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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))

CONDITIONAL GRANT OF SHARE AWARDS UNDER THE 2022 RSU SCHEME AND NOTICE OF THE EXTRAORDINARY GENERAL MEETING

A notice convening the EGM 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 Tuesday, September 23, 2025 at 4:00 p.m. is set out on pages 20 to 23 of this circular. A form of proxy for use at the EGM is also enclosed, and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (<https://www.sensetime.com>).

Whether or not you are able to attend the EGM, please 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 Shops 1712-1716, 17th 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 4:00 p.m. on Sunday, September 21, 2025) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish, and in such event, the form of proxy that you have completed and returned will be deemed to be revoked.

For determining the entitlement of the shareholders of the Company to attend and vote at the EGM to be held on Tuesday, September 23, 2025, the register of members of the Company will be closed from Thursday, September 18, 2025 to Tuesday, September 23, 2025 (both days inclusive), during which period no transfer of shares of the Company will be processed. In order to be eligible to attend and vote at the EGM, all instruments of transfer 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 Wednesday, September 17, 2025. The record date for determining the eligibility of Shareholders to attend and vote at the EGM is Tuesday, September 23, 2025.

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

September 4, 2025

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DEFINITIONS

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

“2022 RSU Scheme” or “Scheme”	the restricted share unit scheme of the Company adopted by the board of directors of the Company on June 20, 2022, as amended pursuant to the shareholders’ resolutions dated June 26, 2024, with the 2022 RSU Scheme governed by Chapter 17 of the Listing Rules
“Announcement”	the announcement of the Company dated September 4, 2025 in relation to the Proposed Senior Grants under the terms of the 2022 RSU Scheme
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Class A Shares”	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 Shares”	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)
“Company”	SenseTime Group Inc. (商汤集团股份有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on October 15, 2014 and whose Class B Shares are listed on the Stock Exchange (stock code: 0020 (HKD Counter) and 80020 (RMB Counter))
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EGM”	an extraordinary 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 Tuesday, September 23, 2025, or any adjournment thereof, for the Shareholders to consider and, if thought fit, approve, the Proposed Senior Grants
“Executive Chairman”	the Executive Chairman of the Board
“Grantees”	the eligible participants who accept the grant of the 2022 RSU Scheme or (where the context so permits) a person entitled to such Scheme in consequence of the death of the original Grantee or the legal personal representative(s) of such person
“Group”	the Company, its subsidiaries and the Consolidated Affiliated Entities from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholders”	the Shareholders who are not required under the Listing Rules to abstain from voting at the EGM to approve the Proposed Senior Grants
“Latest Practicable Date”	September 4, 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“Participant(s)”	any director, employee (whether full time or part time) or service provider of any member of the Group (including any person who is granted Scheme as an inducement to enter into employment contract with any member of the Group)

DEFINITIONS

“Proposed Senior Grants”	a total of 1,360,000,000 RSUs granted to Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan, and Mr. Wang Zheng
“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 of the Company, being (i) any amendment to the memorandum and articles of Association of the Company, (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
“RSU(s)”	the restricted share units under the 2022 RSU Scheme
“Scheme Mandate”	the scheme mandate as approved by the Shareholders on June 26, 2024
“Share Award(s)”	an award that vests in the form of the right to subscribe for and/or to be issued such number of Shares as the scheme administrator may determine at the issue price in accordance with the terms of the 2022 RSU Scheme; for this grant, each Share Award represents the right to receive one Share
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD



SenseTime Group Inc.

商汤集团股份有限公司

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

(Stock Code: 0020 (HKD Counter) and 80020 (RMB Counter))

Executive Directors:

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

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

September 4, 2025

To the Shareholders

Dear Sir/Madam,

**CONDITIONAL GRANT OF SHARE AWARDS UNDER THE 2022 RSU SCHEME
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide you with information in relation to the Proposed Senior Grants and the notice of EGM.

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2. THE PROPOSED SENIOR GRANTS

The Board announced that on September 4, 2025, the Company granted an aggregate of 1,360,000,000 RSUs under the 2022 RSU Scheme to the Senior Grantees of the Company (as defined under the 2022 RSU Scheme, each being an Executive Director). The Grants to such Senior Grantees of the Company are conditional upon the approval by Independent Shareholders at the EGM. Details of the Proposed Grants to these Senior Grantees are set forth as below:

