

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended  
(dd/mm/yyyy) :

31/12/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tencent Holdings Limited

Date Submitted 06/01/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 700 Description : TENCENT

|                                     | No. of ordinary<br>shares | Par value<br>(State currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|---------------------------|-------------------------------|---|
| Balance at close of preceding month | <u>50,000,000,000</u>     | <u>HK\$0.00002</u>            | <u>HK\$1,000,000</u>                            |
| Increase/(decrease)                 | <u>--</u>                 |                               | <u>--</u>                                       |
| Balance at close of the month       | <u>50,000,000,000</u>     | <u>HK\$0.00002</u>            | <u>HK\$1,000,000</u>                            |

(2) Stock code : N/A Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>(State currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|---------------------------|-------------------------------|---|
| Balance at close of preceding month | _____                     | _____                         | _____   |
| Increase/(decrease)                 | _____                     |                               | _____   |
| Balance at close of the month       | _____                     | _____                         | _____   |

## 2. Preference Shares

|   |                                |                                      |  |
|---|--------------------------------|--------------------------------------|--|
| Stock code : <u>  N/A  </u> Description : _____ |                                |                                      |  |
|   | No. of<br>preference<br>shares | Par value<br><i>(State currency)</i> | Authorised share<br>capital<br><i>(State currency)</i> |
| Balance at close of preceding month             | _____                          | _____                                | _____  |
| Increase/(decrease)                             | _____                          |                                      | _____  |
| Balance at close of the month                   | _____                          | _____                                | _____  |

## 3. Other Classes of Shares

|   |                                      |                                      |  |
|---|--------------------------------------|--------------------------------------|--|
| Stock code : <u>  N/A  </u> Description : _____ |                                      |                                      |  |
|   | No. of other<br>classes of<br>shares | Par value<br><i>(State currency)</i> | Authorised share<br>capital<br><i>(State currency)</i> |
| Balance at close of preceding month             | _____                                | _____                                | _____  |
| Increase/(decrease)                             | _____                                |                                      | _____  |
| Balance at close of the month                   | _____                                | _____                                | _____  |

Total authorised share capital at the end of the month (*State currency*) :

\_\_\_\_\_ HK\$1,000,000

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |            | No. of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|------------|--------------------------|--------------------------------|
|                                       | (1)                    | (2)        |                          |                                |
| Balance at close of preceding month   | <u>9,476,864,794</u>   | <u>N/A</u> | <u>N/A</u>               | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>218,686</u>         | <u>N/A</u> | <u>N/A</u>               | <u>N/A</u>                     |
| Balance at close of the month         | <u>9,477,083,480</u>   | <u>N/A</u> | <u>N/A</u>               | <u>N/A</u>                     |

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |           |        | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|-----------|--------|--|---|
|  | Granted                   | Exercised | Cancelled | Lapsed |  |   |
| 1. Post-IPO Share Option Scheme II adopted on 16/05/2007<br>Ordinary shares<br>(Note 1)                  |                           |           |           |        |  |   |
| (i) Exercise price (March 2010)<br>HK\$31.7  | --                        | --        | --        | --     | --   | 25,000  |
| (ii) Exercise price (July 2010)<br>HK\$26.08   | --                        | 114,750   | --        | --     | 114,750  | 1,969,375   |
| (iii) Exercise price (March 2011)<br>HK\$38.88   | --                        | --        | --        | --     | --   | 522,916   |
| (iv) Exercise price (August 2011)<br>HK\$37.8  | --                        | 28,750    | --        | --     | 28,750   | 450,700   |
| (v) Exercise price (September 2012)<br>HK\$49.76   | --                        | 7,500     | --        | --     | 7,500  | 544,200   |
| (vi) Exercise price (March 2014)<br>HK\$114.52   | --                        | --        | --        | --     | --   | 5,048,332   |
| (vii) Exercise price (May 2014)<br>HK\$112.3   | --                        | --        | --        | --     | --   | 41,666  |

