
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of February 2010

Commission File Number 000-53776

Man Sang International (B.V.I.) Limited
(Translation of registrant's name into English)

Suite 2208, 22/F Sun Life Tower,
The Gateway, 15 Canton Road,
Tsimshatsui, Kowloon, Hong Kong
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T
Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T
Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the
information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

Entry into a Material Definitive Agreement.

On February 19, 2010, Man Sang International (B.V.I.) Limited, a company organized and existing under the laws of the British Virgin Islands (“MSBVI”), Creative Gains Limited, a company organized and existing under the laws of the British Virgin Islands and a wholly-owned subsidiary of MSBVI (“Merger Sub”), China-Metro Rural Limited, a company organized and existing under the laws of the Cayman Islands (“China Metro”), and Sio Kam Seng, as the representative of the shareholders of China Metro, entered into an Agreement and Plan of Merger (the “Merger Agreement”). Upon the terms and subject to the conditions contained in the Merger Agreement, Merger Sub will merge with and into China Metro (the “Merger”), with China Metro surviving the Merger as a wholly-owned subsidiary of MSBVI. Subject to satisfaction of the closing conditions, MSBVI and China Metro currently expect to complete the Merger by March 31, 2010.

At the effective time of the Merger (the “Effective Time”), each outstanding ordinary share of China Metro will be converted into the right to receive approximately 574,432 MSBVI ordinary shares, subject to adjustment for any reclassification, share split, reverse share split, share dividend, recapitalization or other similar transaction with respect to MSBVI’s ordinary shares or any share dividend with respect to MSBVI’s ordinary shares that occurs between the execution of the Merger Agreement and the Effective Time.

Following the close of the transaction, Mr. Cheng Chung Hing, Ricky, MSBVI’s current Chairman, President and Chief Executive Officer, will be the Chairman and President of MSBVI and Mr. Sio Kam Seng, China Metro’s current Chairman and Director, will become Vice Chairman of the board of directors and Chief Executive Officer of MSBVI. In addition, Ms. Leung Wai Yan will join the board of directors of MSBVI. Finally, Mr. Lung Hei Man, Alex, China Metro’s financial controller, will become MSBVI’s Deputy Chief Financial Officer. The remaining members of the management team for MSBVI will be comprised of executives from each organization.

The Merger Agreement contains customary covenants of MSBVI and China Metro, including, among others, a covenant by China Metro to conduct its business and operations in the ordinary course during the interim period between the execution of the Merger Agreement and the Effective Time and not to engage in certain kinds of transactions or take certain actions during such period.

Consummation of the Merger is subject to conditions, including, among others, (i) the absence of any law or order prohibiting the closing, (ii) the accuracy of the representations and warranties of the other party at the time of execution of the Merger Agreement (some of which are subject to an overall material adverse effect qualification), (iii) compliance in all material respects by the other party with its covenants and obligations, (iv) the approval for listing on the NYSE Amex the ordinary shares of MSBVI that will be issued in the Merger, (v) the completion of the redomiciliation of China Metro from the Cayman Islands to the British Virgin Islands, and (vi) the adoption of the Merger Agreement and approval of the Merger by the shareholders of each of MSBVI and China Metro. In connection with seeking such shareholder approval, the independent members of the board of directors of MSBVI have adopted a resolution recommending that its shareholders adopt the Merger Agreement and approve the Merger, and MSBVI has agreed to hold a special shareholder meeting to consider and vote upon the Merger Agreement and the transactions contemplated thereby.

The Merger Agreement contains certain termination rights for both MSBVI and China Metro, including, among others, the right of MSBVI to terminate the agreement if China Metro provides MSBVI with notice of (i) any actual or threatened taking by exercise of the right of eminent domain (whether temporary or permanent and whether by deed in lieu of condemnation) of any part of its or its subsidiaries’ real property, or (ii) any loss, damage or destruction to the assets or properties of China Metro or any of its subsidiaries (including China Metro’s or its subsidiaries’ real property or the improvements thereon) resulting in losses of \$100,000 or greater.

**IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE U.S. SECURITIES AND
EXCHANGE COMMISSION**

In connection with the proposed Merger of Merger Sub and China Metro pursuant to the Merger Agreement, MSBVI will file with the U.S. Securities and Exchange Commission (the "SEC") a current report on Form 6-K, which will include a notice of a special meeting at which MSBVI's shareholders will be asked to, among other things, adopt the Merger Agreement and approve the Merger, and a proxy statement of MSBVI and other relevant materials in connection with the proposed transactions. MSBVI expects to file the Form 6-K with the SEC on or about February 26, 2010 and mail the notice of a special meeting and proxy statement to its shareholders on or about March 2, 2010. The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, which will be included in the proxy statement. MSBVI's shareholders are urged to read the proxy statement, when it becomes available, because it will contain important information about MSBVI, China Metro and the proposed transactions. The proxy statement and other relevant materials (when they become available), and any and all documents filed with the SEC, may be obtained free of charge at the SEC's website at www.sec.gov. Free copies of the documents filed with the SEC by MSBVI will be available on the investor relations portion of MSBVI's website at <http://www.man-sang.com>.