Date of grant:	September 4, 2025
Grantees:	Dr. Xu Li (Executive Director): 600,000,000 (representing 1.55% of the total issued share capital of the Company and 1.58% of the issued Class B Shares as at the Latest Practicable Date) Dr. Wang Xiaogang (Executive Director): 200,000,000 (representing 0.52% of the total issued share capital of the Company and 0.53% of the issued Class B Shares as at the Latest Practicable Date) Dr. Lin Dahua (Executive Director): 200,000,000 (representing 0.52% of the total issued share capital of the Company and 0.53% of the issued Class B Shares as at the Latest Practicable Date) Mr. Yang Fan (Executive Director): 200,000,000 (representing 0.52% of the total issued share capital of the Company and 0.53% of the issued Class B Shares as at the Latest Practicable Date) Mr. Wang Zheng (Executive Director): 160,000,000 (representing 0.41% of the total issued share capital of the Company and 0.42% of the issued Class B Shares as at the Latest Practicable Date)
Number of RSUs granted:	1,360,000,000, conferring the relevant Grantees a conditional right upon vesting to obtain an aggregate of 1,360,000,000 Class B Shares (representing approximately 3.52% of the total issued shares of the Company as at the Latest Practicable Date) or an equivalent value in cash pursuant to the terms of the 2022 RSU Scheme
Purchase price of the RSUs granted:	Nil

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Closing price of the Class B Shares on the date of grant:	HK\$1.92 per Class B Share
Conditions precedent to the grant:	The grant of RSUs to each of Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan, and Mr. Wang Zheng is subject to the Company having obtained the requisite shareholders' approval for such grant in accordance with Rules 17.03D(1) and 17.04(2) (as appropriate) of the Listing Rules.
Vesting period of the RSUs granted:	The RSUs granted to the proposed Grantees will be vested between 2026 to 2031 on a half-yearly basis, provided that the first vesting date shall be no less than 12 months from the date of grant.
Performance targets and clawback mechanism:	<i>Performance targets:</i> The vesting of the RSUs granted to the relevant Senior Grantee of the Group is conditional upon the achievement of the performance targets as determined by the Board or its delegate(s) at its/his/her absolute discretion. The performance targets are based on the performance and other management indicators and/or other appropriate indicators of the Group and its relevant segments, as assessed by the Board or its delegate(s) from time to time. <i>Clawback mechanism:</i> As described in the Company's circular dated June 4, 2024, the clawback mechanism will be triggered on the RSUs upon the occurrence of any of the following events pursuant to the terms of the 2022 RSU Scheme: (a) the participant is charged with any crime under any national law/regulation, being convicted of such crime, or being required to undertake any criminal legal responsibility; (b) the participant is in breach of any non-competition obligation, non-solicitation obligation (including such obligation relating to customer/suppliers, potential customers/suppliers, and/or employees), confidentiality obligation; and/or disparaging the Company or its affiliates;

LETTER FROM THE BOARD

- (c) the participant is in breach of any laws or regulations, policies of the Company and/or employment agreement or labour agreement entered into between any members of the Group and such participant, which resulted in the termination of the employment relationship of such Participant with any members of the Group;
- (d) the participant has committed any conduct which constitutes a serious breach of the policies of the Company, or which resulted or would result in serious harm to any members of the Group (whether as viewed in the details of the relevant acts or on the actual effect on the Company), which include but are not limited to any reputational damage or economic losses. The foregoing reference to “serious breach” and/or “serious harm” includes any breach or harm as described or defined in the employment agreement, labour agreement or service contract, or the Company’s various policies; and/or as determined by the Board. The Board shall have the final right to determine whether the circumstances relate to a “serious breach” or “serious harm”; or
- (e) any relevant incident or circumstance as may be required under the terms and conditions of the relevant RSUs.

Upon the triggering of the clawback mechanism, any unvested RSUs shall lapse on the date as determined by the Board and any Class B Shares underlying any vested RSUs shall be returned to the Company or any third party designated by the Chairman in Shares or cash in accordance with the terms of the 2022 RSU Scheme.

The Company and its subsidiaries has not made any arrangements to provide financial assistance to the grantees to promote the purchase of RSUs.

The Class B Shares of the Company to be allotted under the Proposed Senior Grants to satisfy the vesting of the RSUs, shall rank *pari passu* with the Class B Shares then in issue in all respects, including voting rights, entitlement to dividends, transfer and other rights (including those arising on liquidation of the Company).

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Application will be made by the Company to the Listing Committee of the Stock Exchange of the grant of approval for the listing of, and permission to deal in, the Shares underlying the RSUs granted to be issued an allotted pursuant to the Scheme Mandate limit. The Shares underlying the Proposed Senior Grants will be issued and allotted pursuant to the Scheme Mandate limit.

Reasons for the Proposed Senior Grants

The purpose of the 2022 RSU Scheme is to (i) recognise the contributions made by the Participants and provide the Participants with an opportunity to acquire a proprietary interest in the Company and become Shareholders, thereby aligning their interests with those of the Company and its Shareholders; (ii) encourage and retain such persons make contributions to the long-term growth, continued operation and development of the Group; (iii) provide them with additional incentives to achieve performance goals; and (iv) incentivise the Participants to strive for the value maximisation for the Group, so as to benefit both the Participants and the Company and with a view to enhancing the value of the Group and its Shares, and to align the interests of the Participants directly with those of the shareholders through ownership of the RSUs.

