

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



MAN SANG INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 938)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2010 Annual General Meeting of Man Sang International Limited (the “Company”) will be held at Beijing Suite I, 3/F., Marco Polo Prince Hotel, 23 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 23 August 2010 at 12:00 noon for the following purposes:

Ordinary Business

1. To receive and consider the reports of directors and independent auditors and the audited financial statements for the year ended 31 March 2010.
2. (a) To re-elect the following retiring directors:
 - (i) Mr. Fung Yat Sang
 - (ii) Mr. Kiu Wai Ming; and
 - (iii) Mr. Lau Chi Wah, Alex
- (b) To authorize the board of directors of the Company (the “Board”) to fix their remuneration.
3. To re-appoint auditors of the Company and to authorize the Board to fix their remuneration.

Special Business

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

A “THAT:

- (i) subject to paragraph (iii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional share(s) of HK\$0.10 each in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other

securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this resolution shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal value of share capital to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the directors of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined), or (b) an issue of shares upon the exercise of the subscription rights attaching to any warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into shares of the Company which may be issued by the Company from time to time, or (c) an issue of shares of the Company under any option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue to participants of shares of the Company or rights to acquire shares of the Company, or (d) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act of Bermuda or any other applicable laws to be held; or
- (c) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution; and

“Rights Issue” means an offer of Shares or issue of options to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any

restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

B “THAT:

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal value of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue at the date of passing this resolution, and the authority pursuant to paragraph (i) of this resolution shall be limited accordingly; and
- (iii) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company; or
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act of Bermuda or any other applicable laws to be held; or
 - (c) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

C “THAT conditional upon Resolution Nos. 4A and 4B as set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to Resolution No. 4A as set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 4B as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing this Resolution.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

“**THAT** the Bye-laws of the Company be and are amended in the following manner:

- (1) By inserting the following new definition of “business day” immediately after the definition of “Board” or “Directors” in Bye-law 1:

“business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for any trading session for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day;

- (2) By inserting “or” immediately after the words “other modes of representing words” and inserting “, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations” before the semi-colon at the end of Bye-law 2(e);

- (3) By deleting the existing Bye-law 2(h) in its entirety and substituting therefor the following:

“a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given pursuant to Bye-law 59”;

- (4) By deleting the existing Bye-law 2(i) in its entirety and substituting therefor the following:

“a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given pursuant to Bye-law 59”;

- (5) By deleting the full stop “.” at the end of paragraph (j) of the existing Bye-law 2 and substituted by a semicolon “;” together with the word “and” and inserting the following new paragraph (k) in the existing Bye-law 2:

“references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”;

- (6) By inserting “, save for the use of share premium as expressly permitted by the Act,” immediately after the words “reduce its authorised or issued share capital or” in the existing Bye-law 6;

(7) By deleting paragraph(c) of the existing Bye-law 10 in its entirety and inserting “and” after the semicolon “;” at the end of paragraph (a) of the existing Bye-law 10 and deleting the semicolon “;” together with the word “and” at the end of paragraph (b) of the same Bye-law and substituting the same by a full stop “.”;

(8) By inserting the following new Bye-law 15A immediately after the existing Bye-law 15:

“No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.”;

(9) By inserting the words “, in respect of any shares that are not fully paid,” immediately after the words “the number and class of shares held by him and” in the existing Bye-law 43(1)(a);

(10) By deleting the first sentence of the existing Bye-law 44 in its entirety and substituting therefor the following:

“The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon on every business day by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act.”

and inserting the words “or by any means in such manner as may be accepted by the Designated Stock Exchange” immediately after the words “in accordance with the requirements of any Designated Stock Exchange” in the second sentence of the existing Bye-law 44;

(11) By inserting the words “or in a form prescribed by the Designated Stock Exchange” immediately after the words “instrument of transfer in the usual or common form” and deleting the word “of” and substituted therefor the word “if” immediately after the words “and may be under hand or,” in the existing Bye-law 46;

(12) By inserting the words “or by any means in such manner as may be accepted by the Designated Stock Exchange” immediately after the words “in accordance with the requirements of any Designated Stock Exchange” in the existing Bye-law 51;

(13) By deleting the first sentence and the words “All other special general meetings may be called by not less than fourteen (14) clear days’ Notice but” in the second sentence of Bye-law 59 (1) and substituting therefor the following:

“An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange,”;

(14) By inserting the words “the meeting and particulars of resolutions to be considered at” immediately after the words “The Notice shall specify the time and place of” at the beginning of the existing Bye-law 59(2);

(15) By deleting the existing Bye-law 63 in its entirety and substituting therefor the following:

“The chairman, shall preside as chairman at every general meeting. If at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if the chairman is not willing to act as chairman, or if no such officer is appointed, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.”;

(16) By deleting the existing Bye-law 66 in its entirety and substituting therefor the following:

“Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy (or in case of a Member being a corporation, is present by a representative duly authorised under Section 78 of the Act), shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or installments is treated for the foregoing purposes as paid up on the share. At any general meeting a resolution put to vote of the meeting shall be decided by way of a poll.”;

(17) By deleting the existing Bye-law 67 in its entirety and replacing the same by the words “Intentionally Deleted”;

(18) By deleting the existing Bye-law 68 in its entirety and substituting therefor the following:

“The results of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules and regulations of the Designated Stock Exchange.”;

(19) By deleting the existing Bye-law 69 in its entirety and substituting therefor the following:

“A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) at such time (being not later than thirty (30) days after the date of the meeting or adjourned meeting) and place as the chairman directs. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll not taken immediately at the meeting or adjourned meeting.”;

(20) By deleting the existing Bye-law 70 in its entirety and replacing the same by the words “Intentionally Deleted”;

(21) By deleting the words “whether on a show of hands or on a poll,” immediately after the words “In the case of equality of votes,” in the existing Bye-law 73;

- (22) By deleting the words “, whether on a show of hands or on a poll,” immediately after the words “affairs of persons incapable of managing their own affairs may vote”, deleting the words “on a poll” immediately after the words “curator bonis or other person may vote” and deleting the words “or poll” immediately after the words “less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting” in the existing Bye-law 75(1);
- (23) By inserting the word “or” between the words “proxy” and “proxies” in the fourth sentence in the existing Bye-law 78;
- (24) By deleting the words “or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll” after the words “meeting or adjourned meeting at which the person named in the instrument proposes to vote” in the first sentence and deleting the words “or on a poll demanded at a meeting or an adjourned meeting in cases” after the words “the date named in it as the date of its execution, except at an adjourned meeting” in the second sentence of the existing Bye-law 80;
- (25) By deleting the words “to demand or join in demanding a poll and” after the words “The instrument of proxy shall be deemed to confer authority” in the second sentence of Bye-law 81;
- (26) By deleting the words “, or the taking of the poll,” immediately after the words “two (2) hours at least before the commencement of the meeting or adjourned meeting” in the existing Bye-law 82;
- (27) By deleting the existing Bye-law 84(2) in its entirety and substituting therefor the following:

“Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation.”;

- (28) By deleting the third sentence in the existing Bye-law 86(1) in its entirety and substituting therefor the following:

“The Directors shall be elected or appointed in the first place at the statutory meeting of Members and thereafter at the annual general meeting in accordance with Bye-law 87 or at any special general meeting called for such purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Bye-law 87 or until their successors are elected or appointed or their office is otherwise vacated.”;

(29) By deleting the second sentence in the existing Bye-law 86(2) and substituting therefor the following:

“Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting.”;

(30) By replacing the word “Member” by the word “Members” in the first sentence, and by inserting the words “or, if required under the rules of the Designated Stock Exchange, by ordinary resolution,” immediately after the words “with these Bye-laws, by special resolution” in the existing Bye-law 86(4);

(31) By deleting the word “Being” immediately after the words “one-third of the Directors for the time” and replacing the same by the word “being”, deleting the word “greater” immediately after the words “the number nearest to but not” and replacing the same by the word “less”, and deleting the words “provided that notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year” and replacing the same by the words “provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years” at the end of the existing Bye-law 87(1);

(32) By inserting “and shall continue to act as a Director throughout the meeting at which he retires” after the word “re-election” in the first sentence of Bye-law 87(2);

(33) By deleting the words “whereupon the Board resolves to accept such resignation” at the end of the existing Bye-law 89(1);

(34) By deleting the word “whatever” in the first sentence and replacing by the word “whatsoever” in the existing Bye-law 101;

(35) By deleting the words “of the Company” after the words “if so authorised under the Seal” in the last sentence of the existing Bye-law 106 and by deleting the word “Company’s” immediately before the word “Seal” at the end of the same sentence;

(36) By deleting the existing Bye-law 115 in its entirety and substituting therefor the following:

“A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or in such other manner as the Board may from time to time determine.”;

(37) By inserting the words “, electronic” immediately after the words “conference telephone” in the existing Bye-law 116(2);

(38) By inserting the words “(subject to the rules of the Designated Stock Exchange)” after the words “and other persons as it thinks fit” in the first sentence of the existing Bye-law 120(1);