The Merger Agreement contains representations, warranties and covenants that MSBVI and China Metro made to each other as of specific dates. The assertions embodied in those representations, warranties and covenants were made solely for purposes of the Merger Agreement between MSBVI and China Metro and may be subject to important qualifications and limitations agreed to by MSBVI and China Metro in connection with negotiating its terms, including being qualified by confidential disclosures exchanged between the parties in connection with the execution of the Merger Agreement. Moreover, the representations and warranties may be subject to a contractual standard of materiality that may be different from what may be viewed as material to investors or security holders, or may have been used for the purpose of allocating risk between MSBVI and China Metro rather than establishing matters as facts. In addition, information concerning the subject matter of the representations and warranties may change after the date of the Merger Agreement, which subsequent information may or may not be fully reflected in MSBVI's public disclosures. For the foregoing reasons, no person should rely on the representations and warranties as statements of factual information at the time they were made or otherwise.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT AND THE OTHER RELEVANT MATERIALS WHEN THEY BECOME AVAILABLE BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE PROPOSED TRANSACTIONS.

SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS

Statements in this document regarding the proposed transaction between MSBVI and China Metro, including, without limitation, the expected timetable for completing the transaction, statements related to the anticipated consummation of the proposed Merger of Merger Sub and China Metro pursuant to the Merger Agreement, management of MSBVI following completion of the transaction and any other statements regarding future expectations, beliefs, goals, plans, prospects or intentions constitute “forward-looking statements” as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, in connection with the Private Securities Litigation Reform Act of 1995. Any statements that are not statements of historical fact (including statements containing “believes,” “anticipates,” “continues,” “plans,” “expects,” “may,” “will,” “would,” “could,” “intends,” “estimates” and similar expressions or variations) should also be considered to be forward-looking statements. Because forward-looking statements relate to matters that have not yet occurred, these statements are inherently subject to risks and uncertainties that could cause MSBVI’s actual results to differ materially from any future results expressed or implied by the forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including: the ability of each of MSBVI and China Metro to satisfy the closing conditions and consummate the transaction, including obtaining the approval of the transaction by MSBVI’s and China Metro’s respective shareholders; the risk that the businesses may not be integrated successfully; the risk that the transaction may involve unexpected costs or unexpected liabilities; the risk that synergies from the transaction may not be fully realized or may take longer to realize than expected; the risk that disruptions from the transaction make it more difficult to maintain relationships with customers, employees or suppliers; and the other risks set forth in MSBVI’s Registration Statement on Form F-4 (File No. 333-160777) filed with the SEC on July 24, 2009, as amended by Amendment No. 1 to the Registration Statement on Form F-4 filed with the SEC on July 31, 2009, as well as the other factors described in the filings that MSBVI makes with the SEC from time to time. If one or more of these factors materialize, or if any underlying assumptions prove incorrect, MSBVI’s actual results, performance or achievements may vary materially from any future results, performance or achievements expressed or implied by these forward-looking statements.

In addition, the statements in this document reflect the expectations and beliefs of MSBVI as of the date of this document. MSBVI anticipates that subsequent events and developments will cause its expectations and beliefs to change. However, while MSBVI may elect to update these forward-looking statements publicly in the future, it specifically disclaims any obligation to do so. The forward-looking statements of MSBVI do not reflect the potential impact of any future dispositions or strategic transactions, including the Merger, that may be undertaken. These forward-looking statements should not be relied upon as representing MSBVI’s views as of any date after the date of this document.

On February 19, 2010, MSBVI issued a press release announcing, among other things, the execution of the Merger Agreement. A copy of the press release is attached to this Form 6-K and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 19, 2010

MAN SANG INTERNATIONAL (B.V.I.) LIMITED

By: /s/ Cheng Chung Hing, Ricky
CHENG Chung Hing, Ricky
Chairman of the Board

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release, dated February 19, 2010, announcing execution of merger agreement.



MAN SANG INTERNATIONAL (B.V.I.) LIMITED

FOR IMMEDIATE RELEASE

**MAN SANG INTERNATIONAL (B.V.I.) LIMITED
Wholly-Owned Subsidiary of Man Sang International (B.V.I.) Limited and
China Metro-Rural Limited to Merge**

NEW YORK — (MARKETWIRE) — February 19, 2010 — Man Sang International (B.V.I.) Limited (NYSE Amex: MHJ) (“MSBVI”) today announced that it and Creative Gains Limited, its wholly-owned subsidiary, have entered into a definitive merger agreement with China Metro-Rural Limited (“China Metro”) to combine the companies in an all stock transaction. The transaction is expected to be completed by March 31, 2010. This strategic transaction, unanimously approved by the independent members of the Board of Directors of MSBVI and unanimously approved by the Board of Directors of China Metro, will expand MSBVI’s commercial and real estate portfolio to include properties in New District, Tieling, Liaoning Province in the People’s Republic of China, where China Metro is currently devoted to the development and completion of an integrated, agricultural logistics and multi-functional project, known as China Northeast Logistics City, that will facilitate exhibition, trading, logistics, warehousing, commercial and residential housing in Tieling.

