

TENCENT HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

This statement is made at the request of The Stock Exchange of Hong Kong Limited.

We have noted the recent increase in the price of the shares of Tencent Holdings Limited (the "Company") and wish to state that save for the disclosure of the 2006 first quarter results announcement on 24 May 2006, we are not aware of any reasons for such increase.

We also confirm that there are no negotiations or agreements relating to intended acquisitions or realisations which are discloseable under Rule 13.23 of the Listing Rules, neither is the board of directors of the Company (the "Board") aware of any matter discloseable under the general obligation imposed by Rule 13.09 of the Listing Rules, which is or may be of a price-sensitive nature.

This statement is made by the order of the Board, the directors of which individually and jointly accept responsibility for the accuracy of this statement.

As at the date of this statement, the directors of the Company are:
Executive Directors: Ma Huateng and Zhang Zhidong;
Non-Executive Directors: Charles St Leger Searle and Antonie Andries Roux; and Independent Non-Executive Directors: Li Dong Sheng, Iain Ferguson Bruce and Ian Charles Stone.

By order of the Board Tencent Holdings Limited

Ma Huateng Chairman

25 May 2006