- (39) By deleting the word “or” immediately after the words “for regulating the meetings and proceedings” and replacing the same by the word “of” in the existing Bye-law 121;
- (40) By deleting the first sentence of the existing Bye-law 122 in its entirety and substituting therewith the following:
- “A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held provided that such number is sufficient to constitute a quorum and that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Bye-laws and further provided that no Director is aware of or has received any objection to the resolution from any Director.”;
- (41) By deleting the words “president and vice president or” immediately after the words “The officers of the Company shall consist of a” and inserting the words “, subject to Bye-law 132(4),” immediately after the words “be deemed to be officers for the purposes of the Act and” in the existing Bye-law 127(1);
- (42) By deleting the words “a president and a vice president or” after the words “elect amongst the Directors” in the existing Bye-law 127(2);
- (43) By deleting the existing Bye-law 129 in its entirety and substituting therewith the following:
- “The chairman, shall act as chairman at all meetings of the Members and of the Directors at which he is present. In his absence a chairman shall be appointed or elected by those present at the meeting.”;
- (44) By deleting the words “its office” after “one or more books at” and replacing the same by the words “the Office” in the first sentence of the existing Bye-law 132(1);
- (45) By deleting the words “its Directors and officers” and replacing by the words “the Directors and Officers” in the existing Bye-law 132(2)(c);
- (46) By renumbering sub-paragraphs (c) and (d) of Bye-law 132(2) as sub-paragraphs (a) and (b) respectively and deleting the words “and of the date on which it occurred” immediately after the words “the particulars of such change” at the end of the existing Bye-law 132(2);
- (47) By deleting the words “of the Company” immediately after the words “which is a facsimile of the Seal” in the second sentence of the existing Bye-law 134(1);
- (48) By renumbering the existing Bye-law 136 as Bye-law 136(1) and inserting the following as new Bye-law 136(2) immediately after the re-numbered Bye-law 136(1):
- “Notwithstanding any provision contained in these Bye-laws, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in sub-paragraphs (a) to (e) of paragraph (1) of this Bye-law and any other documents in

relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Bye-law shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim.”;

- (49) By deleting the words “and subject to Section 40(2A) of the Act” immediately after the words “for the purposes of this Bye-law” in the existing Bye-law 148;
- (50) By deleting the word “Auditors” after the words “A certificate or report by the” and replacing the same by the words “auditors for the time being of the Company” at the beginning of the existing Bye-law 150(4) and by deleting the word “Members” after the words “and all warrant holders and” in the last line of the existing Bye-law 150(4) and replacing the same by the word “shareholders” at the end of the existing Bye-law 150(4);
- (51) By inserting the words “or such longer period as may be required under the rules of the Designated Stock Exchange” immediately after “at least twenty-one (21) days” in the existing Bye-law 153;
- (52) By inserting the following new Bye-law 153A immediately after the existing Bye-law 153:

“To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.”;

- (53) By inserting the following new Bye-law 153B immediately after the above new Bye-law 153A:

“The requirement to send to a person referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”;

(54) By inserting the words “or such longer period as may be required under the rules of the Designated Stock Exchange” immediately after the words “not less than twenty-one (21) days” in the existing Bye-law 154(2);

(55) By deleting the existing Bye-law 157 in its entirety and substituting therefor the following:

“If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors may fill the vacancy and fix the remuneration of the Auditor so appointed or convene a special general meeting to do the same.”;

(56) By deleting existing Bye-law 160 in its entirety and substituting therefor the following:

“Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”;

(57) By deleting the word “and” at the end of Bye-law 161(a), deleting the full stop “.” at the end of Bye-law 161(b) and replacing the same by “; and”, renumbering the existing Bye-law 161(b) as Bye-law 161(c) and inserting immediately before Bye-law 161(c) (as renumbered) the following as new Bye-law 161(b):

“If sent by electronic communication, it shall be deemed to have been served on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the relevant Designated Stock Exchange, shall be deemed to have been served by the Company on a Member on the day following the day on which a notice of availability is deemed to have been served on the Member;”;

(58) By inserting a new Bye-law 161(d) immediately after the re-numbered Bye-law 161(c):

“May be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”;

(59) By inserting the words “or electronic” immediately after the words “a cable or telex or facsimile” in the first sentence of Bye-law 163.”

By Order of the Board
Man Sang International Limited
Pak Wai Keung, Martin
Company Secretary

Hong Kong, 21 July 2010

Notes:

- (1) At the Annual General Meeting of the Company (“AGM”), the Chairman of the AGM will put each of the above resolutions to be voted by way of a poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange.
- (2) A member of the Company entitled to attend and vote at the AGM (or any adjournment thereof) is entitled to appoint another person as his/her/their proxy to attend and vote instead of him/her/them. A member who is the holder of two or more shares in the capital of the Company may appoint more than one proxy to attend and vote on the same occasion. A proxy need not be a member of the Company.
- (3) To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong, not less than 48 hours before time fixed for holding the AGM (or any adjournment thereof).
- (4) The register of members of the Company will be closed from 20 August 2010 to 23 August 2010 (both days inclusive), during which period, no transfer of shares will be registered. In order to be entitled to attend the AGM, all instruments of transfers together with the relevant share certificate must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 19 August 2010.
- (5) Where there are joint holders of any share in the Company, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she/they were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (6) A circular containing the particulars in connection with proposals for re-election of directors, general mandates to issue and repurchase shares of the Company and the amendments to the Bye-laws of the Company have been dispatched to members together with the 2010 Annual Report of the Company.
- (7) As at the date of this notice, the board of directors of the Company 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.