THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Man Sang International Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser(s) or the transferee(s), or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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MAN SANG INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 938)

(I) MAJOR DISPOSAL AND CONNECTED TRANSACTION IN RELATION TO THE PROPOSED DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF THE TARGET COMPANY AND THE ASSIGNMENT OF THE SALE LOAN; AND (II) NOTICE OF SPECIAL GENERAL MEETING

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

HALCYON 鎧盛

A notice convening a special general meeting of Man Sang International Limited to be held at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 15 May 2026 at 4:00 p.m. is set out on pages SGM-1 to SGM-2 of this circular. A form of proxy for use at the special general meeting is also enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange at www.hkex.com.hk and the Company at www.msil.com.hk.

Whether or not you are able to attend the special general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the special general meeting, or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjourned meeting (as the case may be) should you so wish. In such event, the instrument appointing a proxy shall be deemed revoked.

24 April 2026

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In this circular, the following terms have the meanings set forth below unless the context requires otherwise:

"associate(s)"	has the meaning as ascribed in the Listing Rules
"Board"	the board of the Directors
"Business Day"	any day on which banks in Hong Kong are open for business, other than a Saturday or a Sunday or a public holiday; or a day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.
"BVI"	the British Virgin Islands
"Company"	Man Sang International Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 938), and the vendor of the Sale Share to the Sale and Purchase Agreement
"Completion"	completion of the Proposed Disposal pursuant to the Sale and Purchase Agreement
"Completion Date"	the date of Completion pursuant to the terms and conditions of the Sale and Purchase Agreement
"Condition(s)"	the condition(s) precedent to the Completion
"connected person(s)"	has the meaning as ascribed in the Listing Rules
"Consideration"	the aggregate consideration of HK$104,000,000 (comprising HK$88,500,000 for the Sale Share and HK$15,500,000 for the Sale Loan)
"controlling shareholder"	has the meaning as ascribed in the Listing Rules
"Director(s)"	the director(s) of the Company
"Disposal Group"	the Target Company and its subsidiaries
"Group"	the Company and its subsidiaries
"Guarantor"	Mr. Hu, being the guarantor to the Sale and Purchase Agreement to guarantee the performance of the Purchaser and the PN Holder

"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hokkaido Hotel"	the hotel property and golf course located at 2361-1, Yoichi Cho, Yoichi Gun, Hokkaido, Japan
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	the independent board committee of the Company comprising all independent non-executive Directors established to advise the Independent Shareholders on the Sale and Purchase Agreement and the transactions contemplated thereunder
"Independent Financial Adviser"	Halcyon Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activities as defined under the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong), being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder
"Independent Shareholders"	Shareholder(s) who are not required by the Listing Rules to abstain from voting on the resolution(s) to be proposed at the SGM to approve the Sale and Purchase Agreement and the transactions contemplated thereunder
"JPY"	Japanese Yen, the lawful currency of Japan
"Latest Practicable Date"	21 April 2026, being the latest practicable date for ascertaining certain information contained therein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	30 September 2026 (or such other date as may be agreed between the Company and the Purchaser in writing)
"Mr. Hu"	Mr. Hu Xingrong, the Chairman of the Board, an executive Director and a controlling Shareholder of the Company

"Outstanding PN"	the promissory notes issued by the Company with outstanding principal amount of HK$550 million, which is held by the PN Holder as at the as at the Latest Practicable Date
"percentage ratio"	has the meaning as ascribed in the Listing Rules
"PN Holder"	Total Idea International Limited, a limited company incorporated under the laws of the BVI, the holder of the Outstanding PN and wholly owned by Mr. Hu
"PRC"	the People's Republic of China and, for the purpose of this circular, excluding Hong Kong, Macao Special Administrative Region of the People's Republic of China and Taiwan
"Proposed Disposal"	the proposed disposal of the Sale Share by the Company to the Purchaser and the assignment of the Sale Loan to the Purchaser pursuant to the Sale and Purchase Agreement
"Purchaser"	China JinNiu Group Limited, a company incorporated under the laws of BVI and the purchaser to the Sale and Purchase Agreement
"Sale and Purchase Agreement"	the conditional sale and purchase agreement dated 12 March 2026 entered into among the Company, the Purchaser, the PN Holder and the Guarantor in relation to the Proposed Disposal
"Sale Loan"	the outstanding loan in the principal amount of HK$15.5 million advanced by the Sale Loan Vendor to the Target Company which is to be assigned to the Purchaser pursuant to the Sale and Purchase Agreement
"Sale Loan Vendor"	Faithful Goal International Limited, a wholly-owned subsidiary of the Company
"Sale Share"	the entire issued share capital of the Target Company
"SFO"	Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong)

"SGM"	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving, among other things, the Sale and Purchase Agreement and the transactions contemplated thereunder
"Share(s)"	ordinary share(s) of HK$0.5 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s) or voting rights
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriptions"	the subscriptions of the convertible bonds in the principal amount of HK$594,264,000 at the coupon rate of 2% per annum maturing on 31 December 2029 pursuant to the subscription agreement dated 25 March 2026 entered into among the Company and certain subscribers, details of which are set out in the announcement of the Company dated 25 March 2026
"Target Company"	Decent Start Limited, a company incorporated under the laws of the BVI with limited liabilities and wholly-owned by the Company as at the Latest Practicable Date
"%"	per cent.

MAN SANG INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 938)

Executive Directors:
Mr. HU Xingrong *(Chairman)*
Ms. CONG Wenlin

Independent non-executive Directors:
Ms. PAU Yee Ling
Mr. WONG Kwan Kit
Ms. ZHOU Hong

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
14/F, Teda Building
87 Wing Lok Street
Sheung Wan
Hong Kong

24 April 2026

To the Shareholders

Dear Sir or Madam,

(I) MAJOR DISPOSAL AND CONNECTED TRANSACTION IN RELATION TO THE PROPOSED DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF THE TARGET COMPANY AND THE ASSIGNMENT OF THE SALE LOAN; AND (II) NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 12 March 2026.

On 12 March 2026 (after trading hours), the Company (as the vendor), the Purchaser (as the purchaser), the PN Holder and the Guarantor entered into the Sale and Purchase Agreement, pursuant to which (i) the Company has conditionally agreed to dispose of, and the Purchaser has conditionally agreed to acquire, the Sale Share; and (ii) the Company has conditionally agreed to procure the Sale Loan Vendor (a wholly-owned subsidiary of the Company) to assign, and the Purchaser has conditionally agreed to take up an assignment of the Sale Loan.

Details of the Sale and Purchase Agreement are set out below.

THE SALE AND PURCHASE AGREEMENT

Date

12 March 2026 (after trading hours)

Parties

(1) The Company, as the vendor;

(2) China JinNiu Group Limited, as the Purchaser;

(3) The PN Holder; and

(4) Mr. Hu Xingrong, as the Guarantor

Assets to be disposed of

Pursuant to the Sale and Purchase Agreement, the Company has agreed to dispose of, and the Purchaser has agreed to acquire, the Sale Share, representing the entire issued share capital of the Target Company, free from any encumbrances and with all rights now and hereafter attaching thereto including the right to all dividends paid, declared or made in respect thereof on or after date of Completion.

Assignment of Sale Loan

Pursuant to the Sale and Purchase Agreement, the Company has agreed to procure the Sale Loan Vendor (a wholly-owned subsidiary of the Company) to assign, and the Purchaser has agreed to take up an assignment of, all benefits and interests of and in the Sale Loan free from all encumbrances and with all rights attached thereto as at Completion.

As at the date of the Sale and Purchase Agreement, the aggregate amount of the Sale Loan amounted to approximately HK$15.5 million.

Consideration and payment terms

The Consideration payable by the Purchaser to (i) the Company for the Sale Share shall be HK$88,500,000 and (ii) the Sale Loan Vendor for the Sale Loan shall be HK$15,500,000. The aggregate consideration of HK$104,000,000 (comprising HK$88,500,000 for the Sale Share and HK$15,500,000 for the Sale Loan) shall be satisfied in full by the Purchaser by procuring the PN Holder to set off the outstanding principal amount of the Outstanding PN against an amount equal to the Consideration at Completion, whereupon the relevant Outstanding PN shall be cancelled accordingly.

In consideration of the Company agreeing to entering into this Agreement with the Purchaser and subject to Completion taking place, the PN Holder agrees to waive the interest accrued on the Outstanding PN with principal amount of HK$104 million from 12 April 2025 to the date of Completion at Completion.

Conditions

Completion of the Sale and Purchase Agreement is conditional upon satisfaction or waiver of the Conditions below (save for Condition (ii) which is not capable of being waived by the Purchaser):

(i) all necessary consents, confirmations, permits, approvals, licences and authorisations having been obtained from all relevant governmental, regulatory and other governmental authorities or third party in connection with the transactions contemplated under the Sale and Purchase Agreement; and

(ii) the Company having satisfied the Independent Shareholders' approval requirement in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder in accordance with the Listing Rules.

The Company shall use its best endeavour to procure the fulfilment of the Conditions on or before the Long Stop Date. If any of the Conditions has not been fulfilled or waived (as the case may be) on or before the Long Stop Date, none of the Company or the Purchaser shall be obliged to proceed to Completion and thereafter, the Sale and Purchase Agreement shall cease to have any effect and neither party shall have any claims against each other save for any claims arising out of any antecedent breaches of the Sale and Purchase Agreement.

As at the Latest Practicable Date, none of the Conditions had been fulfilled.

Completion

Completion shall take place on the Completion Date, which shall be the third Business Day after fulfilment or waiver (as the case may be) of the Conditions.

Guarantee

The Guarantor has agreed to guarantee the due performance and observance of the terms and obligations under the Sale and Purchase Agreement by the Purchaser and the PN Holder.

BASIS OF THE CONSIDERATION

The Consideration was determined after arm's length negotiations between the Company and the Purchaser, having taken into account (i) the initial investment cost of the Disposal Group of approximately HK$67.1 million; (ii) the accumulated losses before interest, taxes, depreciation, and amortisation attributable to the Disposal Group since its

acquisition to 31 December 2025 amounting to approximately HK$21.4 million; (iii) the Sale Loan which amounted to approximately HK$15.5 million as at the date of the Sale and Purchase Agreement; (iv) the Purchaser's assessment of the Hokkaido Hotel's value and growth potential as explained below; and (v) the independent valuation of the Hokkaido Hotel.

An independent valuation of the Hokkaido Hotel using depreciated replacement cost approach has been conducted for reference purposes; however, the consideration was not primarily determined with reference to the indicative appraised value of the Hokkaido Hotel as at 28 February 2026 of JPY760.5 million (equivalent to approximately HK$37.9 million). For details of the valuation, please refer to the valuation report in Appendix II. The Consideration represents a premium over the valuation amount, primarily reflecting the Purchaser's commercial assessment of the Hokkaido Hotel and its view that there may be opportunities in the longer term to enhance the utilisation of the Hokkaido Hotel, including through potential redevelopment and/or expansion, subject to merger opportunities available and all necessary approvals. The Group, having regard to its current financial resources and capital allocation priorities, does not intend to pursue such potential redevelopment or expansion opportunities itself. The Company considers that it's a good opportunity to dispose of the Disposal Group at a premium and lessen the Group's liquidity pressure.

INFORMATION ON THE PARTIES

The Group

The Company is an investment holding company.

The Sale Loan Vendor is a wholly-owned subsidiary of the Company which is principally engaged in investment holding.

The Group has been principally engaged in provision of property management services, leasing of properties, renovation and decoration services and hotel operation.

The Purchaser

The Purchaser is an investment holding company incorporated under the laws of the BVI with limited liability. As at the Latest Practicable Date, the Purchaser is wholly owned by Mr. Hu, the controlling shareholder of the Company, the Chairman of the Board and an executive Director.

PN Holder

The PN Holder is an investment holding company incorporated under the laws of the BVI with limited liability, and is wholly owned by Mr. Hu.

Guarantor

Mr. Hu is the Chairman of the Board, an executive Director and the controlling shareholder of the Company.

INFORMATION OF THE DISPOSAL GROUP

The Target Company is an investment holding company incorporated under the laws of the BVI with limited liability and is a direct wholly-owned subsidiary of the Company. The principal asset of the Disposal Group is the Hokkaido Hotel located in Yoichi town of Hokkaido, Japan.

Set out below is the consolidated financial information of the Disposal Group as extracted from its unaudited consolidated management accounts prepared in accordance with Hong Kong Financial Reporting Standards for the two financial years ended 31 March 2024 and 2025, and the six months ended 30 September 2025 respectively.

	For the year ended 31 March		**For the six months ended 30 September**
	2024	**2025**	**2026**
	HK$'000	*HK$'000*	*HK$'000*
Revenue	9,532	7,446	5,528
Net loss before taxation	(6,433)	(6,520)	(409)
Net (loss)/profit after taxation	(5,368)	(5,613)	26

As at 30 September 2025, the unaudited net assets of the Disposal Group amounted to approximately HK$14.4 million.

REASONS FOR AND BENEFITS OF THE PROPOSED DISPOSAL

The Hokkaido Hotel's operation was significantly impacted by rising operating costs, including labor shortages and wage inflation. Increased competition from both local and international operators further exerted pressures on operations of the Hokkaido Hotel.

The Consideration would set off against an equivalent amount of the Outstanding PN. After Completion, the principal amount of the Outstanding PN will be reduced to approximately HK$446 million.

With reference to the announcement made on 25 March 2026, the Company entered into a subscription agreement with certain subscribers (including the PN Holder) pursuant to which the Company is desirous of issuing the convertible bonds in the principal amount of HK$594,264,000 at the coupon rate of 2% per annum maturing on 31 December 2029, whereby part of the consideration of the Subscriptions will be settled by setting off the principal amount of the Outstanding PN of HK$446,000,000 and accrued interest of HK$15,787,000 up to 28 February 2026. As a result, all the outstanding PN will be cancelled after completion of the Proposed Disposal and the Subscriptions.

The Directors consider that the Proposed Disposal would relieve the tremendous liquidity pressure of the Company to meet its financial obligations and improve its overall financial position, as well as improving the gearing ratio of the Group.

As stated in the interim report of the Company for the six months ended 30 September 2025, the Group's gearing ratio, representing by bank and other borrowings, promissory notes and unsecured borrowings from a director, including current and non-current portions, divided by total equity, was approximately negative 1.14.

Assuming the Completion had taken place on 30 September 2025, it is expected that the gearing ratio would be improve to approximately negative 1.07 as the outstanding promissory note will be reduced by the amount of Consideration, while the equity, which was in deficit, will also be reduced by the amount of gain on the Proposed Disposal, and the amount of outstanding interest attributable to the Outstanding PN with principal amount of HK$104 million being waived.

Having considered the above reasons and benefits, the Directors (including the independent non-executive Directors after taking into account the recommendation of the Independent Financial Adviser) consider that the terms of the Sale and Purchase Agreement are fair and reasonable and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECT OF THE PROPOSED DISPOSAL

Immediately prior to Completion, the Target Company is wholly-owned by the Company. Upon Completion, the Target Company will cease to be a subsidiary of the Group and its financial results, assets and liabilities will no longer be consolidated into the consolidated financial statements of the Group. The Company will not receive any proceeds from the Proposed Disposal.

It is expected that a gain of approximately HK$64.9 million will be resulted from the Proposed Disposal, which is calculated with reference to (i) the difference between the Consideration of HK$104 million; (ii) the net assets value of the Disposal Group of approximately HK$14.4 million as at 30 September 2025; (iii) the Sale Loan of approximately HK$15.5 million; and (iv) the reverse of exchange reserve of the Group of approximately HK$9.2 million.

Based on the Consideration of HK$104 million and given that the Group is expected to record an unaudited gain on the Proposed Disposal of approximately HK$64.9 million upon Completion, the estimated consolidated net asset value of the Group is expected to increase by approximately HK$74.1 million upon Completion, after taking into account (i) the estimated consolidated total assets of the Group is expected to decrease by approximately HK$43.0 million; and (ii) the estimated consolidated total liabilities of the Group is expected to decrease by approximately HK$120.0 million.

Shareholders should note that the actual financial effect on the Group from the Proposed Disposal depends on, among others, the financial position of the Target Company at Completion and the interest accrued on the Outstanding PN at Completion, and is subject to final audit.

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, the Target Company is a direct wholly-owned subsidiary of the Company. As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the Proposed Disposal exceeds 25% but below 75%, the Proposed Disposal constitutes a major disposal of the Company under Chapter 14 of the Listing Rules, and is therefore subject to the notification, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

The Purchaser is wholly-owned by Mr. Hu, who is the Chairman of the Board, an executive Director and the controlling shareholder of the Company, and hence a connected person of the Company. Accordingly, the Proposed Disposal also constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules, and is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Given Mr. Hu's interests in the Sale and Purchase Agreement and the transactions contemplated thereunder, Mr. Hu has abstained from voting on the relevant Board resolution(s) approving the Sale and Purchase Agreement and the transactions contemplating thereunder.

SGM

A notice convening the SGM to be held at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 15 May 2026 at 4:00 p.m. is set out from pages SGM-1 to SGM-2 of this circular. Ordinary resolution(s) will be proposed at the SGM for the Independent Shareholders to approve the Sale and Purchase Agreement and the transactions contemplated thereunder, which will be voted by way of poll and the results of the SGM will be published after the SGM.

As at the Latest Practicable Date, Mr. Hu is interested in approximately 73.75% of the issued share capital of the Company. Given Mr. Hu's interest in the Sale and Purchase Agreement, Mr. Hu and his associates will abstain from voting on the resolution(s) to be proposed at the SGM to approve the Sale and Purchase Agreement and the transactions contemplated thereunder. To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, no other Shareholder has a material interest in the Sale and Purchase Agreement and the transactions contemplating thereunder and hence, no other Shareholder will be required to abstain from voting on the resolution(s) to be proposed at the SGM.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you intend to attend and vote at the SGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, but in any event not less than 48 hours before the time of the SGM or any adjournment thereof, as the case may be. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned

meetings (as the case may be) should you so wish. In such event, the instrument appointing a proxy shall be deemed revoked.

In order to qualify for the right to attend and vote at the SGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on Monday, 11 May 2026.

Shareholders and potential investors of the Company should note that Completion is conditional upon the fulfilment or waiver (as the case may be) of the Conditions and therefore, may or may not take place. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

RECOMMENDATION

The Board is of the view that the terms of the Sale and Purchase Agreement have been negotiated on an arm's length basis, on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Independent Shareholders to vote in favour of the resolution(s) to be proposed at the SGM. Before deciding how to vote on the Resolution at the SGM, you are advised to read (i) the letter from the Independent Board Committee from pages 13 to 14 of this circular; and (ii) the letter from the Independent Financial Adviser from pages 15 to 34 of this circular which contains its advice to the Independent Board Committee and Independent Shareholders in relation to the Sale and Purchase Agreement and the transactions contemplated thereunder as well as the principal factors and reasons considered by it in arriving its opinions.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information contained in the appendices to this circular.

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

MAN SANG INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 938)

MAJOR DISPOSAL AND CONNECTED TRANSACTION IN RELATION TO THE PROPOSED DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF THE TARGET COMPANY AND THE ASSIGNMENT OF THE SALE LOAN

24 April 2026

To the Independent Shareholders

Dear Sir or Madam,

We refer to the circular issued by the Company to the Shareholders dated 24 April 2026 (the "**Circular**") of which this letter forms part. Terms defined in the Circular shall have the same meanings when used in this letter unless the context otherwise requires.

We have been appointed as members of the Independent Board Committee to advise you as to whether the Sale and Purchase Agreement and the transactions contemplated thereunder are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and its Shareholders as a whole.

Halcyon Capital Limited has been appointed as the Independent Financial Adviser to provide advice and recommendation to the Independent Board Committee and the Independent Shareholders in respect thereof. We wish to draw your attention to the "Letter from the Board" and the "Letter from the Independent Financial Adviser" set out in the Circular, as well as the additional information set out in the appendices to the Circular.

Having considered the Sale and Purchase Agreement and the transactions contemplated thereunder, the principal factors and reasons considered by, and the advice of, the Independent Financial Adviser set out in its letter of advice, we consider that the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder are fair and reasonable so far as the Independent Shareholders are concerned, and although the Sale and Purchase Agreement is not entered into in the ordinary and usual course of business of the Group, the Sale and Purchase Agreement are on normal commercial terms or better and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolutions approving the Sale and Purchase Agreement and the transactions contemplated thereunder at the SGM.

Yours faithfully,
For and on behalf of
the Independent Board Committee of
Man Sang International Limited

Ms. Pau Yee Ling	**Mr. Wong Kwan Kit**	**Ms. Zhou Hong**
	Independent non-executive Directors	

The following is the full text of the letter of advice from Halcyon Capital to the Independent Board Committee and the Independent Shareholders which has been prepared for the purpose of inclusion in this circular.

HALCYON CAPITAL LIMITED
3401, HOPEWELL CENTRE
183 QUEEN'S ROAD EAST
WAN CHAI
HONG KONG

24 April 2026

To the Independent Board Committee and the Independent Shareholders

Dear Sirs/ Madam,

MAJOR TRANSACTION AND CONNECTED TRANSACTION IN RELATION TO THE PROPOSED DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF THE TARGET COMPANY AND THE ASSIGNMENT OF THE SALE LOAN

INTRODUCTION

We refer to our engagement as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder, details of which are set out in the letter from the Board (the "**Letter from the Board**") contained in a circular of the Company (the "**Circular**") to the Shareholders dated 24 April 2026, of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

On 12 March 2026 (after trading hours), the Company (as the vendor), the Purchaser (as the purchaser), the PN Holder and the Guarantor entered into the Sale and Purchase Agreement, pursuant to which (i) the Company has conditionally agreed to dispose of, and the Purchaser has conditionally agreed to acquire, the Sale Share; and (ii) the Company has conditionally agreed to procure the Sale Loan Vendor (a wholly-owned subsidiary of the Company) to assign, and the Purchaser has conditionally agreed to take up an assignment of the Sale Loan. As at the date of the Sale and Purchase Agreement, the aggregate amount of the Sale Loan amounted to approximately HK$15.5 million.

The Target Company is an investment holding company incorporated under the laws of the BVI with limited liability and is a direct wholly-owned subsidiary of the Company. The principal asset of the Disposal Group is the Hokkaido Hotel, comprising the hotel property and golf course located in Yoichi town of Hokkaido, Japan.

Since each of the Purchaser and the PN Holder is wholly-owned by Mr. Hu, who is the Chairman of the Board, an executive Director and the controlling shareholder of the Company, and hence is a connected person of the Company. By virtue of the aforesaid relationship, the Proposed Disposal constitutes a connected transaction for the Company under Rule 14A.25 of the Listing Rules. Since the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the Proposed Disposal exceeds 25% but below 75%, the Proposed Disposal also constitutes a major transaction of the Company.

