

Tencent 腾讯
TENCENT HOLDINGS LIMITED
騰訊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 700)

**Form of Proxy for use at the
Extraordinary General Meeting (“EGM”) to be held on Wednesday, 13 May 2009**

I/We^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.0001 each in the capital of Tencent Holdings Limited (the “Company”) hereby appoint the Chairman of the EGM or, failing

him ^(Note 3) _____

of _____

as my/our proxy to attend and vote for me/us on my/our behalf at the EGM to be held at Island Ballroom C, 5/F Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong immediately after the Annual General Meeting of the Company to be held at 3:00 p.m. on Wednesday, 13 May 2009 and/or at any adjournment thereof in respect of the resolutions set out in the notice of EGM as indicated below, and if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1	To adopt an additional share option scheme of the Company (Resolution 1 as set out in the notice of the EGM).		
2	To amend the existing share award scheme adopted on 13 December 2007 (Resolution 2 as set out in the notice of the EGM).		

Dated this _____ day of _____ 2009 Signature of Shareholder(s) _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this Form of Proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the EGM is preferred, strike out the words “the Chairman of the EGM or” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the EGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE PLACE A “√” IN THE RELEVANT BOX MARKED “FOR”; IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE PLACE A “√” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box of a resolution will entitle your proxy to cast your vote at his discretion in respect of that resolution. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the EGM other than those referred to in the Notice of the EGM.
5. This Form of Proxy must be signed by you or your attorney duly authorized in writing, or in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorized.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the name stand in the register of Members.
7. To be valid, this Form of Proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the EGM (or any adjournment thereof).
8. Any member entitled to attend and vote at the EGM is entitled to appoint one or, if he holds two or more shares, more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
9. Completion and delivery of this Form of Proxy will not preclude you from attending in person and voting at the EGM if you so wish.