
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 your 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 **Sling Group Holdings Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to the Company. 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.

Sling Group Holdings Limited

森浩集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8285)

(1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of **Sling Group Holdings Limited** to be held at 1/F., China Building, 29 Queen’s Road Central, Central, Hong Kong on 4 June 2019 at 2:30 p.m. is set out on pages 17 to 20 of this circular.

A form of proxy for use at the annual general meeting is enclosed. Whether or not you are able to attend the annual general meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, located at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof (i.e. 2 June 2019 at 2:30 p.m.). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.sling-inc.com.hk.

29 March 2019

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM Notice”	the notice for convening the Annual General Meeting set out on pages 17 to 20 of this circular
“Annual General Meeting”	the annual general meeting of the Company to be held at 1/F., China Building, 29 Queen’s Road Central, Central, Hong Kong on 4 June 2019 at 2:30 p.m. or any adjournment thereof, notice of which is set out on pages 17 to 20 of this circular
“Annual Report”	annual report of the Company in respect of the year ended 31 December 2018
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article of the Articles of Association
“close associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors of the Company
“Companies Law”	The Companies Law of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Sling Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the GEM
“Core Connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company at the date of the passing of the relevant resolution granting such mandate in accordance with terms set out in Ordinary Resolution No. 5 in the AGM Notice
“Latest Practicable Date”	20 March 2019 being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company at the date of the passing of the relevant resolution granting such mandate in accordance with the terms as set out in Ordinary Resolution No. 5 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“%”	per cent

LETTER FROM THE BOARD

Sling Group Holdings Limited

森浩集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8285)

Executive Directors:

Mr. Yau Frederick Heng Chung (*Chairman*)
Mr. Lee Tat Fai Brian (*Chief Executive Officer*)
Mr. Yip Chun Wai (*Chief Financial Officer*)

Non-executive Directors:

Mr. Yau Sonny Tai Nin
Mr. Yau Tai Leung Sammy

Independent Non-executive Directors:

Mr. Won Chik Kee
Mr. Feng Dai
Ms. Sit Ting Fong

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Principal place of Business
in Hong Kong:*

Unit 1, 21st Floor
Yen Sheng Centre
64 Hoi Yuen Road
Kwun Tong
Kowloon
Hong Kong

29 March 2019

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the Annual General Meeting, resolutions will be proposed, among other matters:

- (a) to grant the Issue Mandate to the Directors;
- (b) to grant the Repurchase Mandate to the Directors;
- (c) to extend the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate; and
- (d) to re-elect the retiring Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the Annual General Meeting for the grant of the Issue Mandate, the grant of the Repurchase Mandate and the re-election of retiring Directors, and to seek your approval in connection with such matters at the Annual General Meeting.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Two ordinary resolutions, namely Ordinary Resolutions No. 4 and 6 in the AGM Notice, will be proposed at the Annual General Meeting to grant to the Directors (i) the Issue Mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of Ordinary Resolution No. 4 in the AGM Notice; and (ii) an extension to the Issue Mandate so granted by adding thereto any Shares repurchased by the Company pursuant to the Repurchase Mandate up to 10% of the issued share capital of the Company as at the date of passing Ordinary Resolution No. 5 in the AGM Notice.

An ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Repurchase Mandate, details of which are set out in Ordinary Resolution No. 5 in the AGM Notice. The Shares which may be purchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of Ordinary Resolution No. 5.

As at the Latest Practicable Date, a total of 560,000,000 Shares were in issue. Subject to the passing of Ordinary Resolutions Nos. 4 and 5, the Company will be allowed to allot and issue up to a maximum of 112,000,000 Shares and repurchase a maximum of 56,000,000 Shares.

Shares on the assumption that there will be no change in the issued share capital prior to the Annual General Meeting.

Subject to the relevant resolutions being passed at the Annual General Meeting, the Issue Mandate and the Repurchase Mandate shall be valid from the date of passing the resolutions until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws in the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of eight Directors, namely Mr. Yau Frederick Heng Chung, Mr. Lee Tat Fai Brian and Mr. Yip Chun Wai, being the executive Directors; Mr. Yau Sonny Tai Nin and Mr. Yau Tai Leung Sammy, being the non-executive Directors; and Mr. Won Chik Kee, Mr. Feng Dai and Ms. Sit Ting Fong, being the independent non-executive Directors.