The Independent Board Committee, comprising Ms. Pau Yee Ling, Mr. Wong Kwan Kit and Ms. Zhou Hong, being the independent non-executive Directors, has been formed to advise the Independent Shareholders as to whether the terms and conditions of the Sale and Purchase Agreement are fair and reasonable and on normal commercial terms, and the entering into of the Sale and Purchase Agreement is in the interests of the Company and the Shareholders as a whole and how the Independent Shareholders should vote at the SGM.

Our role, as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Sale and Purchase Agreement and the transactions contemplated thereunder, is to (i) provide the Independent Board Committee and the Independent Shareholders an independent opinion and recommendation as to whether the Sale and Purchase Agreement is entered into on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Group and the Shareholders as a whole, and whether the terms thereof are fair and reasonable so far as the Company and the Independent Shareholders are concerned; and (ii) advise the Independent Shareholders on how to vote at the SGM.

Except for being appointed as the independent financial adviser to the then independent board committee and independent shareholders of the Company for an engagement, details of which have been set out in the letter from the independent financial adviser contained in the circular of the Company dated 18 March 2025, there was no engagement between the Group and Halcyon Capital in the last two years from the date of this letter. Given our independent role and the normal professional fee we received, we consider that we are independent from the Company pursuant to Rule 13.84 of the Listing Rules.

BASIS OF OUR OPINION

In formulating our advice and recommendation to the Independent Board Committee and the Independent Shareholders, we have relied on the information, financial information and the facts supplied to us and representations expressed by the Directors and/or management of the Group and have assumed that all such information, financial information and facts and any representations made to us, or referred to in the Circular, in all material aspects, are true, accurate and complete as at the time they were made and continue to be so as at the date of the Circular, has been properly extracted from the relevant underlying accounting records (in the case of financial information) and made after due and careful inquiry by the Directors and/or the management of the Group. The management of the Group has confirmed that, after having made all reasonable enquiries and to the best of their knowledge and belief, all relevant information has been supplied to us and that no material facts have been omitted from the information supplied and representations expressed to us. We have also relied on certain information available to the public and have assumed such information to be accurate and reliable. We have no reason to doubt the completeness, truth or accuracy of the information and facts provided and we are not aware of any facts or circumstances which would render such information provided and representations made to us untrue, inaccurate or misleading.

Our review and analysis were based upon, among others, the information provided by the Group including the Sale and Purchase Agreement, the annual report of the Company for the year ended 31 March 2025 (the "**2025 Annual Report**"), interim report of the Company for the six months ended 30 September 2025 (the "**2025 Interim Report**"), the valuation report on the Hokkaido Hotel (the "**Valuation Report**") as set out in Appendix II to the Circular, the financial information of the Disposal Group, the Circular, and certain published information from the public domain.

We have also discussed with the Directors and/or the management of the Group with respect to the terms of and reasons for the entering into of the Sale and Purchase Agreement and considered that we have reviewed sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted an independent verification or appraisal of the information nor have we conducted any form of in-depth investigation into the businesses, affairs, financial position, profitability or the prospects of the Group, the Purchaser, the Disposal Group or any of their respective subsidiaries or associates or the Hokkaido Hotel. Nothing contained in this letter should be construed as a recommendation to hold, sell or buy the shares or any other securities of the Company.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion for the Sale and Purchase Agreement and the transactions contemplated thereunder, we have considered the following principal factors and reasons:

1. Information on the Group

1.1 Principal business

The Company is an investment holding company, and its subsidiaries principally engaged in the property development, sales and leasing of properties, provision of property management services, provision of renovation and decoration services and hotel management.

As stated in the 2025 Annual Report, during the year ended 31 March 2025, the global economic recovery remained clouded by persistent challenges, including prolonged high interest rates until late 2024, rising corporate financing costs, and ongoing geopolitical uncertainties, all of which exerted pressure on the overall business environment. In response to market uncertainties, the Group proactively adjusted its business strategies during the year, with a focus on enhancing asset quality and optimising cash flow management. The successful disposal of the property business of the Group in Chongqing in April 2025 further reduced the Group's financial burden and contributed to the improvement of its asset-liability structure, thereby enhancing overall financial flexibility.

The loss attributable to equity holders of the Company in the year ended 31 March 2025 amounted to approximately HK$592.2 million as compared to approximately HK$551.8 million in the year ended 31 March 2024. The increase in loss attributable to equity holders of the Company was mainly due to increase in finance cost and loss on fair value of investment properties, offset by decrease in impairment losses on property, plant and equipment, and right-of-use assets and increase in gross profit in the year ended 31 March 2025. We further noted that given the Chongqing property business was only disposed of in April 2025, the aforesaid financials of the Group had included the results of the Chongqing property business, which had been loss-making over the years based on the 2025 Annual Report.

Nevertheless, for the six months ended 30 September 2025, before taking into account the one-off gain on disposal of the property business of the Group in Chongqing, the Group still recorded loss for the period from continuing operation (after excluding the Chongqing property business as discontinued operation) of approximately HK$14.4 million, as compared to approximately HK$21.9 million for the six months ended 30 September 2024.

1.2 Financial highlights

(i) Financial performance

For the year ended 31 March 2025

Set out below is the summary of key financial information of the Group for the two years ended 31 March 2025 as extracted from the 2025 Annual Report:

	For the year ended 31 March	
	2025	**2024**
	HK$'mil	*HK$'mil*
	(audited)	(audited)
Revenues	138	127
Cost of sales	(113)	(110)
Gross profit	25	17
Decrease in fair value of investment properties	(266)	(245)
Finance costs	(209)	(137)
Loss before tax	(591)	(546)
Taxation	(9)	(6)
Loss for the year	**(592)**	**(552)**

The Group recorded revenue of approximately HK$138.0 million, as compared to approximately HK$126.7 million in the corresponding period in 2024, and loss for the year of approximately HK$591.8 million, as compared to approximately HK$551.5 million in the corresponding period in 2024. According to the 2025 Annual Report, the increase in revenue was contributed primarily from the Group's renovation and decoration segment.

During the years ended 31 March 2024 and 2025, the Group recorded decreases in fair value of investment properties of approximately HK$244.7 million and HK$266.1 million, respectively, and all of which were mainly attributable to the Chongqing property business.

The Group also recorded finance costs of approximately HK$208.5 million for the year ended 31 March 2025 (as compared to approximately HK$137.2 million for the year ended 31 March 2024), comprising approximately HK$126.3 million interest on bank and other borrowings, approximately HK$47.6 million interest on promissory notes, HK$33.3 million interest on unsecured borrowings from a director and approximately HK$1.3 million interest on lease liabilities. The increase in finance costs was mainly

attributable to the increase in interest on bank and other borrowings of approximately HK$52.0 million.

The Group recorded a loss for the year of approximately HK$591.8 million for the year ended 31 March 2025 as compared to approximately HK$551.5 million for the year ended 31 March 2024, the increase in loss was mainly attributable to the surge in finance costs.

For the six months ended 30 September 2025

Set out below is the summary of key financial information of the Group for the six months ended 30 September 2024 and 2025 as extracted from the 2025 Interim Report:

	For the six months ended 30 September	
	2025	**2024**
	HK$'mil	*HK$'mil*
	(Unaudited)	(Unaudited)
Continuing operations		
Revenues	44	49
Cost of sales	(25)	(44)
Gross profit	19	5
Loss before tax	(10)	(18)
Taxation	(5)	(4)
Loss for the period from continuing operations	(15)	(22)
Discontinued operations		
Profit/(loss) for the period from discontinued operations	465	(159)
Profit/(loss) for the period	**450**	**(181)**

During the six months ended 30 September 2025, the Group disposed of its Chongqing property business, and the results of the Chongqing property business were then classified as results from discontinued operations.

The Group recorded revenue of approximately HK$43.9 million from continuing operations, as compared to approximately HK$48.9 million in the corresponding period in 2024, and loss for the period of approximately HK$14.4 million from continuing operations, as compared to approximately HK$21.9 million in the corresponding period in 2024. After taking into

account the results from the discontinued operations, the Group recorded a profit of approximately HK$450.4 million, as compared to a loss of approximately HK$180.8 million in the corresponding period in 2024. The improvement in gross profit from continuing operations was mainly due to effective cost control measures being imposed by the Group and the gross profit brought by the commercial property management services.

In respect of the results from the discontinued operations, the Group recorded a gain on disposal of approximately HK$469.7 million during the six months ended 30 September 2025, while recorded decreases in fair value of investment properties of approximately HK$59.1 million and finance costs of approximately HK$56.1 million during the corresponding period in 2024.

(ii) Segmental revenue and profit or loss

Set out below is the analysis of segmental revenue and segment profit or loss for each of the two years ended 31 March 2025 and six months ended 30 September 2024 and 2025 as extracted from the 2025 Annual Report and the 2025 Interim Report, respectively:

	For the six months ended 30 September		**For the year ended 31 March**	
	2025	**2024**	**2025**	**2024**
	HK$'mil	*HK$'mil*	*HK$'mil*	*HK$'mil*
	(unaudited)	(unaudited)	(audited)	(audited)
Revenue				
Renovation and decoration	12	32	53	39
Property management services	27	11	35	31
Hotel operation in Japan	5	6	7	10
Chongqing property business (Discontinued)	1	21	43	47
Total	45	70	138	127
Segment profit/ (loss)				
Renovation and decoration	0	2	5	3
Property management services	12	1	(2)	3
Hotel operation in Japan	(1)	(1)	(6)	(7)
Chongqing property business (Discontinued)	465	(157)	(520)	(488)
Total	476	(155)	(523)	(489)

As shown in the table above, following the discontinuing of the Chongqing property business, the renovation and decoration business and the property management service were the two largest revenue-contributing business segments for each of the two years ended 31 March 2025 and the six months ended 30 September 2024 and 2025, while the hotel operation in Japan business segment recorded the worst performance among all segments, and was the only segment which recorded segment loss throughout each of the two years ended 31 March 2025 and the six months ended 30 September 2024 and 2025.

Based on the table above, following the discontinuing of the Chongqing property business, if the impacts of the hotel operation in Japan on segment results were removed for each of the two years ended 31 March 2025 and six months ended 30 September 2024 and 2025, the Group would have recorded overall segment profit for each of the two years ended 31 March 2025 and six months ended 30 September 2024 and 2025.

(iii) Financial position

As stated in the 2025 Interim Report, the Group recorded net liabilities of approximately HK$587.5 million, and marginal net current liabilities of approximately HK$0.4 million as at 30 September 2025. Major balance sheet items of the Group as at 30 September 2025 included investment properties of approximately HK$110.1 million, property, plant and equipment of approximately HK$36.6 million, trade and other payables of approximately HK$49.5 million, promissory notes of approximately HK$541.1 million and bank and other borrowings of approximately HK$112.3 million. The carrying value of the promissory notes mainly represented its amortised cost calculated based on effective interest rates at 8%, principal amount of HK$550.0 million. Therefore, the net liabilities position of the Group as at 30 September 2025 was principally attributable to the Outstanding PN.

2. Information on the Disposal Group

2.1 Principal business

The Target Company is an investment holding company incorporated under the laws of the BVI with limited liability and is a direct wholly-owned subsidiary of the Company. The principal asset of the Disposal Group is the Hokkaido Hotel, comprising the hotel property and golf course located in Yoichi town of Hokkaido, Japan.

According to the Valuation Report as set out in Appendix II to this Circular, the Hokkaido Hotel were completed in between 1993 and 1994, implying that the Hokkaido Hotel were aged over 30 years. As advised by the management of the Company, there had been no major renovation carried out to the Hokkaido Hotel since the acquisition of the Hokkaido Hotel by the Group in 2020.

