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MAN SANG INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 938)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of Man Sang International Limited (the “Company”) will be held at the Garden Rooms, 2nd Floor, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 28 April 2010 at 12:30 p.m. for the purpose of considering and, if though fit, passing with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** PricewaterhouseCoopers be and is hereby appointed as auditors of the Company to fill the casual vacancy following the resignation of Ernst & Young to hold office until the conclusion of the next annual general meeting of the Company at a remuneration to be agreed or fixed by the board of the Company.”

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

Hong Kong, 12 April 2010

Notes:

- (1) A member of the Company entitled to attend and vote at the SGM (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.
- (2) 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 appointed for holding the SGM (or any adjournment thereof).

- (3) The register of members will be closed on 28 April 2010, on that day, no transfer of shares will be registered. In order to be entitled to attend the SGM, 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 27 April 2010.
- (4) Where there are joint holders of any share in the Company, any one of such joint holders may vote at the SGM, 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 SGM, 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.
- (5) A circular containing the particulars in connection with the Change of Auditors have been dispatched to members of the Company.

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.