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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 Tuesday, 5 October 2021 at 5:00 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 16 September 2021 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

1. **“THAT:**

- (a) the Subscription Agreement I dated 17 August 2021 entered into between the Company as issuer and Total Idea as subscriber, pursuant to which Total Idea has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 142,500,000 Subscription Shares at the Subscription Price of HK\$1.60 per Subscription Share and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Board be and is hereby granted with the Specific Mandate I to allot and issue the Subscription Shares in accordance with the terms and conditions of the Subscription Agreement I; and

- (c) any one Director be and is hereby authorised to do all such acts and things, to sign and execute all such documents (in case of execution of documents under seal, to do so by any two Directors or any one Director together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement I or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

2. **“THAT:**

- (a) the Subscription Agreement II dated 17 August 2021 entered into between Faithful Goal, the Company as issuer and Mr. Hu as subscriber, pursuant to which Mr. Hu has conditionally agreed to subscribe for, the Company has conditionally agreed to, and Faithful Goal has conditionally agreed to procure the Company to, allot and issue 62,500,000 Subscription Shares at the Subscription Price of HK\$1.60 per Subscription Share and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Board be and is hereby granted with the Specific Mandate II to allot and issue the Subscription Shares in accordance with the terms and conditions of the Subscription Agreement II; and
- (c) any one Director be and is hereby authorised to do all such acts and things, to sign and execute all such documents (in case of execution of documents under seal, to do so by any two Directors or any one Director together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement II or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

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

Hong Kong, 16 September 2021

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, 27 September 2021 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 27 September 2021.
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
- submission of health declaration form, which may be used for contact tracing, if required
- 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.