

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Fan Peng</u> _____ (Last) (First) (Middle) 10TH FLOOR, BUILDING A NO. 658 ZHAOHUA ROAD, CHANGNING DISTRICT _____ (Street) SHANGHAI F4 200050 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/18/2026	3. Issuer Name and Ticker or Trading Symbol <u>Hesai Group [HSAI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) _____
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
American depository shares ⁽¹⁾	48,000	D	
Class B ordinary shares	1,600	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted share units	(2)	(2)	Class B ordinary shares 50,000	(2)	D	
Restricted share units	(3)	(3)	Class B ordinary shares 50,000	(3)	D	
Restricted share units	(4)	(4)	Class B ordinary shares 50,000	(4)	D	
Restricted share units	(5)	(5)	Class B ordinary shares 8,000	(5)	D	
Restricted share units	(6)	(6)	Class B ordinary shares 8,000	(6)	D	
Restricted share units	(7)	(7)	Class B ordinary shares 8,000	(7)	D	
Restricted share units	(8)	(8)	Class B ordinary shares 8,000	(8)	D	
Options (right to buy)	01/31/2026	11/18/2031	Class B ordinary shares 10,000	0.9	D	
Options (right to buy)	01/31/2027	11/18/2031	Class B ordinary shares 10,000	0.9	D	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options (right to buy)	01/31/2028	11/18/2031	Class B ordinary shares	10,000	0.9	D	
Options (right to buy)	01/31/2029	11/18/2031	Class B ordinary shares	10,000	0.9	D	
Options (right to buy)	(9)	11/18/2031	Class B ordinary shares	11,468	0.9	D	

Explanation of Responses:

- Each American depository share represents one Class B ordinary share.
- Represents restricted share units granted to the reporting person pursuant to the issuer's share incentive plan, which will vest on September 19, 2026 and do not have expiration dates. These restricted share units evidence the contingent right to receive Class B ordinary shares upon vesting.
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- Represents restricted share units granted to the reporting person pursuant to the issuer's share incentive plan, which will vest on December 1, 2029 and do not have expiration dates. These restricted share units evidence the contingent right to receive Class B ordinary shares upon vesting.
- Option to purchase 1,732 Class B ordinary shares has vested as of the date of this filing, and the remaining option will vest on a monthly basis since April 1, 2026, with 286 Class B ordinary shares vesting each month until December 1, 2028 and 298 Class B ordinary shares vesting on January 1, 2029.

/s/ Peng Fan

03/18/2026

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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