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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 Codes: 0020 (HKD Counter) and 80020 (RMB Counter))**

## **POLL RESULTS OF THE RESOLUTIONS PROPOSED AT THE ANNUAL GENERAL MEETING HELD ON JUNE 26, 2024**

References are made to the circular (the “**Circular**”) of SenseTime Group Inc. (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting of the Company (the “**Annual General Meeting**”) dated June 4, 2024. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The board of directors (the “**Board**”) of the Company is pleased to announce that at the Annual General Meeting held on June 26, 2024, the Notice of which was given to the Shareholders on June 4, 2024, all the proposed resolutions as set out in the Notice were duly passed by poll. The poll results in respect of the resolutions proposed at the Annual General Meeting are as follows:

ORDINARY RESOLUTIONS <sup>#</sup>			Total Number of Voting Shares	Total Number of Votes	Votes For		Votes Against	
					Number of Votes	Percentage (%)	Number of Votes	Percentage (%)
1	To receive the audited consolidated financial statements of the Company and the reports of the directors (the “ <b>Director(s)</b> ”) and the auditor of the Company for the year ended December 31, 2023.	Class A Shares (other than those held by Amind Inc. (“ <b>Amind</b> ”))	614,034,470	6,140,344,700	6,140,344,700	100	0	0
		Class B Shares	4,835,491,086	4,835,491,086	4,834,475,086	99.978989	1,016,000	0.021011
		Class A Shares held by Amind	6,906,080,602	6,906,080,602	6,906,080,602	100	0	0
		<b>TOTAL</b>	12,355,606,158	17,881,916,388	17,880,900,388	99.994318	1,016,000	0.005682

ORDINARY RESOLUTIONS <sup>#</sup>			Total Number of Voting Shares	Total Number of Votes	Votes For		Votes Against	
					Number of Votes	Percentage (%)	Number of Votes	Percentage (%)
2	To elect Dr. Lin Dahua as an executive Director.	Class A Shares (other than those held by Amind Inc.)	614,034,470	6,140,344,700	6,140,344,700	100	0	0
		Class B Shares	4,834,476,086	4,834,476,086	4,833,408,284	99.977913	1,067,802	0.022087
		Class A Shares held by Amind	6,906,080,602	6,906,080,602	6,906,080,602	100	0	0
		<b>TOTAL</b>	12,354,591,158	17,880,901,388	17,879,833,586	99.994028	1,067,802	0.005972
3	To re-elect Dr. Xu Li as an executive Director.	Class A Shares (other than those held by Amind Inc.)	614,034,470	6,140,344,700	6,140,344,700	100	0	0
		Class B Shares	4,835,476,086	4,835,476,086	4,606,368,992	95.261954	229,107,094	4.738046
		Class A Shares held by Amind	6,906,080,602	6,906,080,602	6,906,080,602	100	0	0
		<b>TOTAL</b>	12,355,591,158	17,881,901,388	17,652,794,294	98.718777	229,107,094	1.281223
4	To re-elect Ms. Fan Yuanyuan as a non-executive Director.	Class A Shares (other than those held by Amind Inc.)	614,034,470	6,140,344,700	6,140,344,700	100	0	0
		Class B Shares	4,834,476,086	4,834,476,086	4,607,155,845	95.297934	227,320,241	4.702066
		Class A Shares held by Amind	6,906,080,602	6,906,080,602	6,906,080,602	100	0	0
		<b>TOTAL</b>	12,354,591,158	17,880,901,388	17,653,581,147	98.728698	227,320,241	1.271302
5	To re-elect Prof. Xue Lan as an independent non-executive Director.	Class A Shares (other than those held by Amind Inc.)	614,034,470	614,034,470	614,034,470	100	0	0
		Class B Shares	4,834,476,086	4,834,476,086	4,701,378,757	97.246913	133,097,329	2.753087
		Class A Shares held by Amind	6,906,080,602	6,906,080,602	6,906,080,602	100	0	0
		<b>TOTAL</b>	12,354,591,158	12,354,591,158	12,221,493,829	98.922689	133,097,329	1.077311

