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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 or transferred all your shares in SenseTime Group Inc., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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SenseTime Group Inc.

商汤集团股份有限公司

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

(Stock Code: 0020)

(1) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
**(2) PROPOSED GRANT OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES**
(3) PROPOSED RE-APPOINTMENT OF AUDITOR
**(4) PROPOSED ADOPTION OF THE AMENDED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND**
(5) NOTICE OF THE ANNUAL GENERAL MEETING

A notice convening the AGM of SenseTime Group Inc. (商汤集团股份有限公司) to be held at 2/F, Harbour View 1, 12 Science Park East Avenue, Hong Kong Science & Technology Park, Shatin, Hong Kong on Friday, June 24, 2022 at 3:00 p.m. is set out on pages 22 to 26 of this circular. A form of proxy for use at the AGM is also enclosed, and published on the websites of The Stock Exchange of Hong Kong Limited (<https://www.hkexnews.hk>) and the Company (<https://www.sensetime.com>). **Due to the constantly evolving coronavirus disease 2019 (COVID-19) pandemic situation in Hong Kong and related change in legal restrictions or requirements, the Company may be required to change the AGM arrangements at short notice. Shareholders are advised to check the Stock Exchange's website (<https://www.hkexnews.hk>) and the Company's website (<https://www.sensetime.com>) for further announcement(s) and update(s) on such arrangements and/or further special arrangements to be taken.**

Shareholders may join the AGM online as observers by viewing the live webcast of the AGM proceedings. Shareholders observing the AGM through the live webcast only (i.e. neither the Shareholder nor his/her/its proxies attend the AGM in person physically) will not be counted towards the quorum, and will not be able to cast their votes online, but will be able to type and submit questions to the Company during the course of the AGM. The hyperlink and login details for joining the webcast will be included in the Company's notification letter to be despatched separately to registered Shareholders.

Whether or not Shareholders are able to attend the AGM in person, they are encouraged to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible, but in any event not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 3:00 p.m. on Wednesday, June 22, 2022) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meeting should you so wish. If Shareholders attend and vote at the AGM in person, the form of proxy completed and returned by such Shareholder will be revoked.

Reference to time and dates in this circular are to Hong Kong time and dates.

PRECAUTIONARY MEASURES FOR THE AGM

Please see pages i to iii of this circular for measures being taken with a view to prevent and control the spread of COVID-19 at the AGM, including:

- compulsory body temperature checks, scanning of the "LeaveHomeSafe" venue QR Code and submitting a health declaration
- wearing of surgical face masks
- no distribution of corporate gifts and refreshments
- complying with the requirements of the Vaccine Pass Direction which is defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong)

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue or may be required to leave the AGM venue.

In the interest of the attendees' health and safety, the Company strongly encourages Shareholders to exercise their right to vote by using the forms of proxy to appoint the Chairman of the AGM as their proxies to vote on the relevant resolutions at the AGM, instead of attending the AGM in person.

June 2, 2022

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All attendees are required to scan the “LeaveHomeSafe” venue QR Code, and to complete and submit at the entrance of the AGM venue a health declaration form confirming their names and contact details, and confirming that they have not traveled to, or to their best of knowledge had physical contact with any person who has recently traveled to, any affected countries or areas outside of Hong Kong (as per guidelines issued by the Hong Kong government at <https://www.chp.gov.hk>) at any time in the preceding 21 days, and they are not subject to any prescribed quarantine by the Hong Kong Government or has close contact with any person under quarantine.
- (iii) All attendees are required to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iv) No refreshments will be served, and there will be no corporate gifts.
- (v) All attendees are required to comply with the requirements of the Vaccine Pass Direction which is defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong).
- (vi) The Company may implement any other measures as may be required by the Hong Kong Government.

The Company reserves the right to deny entry into or require any person to leave the AGM venue if such person does not comply with any of the above requirements.

Limited seating at the AGM venue

The Company does not in any way wish to diminish the opportunity available to Shareholders to attend, speak and vote at the AGM. However, the Company is conscious of the need to protect the attendees of the AGM from possible exposure to the COVID-19 pandemic. In the interest of the attendees’ health and safety, seats at the AGM venue will be limited and will be available on a first-come-first-served basis in order to maintain social distancing at the AGM venue. **The Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights, and strongly encourages Shareholders to exercise their right to vote by using the forms of proxy to appoint the Chairman of the AGM as their proxies to vote on the relevant resolutions at the AGM, instead of attending the AGM in person.**

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Observing the AGM by Means of Electronic Facilities

In addition to the traditional physical attendance at the AGM, Shareholders have the option to observe the AGM by viewing and listening to the AGM proceedings through a live webcast (the “**Online Platform**”).

The Online Platform will be open for Shareholders to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Shareholders will be able to access the live webcast at the beginning of the AGM until its conclusion.

Shareholders observing the AGM through the Online Platform only (i.e. neither the Shareholder nor his/her/its proxies attend the AGM physically and vote) will not be counted towards quorum and will not be able to cast their votes online. Shareholders are reminded that they may exercise their right to vote by using the forms of proxy to appoint the Chairman of the AGM as their proxies to vote on the relevant resolutions.

Login details for registered Shareholders

Details regarding the AGM arrangements, including the hyperlink and login details to access the Online Platform will be included in the Company’s notification letter to be despatched separately to registered Shareholders.