The Proposed Senior Grants to the Executive Directors are part of the Group's incentive package policy. The purpose of such grants is to closely align the interests and welfare of the Company and its employees, and to maximise the incentivisation of the Executive Directors. The Executive Directors have been invaluable to and instrumental in the Group's success and development. In determining the number of Shares to be awarded to each of Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan and Mr. Wang Zheng, the Board, the Independent Non-executive Directors and the Remuneration Committee considered the following factors: (1) the responsibilities of the relevant Grantees; (2) the length of service with the Group; (3) the past contribution of the relevant Grantees to the development and growth of the Group or their potential future contribution to the Group; (4) the importance of the relevant Grantees' skills, knowledge, experience, expertise and other personal qualifications to companies specialising in advanced technologies similar to the Group, which are significantly dependent on highly educated and skilled individuals with the requisite business and industry knowledge, to retain, motivate and incentivise the Executive Directors and senior management to run the Company successfully for the long-term benefits of the Group; and (5) current market practice and industry standards and, where possible, the level of incentive package provided by comparable companies to their directors.

The Proposed Senior Grants have been considered and approved by the Board, the Remuneration Committee and the Independent Non-executive Directors in accordance with the terms of the 2022 RSU Scheme and/or the Listing Rules and will continued to be subject to the oversight of the Board, the Remuneration Committee and/or the Independent Non-executive Directors as appropriate in accordance with the terms of the 2022 RSU Scheme and/or the requirements under the Listing Rules. Any Director which is a proposed Grantee or has other material interests in the Proposed Senior Grants has abstained from, and will abstain from, voting at Board meetings on the following relevant matters:

- (i) the Proposed Senior Grants;

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- (ii) any exercise of discretion that will materially affect vesting conditions, settlement mechanism or timing (including waivers and/or any accelerated vesting/settlement, if any) in respect of the Proposed Senior Grants to themselves;
- (iii) any determination of clawback rights in respect of the Proposed Senior Grants to themselves.

(i) Proposed Senior Grants to Dr. Xu Li

The Board proposes to grant RSUs to Dr. Xu Li, after fully considering his indispensable role as a co-founder, Executive Chairman of the Board and Chief Executive Officer of the Company, his profound background and extensive experience in the artificial intelligence industry, and his significant contributions to the Group's growth and sustainable development since the Company was listed.

Dr. Xu Li is a co-founder, Executive Chairman of the Board, Executive Director, member of the Remuneration Committee, member of the Nomination Committee, member of the Executive Committee, and Chief Executive Officer of the Company. Appointed as Chief Executive Officer and a Director since 2015, he has continuously been responsible for the Group's overall strategic planning and business operational decisions, playing a critical role in the Group's development and success. Under his leadership, the Group has consistently held the top market share in visual AI for nine consecutive years, and had successfully become listed in Hong Kong. Subsequently, Dr. Xu Li took a visionary step in promoting AI infrastructure construction and general model deployment, proposing and implementing the integrated strategy "AI Infrastructure (SenseCore) – Large Model (SenseNova) – Application". Such approach resulted in the Group's business leaping from visual AI to generative AI, and achieving several important milestones in operational and financial performance. In the face of rapid industry changes, Dr. Xu Li further advanced the Group's "1+X" strategy, accelerating core business and ecosystem synergy, inspiring the team's entrepreneurial momentum for a second time, and continuously promoting the Group's growth and success.

The Group requires a core figure with strong leadership to comprehensively coordinate overall strategy and development, drive the implementation of medium and long-term business strategies, and ensure the achievement of various business objectives. It is expected that Dr. Xu Li's leadership will further enhance the Group's corporate value, thereby safeguarding and promoting the overall interests of the Company and all Shareholders.

Dr. Xu Li obtained his bachelor's degree in computer science and engineering and a Master's degree in computer engineering from Shanghai Jiao Tong University, and a Ph.D. in computer science and engineering from the Chinese University of Hong Kong (CUHK). Prior to joining the Company, he served as a postdoctoral fellow at The CUHK and a research scientist at Lenovo Group Ltd.; he also serves as an adjunct professor at Shanghai Jiao Tong University.

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Dedicated to the artificial intelligence industry for over 15 years, Dr. Xu Li's wealth of technical foresight, management experience, and expertise is indispensable to the development of the Group. As a scholar, innovator, and entrepreneur, his outstanding contributions and leadership have been fully validated by the Group's achievements in past years.

(ii) Proposed Senior Grants to Dr. Wang Xiaogang

The Board proposes to grant RSUs to Dr. Wang Xiaogang, after fully considering his contributions as a co-founder, Executive Director, and Chief Technology Officer of the Company.

