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JS Global Lifestyle Company Limited
JS 环球生活有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1691)

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING
AND EXTRAORDINARY GENERAL MEETING
HELD ON MAY 22, 2024**
**(2) APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR**

Reference is made to (i) the circular of the Company (the “**AGM Circular**”) and the notice of the Annual General Meeting (“**AGM**”) (the “**AGM Notice**”) both dated April 30, 2024; and (ii) the circular of the Company (the “**EGM Circular**”, together with the AGM Circular, the “**Circulars**”) and the notice of the Extraordinary General Meeting (“**EGM**”) (the “**EGM Notice**”) both dated May 7, 2024. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circulars.

**POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON
MAY 22, 2024**

The board of directors of the Company (the “**Board**”) is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM held on Wednesday, May 22, 2024.

The voting results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of Votes (approximate %)	
		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended December 31, 2023.	2,842,709,269 (99.93%)	1,927,785 (0.07%)
2.	(a) To re-elect Ms. HAN Run as an executive director of the Company.	2,696,963,368 (94.81%)	147,673,686 (5.19%)
	(b) To re-elect Ms. HUANG Shuling as an executive director of the Company.	2,719,081,565 (95.59%)	125,555,489 (4.41%)
	(c) To re-elect Mr. SUN Zhe as an independent non-executive director of the Company.	2,832,656,929 (99.58%)	11,980,125 (0.42%)
3.	To authorise the board of directors of the Company (the “ Board ”) to fix the remuneration of all directors of the Company (the “ Directors ”).	2,843,504,174 (99.96%)	1,132,880 (0.04%)
4.	To re-appoint Ernst & Young as the auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remuneration.	2,830,255,422 (99.49%)	14,381,632 (0.51%)
5.*	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total issued shares of the Company as at the date of passing of this resolution.	2,844,492,554 (99.99%)	144,500 (0.01%)
6.*	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total issued shares of the Company as at the date of passing of this resolution.	2,603,314,435 (91.52%)	241,322,619 (8.48%)

ORDINARY RESOLUTIONS		Number of Votes (approximate %)	
		FOR	AGAINST
7.*	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares of the Company by the total number of shares repurchased by the Company.	2,596,891,435 (91.29%)	247,745,619 (8.71%)

* *The full text of the resolution is set out in the AGM Notice.*

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions, all the proposed ordinary resolutions were duly passed at the AGM.

The total number of issued Shares as at the date of the AGM was 3,474,571,777 Shares. Tricor Trust (Hong Kong) Limited (the “**RSU Trustee**”), being the trustee of the restricted stock unit plan (the “**RSU Plan**”) adopted by the Company on October 9, 2019 and amended on December 14, 2020, June 4, 2021, December 30, 2021 and March 29, 2022 respectively, has abstained from voting on all resolutions at the AGM in respect of a total of 37,699,647 unvested Shares under the trust according to Rule 17.05A of the Listing Rules. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against all the proposed resolutions at the AGM was 3,436,872,130, representing approximately 98.91% of the issued Shares.

Save as disclosed above, to the best knowledge and belief of the Directors having made all reasonable enquiries, (i) there were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the AGM; (ii) there were no Shares entitling the Shareholders to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Listing Rules; and (iii) no Shareholders were required to abstain from voting at the AGM under the Listing Rules. No parties have indicated in the AGM Circular containing the notice that they intend to vote against or to abstain from voting on any resolution at the AGM.

The Shareholders, holding in aggregate 2,844,637,054 Shares, representing approximately 81.87% of the issued Shares, were present in person or by proxy at the AGM.

Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, acted as the scrutineer for the vote-taking at the AGM.

The following Directors attended the AGM: Ms. HAN Run, Ms. HUANG Shuling, Mr. Stassi Anastas ANASTASSOV, Mr. YANG Xianxiang and Mr. SUN Zhe. Mr. WANG Xuning and Mr. Yuan DING did not attend the AGM due to other work arrangement with prior formal notice before the AGM.

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON MAY 22, 2024

The Board is pleased to announce that all the proposed ordinary resolutions were duly passed by way of poll at the EGM held on Wednesday, May 22, 2024.

The voting results in respect of the resolutions proposed at the EGM were as follows:

ORDINARY RESOLUTIONS		Number of Votes <i>(approximate %)</i>	
		FOR	AGAINST
1.	(a) “THAT the proposed annual cap in respect of the transactions under the Sourcing Services Agreement – Joyoung in the amount of US\$220.0 million for the financial year ending December 31, 2024 (the “Proposed Annual Cap”) be and is hereby approved.”	2,767,477,554* (100%)	0 (0%)
	(b) “THAT the directors of the Company be and are hereby authorised, for and on behalf of the Company, to take all steps and do all acts and things as they consider to be necessary, appropriate or expedient in connection with and to implement or give effect to the Proposed Annual Cap, and to execute all such other documents, instruments and agreements deemed by them to be incidental to, ancillary to or in connection with the transactions herein.”	2,767,477,554* (100%)	0 (0%)
2.	To appoint Mr. Maximilian Walter CONZE as an independent non-executive director of the Company.	2,766,774,054 (99.97%)	703,500 (0.03%)

* To the best knowledge and belief of the Company, the number of votes of 1,992,986,140 shall be abstained from the voting according to the Listing Rules.