Login details for non-registered Shareholders

Non-registered Shareholders who wish to observe the AGM using the Online Platform should contact their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (together, the “**Intermediaries**”) for the relevant arrangements to be made. Details regarding the AGM arrangements including the hyperlink and login details to access the Online Platform will be sent by the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, to the email address of the relevant non-registered Shareholder provided by the Intermediaries before commencement of the AGM.

Shareholders should note that only one device is allowed per login. Shareholders are responsible for keeping the login details in safe custody for use at the AGM and should not disclose them to anyone else. Neither the Company nor any of its directors, officers or agents accepts any responsibility or has any liability whatsoever in connection with the loss or transmission of the login details or any use of the login details for observing the AGM.

Asking questions before or during the AGM

If Shareholders would like to submit a question on the business of the meeting in advance, please send your questions to the email account: ir@sensetime.com. Shareholders may also type and submit questions to the Company during the AGM through the Online Platform. Alternatively, Shareholders may raise a question by physical attendance at the AGM. The Board will endeavor to answer the questions asked to the extent practicable during the AGM.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Voting by Proxy in Advance of the AGM

Shareholders are encouraged to submit their completed proxy forms in advance of the AGM. The return of a completed proxy form will not preclude Shareholders from attending and voting in person physically at the AGM or any adjournment or postponement thereof should they subsequently so wish. Proxy forms which have been validly completed and deposited by a Shareholder would not be revoked by reason of such Shareholder joining the AGM online as an observer through the Online Platform.

Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the Hong Kong Government, the Company may announce further updates on the AGM arrangement on the Stock Exchange's website (<https://www.hkexnews.hk>) and Company's website (<https://www.sensetime.com>) as and when appropriate.

If you are not a registered Shareholder (i.e. if your Shares are held via the Intermediaries), you should consult directly with the Intermediaries to assist you in the appointment of proxy.

If Shareholders choosing not to attend or observe the AGM have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via investor relations department as follows:

Investors Relations
2/F, Harbour View 1,
12 Science Park East Avenue,
Hong Kong Science & Technology Park,
Shatin, Hong Kong
Email: ir@sensetime.com

If Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company's Hong Kong Share Registrar as follows:

Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong
Telephone: (852) 2862 8555
Facsimile: (852) 2865 0990
Website: <https://www.computershare.com/hk/contact>

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DEFINITIONS

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

“AGM”	The annual general meeting of the Company to be held at 2/F, Harbour View 1, 12 Science Park East Avenue, Hong Kong Science & Technology Park, Shatin, Hong Kong on Friday, June 24, 2022 at 3:00 p.m., or any adjournment thereof
“Board”	the board of Directors
“Class A Share(s)”	class A ordinary shares of the share capital of the Company with a par value of US\$0.000000025 each, conferring weighted voting rights in the Company such that a holder of a Class A Share is entitled to 10 votes per share on any resolution tabled at the Company’s general meetings, save for resolutions with respect to any Reserved Matters, in which case they shall be entitled to one vote per share
“Class B Share(s)”	class B ordinary shares of the share capital of the Company with a par value of US\$0.000000025 each, conferring a holder of a Class B Share one vote per share on any resolution tabled at the Company’s general meetings
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	SenseTime Group Inc. (商汤集团股份有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on October 15, 2014 and whose Class B Shares are listed on the Stock Exchange (stock code: 0020)
“Consolidated Affiliated Entities”	collectively, Shanghai Qianlun and Shanghai SenseTime Technology Development, the financial results of which have been consolidated and accounted for as subsidiaries of our Company by virtue of the Contractual Arrangement
“Contractual Arrangement”	the series of contractual arrangement entered into by, among others, Shanghai Yuqin and the Consolidated Affiliated Entities respectively
“Director(s)”	the director(s) of the Company
“Dr. Wang”	Dr. Wang Xiaogang (王曉剛), the Company’s co-founder, executive Director, chief scientist and a WVR Beneficiary

DEFINITIONS

“Dr. Xu Li”	Dr. Xu Li (徐立), the Company’s co-founder, executive Chairman of the Board, executive Director, chief executive officer and a WVR Beneficiary
“Group”	the Company, its subsidiaries and the Consolidated Affiliated Entities
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	May 27, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Date”	December 30, 2021, the date on which the Class B Shares were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company, as amended from time to time
“Mr. Xu Bing”	Mr. Xu Bing (徐冰), the Company’s co-founder, executive Director, Board Secretary and a WVR Beneficiary
“Ms. Fan”	Ms. Fan Yuanyuan (范媛媛), our non-executive Director
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China for the purpose of this circular and for geographical reference only, except where the context requires, references in this circular to “China”, “Mainland China” and the “PRC” do not apply to Hong Kong, Macau Special Administrative Region and Taiwan Region
“Prof. Tang”	Professor Tang Xiao’ou (湯曉鷗), our founder, executive Director and a WVR Beneficiary

