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

**(1) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS AND
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
AND
(4) 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 5/F, Harbour View 1, 12 Science Park East Avenue, Hong Kong Science & Technology Park, Shatin, Hong Kong on Thursday, June 26, 2025 at 3:00 p.m. is set out on pages 24 to 28 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>).

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 Tuesday, June 24, 2025) 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.

June 4, 2025

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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 5/F, Harbour View 1, 12 Science Park East Avenue, Hong Kong Science & Technology Park, Shatin, Hong Kong on Thursday, June 26, 2025 at 3:00 p.m., or any adjournment thereof
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Chairman”	chairman of the Board
“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 (for the avoidance of doubt, save for any treasury Shares, the holders of which shall abstain from voting 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 Codes: 20 (HKD Counter) and 80020 (RMB Counter))

DEFINITIONS

“Consolidated Affiliated Entities”	collectively, Shanghai Qianlun, Shanghai SenseTime Technology Development, Shanghai Shangchou and Shanghai Yushu, the financial results of which have been consolidated and accounted for as subsidiaries of the Company by virtue of series of contractual arrangements
“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
“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
“Infinity Vision”	Infinity Vision Enterprise Inc., a business company incorporated under the laws of BVI with limited liability, which is wholly-owned by Dr. Wang as at the Latest Practicable Date
“Mr. Chiu”	Mr. Chiu Duncan (邱達根), an independent non-executive Director of the Company
“Mr. Lyn”	Mr. Lyn Frank Yee Chon (林怡仲), an independent non-executive Director of the Company
“Mr. Wang Zheng”	Mr. Wang Zheng (王征)
“Mr. Yang”	Mr. Yang Fan (楊帆)
“Group”	the Company, its subsidiaries and the Consolidated Affiliated Entities
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	May 30, 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

DEFINITIONS

“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), our co-founder, executive Director and a WVR Beneficiary
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board
“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 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

DEFINITIONS

“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
“Shanghai Shangchou”	Shanghai Shangchou Technology Co., Ltd. (上海商籌科技有限公司), a company incorporated under the laws of the PRC with limited liability on September 13, 2022
“Shanghai Yushu”	Shanghai Yushu Technology Co., Ltd.* (上海禹紓科技有限公司), a company incorporated under the laws of the PRC with limited liability on December 21, 2023
“Share(s)”	the Class A Shares and/or Class B Shares in the share capital of the Company, as the context so requires
“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 (including any sale or transfer of Class B Shares out of treasury that are held as treasury Shares) not exceeding 20% of the total number of the issued Shares (excluding any treasury Shares) as at the date of passing the ordinary resolution approving such mandate
“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 to be held as treasury Shares by the Company or otherwise be cancelled, not exceeding 10% of the total number of the issued Shares (excluding any treasury 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
“treasury Shares”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“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 Dr. Xu Li, Dr. Wang and Mr. Xu Bing, each being a holder of Class A Shares as at the Latest Practicable Date
“XWorld”	XWORLD Enterprise Inc., a business company incorporated under the laws of BVI with limited liability which is wholly-owned by Dr. Xu Li as at the Latest Practicable Date
“%”	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 Codes: 0020 (HKD Counter) and 80020 (RMB Counter))

Executive Directors:

Dr. XU Li (*Executive Chairman of the Board*)
Dr. WANG Xiaogang
Mr. XU Bing
Dr. LIN Dahua

Non-executive Director:

Ms. FAN Yuanyuan

Independent Non-executive Directors:

Prof. XUE Lan
Mr. LYN Frank Yee Chon
Mr. CHIU Duncan

Registered Office:

Vistra (Cayman) Limited,
P.O. Box 31119 Grand Pavilion
Hibiscus Way,
802 West Bay Road,
Grand Cayman, KY1-1205,
Cayman Islands

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

No. 1900 Hongmei Road
Xuhui District
Shanghai 200233
PRC

*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 4, 2025

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS AND
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
AND**
(4) 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 appointment of executive Directors and 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); and
- (iv) the proposed re-appointment of auditor.

2. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS AND RE-ELECTION OF THE RETIRING DIRECTORS

Proposed Appointment of Executive Directors

The Board has proposed the appointment of each of Mr. Yang and Mr. Wang Zheng as an executive Director of the Company with effect from the conclusion of the AGM, subject to the approval by the Shareholders at the AGM by way of ordinary resolution.

