



KARCE INTERNATIONAL HOLDINGS COMPANY LIMITED

(泰盛實業集團有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 1159)

DISPOSAL OF SHARES BY SUBSTANTIAL SHAREHOLDER AND CHANGE OF SINGLE LARGEST SHAREHOLDER

This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

The Board has been informed that its substantial shareholder, Sapphire, disposed all of its shareholding, namely 151,180,000 Shares (representing approximately 27.77% of the issued share capital of the Company) to the Purchaser at a price of HK\$0.55 per Share off the market on 27 July, 2007. As a result of the Disposal, Sapphire and its parties acting in concert in the Company ceased to hold any shareholding interest in the Company and the Purchaser became the single largest shareholder of the Company.

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The price of HK\$0.55 per Share represents (i) a discount of approximately 6.78% to the closing price of HK\$0.59 per Share as at the date of this announcement; and (ii) a discount of approximately 12.97% of the average closing price of HK\$0.632 per Share for the last five trading days up to the date of announcement.

To the knowledge of the Directors, the Purchaser is wholly-owned by Mr. Chim Pui Chung, who is a third party independent of, and not connected with, the Company, the connected persons (as defined in the Listing Rules) of the Company and their respective associates (as defined in the Listing Rules).

The composition of the Board may change after the Disposal. As at the date of this announcement, the Board has not been informed of any change or intended change to the Board composition or, any change or intended change to the principal business of the Company. Below is the shareholding of the Company immediately before and after the Disposal based on the knowledge of the Directors:

	Shareholding immediately before the Disposal		Shareholding immediately after the Disposal	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
	<i>(Approximate)</i>		<i>(Approximate)</i>	
Sapphire Profits Limited (<i>note 1</i>)	151,180,000	27.77	Nil	Nil
The Purchaser (<i>note 2</i>)	Nil	Nil	151,180,000	27.77
Perfect Treasure Investment Limited (<i>note 3</i>)	88,100,000	16.18	88,100,000	16.18
Public	305,076,000	56.05	305,076,000	56.05
Total:	<u>544,356,000</u>	<u>100</u>	<u>544,356,000</u>	<u>100</u>

Notes:

1. Sapphire Profits Limited is a company incorporated in the British Virgin Islands whose issued share capital is held by Mr. Tong Shek Lun, Ms. Ko Lai King, Kinny and Ms. Chung Wai Yu, Regina, all are Directors, as to approximately 93.87%, 3.46% and 2.67% respectively.
2. The Purchaser is wholly-owned by Mr. Chim Pui Chung. To the knowledge of the Directors and based on the disclosure of interests received by the Company, the Purchaser and its parties acting in concert hold approximately 27.77% of the issued share capital of the Company as at the date of this announcement.
3. Perfect Treasure Investment Limited is a company incorporated in Hong Kong and a wholly-owned subsidiary of Sing Tao News Corporation Limited, a company incorporated in Bermuda and whose securities are listed on the Stock Exchange.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings, unless the context requires otherwise:

“Board”	the board of Directors
“Company”	Karce International Holdings Company Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Sale Shares by Sapphire off the market on 27 July 2007
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Purchaser”	Golden Mount Limited, a company wholly-owned by Mr. Chim Pui Chung
“Sale Shares”	151,180,000 Shares, representing approximately 27.77% of the issued share capital of the Company and being all the Shares held by Sapphire before the Disposal

“Sapphire”	Sapphire Profits Limited, a substantial shareholder of the Company holding approximately 27.77% of the issued share capital of the Company before the Disposal and will not hold any shareholding interest in the Company after the Disposal
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 27 July 2007

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. Goh Gen Cheung and Mr. Chan Ho Man.

** for identification only*