DEFINITIONS

“Reserved Matters”	those matters or resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to the Memorandum and Articles of Association, being (i) any amendment to the Memorandum and Articles of Association, (ii) the variation of the rights attached to any class of Shares, (iii) the appointment, election or removal of any independent non-executive Director, (iv) the appointment or removal of the Company’s auditors, and (v) the voluntary liquidation or winding-up of the Company
“SenseTalent”	SenseTalent Management Limited, a business company incorporated under the laws of the British Virgin Islands with limited liability
“SFO”	the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Shanghai Yuqin”	Shanghai Yuqin Information Technology Co., Ltd. (上海煜芩信息科技有限公司), a company incorporated under the laws of the PRC with limited liability on March 20, 2019, the Company’s indirect wholly-owned subsidiary
“Share(s)”	the Class A Shares and/or Class B Shares in the share capital of the Company, as the context so requires
“Shanghai Qianlun”	Shanghai Qianlun Technology Co., Ltd. (上海阡倫科技有限公司), a company incorporated under the laws of the PRC with limited liability on September 17, 2020
“Shanghai SenseTime Technology Development”	Shanghai SenseTime Technology Development Co., Ltd. (上海商湯科技開發有限公司), a company incorporated under the laws of the PRC with limited liability on January 16, 2020
“Share Issue Mandate”	the general mandate to the Board and/or its authorized person(s) to exercise the power of the Company to allot, issue and deal with new Class B Shares not exceeding 20% of the total number of the issued Shares as at the date of passing the ordinary resolution approving such mandate

DEFINITIONS

“Share Repurchase Mandate”	the general mandate to the Board and/or its authorized person(s) to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the date of passing the ordinary resolution approving such mandate
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“weighted voting rights”	has the meaning ascribed thereto under the Listing Rules
“WVR Beneficiary(ies)”	has the meaning ascribed thereto under the Listing Rules and unless the context otherwise requires, refers to Prof. Tang, Dr. Xu Li, Dr. Wang and Mr. Xu Bing, being the holders of the Class A Shares
“%”	per cent

LETTER FROM THE BOARD



SenseTime Group Inc.

商汤集团股份有限公司

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

(Stock Code: 0020)

Executive Directors:

Dr. XU Li (*Executive Chairman of the Board*)

Prof. TANG Xiao'ou

Dr. WANG Xiaogang

Mr. XU Bing

Registered Office:

Second Floor, Century Yard,
Cricket Square P.O. Box 902,
Grand Cayman, KY1-1103
Cayman Islands

Non-executive Director:

Ms. FAN Yuanyuan

*Head Office and Principal place of
business in the PRC:*

No. 1900 Hongmei Road
Xuhui District
Shanghai 200233
PRC

Independent Non-executive Directors:

Prof. XUE Lan

Mr. LYN Frank Yee Chon

Mr. LI Wei

*Head Office and Principal Place of
business in Hong Kong:*

2/F, Harbour View 1
12 Science Park East Avenue
Hong Kong Science & Technology Park
Shatin
Hong Kong

June 2, 2022

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**
- (2) PROPOSED GRANT OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES**
- (3) PROPOSED RE-APPOINTMENT OF AUDITOR**
- (4) PROPOSED ADOPTION OF THE AMENDED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND**
- (5) NOTICE OF THE ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the following resolutions to be proposed at the AGM to consider and, if thought fit, approve:

- (i) the proposed re-election of the retiring Directors;
- (ii) the proposed grant of the Share Repurchase Mandate;
- (iii) the proposed grant of the Share Issue Mandate (including the extended Share Issue Mandate);
- (iv) the proposed re-appointment of auditor; and
- (v) the proposed amendment to Memorandum and Articles of Association.

2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to the Memorandum and Articles of Association, at every general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Dr. Xu Li, Dr. Wang and Ms. Fan shall retire by rotation at the AGM and, being eligible, have offered themselves for re-election at the AGM.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, and contribution of the retiring Directors with reference to the Company's Board Diversity Policy and the Company's corporate strategies. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors at the AGM. The Board has considered the perspectives, skills, experience and diversity of the above retiring Directors and believed that their professional knowledge and general business acumen will continue to generate significant contribution to the Board, the Company and the Shareholders as a whole. Hence, the Board recommended the above retiring Directors to be re-elected at the AGM and to authorize the Board to fix the respective remuneration for such Directors.

Biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES

On December 3, 2021, a resolution was passed by the then Shareholders to grant a general unconditional mandate to the Board and/or its authorized person(s) to exercise the powers of the Company to repurchase its own Shares. Such mandate, to the extent not renewed, revoked or varied by the date of the AGM, will lapse at the conclusion of the AGM.

LETTER FROM THE BOARD

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant to the Board and/or its authorized person(s) the Share Repurchase Mandate, details of which are set out in the proposed ordinary resolution no. 6 in the notice of the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 7,528,760,000 Class A Shares and 25,978,640,000 Class B Shares. Subject to the passing of the ordinary resolution for the approval of the Share Repurchase Mandate, for illustrative purposes only and assuming no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 3,350,740,000 Shares (representing 10% of the total number of issued Shares as at the Latest Practicable Date).

The Share Repurchase Mandate shall continue to be in force during the period from the date of passing the resolution for the approval of the Share Repurchase Mandate until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association or by any applicable laws to be held; and (c) the date on which the authority given under the ordinary resolution approving the Share Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Share Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

On December 3, 2021, a resolution was passed by the then Shareholders to grant a general unconditional mandate to the Board and/or its authorized person(s) to allot, issue and deal with Shares. Such mandate, to the extent not renewed, revoked or varied by the date of the AGM, will lapse at the conclusion of the AGM.

