

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 Annual General Meeting (“AGM”) to be held on Wednesday, 24 May 2006

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 AGM or, failing him ^(Note 3) _____

of _____

as my/our proxy to attend and vote for me/us on my/our behalf at the AGM to be held at Salon 6, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 24 May 2006 at 3:00 p.m. and or at any adjournment thereof in respect of the resolutions set out in the notice of AGM as indicated below, and if no such indication is given, as my/our proxy thinks fit.

	RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1	To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2005.		
2	To declare a final dividend.		
3(i)	(a) To re-elect Mr. Ma Huateng as director.		
	(b) To re-elect Mr. Zhang Zhidong as director.		
	(c) To re-elect Mr. Antonie Andries Roux as director.		
	(d) To re-elect Mr. Charles St Leger Searle as director.		
	(e) To re-elect Mr. Li Dong Sheng as director.		
	(f) To re-elect Mr. Iain Ferguson Bruce as director.		
	(g) To re-elect Mr. Ian Charles Stone as director.		
3(ii)	To authorize the Board of Directors to fix the Directors’ remuneration.		
4	To re-appoint Auditors and to authorize the Board of Directors to fix their remuneration.		
5	To grant a general mandate to the Directors to issue new shares (Ordinary Resolution 5 as set out in the notice of the AGM).		
6	To grant a general mandate to the Directors to repurchase shares (Ordinary Resolution 6 as set out in the notice of the AGM).		
7	To extend the general mandate to issue new shares by adding the number of shares repurchased (Ordinary Resolution 7 as set out in the notice of the AGM).		
8	To amend Article 86(5) of the articles of association of the Company in order to bring it in line with the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (Special Resolution 8 as set out in the notice of the AGM).		

Dated this _____ day of _____ 2006 Signature of Shareholder(s) _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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).
- If any proxy other than the Chairman of the AGM is preferred, strike out the words “the Chairman of the AGM or” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the AGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- 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 “X” 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 AGM other than those referred to in the Notice of the AGM.
- 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.
- 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.
- 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 notorially certified copy thereof must be deposited with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for the AGM (or any adjournment thereof).
- Any member entitled to attend and vote at the AGM 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.
- Completion and delivery of this Form of Proxy will not preclude you from attending and voting at the AGM if you so wish.