Proposed Re-election of the Retiring Directors

Pursuant to the Memorandum and Articles of Association, at every annual 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. In addition, as Mr. Chiu has been appointed as an independent non-executive Director by the Board of the Company on May 30, 2025 to fill a casual vacancy, he is subject to re-election at the AGM pursuant to the Memorandum and Articles of Association. Accordingly, Dr. Xu Li, Dr. Wang, Mr. Lyn and Mr. Chiu shall retire by rotation at the AGM and, being eligible, have offered themselves for re-election at the AGM.

As disclosed in the Company's announcement dated May 30, 2025, Mr. Xu Bing has informed the Board that, as he intends to focus on promoting the development of strategic emerging businesses of the Company and its ecosystem and has been appointed as the head of the AI chip business, he will step down as an executive Director and the secretary of the Board upon the conclusion of the AGM due to the strategic development needs of the Company and such work adjustments and will not seek re-election at the AGM. Mr. Xu Bing has confirmed that he has no disagreement with the Board and there is no other matter relating to his stepping down that needs to be brought to the attention of the Shareholders or the Stock Exchange.

LETTER FROM THE BOARD

This adjustment of job position is part of the overall talent deployment and business focus strategy of the Company. Moving forward, Mr. Xu Bing will dedicate his efforts to advancing breakthroughs and growth in the Company's emerging businesses, including AI chips, to create long-term value for the Company and continue to reward shareholders' trust.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors who are retiring and offering themselves for re-election, the qualifications, skills, experience and contribution of such 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 the re-election of all the Directors who are retiring and offering themselves for re-election at the AGM. Dr. Xu Li abstained from voting on the recommendation of his re-election throughout the nomination process of the Nomination Committee.

Mr. Lyn and Mr. Chiu have confirmed their independence with reference to the criteria set out in Rule 3.13 of the Listing Rules. The Company has also previously received the written confirmation from each of Mr. Lyn and Mr. Chiu on their independence in accordance with the Listing Rules.

The Board has considered the perspectives, skills, experiences and diversity of Mr. Yang, Mr. Wang Zheng and each of the Directors who are retiring and offering themselves for re-election, and believed their professional knowledge and general business acumen will, or will continue to, generate significant contribution to the Board, the Company and the Shareholders as a whole. In particular, in proposing the re-election of Mr. Lyn and Mr. Chiu as independent non-executive Directors, the Board has taken into account: (i) that each of Mr. Lyn and Mr. Chiu has provided a confirmation of his independence with reference to the criteria under Rule 3.13 of the Listing Rules, and the assessment of the Nomination Committee and the Board on the independence of each of Mr. Lyn and Mr. Chiu; (ii) the perspectives, experiences and skills that Mr. Lyn can contribute to the Board, including his extensive experience in finance and accounting; (iii) the perspectives, experiences and skills that Mr. Chiu can contribute to the Board, including his extensive experiences serving in various public positions of Hong Kong and the PRC, and his in-depth understanding of the technology sector; and (iv) that the Board is satisfied that Mr. Lyn and Mr. Chiu would be able to provide independent and objective judgment and advice to the Board to safeguard the interests of the Company and its Shareholders as a whole.

In light of the above, the Board recommended the appointment of Mr. Yang and Mr. Wang Zheng as executive Directors and the re-election of all the Directors who are retiring and offering themselves for re-election at the AGM, and recommended the approval to authorize the Board to fix the respective remuneration of Mr. Yang, Mr. Wang Zheng and such retiring Directors.

Biographical details of Mr. Yang, Mr. Wang Zheng and the retiring Directors proposed to be elected or re-elected at the AGM are set out in Appendix I to this circular.

Ordinary resolutions will be proposed at the AGM for the proposed appointment of Mr. Yang and Mr. Wang Zheng as executive Directors and re-election of each of the Directors who are retiring and offering themselves for re-election.