Pursuant to Article 105 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation and shall be eligible for re-election. Accordingly, Mr. Yau Sonny Tai Nin, Mr. Yau Frederick Heng Chung and Mr. Yau Tai Leung Sammy will retire from office by rotation at the Annual General Meeting and being eligible, will offer themselves for re-election.

Pursuant to Article 109 of the Articles of Association, any Director appointed by the Board as an addition to the existing Board or to fill a casual vacancy shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Accordingly, Ms. Sit Ting Fong will retire from office at the Annual General Meeting and being eligible, will offer herself for re-election.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The AGM Notice, which contains, *inter alia*, the resolutions for the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors is set out on pages 17 to 20 of this circular.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at the Annual General Meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

PROXY FORM

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, located at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment

LETTER FROM THE BOARD

thereof (as the case may be) (i.e. not later than 2:30 p.m. on 2 June 2019). Completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be).

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, 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.

Yours faithfully,
By Order of the Board
Sling Group Holdings Limited
Yau Frederick Heng Chung
Chairman

This appendix contains information required under Rule 13.08 of the GEM Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in connection with the proposed Share Repurchase Mandate.

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by way of an ordinary resolution, either of a specific approval of a particular transaction or of a general mandate to the Directors to make such repurchases.

2. TOTAL NUMBER OF SHARES IN ISSUE

As at the Latest Practicable Date, the issued share capital of the Company comprised 560,000,000 Shares.

Subject to the passing of the Ordinary Resolution No.5 and on the basis that no further Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 56,000,000 Shares (representing 10% of the aggregate nominal amount of the issued share capital of the Company as at the Latest Practicable Date) during the period from the date of passing of Ordinary Resolution No. 5 set out in the AGM Notice up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange. An exercise of the Share Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds of the Company legally available for such purposes in accordance with the memorandum of association of the Company, the Articles of Association and the applicable laws and regulations of the Cayman Islands, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Law, out of the capital of

the Company and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law, out of capital of the Company.

5. IMPACT OF REPURCHASES

There might be adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 December 2018) in the event that the Share Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company. The Directors would only exercise the power to repurchase in circumstances whether they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
March	0.355	0.250
April	0.270	0.221
May	0.290	0.222
June	0.260	0.221
July	0.239	0.160
August	0.235	0.174
September	0.220	0.180
October	0.220	0.180
November	0.200	0.175
December	0.191	0.170
2019		
January	0.180	0.123
February	0.145	0.125
March (up to the Latest Practicable Date)	0.148	0.114

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Share Repurchase Mandate in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws, rules and regulations of the Cayman Islands from time to time in force.

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquires, any of their close associates, has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Share Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Company is authorised to make repurchases of the Shares.

9. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in it/their interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Shares held	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Yen Sheng Investment Limited ("Yen Sheng BVI")	291,838,960	Beneficial owner	52.1141%	57.9046%
Yau Tai Leung Sammy (Note 1)	291,838,960	Interest in controlled corporation	52.1141%	57.9046%
Chan Yee Ling Elaine (Note 2)	291,838,960	Interests of spouse	52.1141%	57.9046%
Yau Sonny Tai Nin (Note 1)	291,838,960	Interest in controlled corporation	52.1141%	57.9046%
Hiang Siu Wei Cecilia (Note 3)	291,838,960	Interests of spouse	52.1141%	57.9046%
Summit Time Resources Limited	128,161,040	Beneficial owner	22.8859%	25.4288%

Name	Shares held	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Li Wing Chi Agnes (<i>Note 4</i>)	128,161,040	Interest in controlled corporation	22.8859%	25.4288%
Lee Shui Kwai Victor (<i>Note 5</i>)	128,161,040	Interests of spouse	22.8859%	25.4288%

Notes:

1. Yen Sheng BVI was beneficially owned by Mr. Yau Tai Leung Sammy and Mr. Yau Sonny Tai Nin as to approximately 49.3120% and 49.2321%, respectively. By virtue of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”), Mr. Yau Tai Leung Sammy and Mr. Yau Sonny Tai Nin are deemed to be interested in all the Shares held by Yen Sheng BVI.
2. Ms. Chan Yee Ling Elaine is the spouse of Mr. Yau Tai Leung Sammy. By virtue of the SFO, Ms. Chan Yee Ling Elaine is deemed to be interested in all the Shares held by Mr. Yau Tai Leung Sammy.
3. Ms. Hiang Siu Wei Cecilia is the spouse of MR. Yau Sonny Tai Nin. By virtue of the SFO, Ms. Hiang Siu Wei Cecilia is deemed to be interested in all the Shares held by Mr. Yau Sonny Tai Nin.
4. Summit Time Resources Limited was wholly owned by Ms. Li Wing Chi Agnes. By virtue of the SFO, Ms. Li Wing Chi Agnes is deemed to be interested in all the Shares held by Summit Time Resources Limited.
5. Mr. Lee Shui Kwai Victor is the spouse of Ms. Li Wing Chi Agnes. By virtue of the SFO, Mr. Lee Shui Kwai Victor is deemed to be interested in all the Shares held by Ms. Li Wing Chi Agnes.