Dr. Wang Xiaogang is a co-founder, Executive Director, member of the Executive Committee, Chief Technology Officer, and Executive Vice President (EVP) of the Company. Upon joining the Group, he successively held the positions of Chief Scientist and Chief Technology Officer, building an independent and controllable technology system that provides solid and reliable underlying support for products and applications. Concurrently serving as the Head of smart automotive and on-device AI directions, he has successfully integrated AI capabilities into diverse terminal devices, including smartphones, intelligent driving, and IoT devices, providing accessibility to technologies. His commitments have laid a solid foundation for the Group's business diversification.

Dr. Wang Xiaogang 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, an MPhil degree from the CUHK, and a Ph.D. degree in Computer Science from the Massachusetts Institute of Technology. He also serves as a professor at the CUHK.

Dr. Wang Xiaogang has played a crucial role in the business diversification of the Group, as he applies his rich experience to commercialise technological applications, building the Group's core technological competitiveness that continues to drive the diversified development of the Group's business.

(iii) Proposed Senior Grants to Dr. Lin Dahua

The Board proposes to grant RSUs to Dr. Lin Dahua, after fully considering his contributions as a co-founder, Executive Director, and chief scientist of the Company.

Dr. Lin Dahua is an Executive Director, member of the Executive Committee, chief scientist, and EVP of the Company. Upon joining the Group in 2014, he has consistently been at the forefront of core artificial intelligence technology research and development. Dr. Lin Dahua is responsible for the Group's strategic planning and positioning, team building, and driving the implementation of core R&D projects in large models and generative artificial intelligence technologies. With his profound academic accomplishments and forward-looking technical vision, he continuously leads innovation and breakthroughs in core technologies. His keen insights and rigorous scientific spirit help build a technological moat for the Group. Under his leadership, the key research achievements his team made in multi-modal large

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models, intelligent agents, real-time audio-visual interactive technologies, and video generation technologies have been transformed into core engines that drive product iteration and business upgrades. Therefore, Dr. Lin Dahua plays a crucial role in building and consolidating the Group's core technologies and key technological competitiveness in related fields.

Dr. Lin Dahua obtained his bachelor's degree in electronic engineering and information science from the University of Science and Technology of China, a Master of Science in Information Engineering from the CUHK, and a Doctor of Philosophy degree in computer science from the Massachusetts Institute of Technology. Dr. Lin Dahua also serves as an associate professor and the director of the Interdisciplinary Artificial Intelligence Research Institute of CUHK (香港中文大學人工智能交叉學科研究所) of CUHK.

Dr. Lin Dahua has played an important role in the Group, as he applies his rich experience to core artificial intelligence technology research and development, securing the R&D edges of the Group in the midst of fierce competition, which is beneficial to the Group's long-term development.

(iv) Proposed Senior Grants to Mr. Yang Fan

The Board proposes to grant RSUs to Mr. Yang Fan, after fully considering his contributions as a co-founder, Executive Director, and Head of the AI infrastructure (SenseCore) business.

Mr. Yang Fan is a co-founder, Executive Director, member of the Executive Committee, Head of the SenseCore business, and EVP of the Company. Upon joining the Company in 2014, he has successively been responsible for several key businesses including AI+Internet, intelligent video analysis, cloud-side AI chip, AI+education, and AI infrastructure (SenseCore). He has also successively served in various the functions of business management roles such as engineering technology, strategic planning, construction of product system, partner ecosystem, information security, and ethical governance, making significant contributions to the Group's business marketisation and the improvement of its management system. Furthermore, he continues to promote the establishment of the SenseTime Lingang AIDC, and builds the AI infrastructure (SenseCore) infrastructure as SenseTime's strategic business operation, gradually developing the AI infrastructure (SenseCore) infrastructure into the core AI infrastructure, the core driver of technological innovation, the core engine of business growth, and a key support for industry implementation and ecosystem construction of the Company, laying a solid foundation for the formulation and successful implementation of the Group's integrated strategy of "AI Infrastructure (SenseCore) – Large Model (SenseNova) – Application".

Mr. Yang Fan obtained his bachelor's degree and a master's degree in electronic engineering from Tsinghua University. Prior to joining the Group, Mr. Yang Fan served as a research software development engineer at Microsoft (China) Co., Ltd.

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Mr. Yang Fan has played an important role in the Group's development and success, as he applies his rich experience in managing the Group's strategic planning, management system construction, and core business commercialisation, which is beneficial to the Group's development and expansion.

(v) Proposed Senior Grants to Mr. Wang Zheng

The Board proposes to grant the RSUs to Mr. Wang Zheng, after fully considering his contributions as an Executive Director, Chief Financial Officer and Head of the Enterprise Innovation Business Group of the Company.