LETTER FROM THE BOARD

3. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on June 26, 2024, an ordinary resolution was passed to grant a general mandate to the Board to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding any treasury Shares) at the date of the passing of the relevant resolution. 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 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. 9 in the notice of the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 614,034,070 Class A Shares and 36,393,336,530 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 changes in the issued share capital of the Company 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 3,700,737,100 Shares (representing 10% of the total number of issued Shares (excluding any treasury 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

At the annual general meeting of the Company held on June 26, 2024, an ordinary resolution was passed to grant a general mandate to the Board to exercise the powers of the Company to issue, allot and deal with such number of additional Shares not exceeding 20% of the total number of Shares in issue (excluding any treasury Shares) at the date of passing of the relevant resolution. 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 issue Shares if and when appropriate (including but not limited to any sale or transfer of treasury Shares), 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. 10 in the notice of the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 614,034,070 Class A Shares and 36,393,336,530 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 and no other change in the issued share capital of the Company 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 (or sell or transfer out of treasury) a maximum of 7,401,474,200 Class B Shares (representing 20% of the total number of issued Shares (excluding any treasury Shares) as at the Latest Practicable Date).

In addition, a separate ordinary resolution no. 11 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, issued or transferred by the Board and/or its authorized person(s) pursuant to the Share Issue Mandate.

The Share Issue Mandate (and, as the case may be, 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 (and, as the case may be, 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 (and, as the case may be, 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, 2025.

An ordinary resolution no. 12 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.

LETTER FROM THE BOARD

6. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 24 to 28 of this circular. At the AGM, resolutions will be proposed to approve, among others, (i) the proposed appointment of executive Directors and re-election of the Directors who are retiring and offering themselves for re-election; (ii) the proposed grant of the Share Repurchase Mandate; (iii) the proposed grant of the Share Issue Mandate (including the extended Share Issue Mandate); and (iv) the proposed re-appointment of auditor.

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 Rules 13.39(5) and 13.39(5A) of the Listing Rules.

The Company is controlled through weighted voting rights. Holders other than the WVR Beneficiaries 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. The WVR Beneficiaries 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 5 and 8 to 11 as set out 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. 6 and 7, regarding the proposed re-election of each of Mr. Lyn and Mr. Chiu as independent non-executive Directors, and no. 12, regarding the proposed re-appointment of auditor, each as set out in the notice of the AGM). Holders of Class B Shares and Class A Shares shall at all times vote together as one class. Pursuant to the Listing Rules, any holders of treasury Shares shall abstain from voting in the Company's general meetings. As at the Latest Practicable Date, no treasury Shares are outstanding. As such, so far as the Directors are aware, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain in respect of any resolutions proposed at the AGM.

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 Tuesday, June 24, 2025) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

7. 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.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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 Mr. Yang and Mr. Wang Zheng (each of whom is proposed to be elected as executive Directors) and the Directors who will retire and being eligible, offer themselves for re-election at the AGM, are provided below.

(1) POSITION AND EXPERIENCE

Mr. Yang Fan (楊帆)

Mr. Yang (aged 42), is a co-founder and has been a vice president of the Company since November 2014. He is one of the Group's senior management and is primarily responsible for strategic planning and corporate development of the Group; in particular, he is principally responsible for the Group's AI infrastructure (i.e. SenseCore). Mr. Yang is a member of the Executive Committee of the Company.

Prior to joining the Group, Mr. Yang was the research software development engineer at Microsoft (China) Co., Ltd. from July 2006 to November 2014.

Mr. Yang obtained his bachelor's and master's degree in electronic engineering from Tsinghua University in July 2003 and July 2006, respectively.

Mr. Yang was awarded the outstanding entrepreneur of the Lingang New Area for the years 2022-2024 (2022-2024年度臨港新片區優秀企業家), 2022 China Digital Economy Influential Figure (2022中國數字經濟風雲人物榜) and Xuhui District Guangqi Talent of Shanghai for the year 2022-2023 (2022-2023年度上海市徐匯區光啟人才). Mr. Yang has served as an industry expert of the Shenzhen Stock Exchange (深圳證券交易所行業專家) since June 2020, has been appointed as a member of the expert group for the new generation artificial intelligence social experiment of the Ministry of Science and Technology (科技部新一代人工智能社會實驗總體專家組成員) since October 2020, has been appointed as a consultant of the Governance Working Group of the Expert Advisory Committee of the Shanghai National New Generation Artificial Intelligence Innovation and Development Pilot Zone (上海國家新一代人工智能創新發展試驗區專家諮詢委員會治理工作組顧問) since July 2021, was appointed as an expert of the expert committee of the National Audio and Image Recognition Product Quality Inspection and Testing Centre (國家語音及圖像識別產品質量檢驗檢測中心專家委員會專家) from January 2022 to January 2024, and has been appointed as an expert in the expert database of the Education and Examination Centre of the Ministry of Industry and Information Technology (工業和信息化部教育與考試中心專家庫專家) since June 2022.

