

Monthly Return of Equity Issuer on Movements in Securities

For the month ended
(dd/mm/yyyy) :

31/10/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tencent Holdings Limited

Date Submitted 06/11/2018

3. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 700 Description : TENCENT

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
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>
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 (State currency)	Authorised share capital (State currency)
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>9,521,421,291</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>(1,189,685)</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>9,520,231,606</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 (Note 1)						
(i) Exercise price (September 2012) HK\$49.76	--	--	--	--	--	22,875
(ii) Exercise price (March 2014) HK\$114.52	--	--	--	--	--	8,892,500
(iii) Exercise price (May 2014) HK\$112.3	--	--	--	--	--	62,500
(iv) Exercise price (July 2014) HK\$124.3	--	76,002	--	--	76,002	653,477
(v) Exercise price (December 2014) HK\$116.4	--	40,300	--	--	40,300	25
(vi) Exercise price (April 2015) HK\$149.8	--	--	--	--	--	393,750
(vii) Exercise price (July 2015) HK\$148.9	--	38,569	3,244	--	38,569	351,135
(viii) Exercise price (March 2016) HK\$158.1	--	100,000	--	--	100,000	4,662,500

(ix) Exercise price (July 2016) HK\$174.86	--	41,224	--	--	41,224	423,472
(x) Exercise price (March 2017) HK\$225.44	--	--	--	--	--	6,978,258
<i>Sub-total:</i>		<u>296,095</u>	<u>3,244</u>		<u>296,095</u>	
2. Post-IPO Share Option Scheme IV adopted on 17/05/2017 Ordinary shares (Note 1)						
(i) Exercise price (July 2017) HK\$272.36	--	49,220	18,062	--	49,220	1,764,206
(ii) Exercise price (November 2017) HK\$419.6	--	--	--	--	--	--
(iii) Exercise price (January 2018) HK\$444.2	--	--	--	--	--	--
(iv) Exercise price (April 2018) HK\$410	--	--	--	--	--	--
(v) Exercise price (May 2018) HK\$407	--	--	--	--	--	--
(vi) Exercise price (June 2018) HK\$403.16	--	--	--	--	--	--
(vii) Exercise price (July 2018) HK\$386.6	--	--	12,880	--	--	--
(viii) Exercise price (August 2018) HK\$354	--	--	--	--	--	--
<i>Sub-total:</i>		<u>49,220</u>	<u>30,942</u>		<u>49,220</u>	
Total A. (Ordinary shares)					<u>345,315</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\$56,304,880.54</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 (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 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 (Note 1)		
2. _____ _____ _____ (/ /) shares (Note 1)		
3. _____ _____ _____ (/ /) shares (Note 1)		
<p style="text-align: right;">Total D. (Ordinary shares) _____</p> <p style="text-align: right;">(Preference shares) _____</p> <p style="text-align: right;">(Other class) _____</p>	<p style="text-align: right;">N/A</p> <p style="text-align: right;">N/A</p> <p style="text-align: right;">N/A</p>	

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 (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
2. Open offer	At price :	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
3. Placing	At price :	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
4. Bonus issue			Class of shares issuable (Note 1) _____ 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) <u>Ordinary Shares</u> Cancellation date : (31/10/2018) (1,535,000) Remarks: Repurchase date: (26/09/2018) (116,500) (27/09/2018) (118,000) (28/09/2018) (121,000) (02/10/2018) (120,500) (03/10/2018) (124,000) (04/10/2018) (124,000) (05/10/2018) (128,000) (08/10/2018) (128,000) (09/10/2018) (131,000) (10/10/2018) (134,000) (11/10/2018) (144,000) (12/10/2018) (146,000) Total: <u>(1,535,000)</u> AGM approval date: (16/05/2018)	
7.	Redemption of shares			Class of shares redeemed (Note 1) _____ Redemption date : (/ /) EGM approval date: (/ /)	

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	
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) (/ /)	_____	_____
9.	Capital reorganisation			Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
10.	Other (Please specify)	At price :	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
				Total E. (Ordinary shares)	(1,535,000)	
				(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)	(1,189,685)
	(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

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital".))

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.*