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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in Lever Style Corporation, you should at once deliver this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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**Lever Style Corporation**

**利華控股集團**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1346)**

**GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES;  
RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Lever Style Corporation (the “**Company**”) to be held at 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong and by way of physical and electronic means on Friday, 19 April 2024 at 10:00 a.m. is set out on pages 15 to 19 of this circular. Whether you propose to attend the Annual General Meeting physically or not, you are requested to complete the said proxy form enclosed with the instructions printed thereon and return the same to the Company’s Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

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## **ARRANGEMENTS ON ATTENDANCE OF ANNUAL GENERAL MEETING AND VOTING BY PROXY**

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### **VOTING BY APPOINTING THE CHAIRMAN OF THE ANNUAL GENERAL MEETING AS PROXY**

Shareholders may exercise their voting rights at the Annual General Meeting via proxy voting and may appoint the Chairman of the Annual General Meeting as proxy. Completed proxy forms should be received by the Company's Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof. The proxy form can be downloaded from the "Investor Relations" section of the Company's website at <https://www.leverstyle.com/en/home/> or the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 19 April 2024 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions, contained in the notice of the annual general meeting set out on pages 15 to 19 of this circular, or any adjournment thereof
“Articles”	the second amended and restated articles of association of the Company currently in force
“Companies Act”	the Companies Act Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Lever Style Corporation, a company incorporated in the Cayman Islands, the Shares of which are listed on the Stock Exchange (stock code: 1346)
“Directors”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or otherwise deal with additional Shares representing up to 20% of the issued Shares as at the date of passing of such resolution at the Annual General Meeting
“Latest Practicable Date”	22 March 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company at the date of passing such resolution at the Annual General Meeting
“SFO”	the Securities and Future Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 in the share capital of the Company
“Share Buy Back Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs
“U.S.”	the United States of America
“US\$”	United States dollars, the lawful currency of the United States of America

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LETTER FROM THE BOARD

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**Lever Style Corporation**

**利華控股集團**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1346)**

*Executive Directors:*

Mr. SZETO Chi Yan Stanley (*Chairman*)

Dr. CHAN Yuk Mau Eddie

Mr. LEE Yiu Ming

*Independent non-executive Directors:*

Mr. SEE Tak Wah

Mr. ANDERSEN Dee Allen

Ms. KESEBI Lale

Mr. LIU Gary

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head office and*

*principal place of business:*

Room 76 Flat A,

7/F, Wing Tai Centre

12 Hing Yip Street

Kwun Tong, Kowloon

Hong Kong

28 March 2024

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES;  
RE-ELECTION OF DIRECTORS;**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, among other things:

- (i) the granting of the Issue Mandate, Repurchase Mandate and Extension Mandate; and
- (ii) the proposed re-election of Directors.

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## LETTER FROM THE BOARD

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### GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the resolutions passed by the Shareholders on 13 June 2023, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing the relevant resolution; (b) a general unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the number of issued Shares as at the date of passing the relevant resolution; and (c) the power to extend the general mandate mentioned in (a) above by the number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the number of issued Shares on the date of passing of such resolution. On the assumption that 639,100,000 Shares were in issue as at the Latest Practicable Date and assuming no Shares will be issued or repurchased prior to the Annual General Meeting, the maximum number of Shares to be allotted and issued pursuant to the Issue Mandate will be 127,820,000;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the number of issued Shares on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting;
- (b) the date by which the next annual general meeting is required by the Companies Act or the Articles to be held; or
- (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

### **RE-ELECTION OF DIRECTORS**

In accordance with article 84 of the Articles, one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company and every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. SEE Tak Wah, Mr. ANDERSEN Dee Allen, Ms. KESEBI Lale and Mr. TAN William will retire as Directors by rotation and, being eligible, will offer themselves for re-election as Directors by the Shareholders at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. Details of the retiring Directors are set out in Appendix II to this circular.

### **ACTION TO BE TAKEN**

The notice of Annual General Meeting is set out on pages 15 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the granting of the Repurchase Mandate, the Issue Mandate and the Extension Mandate and the proposed re-election of Directors. A proxy form for use at the Annual General Meeting is enclosed and dispatched together with this circular. Whether you propose to attend the Annual General Meeting physically or not, you are requested to complete the said proxy form and return it to the Company's Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending physically at the Annual General Meeting or any adjournment thereof if you so wish.

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## LETTER FROM THE BOARD

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The register of members of the Company will be closed from Tuesday, 16 April 2024 to Friday, 19 April 2024 both days inclusive, during which no transfer of shares will be registered, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the forthcoming Annual General Meeting. In order to qualify for attending and voting at the forthcoming Annual General Meeting, all transfer documents accompanied by the relevant share certificate must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 15 April 2024.