Mr. Wang Zheng (王征)

Mr. Wang Zheng (aged 48), has been chief financial officer of the Company since May 2019. He is also the head of Enterprise Innovation Business Group of the Company and the general manager of the Group's Hong Kong office, and is primarily responsible for overall planning and management of financial and other departments of the Group. Mr. Wang Zheng is a member of the Executive Committee of the Company.

Prior to joining the Group, Mr. Wang Zheng worked at Silver Lake from May 2008 to December 2018, with his last position as managing director and head of Greater China, primarily responsible for sourcing and executing private equity investments in the technology and technology-enabled industries. He worked at General Atlantic from May 2005 to April 2008, with his last position as vice president focusing on technology, media and telecom (TMT) and healthcare related private equity investments in North Asia. During his tenure with Silver Lake and General Atlantic, Mr. Wang Zheng had served as board director or board observer at several investee companies. Earlier in his career, Mr. Wang Zheng was a senior business analyst at corporate finance practice at McKinsey & Company from October 2003 to May 2005. He served as financial analyst at Morgan Stanley from November 2002 to August 2003 and at Credit Suisse First Boston from July 2001 to October 2002.

Mr. Wang Zheng obtained a bachelor's degree, summa cum laude, in computer science and economics from Yale College in May 2001.

Dr. Xu Li (徐立)

Dr. Xu Li (aged 43) is our co-founder, executive Chairman of our 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 (aged 48) 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.

Mr. Lyn Frank Yee Chon (林怡仲)

Mr. Lyn (aged 66) was appointed as our independent non-executive Director on December 7, 2021. He is primarily responsible for offering independent advice to our Board on the operations and management of our Group.

Mr. Lyn has been an independent non-executive director and the chairman of the audit committee of Standard Chartered Bank (China) Ltd. since October 2020 and November 2020, respectively. He served the same positions at Mox Bank Limited since July 2020. He was previously a partner at PricewaterhouseCoopers (PwC) from 1993 to

2019 and has held multiple senior positions at PwC China & Hong Kong, including markets leader, member of management board, corporate finance leader and Hong Kong senior partner. Mr. Lyn acquired corporate governance experience through his positions as an independent non-executive director of Standard Chartered Bank (China) Ltd. and Mox Bank Limited. His corporate governance experience includes, among others, (i) attending all board meetings covering various key matters including corporate governance, internal controls, risk management, regulatory compliance, financial reporting and strategy; (ii) facilitating effective communication between the board of directors and management; and (iii) understanding the relevant regulatory requirements and directors' duty to act in the best interests of the company and the shareholders as a whole. These were also some of the key corporate experience accumulated by Mr. Lyn during his service at PwC for over 30 years.

Mr. Lyn served at The Community Chest (香港公益金) as a director from June 2015 to June 2021 and as a treasurer during the financial years between 2015/2016 to 2019/2020. He was a member of the Chinese People's Political Consultative Committee of the Guangxi Zhuang Autonomous Region (中國人民政治協商會議廣西壯族自治區委員會) from 2000 to 2018. Mr. Lyn obtained a Bachelor of Arts degree in accounting and finance from Nottingham Trent University (Trent Polytechnic) in July 1983. He has been a member of the Hong Kong Institute of Certified Public Accountants (HKICPA) since October 1989 and the Institute of Chartered Accountants in England and Wales (ICAEW) since July 1988.

Mr. Chiu Duncan (邱達根)

Mr. Chiu (aged 50) is currently a member of the Legislative Council for the Technology and Innovation Constituency and the chairman of the Information & Communications Technology Services Advisory Committee of the Hong Kong Trade Development Council. Mr. Chiu is also a member of the Hospital Authority, a member of the Advisory Board of the Hong Kong Polytechnic University and the chief liaison officer of the Hong Kong Service Center in Nansha New District, Guangzhou.