According to Japan National Tourism Organization, the number of guests at accommodations in Hokkaido increased from approximately 6.2 million guests in 2023 to approximately 9.3 million in 2024. Further, according to Hokkaido Tourism Bureau, Department of Economic Affairs* (北海道經濟部觀光局), during April to September 2025, total number of overnight guest nights was approximately 21.4 million, representing an increase of approximately 1.1 million, or 5.5%, as compared to the same period in the previous year. However, based on the information of the Hokkaido Hotel provided by the Company, the average monthly occupancy rate of the Hokkaido Hotel during April to September decreased from approximately 31.1% in 2024 to approximately 27.0% in 2025, and the average monthly room rate during the same period also decreased from approximately JPY22,100 in 2024 to approximately JPY20,400 in 2025. On the other hand, for the calendar year 2025, the average monthly occupancy rate of the Hokkaido Hotel also recorded a decline in 2025 as compared to 2024, which decreased from approximately 30.1% in 2024 to approximately 26.2% in 2025, and the average monthly room rate also recorded a slight decline from approximately JPY20,400 in 2024 to approximately JPY20,200 in 2025.

2.2 Financial highlights

Set out below is the summary of key unaudited consolidated financial information of the Disposal Group for the two years ended 31 March 2025 and six months ended 30 September 2025 provided by the Company:

	For the nine months ended 31 December 2025	**For the year ended 31 March**	
		2025	**2024**
	HK$ 'million (Unaudited)	*HK$ 'million* (Unaudited)	*HK$ 'million* (Unaudited)
Revenue	6.8	7.5	9.5
Cost of sales	(8.0)	(12.2)	(13.5)
Gross loss	(1.2)	(4.7)	(4.0)
Loss before taxation and for the year/period	(3.0)	(6.5)	(6.4)

Financial performances

The Disposal Group recorded a decrease in revenue from approximately HK$9.5 million for the year ended 31 March 2024 to approximately HK$7.4 million for the year ended 31 March 2025. As stated in the 2025 Annual Report, such decrease was mainly attributable to the pro-longed winter time in year ended 31 March 2025 which adversely affected the revenue of the hotel operation. While the Disposal Group was unable to record gross profit for each of the years ended 31 March 2024 and 2025, and the nine months ended 31 December 2025.

After taking into account the administrative expenses and other gains and losses, the Disposal Group recorded unaudited losses before taxation of approximately HK$6.4 million, HK$6.5 million and HK$3.0 million for the years ended 31 March 2024 and 2025, and the nine months ended 31 December 2025, respectively.

Based on the information provided by the Company, we noted that the losses recorded by the Disposal Group were mainly attributable to its operations despite the improvements in tourism performances during the period.

Net assets value

Set out below is the breakdown of unaudited consolidated net assets value of the Disposal Group as at 31 December 2025 provided by the management of the Company:

	As at 31 December 2025
	HK$' million
Non-current assets	33.4
Current assets	5.3
Current liabilities	19.2
Non-current liabilities	8.2

As at 31 December 2025, the Disposal Group recorded unaudited consolidated net assets of approximately HK$11.3 million, and as further advised by the management of the Company, non-current assets mainly represented the book value of the Hokkaido Hotel amounted to approximately HK$33.4 million and current liabilities mainly represented the outstanding amount due to the Sale Loan Vendor as at 31 December 2025 amounted to approximately HK$12.1 million. The remaining current liabilities mainly represented other payables and accruals, while the non-current liabilities mainly represented deferred tax liabilities.

Further, according to the Valuation Report as set out in Appendix II to the Circular, the market value of the Hokkaido Hotel as at 28 February 2026 was JPY761.0 million. Based on the exchange rate as at 28 February 2026 quoted from Bloomberg of JPY100 = HK$5.0149, the market value of the Hokkaido Hotel as at 28 February 2026 is equivalent to approximately HK$38.2 million.

2.3 Our view

Despite the continuous recovery and growth of Hokkaido tourism after COVID, the recent financial performances of the Disposal Group remained unsatisfactory. The Disposal Group was unable to generate operating profit and had been recording gross losses in recent years. Meanwhile, there had been no major renovation or expansion on the Hokkaido Hotel in recent years and the overall average monthly occupancy rate in 2024 and 2025 maintained a relatively low level of approximately 30% or below.

We concur with the management of the Company that, the value of the Hokkaido Hotel might potentially be unlocked through redevelopment or expansion, while either of which requires considerable input of resources. However, taking into account the current resources allocation strategy and availability of the Group, we are given to understand that the management of the Company has no current plan to pursue any redevelopment or expansion of the Hokkaido Hotel, and, accordingly, it is difficult for the Disposal Group to generate positive impact to the financial performances of the Group through its operation.

3. Reasons for and the benefits of the Proposed Disposal

The Hokkaido Hotel's operation was significantly impacted by rising operating costs, including labor shortages and wage inflation. Increased competition from both local and international operators further exerted pressures on operations of the Hokkaido Hotel.

The Consideration would set off against an equivalent amount of the Outstanding PN. After Completion, the principal amount of the Outstanding PN will be reduced to approximately HK$446 million.

With reference to the announcement made on 25 March 2026, the Company entered into a subscription agreement with certain subscribers (including the PN Holder) pursuant to which the Company is desirous of issuing the convertible bonds in the principal amount of HK$594,264,000 at the coupon rate of 2% per annum maturing on 31 December 2029, whereby part of the consideration of the Subscriptions will be settled by setting off the principal amount of the Outstanding PN of HK$446,000,000 and accrued interest of HK$15,787,000 up to 28 February 2026. As a result, all the outstanding PN will be cancelled after completion of the Proposed Disposal and the Subscriptions.

The Directors consider that the Proposed Disposal would relieve the tremendous liquidity pressure of the Company to meet its financial obligations and improve its overall financial position, as well as improving the gearing ratio of the Group.

Our view

As stated in our analysis under section 2 above, despite the continuous recovery and growth of Hokkaido tourism after COVID, the recent financial performances of the Disposal Group remained unsatisfactory. The Disposal Group was unable to generate operating profit and had been recording gross losses in recent years. Meanwhile, there had been no major renovation or expansion on the Hokkaido Hotel in recent years and the overall average monthly occupancy rate in 2024 and 2025 maintained a relatively low level of approximately 30% or below.

On the other hand, the Outstanding PN carries an interest rate of 4% and, according to the 2025 Annual Report, the amortised cost of the Outstanding PN was calculated based on effective interest rates at 8%, we concur with the management of the Company that the Disposal would enable the Group to (i) relieve its liquidity pressure by reduce the outstanding principal amount of the Outstanding PN, being the largest amount of liabilities of the Group as at 30 September 2025; (ii) improve its overall financial position by (a) disposing the Disposal Group at a consideration above the net assets value of the Disposal Group and (b) waiving the interest accrued on the Outstanding PN with principal amount of HK$104 million from 12 April 2025 to the date of Completion at Completion; and (iii) improve gearing ratio by reducing the principal amount of the Outstanding PN and the waiving of interest accrued on the Outstanding PN with principal amount of HK$104 million from 12 April 2025 to the date of Completion at Completion pursuant to the Sale and Purchase Agreement. Further, we consider that the Proposed Disposal may also (i) improve the financial performance of the Group by (a) disposing the loss-making Disposal Group and (b) reducing the finance cost by reducing the outstanding principal amount of the Outstanding PN; and (ii) enable the Group to focus its resources in the remaining business segments of the Group which recorded better segmental financial performance than the Disposal Group in recent years.

4. Principal terms of the Sale and Purchase Agreement

On 12 March 2026 (after trading hours), the Company (as the vendor), the Purchaser (as the purchaser), the PN Holder and the Guarantor entered into the Sale and Purchase Agreement, pursuant to which (i) the Company has conditionally agreed to dispose of, and the Purchaser has conditionally agreed to acquire, the Sale Share; and (ii) the Company has conditionally agreed to procure the Sale Loan Vendor (a wholly-owned subsidiary of the Company) to assign, and the Purchaser has conditionally agreed to take up an assignment of the Sale Loan. Details of the Sale and Purchase Agreement are included in the Letter from the Board and reproduced out below:

4.1 Assets to be disposed of

The Sale Share, representing the entire issued share capital of the Target Company.

4.2 Assignment of Sale Loan

Pursuant to the Sale and Purchase Agreement, the Company has agreed to procure the Sale Loan Vendor (a wholly-owned subsidiary of the Company) to assign, and the Purchaser has agreed to take up an assignment of, all benefits and interests of and in the Sale Loan free from all encumbrances and with all rights attached thereto as at Completion.

As at the date of the Sale and Purchase Agreement, the aggregate amount of the Sale Loan amounted to approximately HK$15.5 million.

4.3 Consideration and payment terms

The Consideration payable by the Purchaser to (i) the Company for the Sale Share shall be HK$88,500,000 and (ii) the Sale Loan Vendor for the Sale Loan shall be HK$15,500,000. The aggregate consideration of HK$104,000,000 (comprising HK$88,500,000 for the Sale Share and HK$15,500,000 for the Sale Loan) shall be satisfied in full by the Purchaser by procuring the PN Holder to set off the outstanding principal amount of the Outstanding PN against an amount equal to the Consideration at Completion, whereupon the relevant Outstanding PN shall be cancelled accordingly.

In consideration of the Company agreeing to entering into this Agreement with the Purchaser and subject to Completion taking place, the PN Holder agrees to waive the interest accrued on the Outstanding PN with principal amount of HK$104 million from 12 April 2025 to the date of Completion at Completion.

Basis of the Consideration

As set out in the Letter from the Board, the Consideration was determined after arm's length negotiations between the Company and the Purchaser, having taken into account (i) the initial investment cost of the Disposal Group of approximately HK$67.1 million; (ii) the accumulated losses before interest, taxes, depreciation, and amortisation attributable to the Disposal Group since its acquisition to 31 December 2025 amounting to approximately HK$21.4 million; (iii) the Sale Loan which amounted to approximately HK$15.5 million as at the date of the Sale and Purchase Agreement; (iv) the Purchaser's assessment of the Hokkaido Hotel's value and growth potential as explained below; and (v) the independent valuation of the Hokkaido Hotel.

An independent valuation of the Hokkaido Hotel using the depreciated replacement cost approach has been conducted for reference purposes; however, the consideration was not primarily determined with reference to the indicative appraised value of the Hokkaido Hotel as at 28 February 2026. The Consideration represents a premium over the valuation amount, primarily reflecting the Purchaser's commercial assessment of the Hokkaido

Hotel and its view that there may be opportunities in the longer term to enhance the utilisation of the Hokkaido Hotel, including through potential redevelopment and/or expansion, subject to merger opportunities available and all necessary approvals. The Group, having regard to its current financial resources and capital allocation priorities, does not intend to pursue such potential redevelopment or expansion opportunities itself. The Company considers that it's a good opportunity to dispose of the Disposal Group at a premium and lessen the Group's liquidity pressure.

Our analysis on the Consideration

The Consideration and valuation of Hokkaido Hotel

Pursuant to the Sale and Purchase Agreement, the Consideration for the Sale Share and the assignment of the Sale Loan shall be HK$104.0 million in aggregate which shall be satisfied in full by the Purchaser by procuring the PN Holder to set off the outstanding principal amount of the Outstanding PN against an amount equal to the Consideration at Completion.

Based on the financial information of the Disposal Group provided by the management of the Company, the unaudited consolidated net assets of Disposal Group as at 31 December 2025 was approximately HK$11.3 million, which had included the book value of the Hokkaido Hotel of approximately HK$33.4 million and the amount due to the Sale Loan Vendor as at 31 December 2025 of approximately HK$12.1 million. The valuation of the Hokkaido Hotel as at 28 February 2026 conducted by an independent valuer using the cost approach - depreciated replacement cost method was approximately HK$38.2 million as stated above.

