
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of January 2025

Commission File Number: 001-40298

SMART SHARE GLOBAL LIMITED

6th Floor, 799 Tianshan W Road
Changning District, Shanghai 200335
The People's Republic of China
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Press Release—Smart Share Global Limited Announces Receipt of a Preliminary Non-Binding Proposal to Acquire the Company</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SMART SHARE GLOBAL LIMITED

By : /s/ Maria Yi Xin
Name : Maria Yi Xin
Title : Chief Financial Officer

Date: January 6, 2025

Smart Share Global Limited Announces Receipt of a Preliminary Non-Binding Proposal to Acquire the Company

SHANGHAI, China, January 6, 2025 (GLOBE NEWSWIRE) -- Smart Share Global Limited (Nasdaq: EM) ("Energy Monster" or the "Company"), a consumer tech company providing mobile device charging service, today announced that its board of directors (the "Board") has received a preliminary non-binding proposal letter (the "Proposal Letter"), dated January 5, 2025, from Trustar Mobile Charging Holdings Limited (together with its affiliates, "Trustar Capital"), Mr. Mars Guangyuan Cai, Chairman of the Board and Chief Executive Officer of the Company, Mr. Peifeng Xu, Director and President of the Company, Mr. Victor Yaoyu Zhang, Chief Marketing Officer of the Company, and Ms. Maria Yi Xin, Director and Chief Financial Officer of the Company (the "Buyer Group"), to acquire all of the outstanding ordinary shares of the Company (the "Ordinary Shares"), including the Class A ordinary shares represented by the American Depositary Shares of the Company (the "ADSs", each representing two Class A ordinary shares), that are not already beneficially owned by the Buyer Group for a proposed purchase price of US\$0.625 per Ordinary Share or US\$1.25 per ADS in cash (the "Proposal"). The proposed price represents a 74.8% premium to the closing price on the last trading day prior to the date of this proposal and a premium of 68.1% and 70.1% to the volume-weighted average price during the last 30 and 60 trading days, respectively. A copy of the Proposal Letter is attached hereto as Exhibit A.

Today, the Board has formed a special committee (the "Special Committee") consisting of three independent and disinterested directors, Messrs. Conor Chia-hung Yang, Jiawei Gan and Benny Yucong Xu, to evaluate and consider the Proposal. Mr. Conor Chia-hung Yang will chair the Special Committee. The Special Committee intends to retain advisors, including an independent financial advisor and independent legal counsel, to assist it in its evaluation.

The Board cautions the Company's shareholders and others considering trading the Company's securities that no decisions have been made with respect to the Proposal. There can be no assurance that any definitive offer will be received, that any definitive agreement will be executed relating to the transaction contemplated by the Proposal, or that the transaction contemplated by the Proposal or any other similar transaction will be approved or consummated. The Company does not undertake any obligation to provide any updates with respect to any transaction, except as required under applicable law.

ABOUT SMART SHARE GLOBAL LIMITED

Smart Share Global Limited (Nasdaq: EM), or Energy Monster, is a consumer tech company with the mission to energize everyday life. The Company is the largest provider of mobile device charging service in China with the number one market share. The Company provides mobile device charging service through its power banks, which are placed in POIs such as entertainment venues, restaurants, shopping centers, hotels, transportation hubs and public spaces. Users may access the service by scanning the QR codes on Energy Monster's cabinets to release the power banks. As of June 30, 2024, the Company had 9.5 million power banks in 1,267,000 POIs across more than 2,100 counties and county-level districts in China.

CONTACT US

Investor Relations
Hansen Shi
ir@enmonster.com

SAFE HARBOR STATEMENT

This press release contains forward-looking statements. These statements are made under the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995. In some cases, forward-looking statements can be identified by words or phrases such as "may," "will," "expect," "anticipate," "target," "aim," "estimate," "intend," "plan," "believe," "potential," "continue," "is/are likely to," or other similar expressions. Among other things, the business outlook and quotations from management in this announcement, as well as the Company's strategic and operational plans, contain forward-looking statements. The Company may also make written or oral forward-looking statements in its reports filed with, or furnished to, the U.S. Securities and Exchange Commission ("SEC"), in its annual reports to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including statements about the Company's beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties, and a number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: Energy Monster's strategies; its future business development, financial condition and results of operations; the impact of technological advancements on the pricing of and demand for its services; competition in the mobile device charging service industry; Chinese governmental policies and regulations affecting the mobile device charging service industry; changes in its revenues, costs or expenditures; general economic and business conditions globally and in China and assumptions underlying or related to any of the foregoing. Further information regarding these and other risks, uncertainties or factors is included in the Company's filings with the SEC. All information provided in this press release is as of the date of this press release, and the Company does not undertake any duty to update such information, except as required under applicable law.