Mr. Wang Zheng is an Executive Director, member of the Executive Committee, Chief Financial Officer, Head of the Enterprise Innovation Business Group and EVP of the Company. Upon joining the Company in 2019, he has continuously served as the Chief Financial Officer, making important contributions to the Group's overall financial planning and management, including capital market strategies. He also served as the Head of the Group's Enterprise Innovation Business Group, which includes a number of innovative businesses such as AI Healthcare, AI Retail and SenseRobot, laying a solid foundation for the formulation and successful implementation of the Group's "1+X" strategy. In addition to taking responsibility for departments such as strategic investments, IT, administration services, and brand, marketing and communications, he serves as the general manager of SenseTime Hong Kong, playing an important role in the Group's corporate governance and business development.

Mr. Wang Zheng graduated summa cum laude with a bachelor's degree from Yale College, majoring in computer science and economics. He subsequently served at Credit Suisse First Boston, Morgan Stanley, McKinsey & Company, and General Atlantic. Prior to joining the Group, Mr. Wang Zheng served as managing director and head of Greater China at Silver Lake, where he spent more than 10 years primarily focusing on private equity investments in technology and technology-enabled industries.

Mr. Wang Zheng has played an important role in the Group's development and success, as he applies his rich experience in managing the Group's overall financial and capital market strategy, innovative business development, and corporate governance, which is beneficial to the Group's long-term healthy development and expansion.

The Board and the Remuneration Committee have taken into account that:

- (i) since the listing of the Company's Class B Shares on the Stock Exchange in 2021, the Company has never granted any equity incentives or awards to its Executive Directors for their duties and contributions as Executive Directors; furthermore, none of the Company's Executive Directors have reduced their shareholdings in the Company during their tenure;

LETTER FROM THE BOARD

- (ii) high-end talents have become the scarcest strategic resource in the field of artificial intelligence; competition in the artificial intelligence field is, ultimately, competition for top-notch talents. As one of the industries attracting greatest public attention due to its huge development potential, the artificial intelligence industry has attracted close attention from the most powerful technology and internet giants in the global market, directly expanding high-end talent competition to a global scale, with the talent acquisition becoming increasingly intensified; and
- (iii) the overall shareholding percentage of the Company's current five Executive Directors as well as its retention power is low compared to technology companies. In the long term, this would not only weaken the stability and cohesiveness of the leadership team, and would render it more difficult for the Company to incentivise the leadership team through long term sharing of risks and upside with the Company and its Shareholders. The Group will therefore face severe challenges in attracting and retaining top-notch talents.

The Board and the Remuneration Committee are of the view that the proposed grant is conducive to talent retention and incentivises the relevant Grantees to continue with their best endeavours for the past success of the Company and its affiliates, and rewards them for their perseverance in this regard.

The Board and the Remuneration Committee are also of the view that the Proposed Senior Grants can effectively motivate the relevant Executive Directors to strive for the long-term development of the Company. In addition, it is anticipated that the RSUs given under the Proposed Senior Grants will further align the interests of the Executive Directors with the long-term interests of the Company and the shareholders, thereby ensuring better coordination between the Group's long-term strategic and financial objectives and the Executive Directors' incentive package.

Dr. Xu Li, the Executive Chairman of the Board, has voluntarily undertaken not to dispose of any class A shares and/or class B shares of the Company held or beneficially owned by him or any entities controlled by him until December 31, 2027. Dr. Xu Li has informed the Company that such voluntary non-disposal undertakings are for the benefit of the Company, in expressing his absolute confidence in the Group's long-term strategic value after a profound insight into the industry outlook. Therefore, the Company believes that the Proposed Senior Grants to Dr. Xu Li would achieve the aforementioned purposes of the 2022 RSU Scheme of the Company, thereby enhancing the stability of the Group's management, so as to facilitate the Group's long-term strategy and development.

The Proposed Senior Grants also forms part of the incentive package of each of Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan and Mr. Wang Zheng, which has been approved by the Remuneration Committee.

LETTER FROM THE BOARD

Taking into account (i) the significant contributions made by the relevant Grantees to the Company; (ii) their importance to the further development of the Group; (iii) the insignificant dilutive effect of this grant, the Board (including the Independent Non-executive Directors, but excluding Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan and Mr. Wang Zheng) and the Remuneration Committee are of the view that the Proposed Senior Grants represent appropriate incentive for the past and future contributions made and to be made by Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan and Mr. Wang Zheng to the Group.

