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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))

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 No. 1900 Hongmei Road, Xuhui District, Shanghai 200233, PRC on Wednesday, June 26, 2024 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, 2023;
2. To elect Dr. Lin Dahua as an executive Director;
3. To re-elect Dr. Xu Li as an executive Director;
4. To re-elect Ms. Fan Yuanyuan as a non-executive Director;
5. To re-elect Prof. Xue Lan as an independent non-executive Director;
6. To authorize the board of Directors of the Company (the “**Board**”) to fix the respective Directors’ remuneration;
7. 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;

- (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 coming into effect on June 11, 2024) 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.”;

8. 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;
- (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);

9. 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 7 and 8 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 8 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 7 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.”;

10. To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending December 31, 2024;
11. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

 - (i) the amendments to the restricted share unit scheme of the Company adopted by the board of Directors on June 20, 2022 (the “**2022 RSU Scheme**”, as amended by the proposed amendments, the “**Amended 2022 RSU Scheme**”), a copy of which is produced to this meeting, marked “A” and initialed by the chairman of the meeting for identification purpose), be and is hereby approved and adopted in all respects in substitution for and to the exclusion of the 2022 RSU Scheme;
 - (ii) the Directors be and are hereby authorized to grant awards subject to and in accordance with the terms of the Amended 2022 RSU Scheme, and to do all such acts and execute all such documents as he/she may deem necessary or expedient to give full effect to the implementation of the Amended 2022 RSU Scheme (including, without limitation, to administer the Amended 2022 RSU Scheme in accordance with the terms thereunder, to modify and/or amend the Amended 2022 RSU Scheme in accordance with the terms thereunder subject to the Listing Rules and/or to allot and issue from time to time such number of Class B shares of the Company as may be required and/or to procure transfer or otherwise deal with the relevant Class B Shares or treasury Shares of the Company for the purpose of satisfying grants of awards thereunder).”;
12. To consider, and if thought fit, approve and adopt the Scheme Mandate Limit (as defined in the circular of the Company dated June 4, 2024) under the terms of the Amended 2022 RSU Scheme; and
13. To consider, and if thought fit, approve and adopt the Service Provider Sublimit (as defined in the circular of the Company dated June 4, 2024) under the terms of the Amended 2022 RSU Scheme.

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, 2024

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

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 Monday, June 24, 2024 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, 2024 to June 26, 2024 (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, 2024.
- 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.