Exhibit A

January 5, 2025
Board of Directors
Smart Share Global Limited
6th Floor, 799 Tianshan W Road
Changning District, Shanghai 200335
People's Republic of China

Dear Directors:

Trustar Mobile Charging Holdings Limited (together with its affiliates, "Trustar Capital"), Mr. Mars Guangyuan Cai, Chairman of the Board of Directors (the "Board") and Chief Executive Officer of Smart Share Global Limited (the "Company"), Mr. Peifeng Xu, Director and President of the Company, Mr. Victor Yaoyu Zhang, Chief Marketing Officer of the Company, and Ms. Maria Yi Xin, Director and Chief Financial Officer of the Company (such individuals, together with Trustar Capital, the "Consortium Members" and the consortium so formed, the "Consortium") are pleased to submit this

preliminary non-binding proposal to acquire the Company in a going private transaction (the "Acquisition").

We believe that our proposal provides an attractive opportunity to the Company's shareholders. The purchase price set forth in this proposal represents a 74.8% premium to the closing price on the last trading day prior to the date of this proposal and a premium of 68.1% and 70.1% to the volume-weighted average price during the last 30 and 60 trading days, respectively.

1. Consortium. The Consortium Members have entered into a consortium agreement (the "Consortium Agreement") dated as of the date hereof, pursuant to which the Consortium Members will form an acquisition vehicle for the purpose of implementing the Acquisition, and have agreed to work with each other in pursuing the Acquisition. The Consortium Members in the aggregate beneficially own approximately 16.9% of the total issued and outstanding share capital of the Company, representing 64.0% of the total voting power of the Company.

2. Purchase Price. The consideration payable for each ordinary share of the Company, par value US\$0.0001 per share, will be US\$0.625 in cash, or US\$1.25 in cash for each American depositary share of the Company ("ADS"), each representing two Class A ordinary shares of the Company (in each case, other than those ordinary shares or ADSs held by the Consortium Members that may be rolled over in connection with the Acquisition).

3. Closing Certainty; Funding. We believe that we offer a high degree of closing certainty and are well positioned to negotiate and complete the proposed Acquisition on an expedited basis. We intend to finance the Acquisition with a combination of equity and debt capital and we expect the commitments for the required equity and debt funding, subject to the terms and conditions set forth therein, to be in place when the definitive agreements providing for the proposed Acquisition and related transactions (the "Definitive Agreements") are signed. Equity financing will be provided by the Consortium Members and any additional members we may accept into the Consortium (in each case, including by way of rollover shares and/or cash contribution). We have received highly confident letters from China Merchants Bank Co., Ltd. and Shanghai Pudong Development Bank Co., Ltd., each indicating that the bank is highly interested in arranging and is highly confident of its ability to arrange debt financing for the Acquisition subject to the terms and conditions set forth therein.

4. Due Diligence. We and our advisors have significant experience in structuring and consummating transactions of this nature and would expect to complete due diligence on an expedited basis. We and our advisors are prepared and ready to engage in the next stage of discussions.

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5. Definitive Agreements. We are prepared to negotiate and finalize Definitive Agreements expeditiously. The Definitive Agreements will provide for representations, warranties, covenants and conditions that are typical, customary and appropriate for transactions of this type. We anticipate that the negotiation of the Definitive Agreements will be completed in parallel with due diligence.

6. Process. We believe that the Acquisition will provide superior value to the Company's shareholders. We expect that the Board will establish a special committee comprised of independent and disinterested directors of the Company (the "Special Committee"). We expect that the Special Committee and its advisors will be exclusively authorized to consider and negotiate with the Consortium the proposed Acquisition, including the Definitive Agreements. In considering our proposal, you should be aware that the Consortium Members are interested only in pursuing the Acquisition and are not interested in selling their shares in any other transaction involving the Company.

7. About Trustar Capital. Trustar Capital is a leading private equity firm in Asia with the most established buyout platform in China. With offices in China, Japan, and the United States, Trustar Capital has built a global track record of investing in companies which demonstrate the potential to capitalize on the growth and productivity of the Chinese economy.

8. No Binding Commitment. This letter constitutes only a preliminary indication of our interest and does not constitute any binding commitment with respect to the Acquisition. A binding commitment will result only from the execution of Definitive Agreements and then will be on terms and conditions provided in such documentation.

The Consortium Members are collaborating on this non-binding proposal on the basis of their shared recognition of the development of China's local services market, the management's extensive experience contributing to the Company's established industry presence and brand awareness, as well as Trustar Capital's leading position in the private equity sector and its expansive ecosystem. In closing, we would like to express our commitment to working together to bring the Acquisition to a successful and timely conclusion. Should you have any questions regarding this proposal, please do not hesitate to contact us. We look forward to hearing from you.

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Sincerely,

Trustar Mobile Charging Holdings Limited

By: /s/ Rikizo Matsukawa

Name: Rikizo Matsukawa

Title: Director

[Signature Page to Non-Binding Proposal]

Mars Guangyuan Cai

/s/ Mars Guangyuan Cai

[Signature Page to Proposal Letter]

Peifeng Xu

/s/ Peifeng Xu

[Signature Page to Non-Binding Proposal]

Victor Yaoyu Zhang

/s/ Victor Yaoyu Zhang

[Signature Page to Non-Binding Proposal]

Maria Yi Xin

/s/ Maria Yi Xin

[Signature Page to Proposal Letter]