As more than 50% of the votes were cast in favour of each of the above resolutions, all the proposed ordinary resolutions were duly passed at the EGM.

The total number of issued Shares as at the date of the EGM was 3,474,571,777 Shares. As disclosed in the EGM Circular and so far as the Directors are aware, as at the date of the EGM, (i) SharkNinja is owned as to over 40% by JS&W; (ii) JS&W, which is owned by the Controlling Shareholders, held 1,603,578,331 Shares (representing approximately 46.15% of the Shares in issue as at the date of the EGM); (iii) Mr. WANG Xuning also indirectly held 331,304,245 Shares (representing approximately 9.54% of the Shares in issue as at the date of the EGM) through Sol SPC; and (iv) Mr. WANG Xuning, Ms. HAN Run and Ms. YANG Ningning were directly and beneficially interested in 58,103,628 Shares, 16,798,740 Shares and 11,042,478 Shares, respectively. As such, JS&W, Sol SPC and their respective associates (including the Controlling Shareholders) shall abstain from voting with respect to the ordinary resolutions at the EGM. In addition, the RSU Trustee has abstained from voting on all resolutions at the EGM in respect of a total of 37,699,647 unvested Shares under the trust according to Rule 17.05A of the Listing Rules. Accordingly, the total number of Shares entitling the independent Shareholders to attend and vote for or against the resolution no. 1 at the EGM was 1,416,044,708, representing approximately 40.75% of the issued Shares and the total number of Shares entitling the Shareholders to attend and vote for or against the resolution no. 2 at the EGM was 3,436,872,130, representing approximately 98.91% of the issued Shares.

Save as disclosed above, to the best knowledge and belief of the Directors having made all reasonable enquiries, (i) there were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the EGM; (ii) there were no Shares entitling the Shareholders to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Listing Rules; and (iii) no Shareholders were required to abstain from voting at the EGM under the Listing Rules. No parties have indicated in the EGM Circular containing the notice that they intend to vote against or to abstain from voting on any resolution at the EGM.

The Shareholders, holding in aggregate 2,767,477,554 Shares, representing approximately 79.65% of the issued Shares, were present in person or by proxy at the EGM.

Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, acted as the scrutineer for the vote-taking at the EGM.

The following Directors attended the EGM: Ms. HAN Run, Ms. HUANG Shuling, Mr. Stassi Anastas ANASTASSOV, Mr. YANG Xianxiang and Mr. SUN Zhe. Mr. WANG Xuning and Mr. Yuan DING did not attend the EGM due to other work arrangement with prior formal notice before the EGM.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Maximilian Walter CONZE (“**Mr. CONZE**”) was duly appointed as an independent non-executive Director with effect from the conclusion of the EGM. Upon the appointment of Mr. CONZE as an independent non-executive Director becoming effective, Mr. CONZE will serve as a member of the Nomination Committee and the Strategy Committee.

For the biographical details of Mr. CONZE, please refer to the EGM Circular. As at the date of this announcement, Mr. CONZE has confirmed that there has been no change to such biographical details and information as disclosed in the EGM Circular.

Mr. CONZE has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence.

Mr. CONZE has entered into a service contract with the Company for his appointment as an independent non-executive Director for a term of three years commencing from May 22, 2024, pursuant to which either party may terminate the appointment by three months’ notice in writing. Mr. CONZE’s term of appointment under the letter of appointment is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. CONZE will be entitled to a director’s fee of HK\$400,000 per annum. The director’s fee of Mr. CONZE was recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities as an independent non-executive Director as well as the remuneration policy of the Company and subject to review from time to time.

The Board would like to extend its warm welcome to Mr. CONZE on his new appointment.

By order of the Board
JS Global Lifestyle Company Limited
WANG Xuning
Chairman

Hong Kong, May 22, 2024

As at the date of this announcement, the board of directors of the Company comprises Mr. WANG Xuning, Ms. HAN Run and Ms. HUANG Shuling as executive directors, Mr. Stassi Anastas ANASTASSOV as non-executive director and Mr. Yuan DING, Mr. YANG Xianxiang, Mr. SUN Zhe and Mr. Maximilian Walter CONZE as independent non-executive directors.