In order to give the Company the flexibility to issue Shares if and when appropriate (including but not limited to any issue of Shares for the purposes of share incentive schemes of the Company adopted from time to time), an ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant to the Board and/or its authorized person(s) the Share Issue Mandate, details of which are set out in the proposed ordinary resolution no. 7 in the notice of the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 7,528,760,000 Class A Shares and 25,978,640,000 Class B Shares. Subject to the passing of the ordinary resolution for the approval of the Share Issue Mandate, for illustrative purposes only and assuming no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with a maximum of 6,701,480,000 Class B Shares (representing 20% of the total number of issued Shares as at the Latest Practicable Date).

LETTER FROM THE BOARD

In addition, a separate ordinary resolution no. 8 will also be proposed to approve the extension of the Share Issue Mandate by adding the number of repurchased Shares under the Share Repurchase Mandate to the total number of Class B Shares which may be allotted and issued by the Board and/or its authorized person(s) pursuant to the Share Issue Mandate.

The Share Issue Mandate (including the extended Share Issue Mandate) shall continue to be in force during the period from the date of passing the resolution for the approval of the Share Issue Mandate (including the extended Share Issue Mandate) until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association or by applicable laws to be held; and (c) the date on which the authority given under the ordinary resolution approving the Share Issue Mandate (including the extended Share Issue Mandate) is revoked or varied by an ordinary resolution of the Shareholders.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

Following the recommendation of the audit committee of the Board, the Board proposed to re-appoint PricewaterhouseCoopers as the auditor of the Company with a term expiring upon the next annual general meeting of the Company, and the Board proposed it be authorized to fix the remuneration of the auditor for the year ending December 31, 2022.

An ordinary resolution no. 9 in respect of the re-appointment of the auditor of the Company will be proposed at the AGM for consideration and approval by the Shareholders.

6. PROPOSED ADOPTION OF THE AMENDED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposed certain amendments to the Memorandum and Articles of Association of the Company, for the purpose of (i) reflecting certain amendments to the Listing Rules and (ii) making some other housekeeping improvements. The major proposed amendments in the Memorandum and Articles of Association include: (i) to expressly provide for the right of the Shareholders to speak at a general meeting; and (ii) to expressly provide for the requirement for any voluntary winding-up of the Company to be approved by way of a special resolution of the Shareholders.

A special resolution no. 10 will be proposed to approve the adoption of the amended Memorandum and Articles of Association.

The proposed amendments are set out in Appendix III to this circular.

7. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 22 to 26 of this circular. At the AGM, resolutions will be proposed to approve, among others, (i) the proposed re-election of the retiring Directors; (ii) the proposed grant of the Share Repurchase Mandate; (iii) the proposed grant of the Share Issue Mandate (including the extended Share Issue Mandate); (iv) the proposed re-appointment of auditor; and (v) the proposed adoption of the amended Memorandum and Articles of Association.

LETTER FROM THE BOARD

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

The Company is controlled through weighted voting rights. Holders of Class B Shares present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote per Share. Holders of Class A Shares present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have 10 votes per Share (i.e. in respect of resolutions no. 1 to 8 in the notice of the AGM), save for resolutions with respect to any Reserved Matters, in which case they shall have one vote per Share (i.e. in respect of resolutions no. 9 to 10, regarding the proposed re-appointment of auditor and the proposed adoption of the amended Memorandum and Articles of Association of the Company, in the notice of the AGM). Holders of Class B Shares and Class A Shares shall at all times vote together as one class.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.sensetime.com>). Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority, to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 3:00 p.m. on Wednesday, June 22, 2022) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM physically if you so wish and in such event, your proxy form shall be deemed to be revoked. Proxy forms which have been validly completed and deposited by a Shareholder would not be revoked by reason of such Shareholder joining the AGM online as an observer through the Online Platform.

8. RECOMMENDATION

The Directors (including independent non-executive Directors) are of the opinion that all the proposed resolutions are in the interests of the Company and the Shareholders as a whole and so recommend the Shareholders to vote in favor of all the resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
SenseTime Group Inc.
商汤集团股份有限公司
Dr. Xu Li
Executive Chairman
Chief Executive Officer

Pursuant to the Listing Rules, the details of the Directors, who will retire and being eligible, offer themselves for re-election at the AGM, are provided below.

(1) **POSITION AND EXPERIENCE**

Dr. Xu Li (徐立)

Dr. Xu Li (age 40) is our co-founder, executive Chairman of the Board, executive Director and chief executive officer. He was appointed as a Director on December 15, 2015 and re-designated as an executive Director on August 23, 2021. He is primarily responsible for our Group's vision strategy, business development and daily operations. He has been an adjunct professor at Shanghai Jiao Tong University since December 2018.

Prior to joining our Group, Dr. Xu Li was a research scientist at Lenovo Group Ltd. from August 2013 to March 2015, and a postdoctoral fellow at the Chinese University of Hong Kong from October 2010 to July 2013.

Dr. Xu Li obtained his bachelor's degree in computer science and engineering in July 2004 and his master's degree in computer engineering in March 2007 from Shanghai Jiao Tong University (上海交通大學), and his Ph. D. degree in computer science and engineering in December 2010 from the Chinese University of Hong Kong, where he focused on research on computer vision and computational imaging.