Mr. Chiu has held directorship in several companies listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 1996, including serving in (i) Chinasoft International Limited (stock code: 8216, the listing of which was transferred to the Main Board of the Stock Exchange under the stock code 354 from December 2008 onwards) as an executive director from June 2003 to March 2006 and a non-executive director from March 2006 to December 2010, (ii) Far East Holdings International Limited (stock code:36) as an executive director from October 1996 to November 2011, (iii) Far East Hotels and Entertainment Limited (stock code: 37) as a non-executive director from October 1996 to May 2012, and (iv) Lajin Entertainment Network Group Limited (stock code:8172) as a non-executive director from September 2006 to April 2009. On 5 February 2021, the Securities and Futures Commission (the "SFC") obtained a disqualification order against Mr. Chiu (details of which are set out in the press release of the SFC dated 9 February 2021), which has expired on 4 February 2025.

Mr. Chiu graduated from Pepperdine University in the United States with a bachelor's degree in Business Administration in 1996.

Save as disclosed above, each of Dr. Xu Li, Dr. Wang, Mr. Yang, Mr. Wang Zheng, Mr. Lyn and Mr. Chiu has not held other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years prior to the date of this Circular or any other position with the Company or other members of the Group.

(2) LENGTH OF SERVICE AND EMOLUMENTS

Each of Dr. Xu Li and Dr. Wang entered into a service contract with the Company, and each of Mr. Lyn and Mr. Chiu entered into an appointment letter with the Company, pursuant to which each of them agreed to act as a Director for a period of three years, subject to retirement and re-election at annual general meeting of the Company in accordance with the Memorandum and Articles of Association. The Company will enter into a new service contract with each of Mr. Yang and Mr. Wang Zheng subject to the approval of their appointment by the Shareholders at the AGM, pursuant to which each of them will agree to act as a Director for a period of three years after the conclusion of the AGM, subject to retirement and re-election at the annual general meeting of the Company in accordance with the Memorandum and Articles of Association from time to time.

Each of Dr. Xu Li, Dr. Wang, Mr. Yang and Mr. Wang Zheng is and will not be entitled to any annual Director's fee from the Company for his appointment as a 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. Mr. Lyn is and will be entitled to an annual Director's fee of HK\$1,400,000 and Mr. Chiu is and will be entitled to an annual Director's fee of HK\$1,400,000.

(3) RELATIONSHIPS

As far as the Directors are aware and as at the Latest Practicable Date, each of Dr. Xu Li, Dr. Wang, Mr. Yang, Mr. Wang Zheng, Mr. Lyn and Mr. Chiu, 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, Dr. Wang, Mr. Yang and Mr. Wang Zheng was 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⁾	Approximate percentage of shareholding in the issued share capital of the Company ⁽²⁾
Dr. Xu Li	Interest in a controlled corporation	286,317,668 Class A Shares	46.63%	0.77%
XWorld ⁽³⁾	Beneficial interest	286,317,668 Class A Shares	46.63%	0.77%
Dr. Xu Li	Beneficial interest	570,386,529 Class B Shares	1.57%	1.54%
Dr. Wang	Interest in a controlled corporation	223,526,705 Class A Shares	36.40%	0.60%
Infinity Vision ⁽⁴⁾	Beneficial interest	223,526,705 Class A Shares	36.40%	0.60%
Dr. Wang	Beneficial interest	302,140,243 Class B Shares	0.83%	0.82%
Dr. Wang	Interest in a controlled corporation	8,644,928 Class B Shares	0.02%	0.02%
Infinity Vision ⁽⁴⁾	Beneficial interest	8,644,928 Class B Shares	0.02%	0.02%
Mr. Yang ⁽⁵⁾	Beneficial interest	39,002,779 Class B Shares	0.11%	0.11%
Mr. Wang Zheng ⁽⁶⁾	Beneficial interest	34,749,686 Class B Shares	0.10%	0.09%

Notes:

- (1) All interests stated are long position.
- (2) The calculation is based on the total number of relevant class of Shares or total Shares in issue as at the Latest Practicable Date.
- (3) The entire interest in XWorld is held by Dr. Xu Li.
- (4) The entire interest in Infinity Vision is held by Dr. Wang.
- (5) Such interests comprised: (i) 30,267,998 Class B shares held through SenseTalent; and (ii) 8,734,781 share options under the pre-IPO employee incentive scheme adopted by the Company dated November 1, 2016 (as amended from time to time) which are exercisable into 8,734,781 existing Class B shares held by SenseTalent in accordance with the terms and conditions thereunder.
- (6) Such interests comprised: (i) 15,945,530 Class B shares held through SenseTalent; and (ii) 18,804,156 share options under the pre-IPO employee incentive scheme adopted by the Company dated November 1, 2016 (as amended from time to time) which are exercisable into 18,804,156 existing Class B shares held by SenseTalent in accordance with the terms and conditions thereunder.

