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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)**

### **DISCLOSEABLE TRANSACTION —**

## **ADOPTION OF THE 2023 EQUITY INCENTIVE PLAN AND 2023 EMPLOYEE SHARE PURCHASE PLAN BY SHARKNINJA**

Reference is made to the announcements of the Company dated February 23, 2023 and June 6, 2023 and the circular of the Company dated June 5, 2023 (the “**Circular**”) in relation to the Proposed Spin-off and separate listing of SharkNinja in the U.S. Unless otherwise defined, terms used in this announcement shall have the same meaning as those defined in the Circular.

### **ADOPTION OF 2023 EQUITY INCENTIVE PLAN BY SHARKNINJA**

The Board is pleased to announce that on June 28, 2023, the Board has approved the adoption of the 2023 Equity Incentive Plan by SharkNinja (currently a subsidiary of the Company but will cease to be a subsidiary of the Company upon completion of the Proposed Spin-off and Proposed Distribution), which will be effective upon completion of the Proposed Spin-off and Proposed Distribution and expire on the tenth anniversary of the date of completion of the Proposed Spin-off and Proposed Distribution.

The purpose of the 2023 Equity Incentive Plan is to provide incentives to attract, retain and motivate eligible persons whose present and potential contributions are important to the success of SharkNinja and its affiliates as provided under the 2023 Equity Incentive Plan, by offering eligible persons an opportunity to participate in SharkNinja’s future performance through the grant of Awards. The purchase price of an Award is to be determined by the compensation committee of SharkNinja according to the 2023 Equity Incentive Plan.

The ordinary shares of SharkNinja reserved and available for grant and issuance pursuant to the 2023 Equity Incentive Plan will not exceed 10% of the total number of ordinary shares of SharkNinja immediately after the completion of the Proposed Spin-off and Proposed Distribution, provided that such share reserve will, unless otherwise determined by the board of directors of SharkNinja, automatically increase on January 1 of each year for nine years commencing on January 1, 2025 and ending on (and including) January 1, 2033 in an amount equal to 0.6% of the total number of ordinary shares of SharkNinja outstanding on December 31 of the preceding year.

## **ADOPTION OF 2023 EMPLOYEE SHARE PURCHASE PLAN BY SHARKNINJA**

The Board is pleased to announce that on June 28, 2023, the Board has approved the adoption of the 2023 Employee Share Purchase Plan by SharkNinja which will be effective upon completion of the Proposed Spin-off and Proposed Distribution and expire on the tenth anniversary of the date of completion of the Proposed Spin-off and Proposed Distribution.

The purpose of the 2023 Employee Share Purchase Plan is to provide employees of SharkNinja and its subsidiaries and affiliates as provided under the 2023 Employee Share Purchase Plan, with an opportunity to purchase shares of SharkNinja through accumulated Contributions. The purchase price for the shares of SharkNinja is to be determined at certain discount to the fair market value of the shares of SharkNinja as provided under the 2023 Employee Share Purchase Plan.

The maximum number of SharkNinja shares that will be made available for sale under the 2023 Employee Share Purchase Plan will be 1% of the total number of ordinary shares of SharkNinja immediately after the completion of the Proposed Spin-off and Proposed Distribution, which will automatically increase on the first day of each year for nine years commencing on January 1, 2025, and ending on (and including) January 1, 2033, in an amount not exceeding 0.15% of the total number of shares of SharkNinja's ordinary shares outstanding on December 31 of the preceding year.

### **Reasons for and Benefits of Adoption of 2023 Equity Incentive Plan and 2023 Employee Share Purchase Plan by SharkNinja**

The purpose of the adoption of 2023 Equity Incentive Plan and 2023 Employee Share Purchase Plan by SharkNinja is to provide incentives to retain and motivate eligible persons, whose present and potential contributions are important to the success of SharkNinja and the shareholders of SharkNinja (which are also the shareholders of the Company at the time of the Proposed Spin-off), so as to achieve benefits of the Proposed Spin-off and Proposed Distribution disclosed in the Circular.