Dr. Xu Li was ranked top ten in Fortune's Global List of 40 Under 40 in 2018, an annual ranking published by Fortune featuring the most influential young people in business sector. He was also listed on Fortune China's 40 Under 40, a list featuring 40 young business elites in China, for five consecutive years from 2017 to 2021. He was named as the Technology Category Winner of Ernst & Young Entrepreneur of The Year China 2018 and the Hong Kong InnoStars Award (香港創新領軍人物大獎) by Our Hong Kong Foundation (團結香港基金) in 2019.

Dr. Wang Xiaogang (王曉剛)

Dr. Wang (age 44) is our co-founder, executive Director and chief scientist. He was appointed as a Director on October 10, 2016 and re-designated as an executive Director on August 23, 2021. He is primarily responsible for overseeing and supervising our Group's research team. He joined the Department of Electronic Engineering at the Chinese University of Hong Kong as an assistant professor in August 2009 and has been a professor since August 2020. He has been the Chairman of China Augmented Reality Core Technology Industry Alliance (中國增強現實核心技術產業聯盟) since June 2019.

Dr. Wang has published numerous papers at major conferences and journals and his publications have received over 65,000 citations according to Google Scholar, with H-Index of 120. He was awarded the honorable mention of PAMI Young Researcher Award by the IEEE Computer Society in 2016, and the Hong Kong RGC Early Career Award in 2012. He was the area chair of various international conferences between 2011 and 2017, including the Conference on Computer Vision and Pattern Recognition (an annual research conference sponsored by the IEEE), International Conference on Computer Vision (a biennial research conference sponsored by the IEEE) and European Conference on Computer Vision (a biennial research conference).

Dr. Wang obtained his bachelor's degree in electronic engineering and information science from the Special Class of Gifted Young at the University of Science and Technology of China in July 2001. He further obtained an MPhil degree from the Chinese University of Hong Kong in December 2003, and a Ph.D. degree in computer science from the Massachusetts Institute of Technology in June 2009.

Ms. Fan Yuanyuan (范媛媛)

Ms. Fan (age 47) was appointed as a Director on January 25, 2017 and re-designated as a non-executive Director on August 23, 2021. She is primarily responsible for providing advice to the overall development of our Group.

Ms. Fan has years of experience in private equity investments, management consulting and financial services. She joined Sailing Capital in January 2013 and has been a partner and managing director since January 2016 responsible for cross-border private equity investments. She was a director of Jianpu Technology Inc., a company listed on the New York Stock Exchange (stock code: JT) from October 2017 to May 2019. She served as an adjunct professor at the college of business of the Shanghai University of Finance and Economics (上海財經大學) from December 2017 to December 2019. She had previously worked at Pacific Asset Management from July 2010 to December 2012 and McKinsey & Company from October 2008 to June 2010.

Ms. Fan obtained a bachelor's degree and a master's degree in economics from the Shanghai University of Finance and Economics in July 1996 and January 1999, respectively. She further received an MBA degree from Cornell University in May 2003 and an EMBA degree from Tsinghua University in July 2015.

Save as disclosed above, each of Dr. Xu Li, Dr. Wang and Ms. Fan 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.

(2) LENGTH OF SERVICE AND EMOLUMENTS

Each of Dr. Xu Li, Dr. Wang and Ms. Fan entered into a service contract with the Company pursuant to which he or she agreed to act as a Director for a period of three years or until the third annual general meeting of the Company after the Listing Date, whichever is earlier. Each of Dr. Xu Li, Dr. Wang and Ms. Fan is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Memorandum and Articles of Association.

Ms. Fan is not entitled to any annual Director's fee from the Company. Each of Dr. Xu Li and Dr. Wang is not entitled to any annual Director's fee from the Company for his appointment as director, but is entitled to receive salaries and other benefits for his employment with the Group as well as discretionary bonus which will be determined by the Group with reference to his performance, duties and responsibilities with the Group and the prevailing market condition.

(3) RELATIONSHIPS

As far as the Directors are aware and as at the Latest Practicable Date, save that Dr. Wang is the brother-in-law of Prof. Tang, each of Dr. Xu Li, Dr. Wang and Ms. Fan does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

(4) INTERESTS IN SHARES

As far as the Directors are aware and as at the Latest Practicable Date, each of Dr. Xu Li and Dr. Wang were interested or deemed to be interested in the following Shares or underlying Shares of the Company and its associated corporations pursuant to Part XV of the SFO as set out below:

Name of director	Nature of interest ⁽¹⁾	Number and class of securities	Approximate percentage of shareholding in the relevant class of Shares ⁽²⁾
Dr. Xu Li	Interest in a controlled corporation	286,317,668 Class A Shares	3.80%
Dr. Xu Li through SenseTalent	Beneficial interest	565,386,529 Class B Shares	2.18%
Dr. Wang	Interest in a controlled corporation	232,171,633 Class A Shares	3.08%
Dr. Wang through SenseTalent	Beneficial interest	302,140,243 Class B Shares	1.16%

Notes:

- (1) All interests stated are long position.
- (2) The calculation is based on the total number of relevant class of Shares in issue as at the Latest Practicable Date.

