shek Lun, Ms. Ko Lai King, Kinny, Ms. Chung Wai Yu, Regina, Mr. Chim Kim Lun, Ricky and Mr. Cheng Kwok Hing, Andy, two non-executive Directors, Mr. Lee Kwok Leung and Mr. Yang Yiu Chong, Ronald Jeffrey and three independent non-executive Directors, Mr. Sun Yaoquan, Mr. Goh Gen Cheung and Mr. Wan Hon Keung.

** For identification purposes only*