

LEVER STYLE CORPORATION
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1346)
(“Company”)

**NOMINATION COMMITTEE (the “Committee”) –
TERMS OF REFERENCE**

The Committee is established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) at its meeting held on 12 October 2019.

1. MEMBERSHIP

- 1.1 The Committee shall comprise at least three directors appointed by the Board from time to time. The majority of the members of the Committee shall be independent non-executive directors of the Company.
- 1.2 The chairman of the Committee shall be appointed by the Board from time to time and shall be the chairman of the Board or an independent non-executive director of the Company. In the absence of the chairman of the Committee and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 1.3 Save as otherwise appointed by the Committee, the company secretary shall be the secretary of the Committee and in the absence of the company secretary, a member of the Committee or his/her nominee shall act as the secretary.

2. FREQUENCY AND PROCEEDINGS OF MEETINGS

- 2.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
- 2.2 The chairman of the Committee may convene additional meetings at his discretion.
- 2.3 The quorum of a meeting shall be two members of the Committee and one of them must be an independent non-executive director of the Company. Any members of the Committee or other attendees may participate in a meeting of the Committee by attending in person or by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 2.4 The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.
- 2.5 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any member thereof.

- 2.6 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, the chief executive officer of the Company, the chief financial officer of the Company, any other person required to attend and all other executive and non-executive directors of the Company, at least three working days prior to the date of the meeting.
- 2.7 The chairman of the Board shall have the right to attend and speak at Committee meetings; others may be called upon or shall be able to speak by prior arrangement with the chairman of the Committee.
- 2.8 The secretary of the Committee shall keep minutes of the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 2.9 With consent by all members of the Committee, resolutions of the Committee could be passed by written resolutions.
- 2.10 Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members present shall represent an act of the Committee.

3. AUTHORITY

- 3.1. The authorities of the Committee shall include such authorities set out in the relevant code provisions of the Corporate Governance Code and Corporate Governance Report (the “**Corporate Governance Code and Corporate Governance Report**”) as contained in the Listing Rules (as amended from time to time).
- 3.2. The Committee is authorized by the Board to seek any information it requires from the management of the Company in order to perform its duties. Management of the Company is obliged to supply the Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a member of the Committee requires more information than is the information provided voluntarily by the management of the Company, the relevant member of the Committee should make additional necessary enquiries. Each member of the Committee shall have separate and independent access to the management of the Company.
- 3.3. The Committee is authorized by the Board to obtain any independent professional advice, at the Company’s expense, from any person if it considers necessary to perform its duties.
- 3.4. The Committee is to be provided with sufficient resources to discharge its duties.
- 3.5. The Committee shall consult the chairman of the Board and/or the chief executive officer of the Company about its proposals relating to the remuneration of other executive directors.

4. DUTIES, POWERS AND FUNCTIONS

The Committee shall:

- (a) review the structure, size and composition (including, but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) assess the independence of independent non-executive directors of the Company;
- (d) make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular the chairman of the Board and the chief executive officer;
- (e) establish a policy concerning diversity of Board members, review the policy and the progress on achieving the objectives set for implementing the policy and should disclose the policy or a summary of the policy in the corporate governance report annually;
- (f) assess the independence of independent non-executive directors, having regards to the requirements under the Listing Rules; and
- (g) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.

The Committee shall report directly to the Board. The Committee shall be provided with sufficient resources to perform its duties and is authorised to obtain outside legal or other independent professional advice to perform its responsibilities and to secure the attendance of outsiders with relevant experience and expertise, at the Company's expense, if it considers necessary.

5. REPORTING PROCEDURES

- 5.1 Full minutes of the meetings of the Committee should be kept by the secretary of the Company, which should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Committee members or dissenting views expressed. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and records respectively within a reasonable time after the meeting.
- 5.2 The secretary of the Committee shall circulate the minutes of meetings of the Committee to all members of the Board.
- 5.3 Chairman of the Committee who chairs the meetings or another member of the Committee who is authorised by the chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee.

6. ANNUAL GENERAL MEETINGS

The chairman of the Committee, or in his/her absence, another member of the Committee, or failing which his/her duly appointed alternate shall attend the annual general meetings of the Company and be available to answer questions thereat on the Committee's activities and its responsibilities.

7. INTERPRETATION

Interpretation of these terms of reference shall belong to the Board.

8. AVAILABILITY

- (a) These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements in Hong Kong; and
- (b) These terms of reference or its updated and revised versions should be published on the website of the Company and the website of The Stock Exchange of Hong Kong Limited.

9. MISCELLANEOUS

In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.