Save as disclosed above, each of Dr. Xu Li, Dr. Wang and Ms. Fan was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**(5) OTHER INFORMATION AND MATTERS THAT NEED TO BE DISCLOSED OR
BROUGHT TO THE ATTENTION OF THE SHAREHOLDERS**

As at the Latest Practicable Date, (i) Dr. Wang held 14.45% of equity interests in Chengdu Xinzhouruishi Technology Co., Ltd (成都新舟銳視科技有限公司) (“**Chengdu Xinzhouruishi**”), a company established in the PRC with intelligent visual processing technology specializing in research and development, production and sales of intelligent security products. Beijing SenseTime Technology Development Co., Ltd. (北京市商湯科技開發有限公司), the Company’s indirect wholly-owned subsidiary, has also invested in Chengdu Xinzhouruishi and holds 13.50% of its equity interests.

Save as disclosed above, each of Dr. Xu Li, Dr. Wang and Ms. Fan has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his/her re-election as a Director.

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution no. 6 to be proposed at the AGM in relation to the grant of the Share Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the grant of the Share Repurchase Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Share Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Board and/or its authorized person(s) at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 33,507,400,000 Shares, out of which 7,528,760,000 were Class A Shares and 25,978,640,000 were Class B Shares.

Subject to the passing of the ordinary resolution set out in no. 6 of the notice of the AGM in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged from the Latest Practicable Date up to the date of the AGM, i.e. being 33,507,400,000 Shares, the Board and/or its authorized person(s) would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, up to a maximum of 3,350,740,000 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2021) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Board and/or its authorized person(s) does not intend to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse

effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Board and/or its authorized person(s), are from time to time appropriate for the Company.

5. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If, on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights by the relevant Shareholder for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined under the Takeovers Code) may obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the WVR Beneficiaries were Prof. Tang, Dr. Xu Li, Dr. Wang and Mr. Xu Bing. As at the Latest Practicable Date, (i) Prof. Tang beneficially owned 6,906,080,602 Class A Shares and was indirectly interested in and control 1,891,820,000 Class B Shares, representing approximately 26.26% of the voting rights in the Company with respect to shareholder resolutions relating to Reserved Matters, and approximately 70.07% with respect to matters other than the Reserved Matters; (ii) Dr. Xu Li beneficially owned 286,317,668 Class A Shares and 565,386,529 Class B Shares, representing approximately 2.54% of the voting rights in the Company with respect to shareholder resolutions relating to Reserved Matters, and approximately 3.39% with respect to matters other than the Reserved Matters; (iii) Dr. Wang beneficially owned 232,171,633 Class A Shares and 302,140,243 Class B Shares, representing approximately 1.59% of the voting rights in the Company with respect to shareholder resolutions relating to Reserved Matters, and approximately 2.59% with respect to matters other than the Reserved Matters; and (iv) Mr. Xu Bing beneficially owned 104,190,097 Class A Shares and 252,236,581 Class B Shares, representing approximately 1.06% of the voting rights in the Company with respect to shareholder resolutions relating to Reserved Matters, and approximately 1.28% with respect to matters other than the Reserved Matters. Pursuant to Rule 8A.15 of the Listing Rules, in the event that the Board and/or its authorized person(s) exercises the Share Repurchase Mandate, the WVR Beneficiaries must reduce their weighted voting rights in the Company proportionately (for example through conversion of a proportion of their shareholding with those rights into Class B Shares), if the reduction in the number of Shares in issue would otherwise result in an increase in the proportion of Class A Shares. As such, to the best knowledge and belief of the Directors, the exercise of the Share Repurchase Mandate is not expected to give rise to an obligation of Prof. Tang, Dr. Xu Li, Dr. Wang and Mr. Xu Bing to make a mandatory offer under the Takeovers Code.

The Board and/or its authorized person(s) has no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

In addition, the Board and/or its authorized person(s) does not propose to repurchase Shares which would result in less than the relevant prescribed minimum percentage of Shares in public hands as required by the Stock Exchange.

6. INTENTION OF DIRECTORS AND CORE CONNECTED PERSONS TO SELL SHARES

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Share Repurchase Mandate is approved by the Shareholders.

7. UNDERTAKING BY DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Class B Shares have been traded on the Stock Exchange during each of the following months from the Listing Date and up to and including the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
December (from the Listing Date)	5.50	3.90
2022		
January	9.70	5.80
February	7.60	6.06
March	6.86	5.79
April	6.29	4.40
May (up to the Latest Practicable Date)	5.28	4.40

9. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the period from the Listing Date up till the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Details of the proposed amendments to the Memorandum and Articles of Association are set out as follows:

Article before amendment

13. Class A Ordinary Shares shall only be held by a Director or a Director Holding Vehicle. Subject to the Listing Rules or other applicable laws or regulations, each Class A Ordinary Share shall be automatically converted into one Class B Ordinary Share upon the occurrence of any of the following events:

...

(e) the transfer to another person of the beneficial ownership of, or economic interest in, such Class A Ordinary Share or the control over the voting rights attached to such Class A Ordinary Share (through voting proxies or otherwise), other than (i) the grant of any encumbrance, lien or mortgage over such share which does not result in the transfer of the legal title or beneficial ownership of, or the voting rights attached to, such share, until the same is transferred upon the enforcement of such encumbrance, lien or mortgage; (ii) a transfer of the legal title to such share by a Director to a Director Holding Vehicle wholly owned and wholly controlled by him, or by a Director Holding Vehicle to the Director owning and controlling it or another Director Holding Vehicle wholly owned and wholly controlled by such Director; and (iii) any transfer of legal title to such share by a holder of Class A Ordinary Shares to a limited partnership, trust, private company or other vehicle which holds Class A Ordinary Shares on behalf of such holder.

