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))

GRANT OF SHARE AWARDS UNDER THE 2022 RSU SCHEME

This announcement is made by SenseTime Group Inc. (the "**Company**", together with its subsidiaries and consolidated affiliated entities, the "**Group**") pursuant to Rules 17.06A, 17.06B and 17.06C of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

On January 2, 2026, the Company granted a total of 312,237,629 restricted share units ("**RSUs**") under the restricted share unit scheme of the Company adopted by the board (the "**Board**") of directors (the "**Directors**") of the Company on June 20, 2022 (as amended pursuant to the shareholders' resolutions dated June 26, 2024) (the "**2022 RSU Scheme**") to the following eligible participants (the "**Grantees**"). 312,237,629 RSUs were granted to employee participants (being employees of the members of the Group). The details are set out below:

Date of grant:	January 2, 2026	
Categories of Grantees:	**Grantees**	**Number of RSUs granted**
	Employee Participants	312,237,629
Number of RSUs granted:	312,237,629, conferring the Grantees a conditional right upon vesting to obtain an aggregate of 312,237,629 Class B shares of the Company (the "**Class B Shares**") (representing approximately 0.77% of the total issued shares of the Company as at the date of this announcement) or an equivalent value in cash pursuant to the terms of the 2022 RSU Scheme	
Purchase price of the RSUs granted:	Nil	
Closing price of the Class B Shares on the date of grant:	HK$2.22 per Class B Share	

Vesting period of the RSUs granted:	The total vesting period for the RSUs granted to the employee participants of the Group (i.e. the period between the grant date and the last vesting date) ranges from approximately 12 months to 70 months, where the RSUs may vest by several batches with the first vesting date being no less than 12 months from the date of grant.
Performance targets and clawback mechanism:	**Performance targets:**

The vesting of the RSUs granted to any employee participant of the Group is conditional upon the achievement of the performance targets as determined by the chairman of the Board at his/her absolute discretion. The performance targets are based on the performance, other management indicators and/or other appropriate indicators of the Group and its relevant departments.

Clawback mechanism:

The grant of RSUs is subject to the clawback terms under the 2022 RSU Scheme. In accordance with those terms, the clawback mechanism will be triggered on the RSUs upon the occurrence of any of the following events:

(a) the participant is charged with any crime under any national law/regulation, 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;

(c) the participant is in breach of any laws or regulations, policies of any members of the Group 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; or

(d) the participant has committed any conduct which constitutes a serious breach of the policies of any members of the Group, 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) in any such events or circumstances as may be specified in the terms and conditions in connection with such RSUs.

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

The Company has not made any arrangements to provide financial assistance to the Grantees to promote the purchase of RSUs.

The vesting of the 312,237,629 RSUs granted will be satisfied by the issuance of new Class B Shares within the scheme mandate limit under the 2022 RSU Scheme. Upon the vesting of the 312,237,629 RSUs granted as set out in this announcement, 312,237,629 Class B Shares may be allotted and issued to the trustee and/or the special purpose vehicles established for the purposes of the 2022 RSU Scheme. The new Class B Shares, when issued and allotted, shall rank pari passu among themselves and with the fully paid Class B Shares in issue. An application will be made by the Company to The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") for the listing of, and permission to deal in, such Class B Shares on the Stock Exchange.

None of the Grantees 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 Grantees is a related entity participant (as defined under Rule 17.03A(1) of the Listing Rules) or a service provider. In addition, none of the Grantees is a participant which has been or will be granted share awards or share options in the 12-month period up to and including the date of grant exceeding the 1% individual limit prescribed under Rule 17.03D(1) of the Listing Rules. Accordingly, the grant of RSUs as set out in this announcement is not subject to approval by shareholders of the Company under the Listing Rules.

No Director is considered to be interested in the proposed grant as set out in this announcement and therefore none of them had abstained from voting on the relevant resolutions approving the proposed grant as set out in this announcement.

As at the date of this announcement, 1,250,959,949 Class B Shares (representing approximately 3.09% of the total issued shares as at the date of this announcement) are available for further grant under the scheme mandate limit of the 2022 RSU Scheme, among which 327,799,670 Class B Shares (representing approximately 0.81% of the total issued shares as at the date of this announcement) are available for further grant under the service provider sublimit of the 2022 RSU Scheme.

SenseTime Group Inc.
商汤集团股份有限公司
Ms. Lin Jiemin
Joint Company Secretary

Hong Kong, January 2, 2026

As at the date of this announcement, 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.