

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 3, 2005

MAN SANG HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

NEVADA
(State or other
jurisdiction of incorporation)

000-20877
(Commission
File Number)

87-0539570
(IRS Employer
Identification No.)

21st Floor, Railway Plaza, 39 Chatham Road South,
Tsimshatsui, Kowloon,
Hong Kong SAR
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (852) 2317 5300

SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.03 Amendments to Articles of Incorporation or Bylaws.

On August 4, 2005, Man Sang Holdings, Inc. (the "Company") filed a Certificate of Change Pursuant to NRS 78.209, increasing the Company's authorized shares to 31,250,000 shares of common stock, par value \$0.001 per share. The newly authorized shares of common stock were made pursuant to the five-for-four stock split of the Company's common stock effective August 5, 2005, and described in the Company's current report on Form 8-K filed on July 22, 2005.

On August 4, 2005, as a condition to being listed on the American Stock Exchange ("AMEX"), the Company amended its Bylaws to prohibit closing the Company's share transfer books for any purpose. A copy of the amendment to the Company's Bylaws is attached to this current report on Form 8-K as Exhibit 3.2, and is incorporated herein by reference.

SECTION 8 - OTHER EVENTS

Item 8.01 Other Events.

On August 3, 2005, the Company received written notification from AMEX stating that the Company's amended listing application for its common stock had been approved. The listing application was amended to accommodate the five-for-four stock split of the Company's common stock described in its current report on Form 8-K filed on July 22, 2005. The AMEX approval is contingent upon the Company being in compliance with all applicable listing standards on the date it begins trading on the AMEX, and may be rescinded if the Company is not in compliance with such standards. The Company intends to begin trading its stock on the AMEX on August 8, 2005.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(c) Exhibits.

Exhibit No.	Description
3.1	Certificate of Change Pursuant to NRS 78.209, filed on August 4, 2005
3.2	Amendment to Amended Bylaws of the Company, effective August 4, 2005

Date: August 5, 2005

MAN SANG HOLDINGS, INC.

By: /s/ CHENG Chung Hing, Ricky
CHENG Chung Hing, Ricky
Chairman of the Board, President and
Chief Executive Officer

INDEX TO EXHIBITS

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3.1	Certificate of Change Pursuant to NRS 78.209, filed on August 4, 2005
3.2	Amendment to Amended Bylaws of the Company, effective August 4, 2005

[Logo State of Nevada]

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(777) 684 5708
Website: secretaryofstate.biz

Certificate of Change Pursuant to NRS 78.209

Certificate of Change filed Pursuant to NRS 78.209 For Nevada Profit Corporations

1. Name of corporation:

Man Sang Holdings, Inc.

2. The board of directors have adopted a resolution pursuant to NRS 78.207 and no approval of the stockholders is required pursuant to NRS 78.207.

3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:

- (i) Common Stock: 25,000,000 shares authorized, \$0.001 par value.
 - (ii) Preferred Stock: 200,000 shares authorized, \$0.001 par value of which:
 - 100,000 shares have been designated as Series A Preferred Stock; and
 - 100,000 shares have been designated as Series B Preferred Stock.
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4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:

- (i) Common Stock: 31,250,000 shares authorized, \$0.001 par value.
- (ii) Preferred Stock: 200,000 shares authorized, \$0.001 par value of which:
 - 100,000 shares have been designated as Series A Preferred Stock; and
 - 100,000 shares have been designated as Series B Preferred Stock.

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:

Five (5) shares of common stock to be issued after the change in exchange for every four (4) shares of common stock before the exchange.

6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:

No fractional shares shall be issued pursuant to the change. In lieu of fractional shares, each fractional share otherwise issuable shall be rounded up to the nearest whole share.

7. Effective date of filing (optional): August 5, 2005

8. Officer Signature:

MAN SANG HOLDINGS, INC.

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

**AMENDMENT TO THE AMENDED BYLAWS
OF MAN SANG HOLDINGS, INC.**
(Effective as of August 4, 2005)

Article II, Section 2.05 of the Company's Bylaws is hereby deleted in its entirety, and the following Article II, Section 2.05 is hereby substituted in its place:

"2.05 CLOSING TRANSFER BOOKS AND FIXING RECORD DATE

The Board of Directors may not close the Company's share transfer books for any purpose. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, not later than sixty (60) days and, in case of a meeting of shareholders, not earlier than ten (10) days, prior to the date on which the particular action requiring such determination of shareholders is to be taken. If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof."