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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 1 JUNE 2012
AND
RETIREMENT OF DIRECTOR**

The Board is pleased to announce that save and except for the resolution no. 2C of the AGM, all the resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 1 June 2012.

The Board also announces that Mr. Wong retired by rotation as an executive Director in accordance with the Bye-laws and the resolution in respect of his re-election was not passed by the Shareholders as ordinary resolution at the conclusion of the AGM held on 1 June 2012.

Reference is made to the circular (the “**Circular**”) of Karce International Holdings Company Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) dated 30 April 2012. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

* For identification purposes only

RESULTS OF THE AGM

At the AGM held on 1 June 2012, all proposed resolutions as set out in the Notice were taken by poll. The Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of AGM, the total number of issued shares in the Company was 702,356,000 Shares, being the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM. No Shareholder was required to abstain from voting for any resolutions at the AGM and no Shareholder was entitled to attend and vote only against any resolutions at the AGM.

The poll results in respect of each of the resolutions put to the vote at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited financial statements and reports of the Directors and auditors of the Company for the year ended 31 December 2011.	235,812,000 (100%)	0 (0%)
2A.	To re-elect Mr. Lum Pak Sum as an Independent Non-executive Director.	235,812,000 (100%)	0 (0%)
2B.	To re-elect Mr. Lee Kwok Leung as a Non-executive Director.	235,812,000 (100%)	0 (0%)
2C.	To re-elect Mr. Wong King Lam, Joseph as an Executive Director.	23,000,000 (9.75%)	212,812,000 (90.25%)
2D.	To authorise the Board of Directors to fix the remuneration of the Directors.	235,812,000 (100%)	0 (0%)
3.	To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and authorise the Board of Directors to fix their remuneration.	235,812,000 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
4A.	To grant a general mandate to the Directors of the Company to allot, issue and deal with the shares.	235,812,000 (100%)	0 (0%)
4B.	To grant a general mandate to the Directors of the Company to repurchase the Company's own shares.	235,812,000 (100%)	0 (0%)
4C.	To include the nominal amount of the shares repurchased by the Company to the mandate granted to the Directors of the Company under resolution no. 4A.	235,812,000 (100%)	0 (0%)
5A.	To adopt the New Share Option Scheme.	235,812,000 (100%)	0 (0%)
5B.	To approve the grant of the scheme mandate limit.	235,812,000 (100%)	0 (0%)
Special Resolutions			
6A.	To approve the amendments to the bye-laws of the Company.	235,812,000 (100%)	0 (0%)
6B.	To adopt the new bye-laws of the Company.	235,812,000 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1, 2A, 2B, 2D, 3, 4A, 4B, 4C, 5A and 5B, all such resolutions were duly passed as ordinary resolutions. As more than 50% of the votes were cast against the resolution numbered 2C, the resolution numbered 2C was not passed by the Shareholders as ordinary resolution at the conclusion of the AGM.

As more than 75% of the votes were cast in favour of each of the resolutions numbered 6A and 6B, all such resolutions were duly passed as special resolutions at the conclusion of the AGM.

RETIREMENT OF DIRECTOR

The Board further announces that Mr. Wong King Lam, Joseph (“**Mr. Wong**”) retired by rotation as an Executive Director in accordance with the Bye-laws and the resolution in respect of his re-election was not passed by the Shareholders as ordinary resolution at the conclusion of the AGM held on 1 June 2012.

Both Mr. Wong and the Board are not aware of any matter relating to the retirement of Mr. Wong that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its appreciation to Mr. Wong for his past contribution to the Company during his tenure of service.

By order of the Board
Karce International Holdings Company Limited
Sun Ying Chung
Chairman

Hong Kong, 1 June 2012

As at the date of this announcement, the Board consists of two executive Directors, Mr. Sun Ying Chung and Mr. Chan Sung Wai; 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.