



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)

Form of Proxy for use at the Annual General Meeting to be held on June 23, 2023

Number of shares to which this form of proxy relates (Note 1)	Class A Shares
	Class B Shares

I/We, (Note 2) _____
of _____

being the registered holder(s) of shares (Note 1) in the issued share capital of SenseTime Group Inc. (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING (Note 4) or _____
of _____

as my/our proxy to attend the annual general meeting (and any adjourned meeting) of the Company (the “Annual General Meeting”) 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 23, 2023 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS [#]		FOR (Notes 5 & 6)	AGAINST (Notes 5 & 6)
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, 2022.		
2.	To re-elect Mr. XU Bing (徐冰) as an executive Director.		
3.	To re-elect Mr. LI Wei (厲偉) as an independent non-executive Director.		
4.	To re-elect Mr. LYN Frank Yee Chon (林怡仲) as an independent non-executive Director.		
5.	To authorize the board of Directors of the Company (the “Board”) to fix the respective Directors’ remuneration.		
6.	To grant a general mandate to the Board and/or its authorized person(s), to repurchase the Company’s shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution (the “Share Repurchase Mandate”).		
7.	To grant a general mandate to the Board and/or its authorized person(s), to allot, issue and deal with new class B ordinary shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution (the “Share Issue Mandate”).		
8.	Conditional upon the passing of resolutions nos. 6 and 7, to extend the Share Issue Mandate granted to the Board and/or its authorized person(s) to allot, issue and deal with additional shares in the capital of the Company by the total number of shares repurchased by the Company under the Share Repurchase Mandate.		
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, 2023.		
SPECIAL RESOLUTION [#]			
10.	To adopt the amended and restated memorandum and articles of association of the Company.		

[#] The full text of the resolutions is set out in the notice of the Annual General Meeting.

Dated this _____ day of _____ 2023

Signature (Note 7): _____

Notes:

1. Please state the number of relevant class(es) of shares of the Company registered in your name(s) in the box on the top right hand corner. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a shareholder of the Company but must attend the meeting in person to represent the shareholder.
4. If any proxy other than the Chairman is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. A shareholder of the Company who is the holder of two or more shares may appoint any number of proxies to attend and vote on his/her/its behalf at the meeting provided that 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. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES UNDERNEATH THE COLUMN MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES UNDERNEATH THE COLUMN MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. All resolutions will be put to vote by way of poll at the meeting. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
7. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
8. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at 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 not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 3:00 p.m. on June 21, 2023) or the adjourned meeting thereof.
9. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding.
10. Completion and delivery of the form of proxy will not preclude shareholders from attending and voting at the meeting physically and, in such event, the form of proxy shall be deemed to be revoked.
11. References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the annual general meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider(s) who provides administrative, computer and other services to us and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be made in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong or by email to PrivacyOfficer@computershare.com.hk.