As stated above, the Consideration was not primarily determined with reference to the appraised value of the Hokkaido Hotel, instead, the Consideration was determined with reference to, among other things, (i) the initial investment costs in the Disposal Group by the Group; (ii) the accumulated losses before interest, taxes, depreciation, and amortisation attributable to the Disposal Group since acquisition and up to 31 December 2025; and (iii) the outstanding amount of Sale Loan as at the date of the Sale and Purchase Agreement. It is worth noting that, as advised by the management of the Company, the carrying value of the Hokkaido Hotel as at 28 February 2026 was approximately HK$32.8 million and, therefore, the valuation of the Hokkaido Hotel as at 28 February 2026 represented a premium of approximately HK$5.4 million over such carrying value.

Given that the Group has acquired the interest in the Hokkaido Hotel during the year ended 31 March 2021, the Group shall bear all profits and losses arising from the operation of the Hokkaido Hotel thereafter. While taking into account the basis of determination of the Consideration as set out in the Letter from the Board, we noted that the Group would be able to recover, not just its costs of investment in, and the shareholder's loan to, the

Disposal Group, but also the accumulated losses before interest, taxes, depreciation, and amortisation attributable to the Disposal Group since the acquisition of Hokkaido Hotel to 31 December 2025 through the Disposal. Having further taken into account the fact that market value of the Hokkaido Hotel only represented a premium of approximately HK$5.4 million over its book value, which was considerably lower than the accumulated losses before interest, taxes, depreciation, and amortisation attributable to the Disposal Group since the acquisition of Hokkaido Hotel and up to 31 December 2025, we considered that the Consideration is fair and reasonable to the Company and its shareholders.

As disclosed in the Letter from the Board and as stated above, the market value of the Hokkaido Hotel as at 28 February 2026 as appraised by Ravia Global Appraisal Advisory Limited ("**Ravia**"), an independent valuer appointed by the Company based on the depreciated replacement cost approach, was approximately HK$38.2 million.

We have further obtained and reviewed the Valuation Report (the details of which are set out in Appendix II to the Circular) and discussed with Ravia regarding the methodology of, basis and assumptions adopted for the valuation of the market value of the Hokkaido Hotel as contained in the Valuation Report. We noted that Ravia has conducted an on-site inspection of the Hokkaido Hotel and the valuation of the Hokkaido Hotel was conducted by Ravia using the depreciated replacement cost method which require a valuation of the market value for the existing use of the land, and an estimate of new replacement cost of the existing buildings and structures, from which deductions are made to allow for the physical deterioration and all relevant forms of obsolescence and optimization.

We have been advised by Ravia that in considering the methodology to be adopted in arriving the market value of the Hokkaido Hotel, (i) given the unique characteristics of the Hokkaido Hotel (being a combination of hotel and with a golf course and extensive forest land), identifiable market transactions of a genuinely comparable nature are very limited, and, therefore, market approach is not considered appropriate; and (ii) taking into account the recent financial performance of the Hokkaido Hotel, a significant volume of market assumptions would need to be introduced under income approach, which would substantially increase the degree of subjectivity and reduce the reliability of the resulting valuation, and, therefore, income approach is not considered appropriate as well. We are being further advised that when market approach and income approach are not considered as appropriate valuation methodologies for such type of property, the cost method is considered more appropriate. Meanwhile, we have obtained and reviewed the HKIS Valuation Standards 2024 (the "**Valuation Standards**") published by The Hong Kong Institute of Surveyors. According to the Valuation Standards, depreciated replacement cost is a method in the absence of sufficient market data to arrive at the market value of real property and plant and equipment by means of market-based evidence. As mentioned

above, given the unique characteristics of the Hokkaido Hotel, identifiable market transactions of a genuinely comparable nature are very limited. Meanwhile, based on the information provided by the management of the Company, the Disposal Group was unable to generate profit in recent years and, therefore, income approach may not be reasonably applied. Based on the above, we consider that the valuation approach adopted by Ravia in performing the valuation of the Hokkaido Hotel is appropriate.

We have also enquired (i) the terms of engagement of Ravia (including its independence) with the Company; (ii) the qualification and experience of Ravia in relation to the valuation of similar property interests in Japan and the preparation of the Valuation Report; and (iii) the procedures and work taken by Ravia in conducting the valuation of the Hokkaido Hotel. From the relevant information provided by Ravia and based on our interview with them, we are satisfied with the terms of engagement of Ravia as well as their qualification and experience for preparation of the Valuation Report. Ravia has also confirmed that they are independent to the Group and the Purchaser.

We have also obtained and reviewed the list of comparable transactions adopted by Ravia in conducting the valuation of the land portion of the Hokkaido Hotel, and noted that the assessed unit land rate as disclosed in the Valuation Report falls within the price range of such comparable transactions, and all of the comparable transactions are located in Yoichi-gun of Hokkaido, and the transaction dates are within four years from the valuation date. Taking into account the above, we consider that the comparable transactions selected by Ravia are reasonable.

As disclosed in the Valuation Report, the estimated gross replacement cost of the building portion, aggregating approximately JPY6,800,000,000 across all components, while the aggregate depreciation deducted from the gross replacement cost amounted to approximately JPY6,200,000,000, representing an overall depreciation rate of approximately 91%, primarily attributable to the advanced age of the structures and their limited remaining useful life. Taking into account the fact that the Hokkaido Hotel was completed between 1993 and 1994, there had been no major renovation carried out to the Hokkaido Hotel since the acquisition of the Hokkaido Hotel by the Group in 2020, the accounting policy of the Group on property, plant and equipment as stated in the 2025 Annual Report and the fact that the Hokkaido Hotel was still in operation as at 28 February 2026 while had been considered underperforming, we consider that the overall depreciation rate (which had taken into account the age-based depreciation and an observed deterioration adjustment) as stated above is not unreasonable.

During our discussion with Ravia, we have not identified any major factors which cause us to doubt the fairness and reasonableness of the principal basis and assumptions adopted for or the information used in the valuation of the Hokkaido Hotel. Further details of the basis and assumptions of the valuation of the Hokkaido Hotel are included in the Valuation Report as set out in Appendix II to this circular.

4.4 Conditions precedent

Completion of the Sale and Purchase Agreement is conditional upon satisfaction or waiver of the Conditions below (save for Condition (ii) which is not capable of being waived by the Purchaser):

(i) all necessary consents, confirmations, permits, approvals, licences and authorisations having been obtained from all relevant governmental, regulatory and other governmental authorities or third party in connection with the transactions contemplated under the Sale and Purchase Agreement; and

(ii) the Company having satisfied the Independent Shareholders' approval requirement in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder in accordance with the Listing Rules.

The Company shall use its best endeavour to procure the fulfilment of the Conditions on or before the Long Stop Date. If any of the Conditions has not been fulfilled or waived (as the case may be) on or before the Long Stop Date, none of the Company or the Purchaser shall be obliged to proceed to Completion and thereafter, the Sale and Purchase Agreement shall cease to have any effect and neither party shall have any claims against each other save for any claims arising out of any antecedent breaches of the Sale and Purchase Agreement.

As at the Latest Practicable Date, none of the Conditions had been fulfilled.

4.5 Completion

Completion shall take place on the Completion Date, which shall be the third Business Day after fulfilment or waiver (as the case may be) of the Conditions.

4.6 Guarantee

The Guarantor has agreed to guarantee the due performance and observance of the terms and obligations under the Sale and Purchase Agreement by the Purchaser and the PN Holder.

5. Financial effects of the Proposed Disposal

Given the Sale Share represent the entire issued share capital of the Target Company, upon Completion, members of the Disposal Group will cease to be subsidiaries of the Company, and their assets, liabilities and results will no longer be consolidated into the consolidated financial statements of the Group.

Upon Completion, the Group will cease to engage in the Hokkaido Hotel related business. It is expected that subsequent to the Proposed Disposal, there will not be any further contribution from this segment.

5.1 Earnings

According to the financial information of the Disposal Group provided by the management of the Company and as set out in the Letter from the Board, the Disposal Group had been loss-making in each of the two years ended 31 March 2025 and six months ended 30 September 2025. Taking into account the recent financial performance of the Disposal Group, except for the one-off gain or loss effect arising from the Proposed Disposal, if the Completion had taken place on 1 April 2024, the losses recorded by the Group for the year ended 31 March 2025 from its ordinary businesses would have been reduced.

For the avoidance of doubt, the gain or loss on the Proposed Disposal did not take into account the waiver of interests accrued on the Outstanding PN with principal amount of HK$104 million, which will be charged to other reserves as advised by the management of the Company.

Shareholders should note that the actual financial effect on the Group from the Proposed Disposal depends on, among others, the financial position of the Disposal Group at the Completion and the waiver of interest accrued on the Outstanding PN with principal amount of HK$104 million at the Completion, and is subject to final audit. The gain or loss on the Proposed Disposal to be recorded is one-off in nature and is a non-cash gain or loss.

5.2 Assets and liabilities

According to the 2025 Interim Report, the unaudited consolidated total assets and total liabilities of the Group as at 30 September 2025 were approximately HK$252.0 million and HK$839.5 million, respectively. As a result of the Completion, the assets and liabilities of the Group will be reduced as the assets and liabilities of the Disposal Group will no longer be consolidated to the financial statements of the Company. Furthermore, the liabilities of the Group will further be reduced by (i) the amount of Consideration given that the Consideration would set off against an equivalent amount of the Outstanding PN pursuant to the Sale and Purchase Agreement; and (ii) the outstanding interests attributable to the Outstanding PN with principal amount of HK$104 million which will be waived at Completion pursuant to the Sale and Purchase Agreement.

5.3 Gearing

As stated in the 2025 Interim Report, the Group's gearing ratio, representing by bank and other borrowings, promissory notes and unsecured borrowings from a director, including current and non-current portions, divided by total equity, was approximately negative 1.14 times.

Assuming the Completion had taken place on 30 September 2025, it is expected that the gearing ratio may not be materially affected as the outstanding promissory note will be reduced by the amount of Consideration, while the equity, which was in deficit, will also be reduced by the amount of gain on the Proposed Disposal as currently anticipated by the Company as stated in the Letter from the Board, and the amount of outstanding interest attributable to the Outstanding PN with principal amount of HK$104 million being waived.

5.4 Working capital

Based on the 2025 Interim Report, the Group had cash and cash equivalents of approximately HK$14.3 million as at 30 September 2025.

As a result of the Completion, given that the Consideration will not involve any cash component, the cash and cash equivalents of the Group will be reduced by the amount of cash and cash equivalents held by the Disposal Group.

Meanwhile, as advised by the management of the Company, the Disposal Group recorded loss before depreciation and amortisation for each of the two years ended 31 March 2024 and 2025. Therefore, we concur with the view of the Company that although the Proposed Disposal may result in one-off decline in cash and cash equivalent level of the Group, while it is expected that the Group will be benefited from the ease of financial and liquidity pressure as a result of the exclusion of the Disposal Group which was unable to generate profit before depreciation and amortisation in recent years, part of the principal amount Outstanding PN will be set off to settle the Consideration and part of the interest accrued to the Outstanding PN will also be waived at the Completion.

