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## **MAN SANG INTERNATIONAL LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 938)**

### **PROPOSED AMENDMENTS TO THE BYE-LAWS**

The Board intends to propose a special resolution at the forthcoming AGM to amend the Bye-laws to bring them in line with certain amendments to the Listing Rules and current requirements of the laws of Bermuda and provide the Company with more flexibility to adapt to changing market practices and needs.

A circular containing, among other matters, details of the proposed amendments to the Bye-laws and a notice of the forthcoming AGM will be dispatched to the Shareholders as soon as practicable.

This announcement is made by Man Sang International Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

#### **Proposed amendments to the Bye-laws**

The board of directors (the “**Board**”) of the Company announces that a special resolution will be proposed at the annual general meeting of the Company to be held on or about 23 August 2010 (the “**AGM**”) to amend the Bye-laws of the Company (the “**Bye-laws**”) to bring them in line with certain amendments to the Listing Rules and current requirements of the laws of Bermuda and provide the Company with more flexibility to adapt to changing market practices and needs. The effects of the proposed amendments include, inter alia, the following:

- (1) Any corporate communication to be issued by the Company to its shareholders (the “**Shareholders**”) may, in addition to traditional means of communication, also be issued by electronic means, including the making of corporate communications available on the Company’s website and the website of The Stock Exchange of Hong Kong Limited;
- (2) Corporate communications may be delivered to the Shareholders either in the English language or the Chinese language;
- (3) The Company shall be permitted to deem consent on the part of the Shareholders that the Company’s corporate communications will be made available to them by means of publication on the website of the Company or The Stock Exchange of Hong Kong Limited;

- (4) (a) An annual general meeting shall be called by notice of not less than 21 clear days and not less than 20 clear business days; (b) a special general meeting called for the passing of a special resolution shall be called by notice of not less than 21 clear days and not less than 10 clear business days; and (c) all other special general meetings shall be called by notice of not less than 14 clear days and not less than 10 clear business days;
- (5) All resolutions proposed at general meetings shall be decided by poll;
- (6) Any director appointed by the Board to fill a causal vacancy or as an addition to the Board shall hold office until the first general meeting or annual general meeting of the Company, as the case may be, after his/her appointment;
- (7) Every director must retire by rotation at least once every three years;
- (8) The Shareholders shall, as required by the Listing Rules, be permitted in general meeting to remove a director by an ordinary resolution;
- (9) The directors may appoint any vacancy or convene a special general meeting to fill the vacancy of the Company's auditor;
- (10) The Company shall not be required to appoint a president or vice president. The register of members of the Company shall be open to inspection by members of the public without charge between specified times on every business day;
- (11) The Company may issue summary financial statements in accordance with the Listing Rules ; and
- (12) Various other minor amendments for clarification purposes and correction of typographical errors.

The proposed amendments are set out in full in the notice of the AGM.

A circular containing, among other matters, details of the proposed amendments to the Bye-laws and a notice of the forthcoming AGM will be dispatched to the Shareholders as soon as practicable.

By order of the Board  
**MAN SANG INTERNATIONAL LIMITED**  
Pak Wai Keung, Martin  
*Company Secretary*

Hong Kong, 9 July 2010

*As at the date of this announcement, the Board comprises three executive directors, namely Mr. Cheng Tai Po (Deputy Chairman), Mr. Lee Kang Bor, Thomas (Chief Executive Officer) and Ms. Yan Sau Man, Amy, one non-executive director, namely Mr. Cheng Chung Hing (Chairman) and three independent non-executive directors, namely Mr. Fung Yat Sang, Mr. Kiu Wai Ming and Mr. Lau Chi Wah, Alex.*