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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 hand 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 Unit 1603–1604, 16/F Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Tuesday, 16 June 2020 at 2:30 p.m. is set out on pages 15 to 18 of this circular. Whether or not you propose to attend the said meeting, you are requested to complete the 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy 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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## 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 Unit 1603–1604, 16/F Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on 16 June 2020 at 2:30 p.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 18 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company (as amended from time to time)
“Companies Law”	the Companies Law Cap 22 (Law 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\$” and “cents”	Hong Kong dollars and cents respectively, 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

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## DEFINITIONS

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“Latest Practicable Date”	20 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“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 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
“Share(s)”	ordinary share(s) of HK\$0.01 in the share capital of the Company
“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 Yi Ming

*Non-executive Director:*

Mr. Kim William Pak

*Independent non-executive Directors:*

Mr. Auyang Pak Hong Bernard

Mr. Lee Shing Tung Tommy

Mr. See Tak Wah

*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, Wing Tai Centre

12 Hing Yip Street

Kwun Tong, Kowloon

Hong Kong

29 April 2020

*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 12 October 2019, 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 640,000,000 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 128,000,000;
- (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 Law 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, Messrs. Lee Yiu Ming, See Tak Wah and Auyang Pak Hong Bernard, 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 18 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 despatched together with this circular. Whether or not you propose to attend the Annual General Meeting, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong 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 will not prevent you from attending and voting at the Annual General Meeting if you so wish.

Pursuant to the amendments 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 poll vote 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the granting of the Repurchase Mandate, Issue Mandate and Extension Mandate and 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.

### PRECAUTIONS IN LIGHT OF COVID-19 PANDEMIC

At the time of issuing this circular, many countries and regions around the world including Hong Kong are still devoting vigorous efforts to contain the COVID-19 pandemic. The situation is evolving and it is hard to predict when the crisis will end.

The health and safety of the Shareholders and staff are the top priority as the Company plans for the Annual General Meeting. It is important that the Company continues to stay alert and help prevent the spread of the disease, and Shareholders are reminded to consider for themselves whether they should attend the Annual General Meeting in person. The health risks posed by large scale gatherings should not be underestimated.

In order to protect attending Shareholders and staff of the Company from the risk of infection, the Company will implement the following precautionary measures at the Annual General Meeting:

- Compulsory temperature checks for every attending Shareholder, proxy or other attendee at the entrance to the meeting venue where the Annual General Meeting will be held. Any person with a fever or is unwell may be denied entry into the meeting venue.
- Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. Health declaration may be required.
- All attendees are required to wear face masks within the meeting venue and throughout the Annual General Meeting.
- There will be no distribution of gifts and no refreshments will be served.
- Appropriate seating spacing will be implemented to ensure safe distancing among attendees.

The Company also reminds Shareholders that attendance at the Annual General Meeting in person is not necessary for the purpose of exercising voting rights. Shareholders may consider appointing the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) at the Annual General Meeting as an alternative to attending the meeting in person.



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## LETTER FROM THE BOARD

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The Company will watch out for updated guidelines and requirements from the Hong Kong Government. In the event that the Annual General Meeting has to be rescheduled due to the COVID-19 situation, Shareholders will be notified of the revised date by separate announcement(s).

### GENERAL INFORMATION

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

### 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*

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 640,000,000 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 64,000,000 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 2019 in 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:

	Shares	
	Highest	Lowest
	HK\$	HK\$
<b>2019</b>		
November	0.76	0.61
December	0.78	0.61
<b>2020</b>		
January	0.68	0.455
February	0.48	0.43
March	0.46	0.28
April (up to the Latest Practicable Date)	0.44	0.335

## 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 305,664,000 Shares, representing approximately 47.76% of the issued share capital of the Company. Lever Style Holdings is beneficially owned as to 14.0% and 86.0% by Ms. Fong Tong and Imaginative Company Limited respectively. Imaginative Company Limited is in turn wholly-owned by Mr. Szeto Chi Yan Stanley. Accordingly, Mr. Szeto Chi Yan Stanley, Ms. Fong Tong and Imaginative Company Limited are interested in 305,664,000 Shares for the purpose of SFO. Accordingly, each of Lever Style Holdings Limited, Imaginative Company Limited, Ms. Fong Tong 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 53.07% of the issued Shares and such increase would result in Lever Style Holdings Limited (together with Imaginative Company Limited, Ms. Fong Tong and Mr. Szeto Chi Yan Stanley) becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As disclosed in the announcement of the Company dated 30 March 2020, the Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in Lever Style Holdings Limited (together with Imaginative Company Limited, Ms. Fong Tong and Mr. Szeto Chi Yan Stanley) becoming obliged to make such a mandatory offer or 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:*

## EXECUTIVE DIRECTOR

### (1) Lee Yiu Ming

**Mr. Lee Yiu Ming (“Mr. Lee”)**, aged 55, was appointed as an executive Director of the Company on 13 March 2019. Mr. Lee was appointed as the chief financial officer of the Group in January 2015 and is primarily responsible for the financial planning and corporate management of the Group.

Mr. Lee has over 15 years of experience in the manufacturing industry with expertise in financial management. From 1996 to 2014, Mr. Lee was under the employment of Pegasus International Holdings Limited (stock code: 676), a company listed on the Main Board of the Stock Exchange where he had worked in several managerial, compliance financial positions including company secretary and chief financial officer. From July 1988 to May 1996, Mr. Lee was an audit manager at Deloitte Touche Tohmatsu, a provider of audit and tax services.

