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## **Man Sang International Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 938)**

### **NOTICE OF SGM**

**NOTICE IS HEREBY GIVEN** that an special general meeting (the “**SGM**”) of Man Sang International Limited (the “**Company**”) will be held at Suite 2703, 27/F., Shui On Centre, 6-8 Harbour Road Wanchai, Hong Kong on Friday, 25 September 2020 at 4:15 p.m.(or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be held at the same venue and on the same day at 4:00 p.m.) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions. Capitalised terms defined in the circular dated 10 September 2020 issued by the Company (the “**Circular**”) of which this notice forms part shall have the same meanings when used herein unless otherwise specified:

### **ORDINARY RESOLUTIONS**

**“THAT:**

1. the Acquisition Agreement (a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated therein, including the allotment and issue of the Consideration Shares at the issue price of HK\$0.370 per Consideration Share, and the implementation thereof be and are hereby approved, confirmed and ratified; and
2. any one of the Directors be and is hereby authorised to do all such acts and things and sign, agree, ratify, execute, perfect or deliver all such documents or instruments under hand (or where required, under the common seal of our Company together with another Director or any person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the Acquisition Agreement and any of the transactions contemplated thereunder.”

By Order of the Board  
**Man Sang International Limited**  
**Hu Xingrong**  
*Chairman*

Hong Kong, 10 September 2020

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong:*

Unit WF, 25th Floor, Eight Commercial Tower  
8 Sun Yip Street  
Chai Wan  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened (or any adjournment thereof) is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy, must be deposited together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or any adjourned thereof).
3. Members whose names appear on the register of members of the Company, 21 September 2020 will be entitled to attend and vote at the special general meeting. In order to qualify for attending the SGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, whose share registration public offices are located at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 21 September 2020.
4. Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the special general meeting and in such event, the relevant form of proxy shall be deemed to be revoked.
5. In compliance with the Listing Rules and the Articles of association of the Company, all resolutions set out in this notice of the special general meeting will be voted on by way of poll.
6. In view of the ongoing Novel Coronavirus ("COVID-19") pandemic and recent requirements, if any, for prevention and control of its spread, the Company will implement the following preventive measures at the SGM, including:
  - compulsory temperature checks
  - compulsory wearing of surgical face masks for each attendee
  - no distribution of corporate gifts or refreshments

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the venue of the SGM. The Company also encourages its shareholders to consider appointing the chairman of the meeting as its/his/her proxy to vote on the relevant resolutions at the special general meeting as an alternative to attending the meeting in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

*As at the date of this notice, the Board comprises Mr. Hu Xingrong (Chairman), Mr. Huang Xiaohai, Mr. Jin Jiangui, Mr. Li Zhenyu and Mr. Xu Haohao as executive Directors; and Ms. Pau Yee Ling, Mr. Wong Kwan Kit and Mr. Yuen Hoi Po as independent non-executive Directors.*