RECOMMENDATION

Having considered the principal factors and reasons as discussed above, which, in particular, include:

(i) the Disposal Group had been loss-making in recent years;

(ii) subsequent to the disposal of the Chongqing property business, the business related to the Disposal Group had generated the worst segmental results among all segments in continuing operations of the Group in recent years;

(iii) notwithstanding the recent recovery of tourism in Hokkaido, the performance of the Hokkaido Hotel remained unsatisfactory, and its value may not be unlocked without considerable capital input;

(iv) the Proposed Disposal, if materialises, not only enables the Company to dispose of the Disposal Group, which was loss-making, unable to generate profit before depreciation and amortisation, but also eases the financial and liquidity pressure of the Group by offsetting part of the Outstanding PN and waiving the interests accrued on the Outstanding PN with principal amount of HK$104 million up to the Completion;

(v) an improvement in the financial position of the Group as a result of the Proposed Disposal is expected as a gain on the Proposed Disposal is currently expected by the Company and the interests accrued on the Outstanding PN with principal amount of HK$104 million up to the Completion will be waived; and

(vi) the gearing ratio of the Remaining Group is expected to be improved as a result of the Proposed Disposal,

we consider that (i) the Sale and Purchase Agreement is not entered into in the ordinary and usual course of business of the Group; (ii) the terms of the Sale and Purchase Agreement are on normal commercial terms; and (iii) the terms of the Sale and Purchase Agreement are fair and reasonable so far as the Company and the Independent Shareholders are concerned and the entering into of the Sale and Purchase Agreement is in the interests of the Company and the Shareholders as a whole.

Accordingly, we advise (i) the Independent Board Committee to recommend the Independent Shareholders and (ii) the Independent Shareholders to vote in favour of the ordinary resolution(s) to be proposed at the SGM to approve the Proposed Disposal.

Yours faithfully,
For and on behalf of
Halcyon Capital Limited

Terry Chu	**Barton Lai**
Managing Director	*Director*

Mr. Chu is a licensed person registered with the Securities and Futures Commission and a responsible officer of Halcyon Capital Limited, which is licensed under the SFO to carry out Type 6 (advising on corporate finance) regulated activities. Mr. Chu has participated in the provision of independent financial advisory services for various transactions involving companies listed on the Stock Exchange.

Mr. Lai is a licensed person registered with the Securities and Futures Commission and a responsible officer of Halcyon Capital Limited, which is licensed under the SFO to carry out Type 6 (advising on corporate finance) regulated activities. Mr. Lai has participated in the provision of independent financial advisory services for various transactions involving companies listed on the Stock Exchange.

for identification purpose only

1. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for each of the three years ended 31 March 2023, 2024 and 2025, and for the six months ended 30 September 2025, are disclosed in the following documents which have been published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.msil.com.hk:

(a) Annual report of the Company for the year ended 31 March 2023 (https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0728/2023072801375.pdf);

(b) Annual report of the Company for the year ended 31 March 2024 (https://www1.hkexnews.hk/listedco/listconews/sehk/2024/1009/2024100900250.pdf);

(c) Annual report of the Company for the year ended 31 March 2025 (https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0729/2025072900371.pdf);

(d) Interim report of the Company for the six months ended 30 September 2025 (https://www1.hkexnews.hk/listedco/listconews/sehk/2025/1223/2025122300222.pdf).

2. INDEBTEDNESS STATEMENT

As at the close of business on 28 February 2026, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had outstanding indebtedness as summarised below:

Unsecured and unguaranteed	**As at 28 February 2026** *HK$'000*
Current liabilities	
Lease liabilities	30,755
Non-current liabilities	
Lease liabilities	47,801
Other borrowings	120,332
Promissory notes	550,152
Unsecured borrowings from a director	14,904
Total	**763,944**

As at the close of business on 28 February 2026, none of the members of the Group was engaged in any material litigations, arbitrations or claims of material importance and no litigations, arbitrations or claims of material importance was known to the Directors to be pending or threatened by or against any members of the Group.

Save as aforesaid or otherwise disclosed herein, and apart from intragroup liabilities and normal trade payables in the ordinary course of business, as at the close of business on 28 February 2026, the Group did not have any debt securities issued and outstanding, and authorised or created but unissued, or any term loans, other borrowings or indebtedness in the nature of borrowings including bank overdrafts, loans, liabilities under acceptances (other than normal trade bills), acceptance credits, other recognised lease liabilities, lease commitments, hire purchase commitments, mortgages or charges, contingent liabilities or guarantees outstanding.

Save as disclosed above, the Directors confirm that there has been no material change in the indebtedness and contingent liabilities of the Group since 28 February 2026.

3. WORKING CAPITAL

The Directors, after due and careful consideration and taking into account the effects of the Proposed Disposal and the financial resources available to the Group, including but not limited to internally generated funds and the available facilities, the Group will have sufficient working capital for at least the next twelve months from the date of this circular in the absence of unforeseen circumstances.

The Company has obtained the relevant confirmation as required under Rule 14.66(12) of the Listing Rules.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 March 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up.

5. FINANCIAL AND TRADING PROSPECT OF THE GROUP

Following Completion, the Hokkaido Hotel will cease to contribute to the Group's revenue and results, and the Disposal Group will no longer be consolidated into the Group's consolidated financial statements. The Group will continue to focus on its property management business in Chengdu, the renovation and decoration Business in the Zhejiang and Yangtze River Delta markets and the hotel operation business in Lijiang, which represents a new business operated under a lease arrangement since February 2026.

The Directors consider that, taking into account the reduction of indebtedness and the improvement in liquidity pressure from the Proposed Disposal, the Group's overall financial position and liquidity will be strengthened. Going forward, the Group will place emphasis on enhancing the financial performance of its existing businesses, exercising prudent cost control and capital management, and leveraging its experience in property management, renovation and decoration, and hotel operations to capture suitable business opportunities in the PRC, with a view to achieving steady development and creating long-term value for the Shareholders.

The following is the text of a letter, valuation certificate prepared for the purpose of incorporation in this Circular received from Ravia Global Appraisal Advisory Limited, an independent valuer, in connection with its valuation as at 28 February 2026 of the property held by the Group.

RAVIA GLOBAL APPRAISAL ADVISORY LIMITED

17/F., 83 Wan Chai Road
Wan Chai, Hong Kong
T: (852) 2811 1876 F: (852) 3007 8501
W: www.raviagroup.com
E: general@raviagroup.com

24 April 2026

The Board of Directors
Man Sang International Limited
Units A & B, 14/F,
Teda Building,
87 Wing Lok Street,
Sheung Wan, Hong Kong

Dear Sir/Madam,

In accordance with the instructions from Man Sang International Limited (the "**Company**", and together with its subsidiaries, the "**Group**") to value the property interest held by the Group in Japan, we confirm that we have made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value ("**Market Value**") of the property as at 28 February 2026 (the "**Valuation Date**") for the purpose of incorporation in the circular of the Group dated 24 April 2026.

1. BASIS OF VALUATIONS

Our valuation of the property is our opinion of the Market Value of the concerned property which we would define as intended to mean "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Market Value is understood as the value of an asset or liability estimated without regard to costs of sale or purchase (or transaction) and without offset for any associated taxes or potential taxes.

2. VALUATION METHODOLOGY

We have valued the property by the Depreciated Replacement Cost ("**DRC**") method, which requires a valuation of the market value for the existing use of the land and an estimate of the new replacement cost of the existing buildings and structures, from which deductions are made to allow for physical deterioration and all relevant forms of obsolescence and optimisation.

In arriving at our choice of methodology, we have considered and reviewed the applicability of other generally accepted valuation approaches, namely the market approach and the income approach, both of which were considered and rejected for the reasons set out below.

The market approach was considered not appropriate as the subject property, comprising a hotel with an extensive golf course and forest land, is specialist and atypical in nature. Identifiable market transactions of a genuinely comparable nature are extremely limited, and the available evidence would necessitate substantial adjustments, thereby undermining the reliability of any value conclusion derived from this approach.

The income approach was likewise considered not appropriate. The current operations of the subject property are underperforming, and the existing financial performance does not provide a reliable basis for projecting future income streams. The introduction of a significant volume of market assumptions required under a Discounted Cash Flow framework would substantially increase the degree of subjectivity in the analysis.

Having considered the foregoing, the DRC method is adopted as it best reflects the specialist nature of the property by assessing the land and building components independently and objectively and is considered the most appropriate methodology in the present circumstances.

3. TITLE INVESTIGATION

For the property in Japan, we have been shown copies of extracts of various title documents and have been advised by the Group that no further relevant documents have been produced. Furthermore, due to the nature of the land registration system in Japan, we have not been able to examine the original documents to verify ownership or to ascertain the existence of any amendment documents, which may not appear on the copies handed to us. All documents have been used for reference only.

We have relied on the advice given by the Group that the Group has valid and enforceable title to the property which is freely transferable, and has free and uninterrupted right to use the same, for the whole of the unexpired term granted subject to the payment of annual government rent/land use fees and all requisite land premium/purchase consideration payable have been fully settled.

4. VALUATION ASSUMPTIONS

Our valuation has been made on the assumption that the owners sell the property in the market in its existing states without the benefit of deferred term contracts, leasebacks, joint ventures, management agreements or any similar arrangements which would serve to affect the value of such property. In addition, no account has been taken of any option or right of pre-emption concerning or affecting the sale of the property and no allowance has been made for the property to be sold in one lot or to a single purchaser.

5. SOURCE OF INFORMATION

In the course of our valuations, we have relied to a very considerable extent on the information provided by the Group and have accepted advice given to us on such matters as planning approvals or statutory notices, easements, tenure, identification of property, particulars of occupation, areas, ages of buildings and all other relevant matters which can affect the valuation of the property. All documents provided to us have been used for reference only.

Dimension, measurements and areas included in the valuation report attached are based on information provided to us and are therefore only approximations. We have not been able to carry out detailed on-site measurements to verify the site and floor areas of the property and we have assumed that the areas shown on the documents handed to us are correct. We were also advised by the Group that no material facts have been omitted from the information provided.

6. VALUATION CONSIDERATION

We have conducted on-site inspection of the exterior and, where possible, the interior of certain property. On-site inspection of the property was carried out by Mr. Yeung Wing Fung Calvin on 2 March 2026. Mr. Yeung has over 2 years of property valuation experience and possesses academic background in relation to real estate valuation. No structural survey has been made in respect of the property, but in the course of our inspection, we did not note any serious defects. We are not, however, able to report that the property is free from rot, infestation or any other structural defects. No tests were carried out on any of the building services.

No allowance has been made in our valuations for any charges, mortgages or amounts owing on the property nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property is free from encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

In valuing the property interest, we have complied with the requirements set out in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities issued by the Stock Exchange of Hong Kong Limited; the HKIS Valuation Standards (2024 Edition) published by the Hong Kong Institute of Surveyors.

7. REMARKS

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also sought confirmation from the Group that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to arrive at an informed view, and we have no reason to suspect that any material information has been withheld.

In accordance with our standard practice, we must state that this report is for the use only of the party to whom it is addressed and no responsibility is accepted to any third party for the whole or any part of its contents and neither the whole, nor any part of this report may be included in any published documents or statement nor published in any way without our prior written approval of the form and context in which it may appear.

Unless otherwise stated, all monetary amounts stated in our valuations are in Japanese Yen (JPY), the lawful currency of Japan.

Our Valuation Certificate is attached herewith for your attention.

Yours faithfully,
For and on behalf of
RAVIA GLOBAL APPRAISAL ADVISORY LIMITED

Christopher Cheung	**Dr. Alan Lee**
Bsc (Hons) BBA (Hons)	*PhD (BA) MFin BCom (Property)*
MRICS MHKIS RPS (GP)	*MHKIS RPS (GP) AAPI CPV CPV (Business)*
Associate Director	**Director**

Note:

Dr. Alan W K Lee is a Registered Professional Surveyor (General Practice) under the Surveyors Registration Ordinance (Cap. 417) in Hong Kong. He is a Corporate Member of Hong Kong Institute of Surveyors and an Associate of Australian Property Institute. He has over 20 years' valuation experience in Hong Kong, Macau, the PRC, the Asia Pacific Region, European countries and American countries.