In addition, the register of members of the Company will be closed from Thursday, 25 April 2024 to Friday, 26 April 2024, both days inclusive, during which no transfer of shares will be registered, for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend as set out in the announcement of the Company dated 11 March 2024. In order to qualify for the proposed final dividend, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 24 April 2024.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the voting results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **RECOMMENDATION**

The Directors believe that (i) the granting of the Repurchase Mandate, Issue Mandate and Extension Mandate; and (ii) the proposed re-election of Directors are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions as set out in the notice of the Annual General Meeting.

### **GENERAL INFORMATION**

Your attention is drawn to the additional information set out in Appendix I and Appendix II to this circular.

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## LETTER FROM THE BOARD

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### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By Order of the Board  
**Lever Style Corporation**  
**SZETO Chi Yan Stanley**  
*Chairman and Executive Director*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate to be proposed at the Annual General Meeting.*

## **1. SHARE BUY BACK RULES**

The Share Buy Back Rules permit companies with primary listing on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange subject to certain restrictions, of which repurchases must be made out of funds which are legally available for the purpose and in accordance with the company's constitutive documents and the applicable laws of the Cayman Islands.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 639,100,000 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 63,910,000 Shares, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

## **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Articles and the applicable laws of the Cayman Islands and the Listing Rules.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the positions disclosed in the Company's annual report for the year ended 31 December 2023 the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material

adverse effect on the working capital requirements of the Company or the Company's gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date, were as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2023</b>		
April	0.87	0.70
May	0.80	0.69
June	0.79	0.62
July	0.78	0.62
August	0.98	0.70
September	0.90	0.80
October	0.85	0.79
November	0.92	0.78
December	0.89	0.84
<b>2024</b>		
January	0.89	0.80
February	0.95	0.82
March (up to the Latest Practicable Date)	0.98	0.85

## 6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to buy or to sell any Shares from or to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to buy or to sell any Shares from or to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 7. 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 purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Lever Style Holdings Limited beneficially owned 335,832,000 Shares and Mr. SZETO Chi Yan Stanley beneficially owns 3,750,000 Shares, representing approximately 53.13% of the issued share capital of the Company. Lever Style Holdings Limited is wholly-owned by Imaginative Company Limited. Imaginative Company Limited is in turn wholly-owned by Mr. SZETO Chi Yan Stanley. Accordingly, Mr. SZETO Chi Yan Stanley and Imaginative Company Limited are deemed to be interested in 339,582,000 Shares for the purpose of SFO. Accordingly, each of Lever Style Holdings Limited, Imaginative Company Limited and Mr. SZETO Chi Yan Stanley are deemed to be the controlling shareholders of the Company.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of Lever Style Holdings Limited in the Company would be increased to approximately 59.04% of the issued Shares and such increase would not give rise to any general offer obligation under Rule 26 of the Takeovers Code.

As disclosed in the announcement of the Company dated 11 March 2024, the Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares which are in the hands of public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules). Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

## 8. SHARES REPURCHASE MADE BY THE COMPANY

There was no repurchase by the Company, or any its subsidiaries, of any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The particulars of the Directors eligible for re-election at the Annual General Meeting are set out below:*

### INDEPENDENT NON-EXECUTIVE DIRECTORS

#### SEE Tak Wah

Mr. See Tak Wah (“**Mr. See**”), aged 60, joined the Company as an independent non-executive Director on 12 October 2019. His appointment as the chairman of the audit committee and a member of each of the nomination committee and remuneration committee of the Company was effected on 13 November 2019.

Mr. See has over 35 years of experience in financial and general management. Mr. See worked at Mobil Oil Hong Kong Limited from July 1990 to June 1992 in which he held the positions of MIS Accountant, System/MIS Accountant and Accountant Operations. He later worked as the regional business controller of Nokia Mobile Phones (HK) Ltd in July 1992 and was promoted to the managing director in October 1995 until he left in December 1997. From January 1998 to March 1999, Mr. See was the general manager of Philips. He later joined Siemens as the general manager, North Asia in March 1999 until he joined First Mobil Group Holdings Limited as its chief operating officer in October 2000. Mr. See currently runs his own boutique management consultancy practice focusing on business strategy formulation and transformation consultation.

Mr. See graduated from the Management School of Waikato University in New Zealand with first class honours in Bachelor of Management Studies in April 1988. He has been a member of the Institute of Chartered Accountants of New Zealand since May 1990, a member of the Hong Kong Institute of Certified Public Accountants since January 1991 and a fellow member of the Hong Kong Institute of Directors since February 2006.

Mr. See is currently an independent non-executive director and chairman of the audit committee and a member of the remuneration committee, the nomination committee and the internal control committee of Tesson Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1201).

