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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**

The Directors intend to put forward to the Shareholders a proposal to amend the Bye-laws in order to bring the constitution of the Company in line with current amendments made to the Listing Rules that came into effect on 1 January 2012 and 1 April 2012 respectively and certain changes to the Companies Act.

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

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 bye-laws or equivalent constitutional documents of listed issuers. The amendments to the Listing Rules came into effect on 1 January 2012 and 1 April 2012 respectively.

\* *For identification purposes only*

Accordingly, the directors (the “**Directors**”) of Karce International Holdings Company Limited (the “**Company**”) propose to seek the approval of the shareholders (the “**Shareholders**”) of the Company by way of special resolution for the amendments to the bye-laws (the “**Bye-laws**”) of the Company at the forthcoming annual general meeting of the Company (the “**AGM**”), so as to bring the constitution of the Company in line with current amendments made to the Listing Rules and certain changes to the Companies Act of Bermuda (1981) as amended from time to time (the “**Companies Act**”).

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

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

Hong Kong, 25 April 2012

*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.*