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MAN SANG INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 938)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "**SGM**") of Man Sang International Limited (the "**Company**") will be held at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong at 4:00 p.m. on Thursday, 21 May 2026 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions. Capitalised terms defined in the circular dated 30 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:

SPECIAL RESOLUTION

1. "**THAT**: subject to the satisfaction of all conditions set out in the letter from the board under the paragraph headed "Conditions of the Capital Reorganisation" in the Circular, with effect from 26 May 2026 (the "**Effective Date**") or when the conditions are fulfilled (whichever is later):

   (a) the par value of each of the issued and paid existing shares of the Company (the "**Existing Shares**") be reduced from HK$0.50 to HK$0.10 by cancelling the paid up share capital to the extent of HK$0.40 (the "**Capital Reduction**"), such that immediately following the Capital Reduction, the par value of each issued Existing Share will be HK$0.10, and the issued share capital of the Company will be reduced from an amount of HK$323,599,297.50 by HK$258,879,438 to HK$64,719,859.50;

   (b) immediately following the Capital Reduction becoming effective, each of the authorised but unissued existing shares of par value of HK$0.50 be subdivided into five (5) authorised but unissued new shares of par value of HK$0.10 each (the "**New Shares**") (the "**Share Sub-division**") so that immediately following the Capital Reduction and the Share Sub-division, the authorised share capital of the Company will become HK$500,000,000 divided into 5,000,000,000 New Shares, each with a par value of HK$0.10;

   (c) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company and may be applied by the board of directors of the Company (the "**Directors**") in any manner as permissible under the Bye-laws and the Companies Act including but not limited to offsetting accumulated losses of the Company as at the effective date of the Capital Reorganisation; and

(d) any one or more of the Directors be and are hereby authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve, sign and execute (under hand, seal or as a deed) any documents which they in their absolute discretion consider necessary, desirable, expedient or appropriate to effect and implement this resolution and to exercise such discretion in connection, relating to or arising from the Capital Reduction and the Share Sub-division and/or the matters contemplated herein, with such modifications thereto (if any) as they or he may from time to time consider necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Capital Reduction and the Share Sub-division."

ORDINARY RESOLUTION

2. "**THAT**:

(a) the conditional subscription agreement (the "**Subscription Agreement**") (a copy of which has been produced to the meeting marked "A" and initialled by the chairman of the meeting for the purpose of identification) dated 25 March 2026 and entered into between the Company (as issuer) and Total Idea International Limited, Duofu Holdings Group Co., Limited and Mr. Hu Xingrong (as Subscribers) in respect of the issue of the convertible bonds (the "**Convertible Bonds**") in the principal amount of HK$594,264,000 to be issued by the Company (which Convertible Bonds are convertible into conversion shares of the Company (the "**Conversion Shares**") at the initial conversion price of HK$0.40 per Conversion Share, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

(b) conditional upon the Stock Exchange having approved the listing of and dealing in the Conversion Shares, the Directors be and are hereby granted the specific mandate (the "**Specific Mandate**") to allot and issue the Conversion Shares in accordance with the terms of the Subscription Agreement; and

(c) any one or more of the Directors be and are hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement and any of the transactions contemplated thereunder including but not limited to the issue of the Convertible Bonds.

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

Hong Kong, 30 April 2026

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

Notes:

1. A member of the Company who is a holder of two or more shares is 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 Bye-laws, 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 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. 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 15 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 Bye-laws, all resolutions 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.