Mr. See was an independent non-executive director of Unisplendour Technology (Holdings) Limited (formerly known as Sun East Technology (Holdings) Limited) from 2004 to 2016, a company listed on the Main Board of the Stock Exchange (stock code: 365).

Save as disclosed above, Mr. See has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. See did not have any interest in the Shares in the Company within the meaning of Part XV of the SFO. Mr. See entered into a service contract with the Company for a term of one year with effect from 13 November 2019 and shall continue

thereafter unless terminated in accordance with the provisions in the contract. He is currently entitled to an annual director's fee of approximately US\$32,000.

**KESEBI Lale**

Ms. KESEBI Lale (“**Ms. KESEBI**”), aged 55, was appointed as an independent non-executive director of the Company on 3 May 2022. Her appointment as a member of the audit committee, a member of the remuneration committee, and a member as the nomination committee was effected on 3 May 2022.

Ms. KESEBI is currently the founder and chief executive officer of Human at Work, providing advisory services to other chief executive officers to help them build breakthrough transformation for their organisations. Ms. KESEBI is also currently a member of the advisory board of Unified Commerce Group, a company whose principal business is running tech-enabled, DTC retail operations platform fueling growth and scale for purpose-driven fashion retail brands. Ms. KESEBI has been an independent non-executive director, the chairperson of the nomination committee and a member of each of the audit committee and remuneration committee of Pacific Legend Group Limited, a company listed on GEM (stock code: 8547) since June 2019. Before founding her own business at Human at Work in February 2018, Ms. KESEBI was a member of the executive team and the chief communications officer and head of strategic engagement for Li & Fung Limited, a company previously listed on the Main Board of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), from 2003 to February 2018.

Ms. KESEBI holds a Bachelor of Laws degree from Schulich School of Law of Dalhousie University, Halifax, Nova Scotia, Canada.

Ms. KESEBI is entitled to a director's fee in the amount of US\$15,000 per annum, which is determined with reference to his duties and responsibilities and market conditions and will be subject to review by the remuneration committee of the Company on an annual basis.

**ANDERSEN Dee Allen**

Mr. ANDERSEN Dee Allen (“**Mr. ANDERSEN**”), aged 72, was appointed as an independent non-executive director of the Company on 10 December 2021. His appointment as a member of the audit committee, a member of the remuneration committee, and a member as the nomination committee was effected on 10 December 2021.

Mr. ANDERSEN has over 40 years of experience in the commercial and corporate industry and also in business development and general management. Mr. ANDERSEN began his career at General Mills in 1977 and Continental Grain Company in 1989, managing their Asian agriculture industrial businesses. Mr. ANDERSEN was then promoted to senior vice president and general manager of the Asian Industries Division of Continental Grain Company in 1992.

Mr. ANDERSEN then joined Sun Hung Kai Real Estate Agency Limited as consultant and was responsible for its private equity investment activities. Mr. ANDERSEN later set up his own company, Peace Field Limited, in July 2013, a financial advisory firm and has since been the senior managing director.

Mr. ANDERSEN graduated from Brigham Young University, the U.S., with a Bachelor's degree with majors in Accounting and Chinese in April 1975 and obtained a Master in Business Administration degree from the Harvard Business School, U.S., in June 1977.

Mr. ANDERSEN is entitled to a director's fee in the amount of US\$20,000 per annum, which is determined with reference to his duties and responsibilities and market conditions and will be subject to review by the remuneration committee of the Company on an annual basis.

### **TAN William**

Mr. TAN William ("Mr. TAN"), aged 47, joined the Group as chief operating officer in October 2022 and will be appointed as an executive director and chief executive officer of the Company with effect from 1 April 2024. Mr. TAN has extensive experience in the apparel and trading industry. Before joining the Group, he worked at Li & Fung (Trading) Limited from July 2013 to September 2018 where his last position was vice president – business development and strategy. From October 2018 to March 2021, he was the general manager of Malverest (Hong Kong) Limited, an indirectly wholly-owned subsidiary of Parkson Retail Group Limited (stock code: 3368). He then joined BW Global (HK) Limited, a wholly-owned subsidiary of Browzwear Solutions Pte Ltd, as its managing director (China and Hong Kong) from April 2021 to September 2022.

Mr. TAN obtained a Bachelor of Arts (Architecture) degree from the National University of Singapore in 2001. He then obtained a Master of Architecture from Cornell University in 2007 and later obtained a Master of Business Administration from the University of Oxford in 2014.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. TAN owned 2,344,000 Shares, representing approximately 0.37% of the issued Shares of the Company. Mr. TAN entered into a service contract with the Company for a term of three years commencing 10 October 2022 and continuing thereafter until terminated by either party giving to the other party a period of two months in advance notice in writing. Mr. TAN will be entitled to a monthly remuneration of HK\$230,000. Pursuant to his service contract as executive Director of the Company, Mr. TAN will be entitled to a discretionary bonus which the Remuneration Committee of the Board and the Board may determine in their absolute discretion having regard to the performance of the Mr. TAN and the operating results of the Group.