Effect on the shareholding structure of the Company

The following table sets forth the change in shareholding structure of the Company (a) as at the Latest Practicable Date, and (b) immediately upon full vesting of the RSUs granted under the Proposed Senior Grants (assuming no other changes in the issued share capital of the Company):

Shareholders	As at the Latest Practicable Date			Immediately upon full vesting of the RSUs granted under the Proposed Senior Grants (no other changes in the issued share capital of the Company)		
	Class of Shares interested	Number of Shares interested	Approximate % of the Shares in issue	Class of Shares interested	Number of Shares interested	Approximate % of the Shares in issue
Dr. Xu Li	A (Note 1)	286,317,668	0.74	A (Note 1)	286,317,668	0.72
	B	570,386,529	1.47	B	1,170,386,529	2.92
	A and B	856,704,197	2.22	A and B	1,456,704,197	3.64
Dr. Wang Xiaogang	A (Note 2)	223,526,705	0.58	A (Note 2)	223,526,705	0.56
	B (Note 2)	310,785,171	0.80	B (Note 2)	510,785,171	1.28
	A and B	534,311,876	1.38	A and B	734,311,876	1.83
Dr. Lin Dahua	B (Note 3)	98,441,401	0.25	B (Note 3)	298,441,401	0.75
Mr. Yang Fan	B (Note 4)	39,002,779	0.10	B (Note 4)	239,002,779	0.60
Mr. Wang Zheng	B (Note 5)	34,749,686	0.09	B (Note 5)	194,749,686	0.49
Other shareholders	A (Note 6)	104,190,097	0.27	A (Note 6)	104,190,097	0.26
	B	37,006,637,964	95.69	B	37,006,637,964	92.44
	A and B	37,110,828,061	95.96	A and B	37,110,828,061	92.70
Total	A (Note 6)	614,034,470	1.59	A (Note 6)	614,034,470	1.53
	B (Note 6)	38,060,003,530	98.41	B (Note 6)	39,420,003,530	98.47
	A and B	38,674,038,000	100	A and B	40,034,038,000	100

Notes:

- (1) As at the Latest Practicable Date, such Class A Shares are held by Dr. Xu Li through XWORLD Enterprise Inc., a company wholly-owned by Dr. Xu Li.
- (2) As at the Latest Practicable Date, all the Class A Shares and 8,644,928 Class B Shares are held through Infinity Vision Enterprises Inc. (a company wholly-owned by Dr. Wang Xiaogang) by Dr. Wang Xiaogang.
- (3) As at the Latest Practicable Date, in addition to the 98,441,401 Class B Shares set out above, the spouse of Dr. Lin Dahua also held 19,000 Class B Shares.

LETTER FROM THE BOARD

- (4) As at the Latest Practicable Date, such interests comprised: (i) 28,852,469 Class B shares held through SenseTalent Management Limited; and (ii) 10,150,310 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 10,150,310 existing Class B shares held by SenseTalent Management Limited in accordance with the terms and conditions thereunder.
- (5) As at the Latest Practicable Date, such interests comprised: (i) 13,333,255 Class B shares held through SenseTalent Management Limited; and (ii) 21,416,431 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 21,416,431 existing Class B shares held by SenseTalent Management Limited in accordance with the terms and conditions thereunder.
- (6) As at the Latest Practicable Date, the weighted voting rights in such 104,190,097 Class A Shares has ceased, and such 104,190,097 Class A Shares are pending conversion into Class B Shares on a one-to-one basis.

Listing Rules Implications

The 2022 RSU Scheme constitutes a share option scheme under Chapter 17 of the Listing Rules.

The grant of RSUs to Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan, and Mr. Wang Zheng has been approved by the Independent Non-executive Directors of the Company pursuant to Rule 17.04(1) of the Listing Rules.

Each of Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan, and Mr. Wang Zheng has abstained from casting his/her vote in respect of the approval of the directors' resolutions as to the Proposed Senior Grants to them.

In addition, the grant of RSUs to the beneficiaries of weighted voting rights of the Company, Dr. Xu Li and Dr. Wang Xiaogang, has been approved by the corporate governance committee of the Company pursuant to Rule 8A.30 of the Listing Rules.

Pursuant to Rule 17.04(2) of the Listing Rules, as the Proposed Senior Grants as set out in this circular would result in the Class B Shares issued and to be issued in respect of all awards granted (excluding any awards lapsed in accordance with the terms of the relevant share schemes) to each of Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan and Mr. Wang Zheng in the 12-month period up to and including the date of the proposed grant representing in aggregate over 0.1% of the shares of the Company in issue, each of the Proposed Senior Grants as set out in this circular is subject to approval by the shareholders of the Company. In addition, the proposed grant of RSUs to Dr. Xu Li as set out in this circular would also result in the Class B Shares issued and to be issued in respect of all awards granted (excluding any awards lapsed in accordance with the terms of the relevant share schemes) to Dr. Xu Li in the 12-month period up to and including the date of the proposed grant representing in aggregate over 1% of the shares of the Company in issue, the grant of RSUs to Dr. Xu Li is also required to be approved by shareholders of the Company in accordance with Rule 17.03D(1) of the Listing Rules. Pursuant to (i) Rule 17.03D(1) of the Listing Rules, Dr. Xu Li and his associates shall abstain from voting in respect of the resolutions at the EGM approving the Proposed Senior Grant to Dr. Xu Li; and (ii) Rule 17.04(4) of the Listing Rules, the relevant Grantees, their respective associates and all core connected persons (as defined in the Listing Rules) of the Company shall abstain from voting in favour of the relevant resolutions at the EGM in respect of the Proposed Senior Grants.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the shareholders required to abstain from voting in favour of the resolutions at the EGM regarding the Proposed Senior Grants include:

- (a) Dr. Xu Li, who directly held approximately 1.47% of the total issued Shares (or 1.32% of the total voting rights) as at the Latest Practicable Date;
- (b) XWORLD Enterprise Inc. (which is 100% owned by Dr. Xu Li), which directly held 0.74% of the total issued Shares (or 6.62% of the total voting rights) as at the Latest Practicable Date;
- (c) Dr. Wang Xiaogang, who directly held approximately 0.78% of the total issued Shares (or 0.70% of the total voting rights) as at the Latest Practicable Date;
- (d) Infinity Vision Enterprises Inc., which directly held approximately 0.60% of the total issue Shares (or 5.19% of the total voting rights) as at the Latest Practicable Date;
- (e) Dr. Lin Dahua, who directly held 0.25% of the total issued Shares (or 0.23% of the total voting rights) as at the Latest Practicable Date;
- (f) Ms. Chen Lei (the wife of Dr. Lin Dahua), who directly held 0.00% of the total issued Shares (or 0.00% of the total voting rights) as at the Latest Practicable Date;
- (g) Mr. Yang Fan, who is interested in 0.10% of the total issued Shares (or 0.09% of the total voting rights) through SenseTalent Management Limited;
- (h) Mr. Wang Zheng, who is interested in 0.09% of the total issued Shares (or 0.08% of the total voting rights) through SenseTalent Management Limited;
- (i) Mr. Yu Jiangtao (the spouse of Ms. Fan Yuanyuan, the Non-executive Director of the Company), who directly held 0.00% of the total issued Shares (or 0.00% of the total voting rights) as at the Latest Practicable Date; and
- (j) Amind Inc., a substantial shareholder of the Company, which directly held 17.86% of the total issued Shares (or 15.96% of the total voting rights as at the Latest Practicable Date).

As at the Latest Practicable Date, the above shareholders which are required to abstain from voting in favour of the resolutions at the EGM regarding the grants to Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan and Mr. Wang Zheng collectively held 509,844,373 Class A Shares and 7,959,965,168 Class B Shares, representing 21.90% of the total issued Shares and 30.18% of all voting rights as at the Latest Practicable Date.

LETTER FROM THE BOARD

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save as disclosed above, no other shareholders have any material interest in the Proposed Senior Grants as set out in this circular. Accordingly, no other Shareholders are required to abstain from voting on the relevant resolution at the EGM.

Other than Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan, and Mr. Wang Zheng, there are no other proposed Grantees and therefore no other proposed grantee is a director, chief executive or substantial shareholder of the Company or associates (as defined in the Listing Rules) of any of them. None of the proposed Grantees is a related entity participant (as defined under Rule 17.03A(1) of the Listing Rules) or a service provider. In addition, other than Dr. Xu Li, none of the proposed Grantees is a participant with share awards and share options granted and proposed to be granted exceeding the 1% individual limit under Rule 17.03D(1) of the Listing Rules. Other than the grants to Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan, and Mr. Wang Zheng, there are no other grants that are subject to approval by shareholders of the Company.

None of the Directors is a trustee of the 2022 RSU Scheme, nor do they have any direct or indirect interest in the trustee of the 2022 RSU Scheme.

3. EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages 20 to 23 of this circular. At the EGM, resolution will be proposed to approve, among others, each of the Proposed Senior Grants.

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

The Company is controlled through weighted voting rights. Holders of Class B Shares present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote per Share. Holders of Class A Shares present in person (subject to their weighted voting rights not having been terminated as required by the Listing Rules) (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have 10 votes per Share, save for resolutions with respect to any Reserved Matters in which case they shall have one vote per Share. Accordingly, in respect of the resolutions to be proposed at the EGM, holders of Class A Shares (subject to their weighted voting rights not having been terminated as required by the Listing Rules) present in person or by proxy shall have 10 votes per Share, and holders of Class B Shares and holder of any Class A Shares the weighted voting rights of which has terminated pursuant to the requirements under the Listing Rules present in person or by proxy shall have one vote per Share.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<https://www.sensetime.com>). Whether or not you are able to attend the EGM, 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 Shops 1712-1716, 17th 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 EGM (i.e. not later than 4:00 p.m. on Sunday, September 21, 2025) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

For determining the entitlement of the shareholders of the Company to attend and vote at the EGM to be held on Tuesday, September 23, 2025, the register of members of the Company will be closed from Thursday, September 18, 2025 to Tuesday, September 23, 2025 (both days inclusive), during which period no transfer of shares of the Company will be processed. In order to be eligible to attend and vote at the EGM, all instruments of transfer 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 Wednesday, September 17, 2025.

