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KARCE INTERNATIONAL HOLDINGS COMPANY LIMITED

泰盛實業集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 1159)

PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

In light of the amendments to the Listing Rules, the Directors propose to amend the Bye-laws so as to bring the constitutions of the Company up-to-date.

The proposed amendments to the Bye-laws are subject to approval of the Shareholders by way of passing a special resolution to be proposed at the annual general meeting.

A circular containing further information in respect of the proposed amendments to the Bye-laws and a notice of annual general meeting will be despatched to the Shareholders as soon as practicable.

PROPOSED AMENDMENTS TO THE BYE-LAWS

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) relating to, among other things, the use of websites for communication with the shareholders of the Company (the “**Shareholders**”), notice period for general meetings and voting by poll at general meetings. The amendments to the Listing Rules have come into effect on 1 January 2009.

* *For identification purposes only*

In light of the above amendments, the board (the “**Board**”) of directors (the “**Directors**”) of Karce International Holdings Company Limited (the “**Company**”) proposes to amend the bye-laws of the Company (the “**Bye-laws**”) so as to bring the constitutions of the Company up-to-date.

The proposed amendments to the Bye-laws are subject to approval of the Shareholders by way of passing a special resolution to be proposed at the annual general meeting of the Company.

A circular containing, among other things, further information in respect of the proposed amendments to the Bye-laws and a notice of annual general meeting will be despatched to the Shareholders as soon as possible.

By order of the Board
Karce International Holdings Company Limited
Cheng Mei Chau
Company Secretary

Hong Kong, 27 April 2011

As at the date of this announcement, the Board consists of three executive Directors, Mr. Sun Ying Chung, Mr. Chan Sung Wai and Mr. Wong King Lam, Joseph, two non-executive Directors, Mr. Lee Kwok Leung and Mr. Yang Yiu Chong, Ronald Jeffrey, and three independent non-executive Directors, Mr. Lum Pak Sum, Mr. Law Chun Choi and Mr. Mak Ka Wing, Patrick.