ORDINARY RESOLUTIONS <sup>#</sup>			Total Number of Voting Shares	Total Number of Votes	Votes For		Votes Against	
					Number of Votes	Percentage (%)	Number of Votes	Percentage (%)
6	To authorize the board of Directors to fix the respective Directors' remuneration.	Class A Shares (other than those held by Amind Inc.)	614,034,470	6,140,344,700	6,140,344,700	100	0	0
		Class B Shares	4,834,476,086	4,834,476,086	4,834,461,086	99.99969	15,000	0.00031
		Class A Shares held by Amind	6,906,080,602	6,906,080,602	6,906,080,602	100	0	0
		<b>TOTAL</b>	12,354,591,158	17,880,901,388	17,880,886,388	99.999916	15,000	0.000084
7	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 (excluding any class B ordinary shares that are held as treasury shares) as at the date of passing this resolution (the "Share Repurchase Mandate").	Class A Shares (other than those held by Amind Inc.)	614,034,470	6,140,344,700	6,140,344,700	100	0	0
		Class B Shares	4,836,889,086	4,836,889,086	4,836,874,086	99.99969	15,000	0.00031
		Class A Shares held by Amind	6,906,080,602	6,906,080,602	6,906,080,602	100	0	0
		<b>TOTAL</b>	12,357,004,158	17,883,314,388	17,883,299,388	99.999916	15,000	0.000084
8	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 and/or to sell or transfer of class B ordinary shares out of treasury that are held as treasury shares not exceeding 20% of the total number of issued shares of the Company (excluding any class B ordinary shares that are held as treasury shares) as at the date of passing this resolution (the "Share Issue Mandate").	Class A Shares (other than those held by Amind Inc.)	614,034,470	6,140,344,700	6,140,344,700	100	0	0
		Class B Shares	4,834,476,086	4,834,476,086	4,372,928,394	90.452995	461,547,692	9.547005
		Class A Shares held by Amind	6,906,080,602	6,906,080,602	6,906,080,602	100	0	0
		<b>TOTAL</b>	12,354,591,158	17,880,901,388	17,419,353,696	97.418767	461,547,692	2.581233

ORDINARY RESOLUTIONS <sup>#</sup>			Total Number of Voting Shares	Total Number of Votes	Votes For		Votes Against	
					Number of Votes	Percentage (%)	Number of Votes	Percentage (%)
9	Conditional upon the passing of resolutions nos. 7 and 8, 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 (including any sale or transfer of class B ordinary shares out of treasury that are held as treasury shares) by the total number of shares repurchased by the Company under the Share Repurchase Mandate.	Class A Shares (other than those held by Amind Inc.)	614,034,470	6,140,344,700	6,140,344,700	100	0	0
		Class B Shares	4,836,889,086	4,836,889,086	4,491,428,981	92.857804	345,460,105	7.142196
		Class A Shares held by Amind	6,906,080,602	6,906,080,602	6,906,080,602	100	0	0
		<b>TOTAL</b>	12,357,004,158	17,883,314,388	17,537,854,283	98.068255	345,460,105	1.931745
10	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, 2024.	Class A Shares (other than those held by Amind Inc.)	614,034,470	614,034,470	614,034,470	100	0	0
		Class B Shares	4,834,480,086	4,834,480,086	4,834,465,086	99.99969	15,000	0.00031
		Class A Shares held by Amind	6,906,080,602	6,906,080,602	6,906,080,602	100	0	0
		<b>TOTAL</b>	12,354,595,158	12,354,595,158	12,354,580,158	99.999879	15,000	0.000121
11	To approve and adopt the amendments to the restricted share unit scheme of the Company initially adopted by the Board on June 20, 2022 (the scheme as amended by the proposed amendments, the “ <b>Amended 2022 RSU Scheme</b> ”).	Class A Shares (other than those held by Amind Inc.)	614,034,470	6,140,344,700	6,140,344,700	100	0	0
		Class B Shares	4,836,889,086	4,836,889,086	4,421,823,865	91.418757	415,065,221	8.581243
		Class A Shares held by Amind	6,906,080,602	6,906,080,602	6,906,080,602	100	0	0
		<b>TOTAL</b>	12,357,004,158	17,883,314,388	17,468,249,167	97.679036	415,065,221	2.320964

