



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/05/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tencent Holdings Limited

Date Submitted 07/06/2011

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 700 Description : TENCENT

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>10,000,000,000</u>	<u>HK\$0.0001</u>	<u>HK\$1,000,000</u>
Increase/(decrease)	<u> --</u>		<u> --</u>
Balance at close of the month	<u>10,000,000,000</u>	<u>HK\$0.0001</u>	<u>HK\$1,000,000</u>

(2) Stock code : N/A Description : _____

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
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 preference shares	Par value (<i>State currency</i>)	Authorised share capital (<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 classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<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>1,836,898,292</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>1,375,997</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>1,838,274,289</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. Pre-IPO Share Option Scheme adopted on 27/07/2001 <u>Ordinary shares (Note 1)</u>						
(i) Exercise price US\$0.0497	--	30,000	--	--	30,000	436,000
(ii) Exercise price (February 2004) US\$0.1967	--	4,000	--	--	4,000	21,433
(iii) Exercise price (March 2004) US\$0.4396	--	500	--	--	500	36,500
<u>Sub-total:</u>		<u>34,500</u>			<u>34,500</u>	
2. Post-IPO Share Option Scheme I adopted on 24/03/2004 <u>Ordinary shares (Note 1)</u>						
(i) Exercise price (September 2004) HK\$3.665	--	335	--	--	335	53,159
(ii) Exercise price (January 2005) HK\$4.485	--	71,814	33	--	71,814	657,660
(iii) Exercise price (February 2005) HK\$4.8	--	--	--	--	--	--
(iv) Exercise price (March 2005) HK\$5.55	--	--	--	--	--	220,000
(v) Exercise price (April 2005) HK\$5.67	--	--	--	--	--	--
(vi) Exercise price (May 2005) HK\$5.60	--	--	--	--	--	--
(vii) Exercise price (July 2005) HK\$6.01	--	18,400	--	--	18,400	355,835
(viii) Exercise price (October 2005) HK\$8.24	--	85,000	--	--	85,000	1,127,050

For Main Board and GEM listed issuers

(ix) Exercise price (December 2005) HK\$8.35	--	27,425	--	--	27,425	2,417,550
(x) Exercise price (March 2006) HK\$11.55	--	37,600	--	--	37,600	2,754,600
(xi) Exercise price (July 2006) HK\$15.05	--	24,749	--	--	24,749	628,550
(xii) Exercise price (October 2006) HK\$18.10	--	347,300	--	--	347,300	436,530
(xiii) Exercise price (April 2007) HK\$25.26	--	31,300	--	--	31,300	1,171,500
<i>Sub-total:</i>		<u>643,923</u>	<u>33</u>		<u>643,923</u>	
3. Post-IPO Share Option Scheme II adopted on 16/05/2007 Ordinary shares (<i>Note 1</i>)						
(i) Exercise price (May 2007) HK\$31.75	--	347,046	--	--	347,046	2,717,926
(ii) Exercise price (May 2007) HK\$32.63	--	--	--	--	--	19,000
(iii) Exercise price (June 2007) HK\$32.14	--	4,500	--	--	4,500	374,290
(iv) Exercise price (July 2007) HK\$33.05	--	--	--	--	--	1,400,000
(v) Exercise price (August 2007) HK\$33.74	--	2,000	--	--	2,000	226,740
(vi) Exercise price (September 2007) HK\$45.5	--	8,800	--	--	8,800	19,290
(vii) Exercise price (November 2007) HK\$49.85	--	--	--	--	--	19,024
(viii) Exercise price (January 2008) HK\$46.5	--	180,788	6,880	--	180,788	1,408,364
(ix) Exercise price (February 2008) HK\$49.95	--	--	--	--	--	83,442
(x) Exercise price (March 2008) HK\$42.65	--	12,300	--	--	12,300	91,394
(xi) Exercise price (April 2008) HK\$47.72	--	--	--	--	--	30,748
(xii) Exercise price (July 2008) HK\$60.59	--	118,640	--	--	118,640	900,152
(xiii) Exercise price (October 2008) HK\$48.92	--	11,000	12,000	--	11,000	66,156
(xiv) Exercise price (December 2008) HK\$43.5	--	--	6,000	--	--	34,028
(xv) Exercise price (February 2009) HK\$48.01	--	12,500	--	--	12,500	121,500
(xvi) Exercise price (July 2009) HK\$90.3	--	--	--	--	--	53,790

For Main Board and GEM listed issuers

(xvii) Exercise price (September 2009) HK\$128.4	--	--	--	--	--	2,940
(xviii) Exercise price (November 2009) HK\$146.58	--	--	--	--	--	--
(xix) Exercise price (March 2010) HK\$158.5	--	--	--	--	--	--
(xx) Exercise price (July 2010) HK\$130.4	--	--	--	--	--	--
(xxi) Exercise price (August 2010) HK\$150.7	--	--	12,500	--	--	--
(xxii) Exercise price (March 2011) HK\$194.4	--	--	--	--	--	--
<i>Sub-total:</i>		<u>697,574</u>	<u>37,380</u>		<u>697,574</u>	
4. Post-IPO Share Option Scheme III adopted on 13/05/2009 Ordinary shares (<i>Note 1</i>)						
(i) Exercise price (March 2010) HK\$158.5	--	--	--	--	--	--
<i>Sub-total:</i>						
Total A. (Ordinary shares)				<u>1,375,997</u>		
(Preference shares)				<u>N/A</u>		
(Other class)				<u>N/A</u>		
Total funds raised during the month from exercise of options (State currency)			<u>HK\$38,155,398.15</u>			

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

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value 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. _____ _____ _____ (/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ (/ /)						
2. _____ _____ _____ (/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ (/ /)						
3. _____ _____ _____ (/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ (/ /)						
4. _____ _____ _____ (/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares _____ issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (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.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
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. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
2. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
3. _____ _____ _____ (/ /) shares (<i>Note 1</i>)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

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 issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____

For Main Board and GEM listed issuers

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 _____	<p>_____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p>	_____	_____
6. Repurchase of shares		<p>Class of shares repurchased _____ (Note 1)</p> <p>Cancellation date : (/ /) (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p>	_____	_____
7. Redemption of shares		<p>Class of shares redeemed _____ (Note 1)</p> <p>Redemption date : (/ /) (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p>	_____	_____
8. Consideration issue	At price : State currency _____	<p>_____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p>	_____	_____

For Main Board and GEM listed issuers

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	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	_____	_____
10. Other (Please specify)	<p>At price : State currency _____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	_____	_____
		Total E. (Ordinary shares)	<u>N/A</u>
		(Preference shares)	<u>N/A</u>
		(Other class)	<u>N/A</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>1,375,997</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

