

**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): November 23, 2005

MAN SANG HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

NEVADA	000-20877	87-0539570
(State or other jurisdiction of incorporation)	(Commission File Number)	(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 3 – SECURITIES AND TRADING MARKETS

Item 3.03 Material Modifications to Rights of Security Holders.

On November 23, 2005, Man Sang Holdings, Inc. (the “Company”) submitted a Certificate of Amendment to Certificate of Designation For Nevada Profit Corporations (Pursuant to NRS 78.1955 - After Issuance of Class or Series) (“Certificate of Amendment”), fixing the number of votes for holders of 100,000 issued and outstanding shares of the Company’s Series A Preferred Stock at 3,191,225 shares of the Company’s Common Stock (subject to adjustments for stock splits, stock dividends, combinations, and the like upon occurrence of such event, if any). A copy of the Certificate of Amendment is attached to this current report on Form 8-K as Exhibit 3.1, and is incorporated herein by reference.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(c) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to Certificate of Designation For Nevada Profit Corporations (Pursuant to NRS 78.1955 - After Issuance of Class or Series), submitted on November 23, 2005

Date: November 23, 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

Exhibit No.	Description
3.1	Certificate of Amendment to Certificate of Designation For Nevada Profit Corporations (Pursuant to NRS 78.1955 - After Issuance of Class or Series), submitted on November 23, 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

**AMENDMENT TO THE CERTIFICATE OF DESIGNATION AFTER ISSUANCE OF CLASS
OR SERIES (PURSUANT TO NRS 78.1955)**

**Certificate of Amendment to Certificate of Designation For Nevada Profit Corporations
(Pursuant to NRS 78.1955 - After Issuance of Class or Series)**

1. Name of corporation:

Man Sang Holdings, Inc.

2. Stockholder approval pursuant to statute has been obtained.

3. The class or series of stock being amended:

Series A Preferred Stock, par value \$0.001 per share

4. By a resolution adopted by the board of directors, the certificate of designation is being amended as follows or the new class or series is:

By the deletion of Section 3. Voting Rights, in its entirety, and its replacement with the following:

“**Section 3. Voting Rights.** The holders of the Series A Preferred Stock shall, as a class, be entitled to such number of votes as shall constitute three million one hundred ninety-one thousand two hundred twenty-five (3,191,225) shares of Common Stock (subject to adjustment for stock splits, stock dividends, combinations, and the like upon occurrence of such event, if any) in all matters voted on by the shareholders of the Corporation and shall be further entitled to such voting rights as may be expressly required by law.”

5. Effective date of filing (optional): November 23, 2005
(must not be later than 90 days after the certificate is filed)

6. Officer Signature (Required):

MAN SANG HOLDINGS, INC.

By: /s/ CHENG Chung Hing, Ricky

CHENG Chung Hing, Ricky
Chairman of the Board, President,
and Chief Executive Officer