The record date for determining the eligibility of Shareholders to attend and vote at the EGM is Tuesday, September 23, 2025.

4. 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.

5. RECOMMENDATION

The Directors (including Independent Non-executive Directors, but excluding Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan, and Mr. Wang Zheng, who have material interests in the Proposed Senior Grants and have abstained from voting on the relevant resolution at the meeting of the Board) are of the opinion that the terms of the Proposed Senior Grants are fair and reasonable, and that the Proposed Senior Grants and the resolutions to be proposed at the EGM are in the interests of the Company and the Shareholders as a whole. Therefore, the Directors (including Independent Non-executive Directors, but excluding Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan, and Mr. Wang Zheng, who have material interests in the Proposed Grant and shall abstain from voting on the relevant resolution at the meeting of the Board) recommend that the Shareholders should vote in favour of all resolutions to be proposed at the EGM to approve the Proposed Senior Grants.

LETTER FROM THE BOARD

6. MISCELLANEOUS

In case of any inconsistency, the English version of this notice shall prevail over the Chinese version.

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

NOTICE OF THE EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of SenseTime Group Inc. (商汤集团股份有限公司) (the “**Company**”) will be held at 5/F, Harbour View 1, 12 Science Park East Avenue, Hong Kong Science & Technology Park, Shatin, Hong Kong on Tuesday, September 23, 2025 at 4:00 p.m. for the following purposes:

AS ORDINARY RESOLUTIONS

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

1. “THAT:

- (i) the grant of 600,000,000 RSUs (the principal terms of which are set out in the circular of the Company dated September 4, 2025 (the “**Circular**”)) to Dr. Xu Li (an Executive Director of the Company) under the terms of the 2022 RSU Scheme and the applicable grant letter issued thereunder be and is hereby approved and confirmed; and
- (ii) any one Director, with the exception of Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan, and Mr. Wang Zheng, be and is hereby authorized to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the transactions contemplated in (i) above.”

2. “THAT:

- (i) the grant of 200,000,000 RSUs (the principal terms of which are set out in the circular) to Dr. Wang Xiaogang (an Executive Director of the Company) under the terms of the 2022 RSU Scheme and the applicable grant letter issued thereunder be and is hereby approved and confirmed; and

NOTICE OF THE EGM

- (ii) any one Director, with the exception of Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan, and Mr. Wang Zheng, be and is hereby authorized to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the transactions contemplated in (i) above.”

3. “THAT:

- (i) the grant of 200,000,000 RSUs (the principal terms of which are set out in the Circular) to Dr. Lin Dahua (an Executive Director of the Company) under the terms of the 2022 RSU Scheme and the applicable grant letter issued thereunder be and is hereby approved and confirmed; and
- (ii) any one Director, with the exception of Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan, and Mr. Wang Zheng, be and is hereby authorized to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the transactions contemplated in (i) above.”

4. “THAT:

- (i) the grant of 200,000,000 RSUs (the principal terms of which are set out in the Circular) to Mr. Yang Fan (an Executive Director of the Company) under the terms of the 2022 RSU Scheme and the applicable grant letter issued thereunder be and is hereby approved and confirmed; and
- (ii) any one Director, with the exception of Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan, and Mr. Wang Zheng, be and is hereby authorized to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the transactions contemplated in (i) above.”

5. “THAT:

- (i) the grant of 160,000,000 RSUs (the principal terms of which are set out in the Circular) to Mr. Wang Zheng (an Executive Director of the Company) under the terms of the 2022 RSU Scheme and the applicable grant letter issued thereunder be and is hereby approved and confirmed; and
- (ii) any one Director, with the exception of Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan, and Mr. Wang Zheng, be and is hereby authorized to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the transactions contemplated in (i) above.”

NOTICE OF THE EGM

Unless indicated otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.

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, September 4, 2025

As at the date of this notice, the Executive Directors are Dr. Xu Li, Dr. Wang Xiaogang, Dr. Lin Dahua, Mr. Yang Fan and Mr. Wang Zheng; 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. Chiu Duncan.

NOTICE OF THE EGM

Notes:

- a. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- 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. A proxy need not be a member 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 Shops 1712-1716, 17th 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 4:00 p.m. on Sunday, September 21, 2025) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person 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 EGM, the register of members of the Company will be closed from September 18, 2025 to September 23, 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 2025 EGM, 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, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on September 17, 2025. The record date for determining the eligibility of Shareholders to attend and vote at the EGM is Tuesday, September 23, 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.