Mr. Lee graduated from the Hong Kong Polytechnic University with a Higher Diploma in Textile Technology in November 1986. Later, he graduated from the Queen’s University of Belfast in the United Kingdom with a Masters of Business Administration degree in December 1987.

Mr. Lee has been an associate member of the Hong Kong Institute of Certified Public Accountants since October 1991. Mr. Lee has also been an associate member and fellow member of the Association of Chartered Certified Accountants since January 1992 and January 1997 respectively. Mr. Lee has been an associate member of the Institute of Chartered Accountants in England & Wales since February 2008 and a certified public accountant (practising) of the Hong Kong Institute of Certified Public Accountants since January 1998.

Mr. Lee 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. Lee was interested in 14,400,000 Shares, which represented about 2.25% of the total issued Share Capital of the Company pursuant to Part XV of the SFO.

Mr. Lee entered into a service contract with the Company for a term of three years commencing 13 March 2019 and continuing thereafter until terminated by either party giving to the other party a period of two months in advance notice in writing. He is currently entitled to an annual director’s remuneration of approximately US\$479,156, which is determined with reference to his performance and contribution to the Group.

**INDEPENDENT NON-EXECUTIVE DIRECTORS****(1) See Tak Wah**

**Mr. See Tak Wah (“Mr. See”)**, aged 56, 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 27 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 is currently an independent non-executive director and chairman of audit committee of Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1938) and 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.

**(2) Auyang Pak Hong Bernard**

**Mr. Auyang Pak Hong Bernard** (“**Mr. Auyang**”), aged 52, was appointed as an independent non-executive Director on 12 October 2019. His appointment as the chairman of the remuneration committee and member of the audit committee and a member of the nomination committee of the Company was effected on 13 November 2019.

Mr. Auyang has over 28 years of experience in general management and the corporate industry. Mr. Auyang has worked at Computime Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 320), providing smart solutions and contract manufacturing services, from 1991 to 2009 in which he was appointed as the chief executive officer and the executive director since the listing of Computime Group Limited on the Main Board of the Stock Exchange (stock code: 320) until November 2009. He has also been the chairman of Vida Nova Ventures, a Hong Kong based investment firm since 2009 and the chief executive officer of Altis Zenus Group, a brand and technology company focusing on innovative communication and outdoor products since 2016. Mr. Auyang is also currently an outside director, the chairman of the nomination committee and the compensation committee of Sumida Corporation, a company listed on the Tokyo Stock Exchange, First Session (stock code: 6817). On 1 April 2020, Mr. Auyang was re-designated from a non-executive director to an executive director and appointed as chief executive officer of Computime Group Limited.

Mr. Auyang was a recipient of the Young Industrialist Awards of Hong Kong in 1999 and was named the Hong Kong Young Industrial Ambassador in 2002. He is also currently the chairman of the Hong Kong-America Center, council member of St. Paul’s Co-educational College, member of the advisory board of the Institute of Chinese Studies of the Chinese University of Hong Kong and court member of the Hong Kong University of Science and Technology. Mr. Auyang was also the past international chairman of the Young Presidents’ Organization, a global network of young chief executives, for the year 2014 to 2015.

Mr. Auyang obtained a degree of Bachelor of Arts magna cum laude in East Asian Studies and Economics from Harvard University, the U.S., in 1991.

Save as disclosed above, Mr. Auyang 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. Auyang did not have any interest in the Shares in the Company within the meaning of part XV of the SFO.

Mr. Auyang 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\$20,000.

**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 2020 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Level Style Corporation (the “**Company**”) will be held at Unit 1603–1604, 16/F Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Tuesday, 16 June 2020 at 2:30 p.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 2019.
2. To declare a final dividend of HK\$0.04 per Share for the year ended 31 December 2019.
3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Mr. Lee Yiu Ming as a director;
  - (b) to re-elect Mr. See Tak Wah as a director;
  - (c) to re-elect Mr. Auyang Pak Hong Bernard as a director;
4. To authorize the board of directors to fix the director’s remuneration.
5. To re-appoint Deloitte Touche Tohmatsu 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 to and in accordance with all applicable laws and the requirements of the Rules

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## NOTICE OF ANNUAL GENERAL MEETING

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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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## NOTICE OF ANNUAL GENERAL MEETING

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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).”

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

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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, 29 April 2020

*Notes:*

- (1) Any member entitled to attend and vote at the forthcoming annual general meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, a form of proxy 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 Level 54, 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 above meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the forthcoming annual general meeting and, in such event, the form of proxy shall be deemed to be revoked.
- (3) In the case of joint registered holders of a share in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto or if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (4) The register of members of the Company will be closed from Thursday, 11 June 2020 to Tuesday, 16 June 2020, both days inclusive, during which no transfer of shares will be registered. 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 10 June 2020.
- (5) For the purpose of ascertaining shareholders’ entitlement to the proposed final dividend (subject to the approval of the shareholders at the forthcoming annual general meeting), the register of members of the Company will be closed from Tuesday, 23 June 2020 to Friday, 26 June 2020, both days inclusive, during which period no transfer of shares will be registered. To qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 22 June 2020.

*As at the date of this notice, the board of Directors of the Company comprises (i) Mr. Szeto Chi Yan Stanley (Chairman), Dr. Chan Yuk Man Eddie and Mr. Lee Yiu Ming as the executive Directors; (ii) Mr. Kim William Pak as the non-executive Director; and (iii) Mr. See Tak Wah, Mr. Auyang Pak Hong Bernard and Mr. Lee Shing Tung Tommy 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)).*