Mr. Christopher Cheung is a Registered Professional Surveyor (General Practice) under the Surveyors Registration Ordinance (Cap. 417) in Hong Kong. He is a Professional Member of the Royal Institution of Chartered Surveyors and a Corporate Member of the Hong Kong Institute of Surveyors in the General Practice Division. He has over 11 years' experience in valuation of properties across the Asia Pacific region, Europe and North America, including Mainland China, Hong Kong, and Japan, amongst other markets.

VALUATION CERTIFICATE

Property held for owner occupation by the Group

Property	Description and Tenure	Particulars of Occupancy	Market Value in Existing State as at 28 February 2026
A-Brand Hotel & Golf Club located at 2361-1, Yoichi Cho, Yoichi Gun, Hokkaido, Japan (北海道余市郡余市町登町 2361-1)	The Property comprises a hotel and golf resort development featuring an 18-hole golf course, a golf clubhouse, a hotel building, 10 lodge houses, and other ancillary structures. The hotel development contains 34 rooms, together with a restaurant, spa, and car parking facilities. The Property was completed between 1993 and 1994. According to the information provided by the Group, the total gross floor area ("**GFA**") of the golf clubhouse and hotel building is approximately 6,440.51 sq.m. The total GFA of the 10 lodge houses and other ancillary buildings is approximately 1,691.81 sq.m., with a combined gross floor area of approximately 8,132.32 sq.m. The Property is erected on 75 parcels of land with a combined total site area of approximately 1,180,155.62 sq.m. The Property is held under a freehold interest.	As advised by the Group, as at the Valuation Date, the property was occupied by Yoichi Country for hotel and golf course uses.	JPY761,000,000 (JAPANESE YEN SEVEN HUNDRED AND SIXTY-ONE MILLION ONLY)

Notes:

1. Pursuant to the land registration documents provided by the Group, the legal title to the property is held by Yoichi Country Kabushiki Kaisha (余市カントリー株式會社, "**Yoichi Country**").

2. Pursuant to the registration records at the Legal Affairs Bureau in Hokkaido, the registered owner of 75 distinct land parcels aggregating approximately 1,180,155.62 sq.m. and 14 building structures with a total constructed area (registered area) of approximately 8,142.26 sq.m. is Yoichi Country. This information was obtained from the official Japanese Land Register.

3. We are required to provide apportionment of the land and building values of the Property as at the Valuation Date. Any apportionment of values between the land and building portion is notional only and the respective figures opined do not represent the Market Value of either the land or building element as if each of them were disposed separately and independently.

Based on the Market Value of the Property, we estimate the apportioned values as follows:

Portion	Theoretical Valuation Breakdown of the Market Value in existing state as at the Valuation Date *JPY*
Land	223,000,000
Building	538,000,000
Total:	761,000,000

Under the DRC method, the value of the land portion was assessed by reference to the comparison method. Having regard to the nature and usage of the subject land as evidenced by the relevant tax documentation, the land was classified into three categories, namely "building land", "golf-course land" and "forest land", each of which was assessed independently. For each land category, a selection of recent market transactions within the same locality was identified and analysed. After screening for relevance and reliability, relevant comparable transactions were adopted for each land category respectively, details are set out as follow:

Building Land

	Comparable 1	**Comparable 2**	**Comparable 3**
Location	Asahi-cho, Yoichi-cho, Yoich-gun	Nobori-cho, Yoichi-cho, Yoich-gun	Kurokawa-cho, Yoichi-cho, Yoichi-gun
Area (sq. m.)	286.06	2,567.50	5,559.30
Transaction Price (JPY)	500,000	11,700,000	13,581,082
Unit Rate (JPY/sq. m.)	1,748	4,557	2,443
Transaction Date	30 January 2023	18 March 2025	29 August 2024

Golf-course & Forest Land

	Comparable 1	**Comparable 2**	**Comparable 3**
Location	Kurokawa-cho, Yoichi-cho, Yoichi-gun	Nobori-cho, Yoichi-cho, Yoichi-gun	Nobori-cho, Yoichi-cho, Yoichi-gun
Area (sq. m.)	3,806.00	1,692.00	133,047.00
Transaction Price (JPY)	800,000	170,616	6,000,000
Unit Rate (JPY/sq. m.)	210	101	45
Transaction Date	7 May 2025	2 May 2024	28 March 2022

The selected comparables were subject to a systematic adjustment process to account for material differences between the comparable evidence and the subject property, including adjustments for sales conditions, transaction date, standardisation factors (including site area and topography), location and surrounding environment, and subject-specific characteristics. Following the application of these adjustments, assessed unit land rates of JPY4,200 per sq. m., JPY160 per sq. m. and JPY48 per sq. m. were derived for the building land, golf-course land and forest land respectively. These unit rates were applied to the respective site areas of approximately 21,198 sq. m. for the building land, approximately 923,726 sq. m. for the golf-course land and approximately 233,428 sq. m. for the forest land, resulting in assessed values of approximately JPY89,000,000, JPY148,000,000 and JPY11,000,000 respectively. A further discount was applied to reflect the prevailing market conditions and the marketability of the Property *(see remark)*. On this basis, the total assessed value of the lands arrived at JPY223,000,000.

The value of the building portion was assessed on a component-by-component basis, having regard to the nature, specification, and condition of each element as observed during our site inspection. The subject buildings and structures were broadly categorised into three components: (i) the golf course, (ii) the clubhouse and main hotel building, and (iii) other ancillary buildings and structures.

(i) Golf Course

Having regard to the prevailing construction costs applicable to golf course development of comparable standard and scale in Japan, for the existing 18-hole golf course of the Property was considered to be JPY2,700,000,000 (being JPY150,000,000 per hole).

(ii) Clubhouse and Main Hotel Building

Based on the materials collected during the site inspection, the main building was assessed to have been constructed to a relatively high standard, particularly with respect to exterior finishing. Accordingly, a direct construction cost of JPY475,000 per square metre was adopted, having regard to the quality and specification of the subject building and applied to the building area of approximately 6,384.55 square metre.

As part of construction, in addition to direct construction cost as mentioned above, indirect costs were including on-site expenditures, general administrative expenses, professional fees and statutory costs, architectural fees and building permit expenses were taken into account. With reference to the Construction Cost Information *(Spring 2026)*, published quarterly by the Construction Research Institute of Japan (建築物価調査会), which is recognised as an authoritative publication in this field and is referenced by the Ministry of Land, Infrastructure, Transport and Tourism in Japan, 4.48% for the on-site expenditures and 10.50% for general administrative expenses were adopted for determining the indirect construction cost. Professional fees and statutory costs, including architectural fees and building permit expenses, were also incorporated at market levels. The indirect construction cost of JPY 125,000 per square metre was adopted accordingly and applied to the building area of approximately 6,384.55 square metre.

(iii) Other Ancillary Buildings and Structures

The other ancillary buildings and structures, comprising a steel garage, 2 retail shops, and 10 timber cottages, were assessed by reference to appropriate construction cost rates per square metre having regard to their respective building type and specification.

The estimated gross replacement cost of the building portion, aggregating approximately JPY6,800,000,000 across all components, was determined with reference to the methodology described in (i) to (iii) above. It is important to note that the gross replacement cost represents the hypothetical cost of constructing the entire Property from new as at the Valuation Date, and does not reflect the current condition or age of the existing structures. Accordingly, appropriate deductions for depreciation were applied to the estimated gross replacement costs to reflect the physical deterioration of the subject buildings and structures as at the Valuation Date. The depreciation assessment took into account the age of the subject improvements and their estimated total useful life, as well as evidence of ongoing maintenance and repair works, which were considered in estimating the remaining useful life of each component. Depreciation was applied separately to the principal building elements, including the structural frame, external and internal finishes, and building services installations, reflecting the differing rates of deterioration applicable to each element. For the ancillary structures (steel garage & retail shops), a fully depreciated basis was adopted conservatively. As a result, the aggregate depreciation deducted from the gross replacement cost amounted to approximately JPY6,200,000,000, representing an overall depreciation rate of approximately 91%, primarily attributable to the advanced age of the structures and their limited remaining useful life as elaborated further below.

Following the depreciation mentioned above, a further discount was applied to the assessed value to reflect prevailing market conditions and the marketability of the Property *(see remark)*. On this basis, the total assessed value of the buildings arrived at JPY538,000,000.

Further to the assessed value of the building portion, the depreciation assessment is the primary reason for the significant reduction from the gross replacement cost to the final assessed building value. The subject buildings and structures, including the golf course improvements and the clubhouse and main hotel building, were completed in the 1990s, resulting in an elapsed age of over 30 years as at the Valuation Date. Based on our assessment of the physical condition of the structures and their respective building elements, the remaining useful life of the key components was estimated to be relatively short, specifically, a remaining useful life of approximately 5 years was adopted for the golf course improvements, whilst the remaining useful life of the clubhouse's structural frame, finishes, and building services installations were assessed at between 4 to 8 years respectively. A building that has

already consumed the vast majority of its useful life, with only a small number of years remaining, will naturally attract a commensurately high level of depreciation. It should also be noted that the golf course improvements, which form a significant component of the gross replacement cost, are subject to the same depreciation treatment given their limited remaining useful life and the higher ongoing maintenance costs associated with ageing golf course infrastructure. In addition to the age-based depreciation described above, an observed deterioration adjustment was applied to the clubhouse to reflect functional and economic obsolescence beyond normal physical wear and tear, having regard to the conditions observed during our site inspection.

Overall, the substantial depreciation applied across all components is the natural and expected outcome of valuing aged buildings and infrastructure that are approaching or have exceeded their originally anticipated useful life, and is not attributable to any single extraordinary adjustment.

Remark: This adjustment was made having regard to the Property's location, asset class, scale, and the competitive landscape of the hospitality and leisure market in the Yoichi area relative to other destinations across Hokkaido. Having considered the foregoing factors, a discount of 10% was applied to the assessed value prior to rounding. The quantum of this adjustment was considered appropriate to better reflect the price achievable between a willing buyer and a willing seller in the open market as at the Valuation Date.

4. The Property is regarded as a material property of the Group. Accordingly, the relevant disclosures are set out as follow:

Location and Market Overview

The Property is situated approximately 60 kilometres southwest of Sapporo, the capital city of Hokkaido. The Property is located in a semi-rural setting within the Yoichi district, which is known for its natural landscape, winery tourism, and outdoor leisure activities. Hokkaido has experienced growing interest from both domestic and international tourists in recent years, supported by the expansion of winter sports, eco-tourism, and culinary tourism in the region. The local hospitality and leisure property market is characterised by limited supply of large-scale hotel and golf resort facilities, with demand driven primarily by seasonal tourism. Having regard to the foregoing, the Property, as a hotel and golf club resort, is considered to be situated in a location with positive long-term tourism fundamentals.

Particulars of the Property

The Company has confirmed the following in respect of the Property:

a. Yoichi Country is in possession of a proper legal title to the Property and is entitled to use and occupy the Property during the tenure of its ownership;

b. The Property is free from any mortgages, charges, pledges, liens, and encumbrances;

c. The existing use of the Property is in compliance with the applicable local planning regulations and has been duly approved by the relevant authorities. The Property is classified as commercial area and there are no particular restrictions on the use of the Property for the construction and operation of the hotel and its ancillary facilities;

d. There are no outstanding notices, orders, investigations, breaches of law, or title defects affecting the Property that would have a material adverse impact on the value of the Property;

e. There are no known environmental issues, including any breach of applicable environmental regulations, affecting the Property;

f. There are no current plans for material construction, renovation, improvement, or redevelopment of the Property and accordingly no significant associated capital costs are anticipated;

g. The Property is held by the Company for the purpose of disposal, as further described in the circular to which this valuation certificate relates; and

h. There is no pending litigation or legal proceedings in relation to the Property that would materially affect its value or the Company's title thereto.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

As at the Latest Practicable Date, the interests and short positions, if any, of the Directors or chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporation(s) (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); or (b) to be entered in the register pursuant to Section 352 of the SFO; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") adopted by the Company, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the Shares and underlying Shares

Name of Director	**Nature of interest**	**Number of Shares/ underlying Shares held**	**Approximate percentage of issued share capital of the Company** *(Note 4)*
Mr. Hu	Interest in a controlled corporation	477,327,672 Shares *(Note 1)*	73.75%
	Interest in controlled corporations	1,448,437,500 underlying Shares *(Note 2, 3)*	223.80%
	Beneficial owner	37,222,500 underlying Shares *(Note 2)*	5.75%

Notes:

1. These Shares were directly owned by China DaDi Group Limited, which is wholly-owned by Mr. Hu.

2. These number of underlying Shares are for illustrative purpose as a result of the Subscriptions but the Subscriptions are not completed yet.

3. The 1,448,437,500 underlying Shares comprises of (i) 1,154,467,500 underlying Shares to be issued to Total Idea International Limited and (ii) 293,970,000 underlying Shares to be issued to Duofu Holdings Group Co., Limited. Each of Total Idea International Limited and Duofu Holdings Group Co., Limited is wholly-owned by Mr. Hu.

4. As at the Latest Practicable Date, the Company's total number of issued Shares was 647,198,595.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had or was deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they would be taken or deemed to have under such provisions of the SFO); (b) to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Mr. Hu, an executive Director, is a director of China DaDi Group Limited, the Company's substantial shareholder. As at the Latest Practicable Date, so far as known to the Directors, no other Director is a director or employee of a company which has an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO.

3. DISCLOSURE OF INTERESTS OF THE SHAREHOLDERS PURSUANT TO THE SFO

As at the Latest Practicable Date, so far as was known to the Directors or chief executive of the Company, the following persons (other than a Director or chief executive of the Company) had, or were deemed or taken to have, interests or short positions in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group or had any option in respect of such capital:

Long positions in the Shares and underlying Shares

Name of Shareholder	Nature of interest	Number of Shares/ underlying Shares held	Approximate percentage of issued share capital of the Company *(Note 4)*
China DaDi Group Limited	Beneficial owner	477,327,672 Shares *(Note 1)*	73.75%
Total Idea International Limited	Beneficial owner	1,154,467,500 underlying Shares *(Note 2, 3)*	178.38%
Duofu Holdings Group Co., Limited	Beneficial owner	293,970,000 underlying Shares *(Note 2, 3)*	45.42%
Mr. Hu	Beneficial owner	37,222,500 underlying Shares *(Note 3)*	5.75%

Notes:

1. These Shares were directly owned by China DaDi Group Limited, which is wholly-owned by Mr. Hu.

2. Each of Total Idea International Limited and Duofu Holdings Group Co., Limited is wholly-owned by Mr. Hu.

3. These number of underlying Shares are for illustrative purpose as a result of the Subscriptions but the Subscriptions are not completed yet.

4. As at the Latest Practicable Date, the Company's total number of issued Shares was 647,198,595.

Save as disclosed above, as at the Latest Practicable Date, so far as was known to the Directors or chief executive of the Company based on the register maintained by the Company pursuant to Part XV of the SFO, no other persons (not being a Director or chief executive of the Company) had, or were deemed or taken to have, any interests or short positions in the Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, nor were there any persons, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group or held any option in respect of such capital.

4. COMPETING BUSINESS INTERESTS OF DIRECTORS

As at the Latest Practicable Date, the interests of the Directors of the Company in competing business that were required to be disclosed pursuant to Rule 8.10 of the Listing Rules as informed by the relevant Directors were as follows:

Mr. Hu is the chairman of the board of directors of Doof International Holding Group Company Limited* (多弗國際控股集團有限公司) ("**Doof Group**"), a company established in the PRC which is a large-scale comprehensive privately-owned enterprise group, which has business of properties development in the PRC. The Company is an investment holding company whose subsidiaries are principally engaged in the development, sales and leasing of properties, as well as provision of property management services and renovation and decoration services and hotel management. Therefore, the business of properties development in the PRC engaged by the Doof Group ("**Excluded Business**") may be regarded as being potentially competing (directly or indirectly) with the Group's business, and Mr. Hu is regarded as being interested in the Excluded Business.

The Doof Group has a number of properties and land reserves in various regions in the PRC, and the Group has no plans to invest in properties in the same regions. While there is one overlapped region, being Chongqing, the Group's businesses and the Doof Group's business in Chongqing differ greatly in terms of project size, nature and target customers. The Doof Group's development projects generally target middle-class households, whereas the Group targets upper middle and upper class households and high-end customers.

The Group and the Excluded Business under the Doof Group are managed by separate companies with separate management and administration. With the overseeing and supervision of the independent non-executive Directors of the Company, the Board is of the view that the Group should be capable of carrying on its businesses independently of, and at arm's length from, the Excluded Business of the Doof Group. The Board shall also regularly assess the Company's business development to ensure that there is no issue of competition.

5. DIRECTORS' MATERIAL INTERESTS IN ASSETS OR CONTRACTS OR ARRANGEMENT

(a) As at the Latest Practicable Date, save for the lease of a hotel at Lijiang, the PRC by Lijiang Doof Holiday Hotel Co., Ltd* (麗江多弗度假酒店有限公司) with details as disclosed in the announcement dated 28 January 2026, none of the Directors had any direct or indirect interest in any assets which have, since 31 March 2025 (being the date to which the latest published audited financial statements of the Company were made up), been (i) acquired or disposed of by; or (ii) leased to; or (iii) proposed to be acquired or disposed of by; or (iv) proposed to be leased to, any member of the Group; and

(b) none of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which is significant in relation to the business of the Group, save for the master agreement dated 16 June 2023 in connection with the provision of management services and renovation services, details of which are set out in the circular of the Company dated 3 July 2023, in which Mr. Hu has material interests.

6. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered, or have proposed to enter, into any service contracts with the Company or any member of the Group (excluding contracts expiring or determinable within one year without payment of compensation (other than statutory compensation)).

7. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business of the Company under the Listing Rules) have been entered into by members of the Group within the two years immediately preceding the date of this circular and are or may be material:

(a) the equity transfer agreement dated 13 November 2024 entered into between Zhongtou Huawei Mobile Communication Technology (Beijing) Company Limited* (中投華為移動通訊技術(北京)有限公司) and Sichuan Huihong Commercial Management Co., Ltd. (四川暉宏商業管理有限責任公司), an indirect wholly-owned subsidiary of the Company, in relation to the acquisition of Chengdu Doof at a consideration of RMB5.0 million;

(b) the sale and purchase agreement dated 6 February 2025 entered into between the Company, the Purchaser, the PN Holder and the Guarantor in relation to the disposal of Gloryear Investments Limited at a consideration of HK$1 and waiver of interests accrued on the Outstanding PN;

(c) a side letter dated 11 April 2025 entered into between the Company and the PN Holder pursuant to which both parties mutually agreed that (i) the maturity date of the promissory note shall be extended to 31 December 2027; and (ii) an aggregate of HK$421.5 million outstanding interests accrued on the outstanding promissory notes have been waived by the PN Holder;

(d) the Sale and Purchase Agreement; and

(e) the conditional subscription agreement dated 25 March 2026 entered into among the Company, the PN Holder, Duofu Holdings Group Co., Limited and Mr. Hu in relation to the Subscriptions.

8. MATERIAL LITIGATION

As at the Latest Practicable Date, none of the members of the Group was engaged in any material litigations, arbitrations or claims of material importance and no litigations, arbitrations or claims of material importance was known to the Directors to be pending or threatened by or against any member of the Group.

9. EXPERTS AND CONSENTS

The following are the qualifications of the experts who have given opinion or advice which are contained or referred to in this circular:

Name	Qualification
Halcyon Capital Limited	A corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO
Ravia Global Appraisal Advisory Limited	Independent qualified valuer

The experts above have given and have not withdrawn their written consents to the issue of this circular with copies of their letters and the references to their names included herein the form and context in which they appear.

The letters from the above experts are given as of the date of this circular for incorporation herein.

As at the Latest Practicable Date, the experts above did not have any shareholding, directly or indirectly, in any member of the Group or the right (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for securities in any member of the Group. As at the Latest Practicable Date, the experts above did not have any direct or indirect interests in any assets which have since 31 March 2025 (being the date to which the latest published audited consolidated financial statements of the Group were made up) been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

10. DOCUMENTS ON DISPLAY

Copies of the following documents will be displayed on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.msil.com.hk in accordance with the Listing Rules for a period of not less than 14 days from the date of this circular.

(a) the Sale and Purchase Agreement;

(b) the letter from the Independent Board Committee, the text of which is set out under the section headed "Letter from the Independent Board Committee" of this circular;

(c) the letter from the Independent Financial Adviser, the text of which is set out under the section headed "Letter from the Independent Financial Adviser" of this circular;

(d) the valuation report, the text of which is set out in Appendix II to this circular; and

(e) the written consents referred to in the paragraph headed "9. Experts and consents" above in this appendix.

11. MISCELLANEOUS

(a) The company secretary of the Company is Mr. Wong Chun Kit. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants.

(b) The registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

(c) The principal place of business of the Company in Hong Kong is at 14/F, Teda Building, 87 Wing Lok Street, Sheung Wan, Hong Kong.

(d) The principal share registrar and transfer office of the Company is Appleby Global Corporate Services (Bermuda) Limited, Canon's Court, 22 Victoria Street, PO Box HM 1179, Hamilton HM EX, Bermuda.

(e) The branch share registrar and transfer office of the Company in Hong Kong is Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

(f) The English text of this circular and the accompanying form of proxy prevails over the Chinese text in case of inconsistency.

* *for identification purpose only*

MAN SANG INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 938)

NOTICE OF SGM

NOTICE IS HEREBY GIVEN that a special general meeting (the "**SGM**") of Man Sang International Limited (the "**Company**") will be held at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 15 May 2026 at 4:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution. Capitalised terms defined in the circular dated 24 April 2026 issued by the Company (the "**Circular**") of which this notice forms part shall have the same meanings when used herein unless otherwise specified:

ORDINARY RESOLUTION

1. "**THAT**:

   (a) the execution of the Sale and Purchase Agreement (a copy of which has been produced to the SGM marked "A" and initialled by the chairman of the SGM for the identification purpose) entered into between the Company, the Purchaser, the PN Holder and the Guarantor by any one of the Directors of the Company or any person authorised by the Board, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and

   (b) 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 Sale and Purchase Agreement and the transactions contemplated thereunder."

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

Hong Kong, 24 April 2026

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:
Unit A&B, 14/F, Teda Building
87 Wing Lok Street
Sheung 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 at 4:30 p.m. on 11 May 2026 will be entitled to attend and vote at the SGM (being the record date). 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 Investor Services Limited, whose share registration public offices are located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 11 May 2026.

4. Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the SGM 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 resolution set out in this notice of the SGM will be voted on by way of poll.

As at the date of this notice, the executive Directors are Mr. Hu Xingrong (Chairman) and Ms. Cong Wenlin; and the independent non-executive Directors are Ms. Pau Yee Ling, Mr. Wong Kwan Kit and Ms. Zhou Hong.