ORDINARY RESOLUTIONS <sup>#</sup>			Total Number of Voting Shares	Total Number of Votes	Votes For		Votes Against	
					Number of Votes	Percentage (%)	Number of Votes	Percentage (%)
12	To approve and adopt the Scheme Mandate Limit (as defined in the circular of the Company dated June 4, 2024) under the terms of the Amended 2022 RSU Scheme.	Class A Shares (other than those held by Amind Inc.)	614,034,470	6,140,344,700	6,140,344,700	100	0	0
		Class B Shares	4,836,841,886	4,836,841,886	4,421,776,665	91.418673	415,065,221	8.581327
		Class A Shares held by Amind	6,906,080,602	6,906,080,602	6,906,080,602	100	0	0
		<b>TOTAL</b>	12,356,956,958	17,883,267,188	17,468,201,967	97.67903	415,065,221	2.32097
13	To approve and adopt the Service Provider Sublimit (as defined in the circular of the Company dated June 4, 2024) under the terms of the Amended 2022 RSU Scheme.	Class A Shares (other than those held by Amind Inc.)	614,034,470	6,140,344,700	6,140,344,700	100	0	0
		Class B Shares	4,834,428,886	4,834,428,886	4,419,363,665	91.41439	415,065,221	8.58561
		Class A Shares held by Amind	6,906,080,602	6,906,080,602	6,906,080,602	100	0	0
		<b>TOTAL</b>	12,354,543,958	17,880,854,188	17,465,788,967	97.678717	415,065,221	2.321283

<sup>#</sup> The full text of the resolutions is set out in the Notice.

*Notes:*

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 13 above, all such ordinary resolutions were duly passed.
- (b) The number and percentage of votes are based on the total number of votes cast by the shareholders of the Company at the Annual General Meeting in person or by proxy.
- (c) As at the date of the Annual General Meeting, the total number of shares of the Company in issue is 33,468,925,000 shares, comprising 7,520,115,072 Class A Shares and 25,948,809,928 Class B Shares.
- (d) The total number of shares of the Company entitling the holders to attend and vote on the resolutions is 33,468,925,000 shares, comprising 7,520,115,072 Class A Shares and 25,948,809,928 Class B Shares.
- (e) The total number of shares of the Company entitling the holders to attend and abstain from voting in favour of the resolutions at the Annual General Meeting as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”): Nil.
- (f) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the Annual General Meeting: Nil.

- (g) None of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the Annual General Meeting.
- (h) According to the Memorandum and Articles of Association of the Company, each Class A Share and each Class B Share shall entitle its holder to one vote on a poll at the Annual General Meeting in respect of the resolutions numbered 5 and 10 above. Each Class A Share held by the WVR Beneficiaries shall entitle its holder to ten votes, and each Class A Share held by Amind Inc. (the weighted voting rights of which have ceased as announced in the Company's announcement dated December 18, 2023) and Class B Share shall entitle its holder to one vote, in respect of the resolutions numbered 1 to 4, 6 to 9 and 11 to 13 above.
- (i) The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the Annual General Meeting.
- (j) All Directors (except for Ms. Fan Yuanyuan, who was unable to attend due to other work commitment) have attended the Annual General Meeting in person or by electronic means.

## **APPOINTMENT OF AN EXECUTIVE DIRECTOR**

References are made to the announcement of the Company dated May 29, 2024 (the "**Announcement**") in respect of the proposed appointment of Dr. Lin Dahua as an executive Director and the Circular.

The Board is pleased to announce that the appointment of Dr. Lin as an executive Director has been approved by the shareholders at the Annual General Meeting. The Company has entered into a service contract with Dr. Lin as an executive Director with a three year term commencing from June 26, 2024.

For the biographical details of Dr. Lin pursuant to Rule 13.51(2) of the Listing Rules, please refer to the Circular. As at the date of this announcement, Dr. Lin's biographical details remain unchanged. Save as disclosed in the Announcement and the Circular, there are no other matters relating to the appointment of Dr. Lin that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**ADOPTION OF THE AMENDED 2022 RSU SCHEME AND THE PROPOSED  
TERMINATION OF THE PRE-IPO RSU PLAN AND THE PRE-IPO ESOP PLAN**

As disclosed in the Circular, as the requisite approvals for the Proposed 2022 RSU Scheme Amendments have been obtained at the Annual General Meeting, the Board will terminate the Pre-IPO RSU Plan and the Pre-IPO ESOP Plan in accordance with their respective terms and will make no further grant of restricted share unit or option (as the case may be) thereunder from the date of such termination. However, the termination of the Pre-IPO RSU Plan and the Pre-IPO ESOP Plan shall not affect the subsisting rights of any grantee thereunder.

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 26, 2024

*As at the date of this announcement, the executive Directors are Dr. Xu Li, Dr. Wang Xiaogang, Mr. Xu Bing and Dr. Lin Dahua; 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.*