Save as disclosed above, each of Dr. Xu Li, Dr. Wang, Mr. Yang, Mr. Wang Zheng, Mr. Lyn and Mr. Chiu 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**

Save as disclosed above, each of Dr. Xu Li, Dr. Wang, Mr. Yang, Mr. Wang Zheng, Mr. Lyn and Mr. Chiu 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 election or re-election (as the case may be) 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. 9 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.

The Company confirms that neither this explanatory statement nor the proposed share repurchase under the Share Repurchase Mandate have any unusual features.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 37,007,371,000 Shares, out of which 614,034,470 were Class A Shares and 36,393,336,530 were Class B Shares with no treasury Shares.

Subject to the passing of the ordinary resolution set out in no. 9 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 37,007,371,000 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 3,700,737,100 Shares, representing 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of the AGM.

To the extent permitted by, and subject to the Company complying with the prevailing requirements of, the Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, the Company may either cancel any repurchased Shares and/or hold such Shares in treasury subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

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, 2024) 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.

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 (after deducting any treasury Shares) in issue would otherwise result in an increase in the proportion of Class A Shares.

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 will 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.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

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 previous 12 months up to the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
June	1.51	1.23
July	1.67	1.13
August	1.23	1.05
September	1.75	1.00
October	2.35	1.47
November	1.80	1.39
December	1.92	1.46
2025		
January	1.73	1.26
February	1.98	1.55
March	1.81	1.45
April	1.60	1.24
May (up to the Latest Practicable Date)	1.58	1.37

9. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

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

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 5/F, Harbour View 1, 12 Science Park East Avenue, Hong Kong Science & Technology Park, Shatin, Hong Kong on Thursday, June 26, 2025 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, 2024;
2. To elect Mr. Yang Fan as an executive Director;
3. To elect Mr. Wang Zheng as an executive Director;
4. To re-elect Dr. Xu Li as an executive Director;
5. To re-elect Dr. Wang Xiaogang as an executive Director;
6. To re-elect Mr. Lyn Frank Yee Chon as an independent non-executive Director;
7. To re-elect Mr. Chiu Duncan as an independent non-executive Director;
8. To authorize the board of Directors of the Company (the “**Board**”) to fix the respective Directors’ remuneration;
9. 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 (excluding any class B ordinary shares in the share capital of the Company (“**Class B Shares**”) that are held as treasury shares (the “**treasury Shares**”) which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited) 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.”;
10. 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 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/or to sell or transfer any treasury Shares 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;

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) the total number of Class B Shares allotted, sold or transferred or agreed conditionally or unconditionally to be allotted, sold or transferred 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 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 (excluding any Class B Shares that are held as treasury Shares) 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)”;

NOTICE OF THE ANNUAL GENERAL MEETING

11. 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 9 and 10 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 10 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) (including any sale or transfer of Class B Shares out of treasury that are held as treasury Shares) 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 9 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company (excluding any Class B Shares that are held as treasury Shares) as at the date of passing this resolution.”;

12. 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, 2025.

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 4, 2025

As at the date of this Notice, the Board comprises Dr. Xu Li, Dr. Wang Xiaogang, Mr. Xu Bing and Dr. Lin Dahua as executive Directors; Ms. Fan Yuanyuan as a non-executive Director; and Prof. Xue Lan, Mr. Lyn Frank Yee Chon and Mr. Chiu Duncan as independent non-executive Directors.

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

- a. 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. 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. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury Shares of the Company (if any) are not entitled to vote at this meeting. 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.
- c. 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.
- d. 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 Tuesday, June 24, 2025 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.
- e. For determining the entitlement to attend and vote at this meeting, the register of members of the Company will be closed from June 20, 2025 to June 26, 2025 (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 19, 2025.
- f. References to time and dates in this Notice are to Hong Kong time and dates.
- g. 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.