Article after amendment

13. Class A Ordinary Shares shall only be held by a Director or a Director Holding Vehicle. Subject to the Listing Rules or other applicable laws or regulations, each Class A Ordinary Share shall be automatically converted into one Class B Ordinary Share upon the occurrence of any of the following events:

...

(e) the transfer to another person of the beneficial ownership of, or economic interest in, such Class A Ordinary Share or the control over the voting rights attached to such Class A Ordinary Share (through voting proxies or otherwise), other than (i) the grant of any encumbrance, lien or mortgage over such share which does not result in the transfer of the legal title or beneficial ownership of, or the voting rights attached to, such share, until the same is transferred upon the enforcement of such encumbrance, lien or mortgage; (ii) a transfer of the legal title to such share by a Director to a Director Holding Vehicle wholly owned and wholly controlled by him, or by a Director Holding Vehicle to ~~the~~ such Director owning and controlling it or another Director Holding Vehicle wholly owned and wholly controlled by such Director him; and (iii) any transfer of legal title to such share by a holder of Class A Ordinary Shares to a limited partnership, trust, private company or other vehicle which holds Class A Ordinary Shares on behalf of such holder.

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Article before amendment

20. Subject as otherwise provided in these Articles, all shares for the time being and from time to time unissued shall be under the control of the Directors, and may be redesignated, allotted, issued or otherwise disposed of in such manner, to such persons and on such terms as the Directors, in their absolute discretion, may think fit. The Directors may issue shares in separate classes and may issue shares of any class in different series.

104. On a poll votes may be given either personally or by proxy. Every Shareholder who is entitled to vote at a general meeting and every person representing such a Shareholder as proxy shall have one vote for each share of which such Shareholder or the Shareholder represented by the proxy is the holder. On a poll, a shareholder or proxy appointed by the shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

105. Where any member is required under the Listing Rules to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

Article after amendment

20. Subject as otherwise provided in **the Companies Act and** these Articles, all shares for the time being and from time to time unissued shall be under the control of the Directors, and may be redesignated, allotted, issued or otherwise disposed of in such manner, to such persons and on such terms as the Directors, in their absolute discretion, may think fit. The Directors may issue shares in separate classes and may issue shares of any class in different series.

104. On a poll votes may be given either personally or by proxy. **Subject to Article 7 and any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares,** every Shareholder who is entitled to vote at a general meeting and every person representing such a Shareholder as proxy shall have one vote for each share of which such Shareholder or the Shareholder represented by the proxy is the holder. On a poll, a shareholder or proxy appointed by the shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

105. **All members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.** Where any member is required under the Listing Rules to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Article before amendment

142. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms as the Directors may determine and no Director or **intending** Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. A Director, notwithstanding his interest, may be counted in the quorum present at any meeting of the Directors whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged and he may vote on any such appointment or arrangement.

Article after amendment

142. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms as the Directors may determine and no Director or **intending-proposed** Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. A Director, notwithstanding his interest, may be counted in the quorum present at any meeting of the Directors whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged and he may vote on any such appointment or arrangement.

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Article before amendment

144. A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his close associates (or, if required by the Listing Rules, his other associates) has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

...

(b) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his close associates is/are or is/are to be interested as a participant in the underwriting or subunderwriting of the offer;

Article after amendment

144. A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his close associates (or, if required by the Listing Rules, his other associates) has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

...

(b) any proposal concerning an offer of shares ~~or~~, debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his close associates is/are or is/are to be interested as a participant in the underwriting or subunderwriting of the offer;

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Article before amendment

210. If the Company shall be wound up the liquidator may, with the sanction of an Ordinary Resolution of the Company, divide amongst the Shareholders in specie the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different class or series of shares. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction shall think fit, but so that no Shareholder shall be compelled to accept any shares or other securities whereon there is any liability.

Article after amendment

210. A resolution that the Company be wound up by the court or to be wound up voluntarily shall be a Special Resolution. If the Company shall be wound up the liquidator may, ~~with the sanction of an Ordinary Resolutions of the Company,~~ with the authority of a Special Resolution of the Company and any other sanction required by the Companies Act, divide amongst the Shareholders in specie the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different class or series of shares. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction shall think fit, but so that no Shareholder shall be compelled to accept any shares or other securities whereon there is any liability.

NOTICE OF THE ANNUAL GENERAL MEETING



SenseTime Group Inc.