**GENERAL**

Save as disclosed above, (i) no information is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and the Directors consider that there are no other matters which need to be brought to the attention of the Shareholders; and (ii) none of the Directors had any relationship with any other Directors, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company, or any interest in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO.

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## NOTICE OF ANNUAL GENERAL MEETING

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**Lever Style Corporation**

**利華控股集團**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1346)**

### NOTICE OF 2024 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of Level Style Corporation (the “**Company**”) will be held at 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong and by way of physical and electronic means on Friday, 19 April 2024 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the directors’ report and auditors’ report for the year ended 31 December 2023.
2. To declare a final dividend of HK6.0 cents per ordinary share of HK\$0.1 each in the Company for the year ended 31 December 2023.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Mr. SEE Tak Wah as a director.
  - (b) to re-elect Ms. KESEBI Lale as a director.
  - (c) to re-elect Mr. ANDERSEN Dee Allen as a director.
  - (d) to re-elect Mr. TAN William as a director.
4. To authorize the board of directors to fix the director’s remuneration.
5. To re-appoint Ernst & Young as auditors of the Company and authorise the board of directors to fix their remuneration.
6. **As special businesses**, to consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares in the capital of the Company, subject

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## NOTICE OF ANNUAL GENERAL MEETING

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to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and 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 passing of this Resolution until whichever is the earlier 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 (the “**Articles**”) or any applicable law to be held; and

(iii) the revocation or variation of authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. **As special businesses**, to consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, and debentures 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 (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds, and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);

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- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); (2) an issue of shares as scrip dividends pursuant to the Articles (as hereinafter defined); (3) an issue of shares by the exercise of options granted under the share option scheme of the Company or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrant of the Company or any securities which are convertible into shares in the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier 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 (the “**Articles**”) or any applicable law to be held; and
- (iii) the revocation or variation of authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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 any recognised regulatory body or any stock exchange, in any territory outside Hong Kong applicable to the Company).”

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8. **As special businesses**, to consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** conditional upon the resolutions numbered 6 and 7 above being passed, the aggregate nominal amount of shares in the capital of the Company which is purchased by the Company under the authority granted to the Directors by resolution numbered 6 (up to a maximum of 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such Resolution) shall be added to the aggregate nominal amount of shares in the capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 7 above.”

By Order of the Board  
**Lever Style Corporation**  
**LEE Yiu Ming**  
*Company Secretary*

Hong Kong, 28 March 2024

*Notes:*

1. In order to be valid, a proxy form together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending physically at the Annual General Meeting or any adjournment thereof if you so wish.
2. The register of members of the Company will be closed from Tuesday, 16 April 2024 to Friday, 19 April 2024, both days inclusive, during which no transfer of shares will be registered, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the forthcoming Annual General Meeting. In order to qualify for attending and voting at the forthcoming Annual General Meeting, all transfer documents accompanied by the relevant share certificate must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 15 April 2024.
3. The register of members of the Company will be closed from Thursday, 25 April 2024 to Friday, 26 April 2024, both days inclusive, during which no transfer of shares will be registered, for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend as set out in the announcement of the Company dated 11 March 2024. In order to qualify for the proposed final dividend, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 24 April 2024.
4. Shareholders may exercise their voting rights at the Annual General Meeting via proxy voting. If Shareholders (whether individuals or corporates) wish to exercise their votes, they may submit a proxy form to appoint the Chairman of the Annual General Meeting to vote on their behalf.

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5. Completed proxy forms should be received by the Company's Hong Kong share registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof. The proxy form can be downloaded from the "Investor Relations" section of the Company's website at <https://www.leverstyle.com/en/home/> or the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).
6. Where shareholders (whether individual or corporate) appoint the Chairman of the Annual General Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Annual General Meeting as proxy for that resolution will be treated as invalid.

*As at the date of this notice, the Board comprises (i) Mr. SZETO Chi Yan Stanley (Chairman), Dr. CHAN Yuk Mau Eddie and Mr. LEE Yiu Ming as executive Directors; and (ii) Mr. SEE Tak Wah, Mr. ANDERSEN Dee Allen, Ms. KESEBI Lale, and Mr. LIU Gary as the independent non-executive Directors.*

*The electronic version of this notice will be published on the website of the Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.leverstyle.com](http://www.leverstyle.com)).*