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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)

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF
CHINA LITERATURE LIMITED
ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS

The Board is pleased to announce that the Record Date for the purpose of determining the Assured Entitlement of Qualifying Shareholders to the China Literature Shares in the Preferential Offering will be Friday, 20 October 2017. The register of members of the Company will be closed on Friday, 20 October 2017 and no transfer of the Shares will be registered on that date. The last day for dealing in the Shares cum-entitlement to the Assured Entitlement will be Tuesday, 17 October 2017.

As the final dates of registration and issue of the Prospectus have not yet been determined, the Record Date and the closure of the register of members of the Company for the purpose of determining the Assured Entitlement of Qualifying Shareholders set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off.

The Proposed Spin-off is subject to, among other things, the obtaining of an approval from the Listing Committee of the Stock Exchange for listing of, and permission to deal in, the China Literature Shares, and the final decisions of the Board and of the board of directors of China Literature, which are dependent upon, among others, market conditions. Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off will take place or as to when it may take place. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and potential investors of the Company should therefore exercise caution when dealing in or investing in the securities of the Company. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

INTRODUCTION

Reference is made to the announcement of the Company dated 30 June 2017 (the “Announcement”) in relation to the Proposed Spin-off. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings given to them in the Announcement.

As disclosed in the Announcement, the Company intends to spin-off China Literature by way of the Global Offering and separately list the China Literature Shares on the Main Board of the Stock Exchange. The Global Offering comprises the Hong Kong Public Offering and the International Offering (including the Preferential Offering). In accordance with the requirements of Practice Note 15 of the Listing Rules, the Board proposes to give due regard to the interests of the Shareholders by providing Qualifying Shareholders with the Assured Entitlement to the China Literature Shares by way of the Preferential Offering, if the Proposed Spin-off proceeds. Details in respect of the Proposed Spin-off, including the size and structure of the Global Offering and the terms of the Assured Entitlement, have not yet been finalised and further announcements will be made by the Company as and when appropriate.

The purpose of this announcement is to inform the Shareholders of the Record Date for the purpose of determining the Assured Entitlement of Qualifying Shareholders to the China Literature Shares in the Preferential Offering. Shareholders whose names appeared on the register of members of the Company on the Record Date (excluding the Non-Qualifying Shareholders) will be entitled to apply for the China Literature Shares on an assured basis pursuant to the Preferential Offering, and the basis of such Assured Entitlement will be determined based on their respective shareholdings in the Company on the Record Date, the details of which will be separately announced. Subject to the relevant legal restrictions and regulatory requirements, Qualifying Shareholders (regardless of whether they choose to participate in the Preferential Offering or not) and Shareholders who are not Qualifying Shareholders (or who do not satisfy the basis of the Assured Entitlement) may also either (i) apply for the China Literature Shares under the Hong Kong Public Offering, if eligible; or (ii) indicate an interest for the China Literature Shares under the International Offering, if qualified to do so. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS

The Board is pleased to announce that the Record Date for the purpose of determining the Assured Entitlement of Qualifying Shareholders to the China Literature Shares in the Preferential Offering will be Friday, 20 October 2017. The register of members of the Company will be closed on Friday, 20 October 2017 and no transfer of the Shares will be registered on that date.

In order to qualify for the Assured Entitlement, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 19 October 2017. The last day for dealing in the Shares cum-entitlement to the Assured Entitlement will be Tuesday, 17 October 2017.

As the final dates of registration and issue of the Prospectus have not yet been determined, the Record Date and the closure of the register of members of the Company for the purpose of determining the Assured Entitlement of Qualifying Shareholders set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off.

In the event that there is a change in the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement of Qualifying Shareholders, a further announcement will be made by the Company and such revised Record Date and closure of the register of members of the Company will supersede and replace the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement of Qualifying Shareholders set out in this announcement.

GENERAL

Details in respect of the Proposed Spin-off, including the structure and the expected timetable, have not yet been finalised. Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

The Proposed Spin-off is subject to, among other things, the obtaining of an approval from the Listing Committee of the Stock Exchange for listing of, and permission to deal in, the China Literature Shares, and the final decisions of the Board and of the board of directors of China Literature, which are dependent upon, among others, market conditions. Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off will take place or as to when it may take place. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and potential investors of the Company should therefore exercise caution when dealing in or investing in the securities of the Company. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

DEFINITION

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

| Term | Definition |
|-----------------------|---|
| “Assured Entitlement” | the entitlement of Qualifying Shareholders to apply for the China Literature Shares on an assured basis pursuant to the Preferential Offering determined on the basis of their respective shareholdings in the Company on the Record Date |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |

| | |
|---------------------------------|---|
| “Non-Qualifying Shareholder(s)” | Shareholder(s) on the Record Date with registered address(es) in, or who is/are otherwise known by the Company to be resident of, any of the jurisdictions, which the Company and China Literature consider it necessary or expedient to exclude from the Preferential Offering on account of the legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that jurisdiction |
| “Preferential Offering” | the preferential offering of the China Literature Shares to Qualifying Shareholders as the Assured Entitlement in the Global Offering |
| “Prospectus” | the prospectus being issued by China Literature in connection with the Hong Kong Public Offering and the Preferential Offering |
| “Qualifying Shareholder(s)” | Shareholder(s), whose name(s) appeared on the register of members of the Company on the Record Date, excluding the Non-Qualifying Shareholders |
| “Record Date” | 20 October 2017, being the record date for determining the Assured Entitlement of Qualifying Shareholders to the China Literature Shares in the Preferential Offering |
| “Share(s)” | the ordinary share(s) with par value of HK\$0.00002 each in the share capital of the Company |

By Order of the Board
Ma Huateng
Chairman

6 October 2017

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Ma Huateng and Lau Chi Ping Martin;

Non-Executive Directors:

Jacobus Petrus (Koos) Bekker and Charles St Leger Searle; and

Independent Non-Executive Directors:

Li Dong Sheng, Iain Ferguson Bruce, Ian Charles Stone and Yang Siu Shun.