Assuming that there is no change in the number of issued Shares prior to the Annual General Meeting, in the event that the Repurchase Mandate is exercised in full, (i) the percentage shareholding in Shares held by Yen Sheng BVI, Mr. Yau Tai Leung Sammy and Mr. Yau Sonny Tai Nin would be increased from 52.1141% to 57.9046%; (ii) the percentage shareholding in shares held by Summit Time Resources Limited and Ms. Li Wing Chi Agnes would be increased from 22.8859% to approximately 25.4288%. In view of this, an exercise of the Repurchase Mandate in full would not result in them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code; and (iii) the number of the Shares which are held in public hands would be reduced to less than 25%.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the Shares which are held by the public falling below 25% of the total number of issued Shares, being the relevant minimum prescribed percentage for the company as required by the Stock Exchange.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases to be made pursuant to the Repurchase Mandate.

10. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The details of the Directors who will retire from office at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting, are set out below:

Mr. Yau Frederick Heng Chung (邱亨中) (“Mr. Fred Yau”), aged 44, son of Mr. Yau Sonny Tai Nin and nephew of Mr. Yau Tai Leung Sammy, both are Non-executive Directors of the Company, was appointed as a Director on 22 June 2017 and re-designated as an Executive Director and Chairman on 15 December 2017 of the Company. He also sits on boards of various companies within the Group. He is primarily responsible for the overall business corporate strategic planning and development of the Group. He obtained a bachelor’s degree in chemistry from Harvard University in the United States in June 1997.

Mr. Fred Yau has over 15 years of experience in the women’s handbag industry. Since March 2002, Mr. Fred Yau has become a director of Sling Incorporated Limited and an executive director of Yen Sheng Factory Limited and has been responsible for our Group’s strategic and development planning and coordinating the operation of Yen Sheng Factory Limited, including marketing, sales and distribution, managing merchandising and production operation. Through his industry-related working experience, Mr. Fred Yau has accumulated industry knowledge and market understanding for the women’s handbag industry.

Mr. Fred Yau has entered into a service contract dated 15 December 2017 with the Company. Mr. Fred Yau was appointed as an executive Director for a terms of 3 years commencing from 15 December 2017 (subject to retirement by rotation and re-election in accordance with the Articles of Association) unless otherwise terminated by either party by giving to the other not less than three months’ prior written notice. Pursuant to the service contract, Mr. Fred Yau is entitled to an annual salary of HK\$390,000. Mr. Fred Yau is also entitled to a discretionary performance bonus as may be determined by the Board and subject to the review and approval of the remuneration committee of the Company.

As at Latest Practicable Date, Mr. Fred Yau was interested in 6,863 shares of Yen Sheng Investment Limited (“Yen Sheng BVI”), representing approximately 0.69% in the capital of Yen Sheng BVI, a company incorporated in the British Virgin Islands and in which Mr. Yau Tai Leung Sammy and Mr. Yau Sonny Tai Nin beneficially owned approximately 49.31% and 49.23% respectively, hold 291,838,960 shares in the capital of the Company, representing approximately 52.11% of the issued share capital of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Fred Yau does not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other position with the Company and other members of the Group; (iii) hold any other major appointments and professional qualifications; (iv) have any other interests in the Shares within the meaning of Part XV of the SFO; or (v) have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Save as disclosed above, there is no other information that should be disclosed pursuant to the requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters concerning Mr. Fred Yau that need to be brought to the attention of the Shareholders.

Mr. Yau Sonny Tai Nin (邱泰年) (“Mr. Sonny Yau”), aged 71, was appointed as a Director on 6 January 2017 and re-designated as a Non-executive Director of the Company on 15 December 2017. Mr. Sonny Yau is the father of Mr. Fred Yau and elder brother of Mr. Sammy Yau. He also sits on boards of various companies within the Group. He is primarily responsible for supervising and providing strategic guidance to our Board. He obtained a bachelor’s degree in science from Cornell University in the United States in May 1972.

