

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

This announcement is not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein have not been and will not be registered under the U.S. Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the Company making the offer and its management and financial statements.

**NOTICE OF LISTING ON  
THE STOCK EXCHANGE OF HONG KONG LIMITED**

**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)**

**US\$1.25 Billion 3.280% Senior Notes Due 2024**

**(Stock Code: 5957)**

**US\$0.75 Billion 3-month USD LIBOR + 0.910% Floating Rate Notes Due 2024**

**(Stock Code: 5960)**

**US\$0.50 Billion 3.575% Senior Notes Due 2026**

**(Stock Code: 5961)**

**US\$3.00 Billion 3.975% Senior Notes Due 2029**

**(Stock Code: 5962)**

**and**

**US\$0.50 Billion 4.525% Senior Notes Due 2049**

**(Stock Code: 5963)**

issued under the

**Global Medium Term Note Programme  
With Maximum Limit at US\$20 Billion  
by Tencent Holdings Limited (the “Company”)  
(the “Programme”)**

*Joint Global Coordinators and Managers*

**Deutsche Bank**

**HSBC**

**Goldman Sachs (Asia) L.L.C.**

**Morgan Stanley**

*Other Managers*

**Bank of China  
(Hong Kong)**

**Bank of America  
Merrill Lynch**

**BNP PARIBAS**

**Credit Suisse**

**ICBC (Asia)**

**J.P. Morgan**

**Mizuho Securities**

**MUFG**

**SPDB International**

Application has been made by the Company to The Stock Exchange of Hong Kong Limited for the listing of US\$1.25 billion 3.280% senior notes due 2024, US\$0.75 billion 3-month USD LIBOR + 0.910% floating rate notes due 2024, US\$0.50 billion 3.575% senior notes due 2026, US\$3.00 billion 3.975% senior notes due 2029 and US\$0.50 billion 4.525% senior notes due 2049 issued under the Programme (the “Notes”) by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and in the Securities and Futures Ordinance (Cap. 571) of Hong Kong) only, as described in the offering circular dated 1 April 2019 and the pricing supplements dated 3 April 2019 (New York time). The listing of the Notes will become effective on 12 April 2019.

12 April 2019

*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.