



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/05/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tencent Holdings Limited

Date Submitted 03/06/2015

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>50,000,000,000</u> | <u>HK\$0.00002</u> | <u>HK\$1,000,000</u> |
| Increase/(decrease) | <u>---</u> | <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 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>9,375,003,520</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/ (decrease) during the month | <u>851,880</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>9,375,855,400</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 Ordinary shares (<i>Note 1</i>) | | | | | | |
| (i) Exercise price (July 2008) HK\$12.118 | -- | 349,930 | -- | -- | 349,930 | 983,100 |
| (ii) Exercise price (October 2008) HK\$9.784 | -- | 40,000 | -- | -- | 40,000 | 107,500 |
| (iii) Exercise price (December 2008) HK\$8.7 | -- | -- | -- | -- | -- | 83,300 |
| (iv) Exercise price (February 2009) HK\$9.602 | -- | -- | -- | -- | -- | 1,305,000 |
| (v) Exercise price (July 2009) HK\$18.06 | -- | 65,700 | -- | -- | 65,700 | 2,017,250 |
| (vi) Exercise price (November 2009) HK\$29.316 | -- | -- | -- | -- | -- | 750,000 |

For Main Board and GEM listed issuers

| | | | | | | |
|---|----|----------------|----|--------------------------|----------------|-----------|
| (vii) Exercise price (March 2010) HK\$31.7 | -- | -- | -- | -- | -- | 333,333 |
| (viii) Exercise price (July 2010) HK\$26.08 | -- | 196,550 | -- | -- | 196,550 | 1,423,725 |
| (ix) Exercise price (August 2010) HK\$30.14 | -- | -- | -- | -- | -- | -- |
| (x) Exercise price (March 2011) HK\$38.88 | -- | 62,500 | -- | -- | 62,500 | 380,833 |
| (xi) Exercise price (August 2011) HK\$37.8 | -- | 12,200 | -- | -- | 12,200 | 313,525 |
| (xii) Exercise price (September 2012) HK\$49.76 | -- | -- | -- | -- | -- | 295,100 |
| (xiii) Exercise price (March 2014) HK\$114.52 | -- | 125,000 | -- | -- | 125,000 | 2,524,166 |
| (xiv) Exercise price (May 2014) HK\$112.3 | -- | -- | -- | -- | -- | 20,833 |
| (xv) Exercise price (July 2014) HK\$124.3 | -- | -- | -- | -- | -- | -- |
| (xvi) Exercise price (December 2014) HK\$116.4 | -- | -- | -- | -- | -- | -- |
| (xvii) Exercise price (April 2015) HK\$149.8 | -- | -- | -- | -- | -- | -- |
| <u>Sub-total:</u> | | <u>851,880</u> | | | <u>851,880</u> | |
| 2. Post-IPO Share Option Scheme III adopted on 13/05/2009 Ordinary shares (Note 1) | | | | | | |
| (i) Exercise price (March 2010) HK\$31.7 | -- | -- | -- | -- | -- | 1,250,000 |
| <u>Sub-total:</u> | | | | | | |
| Total A. (Ordinary shares) | | | | | <u>851,880</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\$28,150,537.74</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 (Note 1) | _____ | | | | | |
| Subscription price | _____ | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | _____ | (/ /) | | | | |
| 2. _____ _____ _____ | | | | | | |
| Stock code (if listed) | _____ | | | | | |
| Class of shares issuable (Note 1) | _____ | | | | | |
| Subscription price | _____ | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | _____ | (/ /) | | | | |
| 3. _____ _____ _____ | | | | | | |
| Stock code (if listed) | _____ | | | | | |
| Class of shares issuable (Note 1) | _____ | | | | | |
| Subscription price | _____ | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | _____ | (/ /) | | | | |
| 4. _____ _____ _____ | | | | | | |
| Stock code (if listed) | _____ | | | | | |
| Class of shares issuable (Note 1) | _____ | | | | | |
| 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) | (/ /) (/ /) | _____ _____ |

| 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) _____ Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 6. | Repurchase of shares | | Class of shares Repurchased (Note 1) _____ Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 7. | Redemption of shares | | Class of shares redeemed (Note 1) _____ Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 8. | Consideration issue | At price : State currency | Class of shares issuable (Note 1) _____ 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 |
|---------------------------------|--|--|---|
| 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>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (/ /) (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p> | _____ | _____ |
| At price : State Currency _____ | | | |
| | | 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) | 851,880 |
| | (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> | | |

Remarks (if any):

N/A

Submitted by: Lau Suk Yi

Title: Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*