Mr. Sonny Yau has over 42 years of experience in the handbag industry. Mr. Sonny Yau and the Yau Family founded Yen Sheng Group and Tai Heng Group, which are principally engaged in the provision of manufacturing services and sale of handbags, leather goods and travel goods as an original equipment manufacturer to customers both in and outside the PRC. Since February 1975, Mr. Sonny Yau has been leading Yen Sheng Factory Limited as the chief executive officer and the director of operation. He was mainly responsible for the business development of Yen Sheng Group, including strategic planning, setting the company’s values, culture and behaviour, building the senior executive team and allocating resources of the company. Through his industry-related working experience, Mr. Sonny Yau has accumulated industry knowledge and market understanding for the women’s handbag industry.

In 1999, the Yau Family (including Mr. Sonny Yau), together with Mr. Brian Lee and his then business partners, founded our Group with a view to develop the women’s handbags business. Mr. Sonny Yau has been a director of Sling Incorporated Limited since May 1999, and has been responsible for providing strategic guidance to our Group in relation to the development and expansion of our business.

Mr. Sonny Yau has entered into a letter of appointment dated 15 December 2017 with the Company. Mr. Sonny Yau was appointed as a Non-executive Director of the Company for a term of 2 years commencing from 15 December 2017 (subject to retirement by rotation and re-election in accordance with the Articles of Association) unless otherwise terminated by either party by giving to not less than three months’ prior written notice. Pursuant to his letter of appointment, Mr. Sonny Yau is entitled to a director’s fee of HK\$120,000 per annum which is determined with reference to the prevailing market practice, the Company’s remuneration policy and his duties and responsibilities.

As at Latest Practicable Date, Mr. Yau Tai Leung Sammy and Mr. Sonny Yau hold 291,838,960 shares of the Company, representing approximately 52.11% of the issued share capital of the Company through Yen Sheng BVI in which Mr. Yau Tai Leung Sammy and Mr. Sonny Yau beneficially owned approximately 49.31% and 49.23% respectively.

Save as disclosed above, as at the Latest Practicable Date, Mr. Sonny Yau does not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other position with the Company and other members of the Group; (iii) hold any other major appointments and professional qualifications; (iv) have any other interests in the Shares within the meaning of Part XV of the SFO; or (v) have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Save as disclosed above, there is no other information that should be disclosed pursuant to the requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters concerning Mr. Sonny Yau that need to be brought to the attention of the Shareholders.

Mr. Yau Tai Leung Sammy (邱泰樑) (“Mr. Sammy Yau”), aged 65, was appointed as a Director on 22 June 2017 and re-designated as a Non-executive Director of the Company on 15 December 2017. Mr. Sammy Yau is the younger brother of Mr. Sonny Yau and uncle of Mr. Fred Yau. He also sits on boards of various companies within the Group. He is primarily responsible for supervising and providing strategic guidance to our Board.

Mr. Sammy Yau has over 40 years of experience in the handbag industry. The Yau Family, including Mr. Sammy Yau, founded Yen Sheng Group and Tai Heng Group, which are engaged in the provision of manufacturing services and sale of handbags, leather goods and travel goods as an original equipment manufacturer to customers both in and outside the PRC. Since February 1977, Mr. Sammy Yau has been leading Yen Sheng Factory Limited as the director of sales and an executive director. He was mainly responsible for the business development of Yen Sheng Group, including strategic planning, sales and operation, and building the senior executive team. Through his industry-related working experience, Mr. Sammy Yau has accumulated industry knowledge and market understanding for the women’s handbag industry.

In 1999, the Yau Family (including Mr. Sammy Yau), together with Mr. Brian Lee and his then business partners, founded our Group with a view to develop the women’s handbags business. Mr. Sammy Yau has been a director of Sling Incorporated Limited since May 1999, and has been responsible for providing strategic guidance to our Group in relation to the development and expansion of our business.

Mr. Sammy Yau has entered into a letter of appointment dated 15 December 2017 with the Company. Mr. Sammy Yau was appointed as a non-executive Director for a term of 2 years commencing from 15 December 2017 (subject to retirement by rotation and re-election in accordance with the Articles of Association), unless otherwise terminated by either party by giving to the other not less than three months’ prior written notice. Pursuant to his letter of appointment, Mr. Sammy Yau is entitled to a director’s fee of HK\$120,000 per annum which is determined with reference to the prevailing market practice, the Company’s remuneration policy and his duties and responsibilities.