“The combination of MSBVI’s subsidiary and China Metro will further enhance MSBVI’s real estate portfolio and give MSBVI the opportunity to become an integral part of the exciting development that is already in progress in Tieling,” said Cheng Chung Hing, Ricky, President and Chairman of the Board of Directors and Chief Executive Officer of MSBVI. “We believe that China Metro has identified a key niche market and that China Northeast Logistics City is an excellent opportunity to actively expand MSBVI’s overall business in growing North East China while simultaneously popularizing to a worldwide market.”

Under the terms of the merger agreement, China Metro shareholders will receive approximately 574,432 ordinary shares of MSBVI for each ordinary share of China Metro they own. MSBVI will issue up to 57,443,238 ordinary shares at \$5 per share (representing a premium of approximately 150% of the closing share price of MSBVI ordinary shares at \$2 each on February 18, 2010) to the China Metro shareholders in order to acquire China Metro. This represents a total consideration of approximately \$287 million. MSBVI shareholders will retain their shares. Upon completion of the transaction, China Metro shareholders will own approximately 90% of the ordinary shares of MSBVI and MSBVI shareholders will own approximately 10% of the ordinary shares of MSBVI. The \$5 per share imputed price is not intended to serve as a projection by MSBVI of the trading price of MSBVI’s ordinary shares upon or immediately following completion of the merger.

MSBVI will maintain its corporate headquarters in Hong Kong and offices and subsidiary operations in the PRC. China Metro will operate as a wholly-owned subsidiary of MSBVI and maintain its offices in Hong Kong, as well as its subsidiary operations in the PRC.

Following the close of the transaction, Mr. Cheng Chung Hing, Ricky, MSBVI’s current Chairman, President and Chief Executive Officer, will be the Chairman and President of MSBVI and Mr. Sio Kam Seng, China Metro’s current Chairman and Director, will become Vice Chairman and Chief Executive Officer of MSBVI. In addition, Ms. Leung Wai Yan will join the board of directors of MSBVI. The remaining members of the management team for MSBVI will be comprised of executives from each organization.

The transaction is subject to approval by each of MSBVI's and China Metro's shareholders, the approval of the listing of the shares to be issued in the transaction by the NYSE Amex, as well as customary closing conditions. The transaction is expected to be completed by March 31, 2010.

ABOUT MAN SANG INTERNATIONAL (B.V.I.) LIMITED

Man Sang International (B.V.I.) Limited, formerly Man Sang Holdings, Inc., is principally engaged through subsidiaries in the purchasing, processing, assembling, merchandising and wholesale distribution of pearls, pearl jewelry products and jewelry products. In addition, Man Sang International (B.V.I.) Limited, through its subsidiaries, owns and operates commercial real estate for lease and sale in Hong Kong and the People's Republic of China.

IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION

In connection with the proposed Merger of Creative Gains Limited, a wholly-owned subsidiary of MSBVI, and China Metro (the "Merger") pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), MSBVI will file with the U.S. Securities and Exchange Commission (the "SEC") a current report on Form 6-K, which will include a notice of a special meeting at which MSBVI's shareholders will be asked to, among other things, adopt the Merger Agreement and approve the Merger, and a proxy statement of MSBVI and other relevant materials in connection with the proposed transactions. MSBVI expects to file the Form 6-K with the SEC on or about February 26, 2010 and mail the notice of a special meeting and proxy statement to its shareholders on or about March 2, 2010. The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, which will be included in the proxy statement. MSBVI's shareholders are urged to read the proxy statement, when it becomes available, because it will contain important information about MSBVI, China Metro and the proposed transactions. The proxy statement and other relevant materials (when they become available), and any and all documents filed with the SEC, may be obtained free of charge at the SEC's website at www.sec.gov. Free copies of the documents filed with the SEC by MSBVI will be available on the investor relations portion of MSBVI's website at <http://www.man-sang.com>.

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Forward-Looking Statements

The information above includes forward-looking statements about Man Sang International (B.V.I.) Limited. Such forward-looking statements are subject to certain risks and uncertainties, as disclosed by Man Sang International (B.V.I.) Limited from time to time in its filings with the U.S. Securities and Exchange Commission. As a result of these factors, Man Sang International (B.V.I.) Limited's actual results may differ materially from those indicated or implied by such forward-looking statements. Man Sang International (B.V.I.) Limited disclaims any intent or obligation to update these forward-looking statements.

CONTACT:

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