## **Opinion from the Board**

The Directors (including the independent non-executive Directors) are of the view that the adoption of 2023 Equity Incentive Plan and 2023 Employee Share Purchase Plan by SharkNinja as well as its respective terms are on normal commercial terms, fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

## **INFORMATION ABOUT THE COMPANY AND SHARKNINJA**

The Company was incorporated in the Cayman Islands with limited liability, principally engaged in the provision of small household appliances.

SharkNinja was incorporated in the Cayman Islands with limited liability, and is a global product design and technology company that creates 5-star rated lifestyle solutions through innovative products for consumers around the world. Please refer to the Circular and the announcement of the Company dated June 28, 2023 in relation to the Proposed Spin-off and separate listing of SharkNinja in U.S. for the details of the financial information of SharkNinja (including but not limited to total assets, net assets, net sales, income before income taxes and net income) and financial impact of the Proposed Spin-off and the Proposed Distribution on the Company.

## **LISTING RULES IMPLICATION**

As SharkNinja does not constitute a Principal Subsidiary of the Company as at the date of this announcement, the 2023 Equity Incentive Plan and 2023 Employee Share Purchase Plan are not subject to Chapter 17 of the Listing Rules. As the highest applicable percentage ratio in respect of adoption of the 2023 Equity Incentive Plan and 2023 Employee Share Purchase Plan on an aggregated basis is more than 5% but less than 25%, the adoption of the 2023 Equity Incentive Plan and 2023 Employee Share Purchase Plan constitutes a discloseable transaction of the Company and is therefore subject to the relevant announcement requirement but exempt from the requirement of shareholders' approval under Chapter 14 of the Listing Rules.

## DEFINITIONS

In this announcement, the following expressions shall have the meanings set forth below unless the context requires otherwise:

“Awards”	means an award under the 2023 Equity Incentive Plan, including (a) incentive share options, (b) non-statutory share options, (c) share appreciation rights, (d) restricted share awards (the “RSU”), (e) restricted share unit awards, (f) performance awards, and (g) other awards
“Board”	the board of directors of the Company
“Company”	JS Global Lifestyle Company Limited, an exempted limited liability company incorporated in the Cayman Islands on July 26, 2018, with its shares listed on the Main Board of the Stock Exchange
“Contributions”	the payroll deductions and other additional payments that SharkNinja may permit to be made by a participant to fund the participant’s purchase of the shares of SharkNinja pursuant to the 2023 Employee Share Purchase Plan
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Principal Subsidiary”	has the meaning ascribed to it under the Chapter 17 of the Listing Rules
“Proposed Distribution”	the proposed demerger of SharkNinja from the Company through a distribution in specie of all of the Company’s shares held in SharkNinja to all the shareholders of the Company on a pro-rata basis
“Proposed Spin-off”	the proposed listing of the shares of SharkNinja on the U.S. Stock Exchange
“SharkNinja”	SharkNinja, Inc., an exempted limited liability company incorporated in the Cayman Islands and is a wholly owned subsidiary of the Company and the holding company of SharkNinja SPV prior to the Proposed Spin-off, and the demerger entity in the Proposed Spin-off

“2023 Employee Share Purchase Plan”	the 2023 employee share purchase plan conditionally adopted by SharkNinja on June 28, 2023
“2023 Equity Incentive Plan”	the 2023 equity incentive plan conditionally adopted by SharkNinja on June 28, 2023

By Order of the Board  
**JS Global Lifestyle Company Limited**  
**Wang Xuning**  
*Chairman*

Hong Kong, June 28, 2023

*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. HUI Chi Kin Max, Mr. Stassi Anastas ANASTASSOV and Mr. SUN Zhe as non-executive directors and Mr. Yuan DING, Mr. Timothy Roberts WARNER and Mr. YANG Xianxiang as independent non-executive directors.*