As at Latest Practicable Date, Mr. Yau Tai Leung Sammy and Mr. Sonny Yau hold 291,838,960 shares of the Company, representing approximately 52.11% of the issued share capital of the Company through Yen Sheng BVI in which Mr. Yau Tai Leung Sammy and Mr. Sonny Yau beneficially owned approximately 49.31% and 49.23% respectively.

Save as disclosed above, as at the Latest Practicable Date, Mr. Sammy Yau does not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other position with the Company and other members of the Group; (iii) hold any other major appointments and professional qualifications; (iv) have any other interests in the Shares within the meaning of Part XV of the SFO; or (v) have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Save as disclosed above, there is no other information that should be disclosed pursuant to the requirements of Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters concerning Mr. Sammy Yau that need to be brought to the attention of the Shareholders.

Ms. Sit Ting Fong (薛定芳) (“Ms. Sit”), aged 44, was appointed as our Independent Non-executive Directors of the Company on 31 January 2019. She is the chairlady of Nomination Committee, a member of each of Remuneration Committee and Audit Committee of the Board. Ms. Sit is currently a director of Ascendent Capital Partners (Asia) Limited. Ms. Sit received a Bachelor’s degree in Business Administration with first class honours in 1997 from The Chinese University of Hong Kong and a Master’s degree in Business Administration from Harvard University in 2002. Ms. Sit has 20 years of strategic consulting, private equity investment and portfolio management experiences in renowned investment and consulting companies.

Ms. Sit has entered into a letter of appointment dated 31 January 2019. Ms. Sit was appointed as an Independent Non-executive Director for a term of 2 years commencing from 31 January 2019 (subject to retirement by rotation and re-election in accordance with the Articles of Association) unless otherwise terminated by either party by giving to the other not less than three months’ prior written notice. Pursuant to her letter of appointment, Ms. Sit is entitled to a director’s fee of HK\$150,000 per annum which is determined with reference to the prevailing market practice, the Company’s remuneration policy and her duties and responsibilities.

Save as disclosed above, Ms. Sit does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, any other position with the Company and other members of the Group, or any other major appointments and professional qualifications. Ms. Sit does not have any interests in the shares of the Company within the meaning of Part XV of the SFO and does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Taking into account Ms. Sit's confirmation of independence pursuant to the GEM Listing Rules whereby Ms. Sit has confirmed, *inter alia*, that she does not have any management role in the Group or any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders and Ms. Sit's professional experience as set out above, the Board considers Ms. Sit to be independent and believes that the re-election of Ms. Sit will continue to be beneficial to the Board.

Save as disclosed above, there is no information that should be disclosed pursuant to the requirements of Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters concerning Ms. Sit that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

Sling Group Holdings Limited

森浩集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8285)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of **Sling Group Holdings Limited** (the “**Company**”) will be held at 1/F., China Building, 29 Queen’s Road Central, Central, Hong Kong on 4 June 2019 (Tuesday) at 2:30 p.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2018;
2. To re-elect Directors and to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. To re-appoint Grant Thornton Hong Kong Limited as auditor of the Company and to authorise the Board to fix their remuneration;
4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period, otherwise than pursuant to: (i) a Rights Issue (as defined below); or (ii) any issue of Shares for the grant or exercise of any options granted under any share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees (including Directors) of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (iii) any issue of Shares as scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said authority shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws in the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”;

NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all powers of the Company to repurchase its shares of HK\$0.01 each in the share capital of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which shares of the Company may be listed and recognized by the Securities and Futures Commission or the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, **“Relevant Period”** means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of resolutions nos. 4 and 5 set out in the notice convening this meeting, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued Shares as at the date of the passing of this resolution.”

By Order of the Board
Sling Group Holdings Limited
Leung Sau Fong
Company Secretary

Hong Kong, 29 March 2019

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, located at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (i.e. 2 June 2019 at 2:30 p.m.).
3. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 29 May 2019 (Wednesday) to 4 June 2019 (Tuesday) (both days inclusive), during which time no transfer of shares will be effected. To ensure that shareholders are entitled to attend and vote at the Annual General Meeting, shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, located at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by no later than 4:30 p.m. on 28 May 2019 (Tuesday) for registration of the relevant transfer.