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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of SenseTime Group Inc. (the “**Company**”) proposes the adoption of the amended and restated memorandum and articles of association (the “**Amended and Restated Memorandum and Articles**”) of the Company to replace the existing memorandum and articles of association (the “**Memorandum and Articles of Association**”) of the Company, for the purpose of bringing the Memorandum and Articles of Association in line with certain amendments to the Listing Rules and making other housekeeping amendments that are consistent with the Listing Rules and other application laws and regulations. The major proposed amendments in the Memorandum and Articles of Association include: (i) to update the description of the duties of the Corporate Governance Committee in line with the latest Listing Rules amendments; (ii) to provide for flexibility in certain provisions of the Memorandum and Articles of Association to accommodate any future Listing Rules amendments; (iii) to introduce further clarificatory changes in line with Appendix 3 of the Listing Rules, such as that (a) the requisite threshold for any Shareholder(s) to request a general meeting shall be calculated on a one vote per share basis; and (b) to provide that an annual general meeting of the Company shall be held in each financial year and to be held within six (6) months after the end of its financial year, and removing any exception no longer applicable to the Company; and (iv) other housekeeping improvements.

The details of the Amended and Restated Memorandum and Articles are set out below. Save for the terms set out in the table below, the other articles in the Memorandum and Articles of Association shall remain unchanged.

Memorandum of Association

Article before amendment	Article after amendment
<p>2. The registered office will be situated at the offices of Tricor Services (Cayman Islands) Limited of Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.</p>	<p>2. The registered office will be situated at the offices of Tricor Services (Cayman Islands) Limited of Second Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.</p>
<p>10. The financial year end of the Company is 31 December or such other date as the Directors may from time to time decide and annex to this Memorandum.</p>	<p>10. The financial year end of the Company is 31 December or such other date as the Directors may from time to time decide and annex to this Memorandum<u>The financial year of the Company shall begin on 1 January and end on 31 December each year unless otherwise decided by the Directors and annexed to this Memorandum from time to time.</u></p>

Articles of Association

Article before amendment	Article after amendment
<p>35. If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated only with (in addition to a Special Resolution to amend the Memorandum or these Articles) the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a resolution passed at a separate meeting of the holders of shares of that class by members holding shares representing three-fourths in nominal value of the shares present in person or by proxy and voting at such meeting. For so long as any Class A Ordinary Share is in issue and unless such change is otherwise required by law or the Listing Rules, (a) any change to the composition of the Board of Directors set out in Article 114; (b) any change in the proportion of votes required to pass a resolution of the members, whether as an Ordinary Resolution or a Special Resolution or in respect of particular matters or generally;</p>	<p>35. If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated only with (in addition to a Special Resolution to amend the Memorandum or these Articles) the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a resolution passed at a separate meeting of the holders of shares of that class by members holding shares representing three-fourths in nominal value of the shares present in person or by proxy and voting at such meeting. For so long as any Class A Ordinary Share is in issue and unless such change is otherwise required by law or the Listing Rules, (a) any change to the composition of the Board of Directors set out in Article 114; (b) any change in the proportion of votes required to pass a resolution of the members, whether as an Ordinary Resolution or a Special Resolution or in respect of particular matters or generally;</p>

(c) any variation to the number of votes attached to a share of any class, except any such variation arising from an automatic conversion of a Class A Ordinary Share into a Class B Ordinary Share pursuant to Articles 12 and 13; and (d) any change to the matters in respect of which each Class A Ordinary Share and each Class B Ordinary Share shall entitle its holder to one vote on a poll at a general meeting in Article 16 and any change to the quorum requirements for meetings of Directors in Article 139 or this Article 35, shall require the consent in writing of the holders of not less than three-fourths in nominal or par value of the issued Class A Ordinary Shares. To every such separate meeting all the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be **a person or** persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third **in nominal value of the issued shares** of that class.

(c) any variation to the number of votes attached to a share of any class, except any such variation arising from an automatic conversion of a Class A Ordinary Share into a Class B Ordinary Share pursuant to Articles 12 and 13; and (d) any change to the matters in respect of which each Class A Ordinary Share and each Class B Ordinary Share shall entitle its holder to one vote on a poll at a general meeting in Article 16 and any change to the quorum requirements for meetings of Directors in Article 139 or this Article 35, shall require the consent in writing of the holders of not less than three-fourths in nominal or par value of the issued Class A Ordinary Shares. To every such separate meeting all the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be ~~a person or~~ **two or more** persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class **(on a one vote per share basis), provided always if that class has only one member of record the quorum shall be that one member.**

<p>73. The registration of transfers may be suspended at such times and for such periods as the Directors may, in their absolute discretion, from time to time determine, provided always that such registration shall not be suspended for more than 45 days in any year.</p>	<p>73. The registration of transfers may be suspended at such times and for such periods as the Directors may, in their absolute discretion, from time to time determine, provided always that such registration shall not be suspended for more than <u>30 days in any year (or such longer period as the members may by Ordinary Resolution determine provided that such period shall not be extended beyond 4560</u> days in any year).</p>
<p>84. The Company shall hold a general meeting as its annual general meeting in each year other than the year of the Company's adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise). The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint. The Directors may, whenever they think fit, convene a general meeting of the Company.</p>	<p>84. The Company shall hold a general meeting as its annual general meeting <u>in for each financial year other than the year of the Company's adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise) and such general meeting shall be held within six months after the end of the financial year.</u> The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint. The Directors may, whenever they think fit, convene a general meeting of the Company.</p>

86. General meetings shall also be convened on the written requisition of any Shareholder or Shareholders entitled to attend and vote at general meetings of the Company who hold not less than 10 per cent of the paid up voting share capital of the Company deposited at the registered office of the Company specifying the objects of the meeting for a date no later than 21 days from the date of deposit of the requisition signed by the requisitionists, and if the Directors do not convene such meeting for a date not later than 45 days after the date of such deposit, the requisitionists themselves may convene the general meeting in the same manner, as nearly as possible, as that in which general meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene the general meeting shall be reimbursed to them by the Company.

86. General meetings shall also be convened on the written requisition of any Shareholder or Shareholders **(which shall include a recognised clearing house (or their respective nominee(s))** entitled to attend and vote at general meetings of the Company **who by itself or in aggregate** hold not less than 10 per cent of the paid up voting share capital of the Company **(for the avoidance of doubt, on a one vote per share basis)** deposited at the registered office of the Company **(provided that, in the case of a recognised clearing house (or their respective nominee(s), it has received instructions to deposit such requisitions from account holders holding in aggregate the beneficial interests in shares representing not less than 10 per cent of the paid up voting share capital of the Company on a one share per vote basis)** specifying the objects **and the resolutions to be added to the agenda** of the meeting for a date no later than 21 days from the date of deposit of the requisition signed by the requisitionists, and if the Directors do not convene such meeting for a date not later than 45 days after the date of such deposit, the requisitionists themselves may convene the general meeting in the same manner, as nearly as possible, as that in which general meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene the general meeting shall be reimbursed to them by the Company.

<p>112. Any corporation which is a Shareholder or a Director may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders or of the Board of Directors or of a committee of Directors, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholders or Director.</p>	<p>112. Any corporation which is a Shareholder or a Director may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders or of the Board of Directors or of a committee of Directors, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholders or Director. <u>Where a corporation is so represented, it shall be treated as being present at such meeting in person.</u></p>
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<p>113. If a recognised clearing house (or its respective nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its respective nominee(s)) which he represents as that recognised clearing house (or its respective nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>	<p>113. If a recognised clearing house (or its respective nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting and/or creditors meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its respective nominee(s)) which he represents as that recognised clearing house (or its respective nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>
<p>115. The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.</p>	<p>115. The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company after the appointment and shall then be eligible for re-election at that meeting.</p>

<p>150. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number, or of summoning a general meeting of the Company, but for no other purpose.</p>	<p>150. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing their number, or of summoning a general meeting of the Company, but for no other purpose.</p>
<p>155. The role of an Independent Non-executive Director shall include, but is not limited to:</p> <ul style="list-style-type: none"> (a) participating in Board meetings to bring an independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct; (b) taking the lead where potential conflicts of interests arise; (c) serving on the audit, remuneration, nomination and other governance committees, if invited; and (d) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting. 	<p>155. The role of an Independent Non-executive Director shall include, but is not limited to:</p> <ul style="list-style-type: none"> (a) participating in Board meetings to bring an independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct; (b) taking the lead where potential conflicts of interests arise; (c) serving on the audit, remuneration, nomination and other governance committees, if invited; and (d) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting; <u>and</u> (e) <u>such other roles and duties as may be required to be performed by an Independent Non-executive Director under the Listing Rules.</u>

<p>158. The Board shall establish a Nomination Committee, which shall perform the following duties:</p> <ul style="list-style-type: none"> (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (b) identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships; (c) assess the independence of Independent Non-executive Directors; and (d) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the chief executive officer of the Company. 	<p>158. The Board shall establish a Nomination Committee, which shall perform the following duties:</p> <ul style="list-style-type: none"> (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (b) identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships; (c) assess the independence of Independent Non-executive Directors;and (d) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the chief executive officer of the Company;; and (e) <u>such other duties as may be required to be performed by the Nomination Committee under the Listing Rules from time to time, or as may be resolved by the Board to be performed by the Nomination Committee from time to time.</u>
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<p>159. The Nomination Committee shall comprise a majority of Independent Non-executive Directors, and the chairman of the Nomination Committee shall be an Independent Non-executive Director.</p>	<p>159. The Nomination Committee shall comprise a majority of Independent Non-executive Directors (<u>or such composition as may be permitted under the Listing Rules from time to time</u>), and the chairman of the Nomination Committee shall be an Independent Non-executive Director (<u>or such member of the Nomination Committee as may be permitted under the Listing Rules from time to time</u>).</p>
<p>162. Where the Board proposes a resolution to elect an individual as an Independent Non-executive Director at a general meeting, the circular to the members and/or explanatory statement accompanying the notice of the relevant general meeting shall set out the reasons why the Directors believe such individual should be elected and the reasons why the Directors consider such individual to be independent.</p>	<p>162. <u>Subject to the applicable requirements under the Listing Rules from time to time, W</u>where the Board proposes a resolution to elect an individual as an Independent Non – executive Director at a general meeting, the circular to the members and/or explanatory statement accompanying the notice of the relevant general meeting shall set out <u>(a) the reasons why the Directors process used for identifying the individual and why the Board believes such the individual should be elected and the reasons why the Directors consider such it considers the individual to be independent;</u> <u>(b) if the proposed Independent Non-executive Director will be holding their seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the Board;</u> <u>(c) the perspectives, skills and experience that the individual can bring to the Board;</u> <u>(d) how the individual contributes to diversity of the board; and/or</u> <u>(e) such other content as may be required to be set out in the circular to the members and/or explanatory statement accompanying the notice of the relevant general meeting under Appendix 14 of the Listing Rules from time to time.</u></p>

<p>163. The Nomination Committee or the Board shall have a policy concerning diversity of Directors, and should disclose the policy or a summary of the policy in the corporate governance report.</p>	<p>163. <u>Subject to the applicable requirements under the Listing Rules from time to time, t</u>The Nomination Committee or the Board shall have a policy concerning diversity of Directors, and should disclose the policy or a summary of the policy in the corporate governance report.</p>
<p>164. The Board shall establish a Corporate Governance Committee, which shall perform the following duties:</p> <p>...</p> <p>(e) review the Company's compliance with the code and disclosure in the Corporate Governance Report;</p> <p>...</p> <p>(h) confirm, on an annual basis, that each holder of Class A Ordinary Shares (or where a holder is a Director Holding Vehicle, the Director holding and controlling such vehicle) has complied with Articles 9, 10, 13 and 16 throughout the year;</p>	<p>164. The Board shall establish a Corporate Governance Committee, which shall perform the following duties:</p> <p>...</p> <p>(e) review the Company's compliance with the code <u>Corporate Governance Code</u> and disclosure in the Corporate Governance Report;</p> <p>...</p> <p>(h) confirm, on an annual basis, that each holder of Class A Ordinary Shares (or where a holder is a Director Holding Vehicle, the Director holding and controlling such vehicle) has complied with Articles 9, 10, 13 and 16 throughout the year;</p>

<p>(i) review and monitor the management of conflicts of interests and make a recommendation to the Board on any matter where there is a potential conflict of interest between the Company, a subsidiary of the Company and/ or holders of Class B Ordinary Shares (considered as a group) on the one hand, and any holder of Class A Ordinary Shares on the other;</p> <p>...</p> <p>(n) disclose, on a comply or explain basis, its recommendations to the Board in respect of matters in Articles 164(i) to (k) in the report referred to in Article 164(m).</p>	<p><u>(i) make recommendations on any grants of options or awards to any beneficiary of weighted voting rights under a share scheme governed by Chapter 17 of the Listing Rules;</u></p> <p><u>(i)(j)</u> review and monitor the management of conflicts of interests and make a recommendation to the Board on any matter where there is a potential conflict of interest between the Company, a subsidiary of the Company and/ or holders of Class B Ordinary Shares (considered as a group) on the one hand, and any holder of Class A Ordinary Shares on the other;</p> <p>...</p> <p><u>(n)(o)</u> disclose, on a comply or explain basis, its recommendations to the Board in respect of matters in Articles 164(ij) to (kl) in the report referred to in Article 164(mn);; <u>and</u></p> <p><u>(p) such other duties as may be required to be performed by the Corporate Governance Committee under the Listing Rules from time to time, or as may be resolved by the Board from time to time.</u></p>
<p>165. The Corporate Governance Committee shall comprise entirely of Independent Non-executive Directors, one of whom shall act as its chairman.</p>	<p>165. The Corporate Governance Committee shall comprise entirely of Independent Non-executive Directors <u>(or such composition as may be permitted under the Listing Rules from time to time)</u>, one of whom shall act as its chairman.</p>

<p>166. The Corporate Governance Report produced by the Company pursuant to the Listing Rules shall include a summary of the work of the Corporate Governance Committee, with regards to its duties set out in Article 164, for the accounting period covered by both the half-yearly and annual report and disclose any significant subsequent events for the period up to the date of publication of the half-yearly and annual report, to the extent possible.</p>	<p>166. <u>Subject to the applicable requirements under the Listing Rules from time to time, t</u>The Corporate Governance Report produced by the Company pursuant to the Listing Rules shall include a summary of the work of the Corporate Governance Committee, with regards to its duties set out in Article 164, for the accounting period covered by both the half-yearly and annual report and disclose any significant subsequent events for the period up to the date of publication of the half-yearly and annual report, to the extent possible.</p>
<p>167. The Company shall appoint a Compliance Adviser on a permanent basis. The Board shall consult with and, if necessary, seek advice from the Compliance Adviser, on a timely and ongoing basis, in the following circumstances:</p> <p>...</p> <p>(d) where the Exchange makes an inquiry of the Company under the Listing Rules.</p>	<p>167. The Company shall appoint a Compliance Adviser on a permanent basis. The Board shall consult with and, if necessary, seek advice from the Compliance Adviser, on a timely and ongoing basis, in the following circumstances:</p> <p>...</p> <p>(d) where the Exchange makes an inquiry of the Company under the Listing Rules; and</p> <p><u>(e) such other circumstances as may be required to be consulted with and (if necessary) advised by the Compliance Adviser under the Listing Rules from time to time.</u></p>

<p>168. The Board shall also consult with, and if necessary, seek advice from the Compliance Adviser, on a timely and ongoing basis, on any matters related to:</p> <ul style="list-style-type: none"> (a) the weighted voting rights structure of the Company; (b) transactions in which the holders of Class A Ordinary Shares have an interest; and (c) where there is a potential conflict of interest between the Company, a subsidiary of the Company and/or holders of Class B Ordinary Shares (considered as a group) on the one hand, and any holder of Class A Ordinary Shares on the other. 	<p>168. The Board shall also consult with, and if necessary, seek advice from the Compliance Adviser, on a timely and ongoing basis, on any matters related to:</p> <ul style="list-style-type: none"> (a) the weighted voting rights structure of the Company; (b) transactions in which the holders of Class A Ordinary Shares have an interest;and (c) where there is a potential conflict of interest between the Company, a subsidiary of the Company and/or holders of Class B Ordinary Shares (considered as a group) on the one hand, and any holder of Class A Ordinary Shares on the other;; <u>and</u> <u>(d) such other matters as may be required to be consulted with and (if necessary) advised by the Compliance Adviser under the Listing Rules from time to time.</u>
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192. The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an Ordinary Resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an Ordinary Resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. **The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article 192 may be fixed by the Board.**

192. The Company shall at every annual general meeting **by Ordinary Resolution** appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an Ordinary Resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting **by Ordinary Resolution** at which they are appointed provided that in respect of any particular year the Company in general meeting may **by Ordinary Resolution** delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an Ordinary Resolution of the members in general meeting in which case the members at that meeting may **by Ordinary Resolution** appoint Auditors. ~~**The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article 192 may be fixed by the Board.**~~

<p>205. The Company shall comply with the provisions of Appendix 14 of the Listing Rules regarding communication with shareholders or members of the Company.</p>	<p>205. The Company shall comply with the provisions of Appendix 14 of the Listing Rules (<u>and/or such other applicable requirements under the Listing Rules from time to time</u>) regarding communication with shareholders or members of the Company.</p>
<p>206. The Company shall include the words “A company controlled through weighted voting rights” or such language as may be specified by the Exchange from time to time on the front page of all its listing documents, periodic financial reports, circulars, notifications and announcements required by the Listing Rules, and describe its weighted voting rights structure, the rationale of such structure and the associated risks for the members prominently in its listing documents and periodic financial reports. This statement shall inform prospective investors of the potential risks of investing in the Company and that they should make the decision to invest only after due and careful consideration.</p>	<p>206. The Company shall include the words “A company controlled through weighted voting rights” or such language as may be specified by the Exchange from time to time on the front page of all its listing documents, periodic financial reports, circulars, notifications and announcements required by the Listing Rules, and, <u>subject to the applicable requirements under the Listing Rules from time to time</u>, describe its weighted voting rights structure, the rationale of such structure and the associated risks for the members prominently in its listing documents and periodic financial reports. This statement shall inform prospective investors of the potential risks of investing in the Company and that they should make the decision to invest only after due and careful consideration.</p>

<p>207. The Company shall, in its listing documents and its interim and annual reports:</p> <p>(a) identify the holders of Class A Ordinary Shares (and, where a holder is a Director Holding Vehicle, the Director holding and controlling such vehicle);</p> <p>(b) disclose the impact of a potential conversion of Class A Ordinary Shares into Class B Ordinary Shares on its share capital; and</p> <p>(c) disclose all circumstances in which the weighted voting rights attached to the Class A Ordinary Shares shall cease.</p>	<p>207. <u>Subject to the applicable requirements under the Listing Rules from time to time, t</u>The Company shall, in its listing documents and its interim and annual reports:</p> <p>(a) identify the holders of Class A Ordinary Shares (and, where a holder is a Director Holding Vehicle, the Director holding and controlling such vehicle);</p> <p>(b) disclose the impact of a potential conversion of Class A Ordinary Shares into Class B Ordinary Shares on its share capital; and</p> <p>(c) disclose all circumstances in which the weighted voting rights attached to the Class A Ordinary Shares shall cease.</p>
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The adoption of the Amended and Restated Memorandum and Articles is subject to approval by the Shareholders by way of special resolution at the forthcoming annual general meeting of the Company to be held on Friday, June 23, 2023, and will become effective upon the approval by the Shareholders accordingly. A circular containing, amongst other things, details of the proposed adoption of the Amended and Restated Memorandum and Articles, will be despatched to the Shareholders in due course.

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, May 23, 2023

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