|   |    |                |                          |    |                |         |
|---|----|----------------|--------------------------|----|----------------|---------|
| (viii) Exercise price<br>(July 2014)<br>HK\$124.3   | -- | 57,999         | 5,376                    | -- | 57,999         | 662,229 |
| (ix) Exercise price<br>(December 2014)<br>HK\$116.4   | -- | --             | --                       | -- | --             | 20,162  |
| (x) Exercise price<br>(April 2015)<br>HK\$149.8   | -- | --             | --                       | -- | --             | 131,250 |
| (xi) Exercise price<br>(July 2015)<br>HK\$148.9   | -- | 9,687          | --                       | -- | 9,687          | 201,948 |
| (xii) Exercise price<br>(March 2016)<br>HK\$158.1   | -- | --             | --                       | -- | --             | --      |
| (xiii) Exercise price<br>(July 2016)<br>HK\$174.86  | -- | --             | --                       | -- | --             | --      |
| <i>Sub-total:</i>   |    | <u>218,686</u> | <u>5,376</u>             |    | <u>218,686</u> |         |
| 2. Post-IPO Share<br>Option Scheme III<br>adopted on<br>13/05/2009<br>Ordinary shares<br>(Note 1) |    |                |                          |    |                |         |
| (i) Exercise price<br>(March 2010)<br>HK\$31.7  | -- | --             | --                       | -- | --             | --      |
| <i>Sub-total:</i>   |    |                |                          |    |                |         |
| Total A. (Ordinary shares)  |    |                |                          |    | <u>218,686</u> |         |
| (Preference shares)   |    |                |                          |    | <u>N/A</u>     |         |
| (Other class)   |    |                |                          |    | <u>N/A</u>     |         |
| Total funds raised during the month from exercise of<br>options (State currency)                  |    |                | <u>HK\$13,104,300.00</u> |    |                |         |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)   | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|--|----------------------------------|---|---|---|
| 1.<br>_____<br>_____<br>_____<br>( / / )   | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| 2.<br>_____<br>_____<br>_____<br>( / / )   | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| 3.<br>_____<br>_____<br>_____<br>( / / )   | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| 4.<br>_____<br>_____<br>_____<br>( / / )   | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |  |                                  |   |   |   |
| Total B. (Ordinary shares) _____   |                                 |  |                                  |   | N/A   |   |
| (Preference shares) _____  |                                 |  |                                  |   | N/A   |   |
| (Other class) _____  |                                 |  |                                  |   | N/A   |   |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description   | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1.<br>_____<br>_____<br>_____   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |  |   |
| 2.<br>_____<br>_____<br>_____   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |  |   |
| 3.<br>_____<br>_____<br>_____   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |  |   |
| 4.<br>_____<br>_____<br>_____   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |  |   |
|   |                                |                                    |                            | Total C. (Ordinary shares)   | _____  | N/A   |
|   |                                |                                    |                            | (Preference shares)          | _____  | N/A   |
|   |                                |                                    |                            | (Other class)                | _____  | N/A   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:  | No. of new shares of issuer issued during the month pursuant thereto  | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---|---|
| 1. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)   |   |   |
| 2. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)   |   |   |
| 3. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)   |   |   |
| <p style="text-align: right;">Total D. (Ordinary shares) _____</p> <p style="text-align: right;">(Preference shares) _____</p> <p style="text-align: right;">(Other class) _____</p> | <p style="text-align: right;">N/A</p> <p style="text-align: right;">N/A</p> <p style="text-align: right;">N/A</p> |   |

Other Movements in Issued Share Capital

| Type of Issue   |            |                      |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|------------|----------------------|--|--|---|
| 1. Rights issue | At price : | State currency _____ | Class of shares _____<br>issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )  | ( / / )   |
| 2. Open offer   | At price : | State currency _____ | Class of shares _____<br>issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )  | ( / / )   |
| 3. Placing      | At price : | State currency _____ | Class of shares _____<br>issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )  | ( / / )   |
| 4. Bonus issue  |            |                      | Class of shares _____<br>issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )  | ( / / )   |



| Type of Issue |                      |            |                      | No. of new shares of issuer issued during the month pursuant thereto  | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |       |
|---------------|----------------------|------------|----------------------|---|---|-------|
| 5.            | Scrip dividend       | At price : | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____   | _____ |
| 6.            | Repurchase of shares |            |                      | Class of shares repurchased (Note 1) _____<br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )     | _____   | _____ |
| 7.            | Redemption of shares |            |                      | Class of shares redeemed (Note 1) _____<br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )          | _____   | _____ |
| 8.            | Consideration issue  | At price : | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____   | _____ |

| Type of Issue              |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|--|--|---|
| 9. Capital reorganisation  | Class of shares _____<br>issuable (Note 1)<br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy)                                    | _____  | _____   |
| 10. Other (Please specify) | At price : State currency _____<br>Class of shares _____<br>issuable (Note 1)<br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
|                            |  | Total E. (Ordinary shares)   | N/A   |
|                            |  | (Preference shares)  | N/A   |
|                            |  | (Other class)  | N/A   |

|   |     |         |
|---|-----|---------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | 218,686 |
|   | (2) | N/A     |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | N/A     |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | N/A     |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |         |

