



KARCE INTERNATIONAL HOLDINGS COMPANY LIMITED

(泰盛實業集團有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code : 1159)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 30th MAY, 2006

The Board is pleased to announce that all the ordinary and special resolutions proposed were duly passed at the AGM held on 30th May, 2006.

The Board also announces that Mr. Li has ceased to be a Director upon his retirement by rotation from the Board at the AGM and ceased to be an authorised representative of the Company with effect from 30th May, 2006. The Board further announces that the appointment of Ms. Ko Lai King, Kinny as the authorised representative of the Company with effect from 30th May, 2006.

The board (“**Board**”) of directors (the “**Directors**”) of Karce International Holdings Company Limited (the “**Company**”) is pleased to announce that all the ordinary and special resolutions proposed were duly passed at the annual general meeting of the Company (the “**AGM**”) held on 30th May, 2006.

POLL RESULTS

The poll results in respect of the resolutions proposed at the AGM are as follows:

	Resolutions	No. of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31st December, 2005.	260,448,000 (100.00%)	0 (0.00%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
2.	To declare a final dividend of HK1 cent per share for the year ended 31st December, 2005.	260,448,000 (100.00%)	0 (0.00%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3A.	To re-elect Mr. Tong Shek Lun as Director.	260,448,000 (100.00%)	0 (0.00%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3B.	To re-elect Mr. Chan Ho Man as Director.	260,448,000 (100.00%)	0 (0.00%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3C.	To authorise the board of Directors to fix the remuneration of the Directors.	243,180,000 (93.37%)	17,268,000 (6.63%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

4.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorise the board of Directors to fix their remuneration.	260,448,000 (100.00%)	0 (0.00%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
5A.	To grant a general mandate to the Directors to allot, issue and deal with shares.	243,180,000 (93.37%)	17,268,000 (6.63%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
5B.	To grant a general mandate to the Directors to repurchase the Company's own shares.	260,448,000 (100.00%)	0 (0.00%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
5C.	To include the nominal amount of the shares repurchased by the Company to the mandate granted to the Directors under resolution no. 5A.	243,180,000 (93.37%)	17,268,000 (6.63%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
6.	To approve the proposed amendments to the bye-laws of the Company.	260,448,000 (100.00%)	0 (0.00%)
	As more than 75% of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		

As at the date of the AGM, the issued share capital of the Company comprised 544,960,000 shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. There were no restrictions on any shareholders of the Company to cast votes on any of the proposed resolutions at the AGM.

Secretaries Limited, the Hong Kong branch share registrar and transfer office of the Company, acted as the scrutineer for the vote-taking at the AGM.

CHANGE OF DIRECTOR

The Board also announces that Mr. Li Ka Fai, Fred (“**Mr. Li**”), an executive Director and an authorised representative of the Company, has ceased to be a Director upon his retirement by rotation from the Board at the AGM and ceased to be the authorised representative of the Company with effect from 30th May, 2006. Mr. Li has confirmed that he was in no disagreement with the Board and there is no matter which needs to be brought to the attention of the shareholders of the Company in respect of his retirement.

The Board takes this opportunity to thank Mr. Li for his valuable contributions to the Company during his tenure of service.

The Board is pleased to announce the appointment of Ms. Ko Lai King, Kinny as the authorised representative of the Company with effect from 30th May, 2006.

As at the date of this announcement, the Board consists of three executive Directors, Mr. Tong Shek Lun, Ms. Ko Lai King, Kinny and Ms. Chung Wai Yu, Regina, 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. Chan Ho Man and Mr. Goh Gen Cheung.

By order of the Board of
Karce International Holdings Company Limited
Wong Hei Chiu
Company Secretary

Hong Kong, 30th May, 2006

** for identification only*

Please also refer to the published version of this announcement in The Standard.