商汤集团股份有限公司

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

(Stock Code: 0020)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of SenseTime Group Inc. (商汤集团股份有限公司) will be held at 2/F, Harbour View 1, 12 Science Park East Avenue, Hong Kong Science & Technology Park, Shatin, Hong Kong on Friday, June 24, 2022 at 3:00 p.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and the auditor of the Company for the year ended December 31, 2021;
2. To re-elect Dr. Xu Li (徐立) as an executive Director;
3. To re-elect Dr. Wang Xiaogang (王曉剛) as an executive Director;
4. To re-elect Ms. Fan Yuanyuan (范瑗瑗) as a non-executive Director;
5. To authorize the board of Directors of the Company (the “**Board**”) to fix the respective Directors’ remuneration;
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general unconditional mandate be and is hereby given to the Board and/or its authorized person(s), during the Relevant Period (as defined below) to exercise all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution (subject to adjustment in the case of any consolidation or subdivision of the shares of the Company after the passing of this resolution) and the said approval 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 earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) or any applicable laws to be held.”;
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, a general unconditional mandate be and is hereby given to the Board and/or its authorized person(s), during the Relevant Period (as defined below) to exercise all the powers of the Company to allot, issue and deal with authorized and unissued Class B shares in the share capital of the Company (the “**Class B Shares**”) or securities convertible into Class B Shares, or options, warrants or similar rights to subscribe for Class B Shares or such convertible securities of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the approval in paragraph (a) above shall authorize the Board and/or its authorized person(s) to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Class B Shares allotted or agreed conditionally or unconditionally to be allotted by the Board and/or its authorized person(s) pursuant to the approval in paragraph (a) above, otherwise than by way of Rights Issue (as defined below) or pursuant to the exercise of any subscription rights attaching to any securities which may be allotted and issued by the Company from time to time or, pursuant to the exercise of any options which may be granted or the allotment and issue of Class B Shares in lieu of the whole

NOTICE OF THE ANNUAL GENERAL MEETING

or part of a dividend on the Class B Shares in accordance with the Memorandum and Articles of Association, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of the shares of the Company after the passing of this resolution and the said approval shall be limited accordingly) excluding any Class B Shares to be issued upon conversion of class A shares in the share capital of the Company into Class B Shares on a one to one basis; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association or any applicable laws to be held;

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Board and/or its authorized person(s) pursuant to such general mandate of an amount representing the total number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company in issue as at the date of passing this resolution.”

NOTICE OF THE ANNUAL GENERAL MEETING

9. To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending December 31, 2022; and

AS SPECIAL RESOLUTION

10. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the amended and restated memorandum and articles of association of the Company (the “**Amended Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting and that any one Director of the Company be and is hereby authorized to do all things necessary to implement the adoption of the Amended Memorandum and Articles of Association of the Company.”

By order of the Board
SenseTime Group Inc.
商汤集团股份有限公司
Dr. Xu Li
Executive Chairman
Chief Executive Officer

Hong Kong, June 2, 2022

As at the date of this Notice, the Board comprises Dr. Xu Li, Prof. Tang Xiao'ou, Dr. Wang Xiaogang and Mr. Xu Bing as executive Directors; Ms. Fan Yuanyuan as non-executive Director; Prof. Xue Lan, Mr. Lyn Frank Yee Chon and Mr. Li Wei as independent non-executive Directors.

Notes:

- a. Shareholders may elect to join the meeting online as an observer by viewing the live webcast of the meeting proceedings. Shareholders observing the meeting through the Online Platform only (i.e. neither the Shareholder nor his/her/its proxies attend the meeting physically) will not be counted towards the quorum, and will not be able to cast their votes online, but will be able to type and submit questions to the Company during the course of the meeting. The hyperlink and login details for joining the webcast will be included in the Company's notification letter to be despatched separately to registered Shareholders.

Shareholders are reminded that they may exercise their right to vote by using the forms of proxy to appoint the Chairman of the AGM as their proxies to vote on the relevant resolutions.

- b. In the interest of the attendee's health and safety, seats at the meeting venue will be limited and will be available on a first-come-first-served basis in order to maintain social distancing at the meeting venue. **Due to the constantly evolving COVID-19 pandemic situation in Hong Kong and related change in legal restrictions or requirements, the Company may be required to change the meeting arrangements at short notice. Shareholders are advised to check the Stock Exchange's website (<https://www.hkexnews.hk>) and the Company's website (<https://www.sensetime.com>) for further announcement(s) and update(s) on such arrangements and/or further special arrangements to be taken.**

NOTICE OF THE ANNUAL GENERAL MEETING

- c. Any Shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint another person as proxy to attend and vote instead of him/her/it. A proxy need not be a Shareholder of the Company. A Shareholder who is the holder of two or more shares of the Company may appoint any number of proxies to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- d. Where there are joint registered holders of any share, any one of such persons may vote at this meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
- e. 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 notarially certified copy of that power or authority, must be deposited at the Company's share registrar in Hong Kong (i.e. Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 3:00 p.m. on Wednesday, June 22, 2022 or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person physically at the meeting and, in such event, the form of proxy shall be deemed to be revoked. Proxy forms which have been validly completed and deposited by a Shareholder would not be revoked by reason of such Shareholder joining the AGM online as an observer through the Online Platform.
- f. For determining the entitlement to attend and vote at this meeting, the register of members of the Company will be closed from June 21, 2022 to June 24, 2022 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on June 20, 2022.
- g. References to time and dates in this Notice are to Hong Kong time and dates.
- h. If a tropical cyclone warning signal No. 8 or above is hoisted or "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or a black rainstorm warning signal is in force at or after 9:00 a.m. on the date of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the Stock Exchange's website (<https://www.hkexnews.hk>) and the Company's website (<https://www.sensetime.com>) to notify Shareholders of the date, time and venue of the rescheduled meeting.