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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**

GLOBAL OFFERING AND FINAL OFFER PRICE

APPLICATION AND ALLOCATION OF THE GLOBAL OFFERING

Please refer to the announcement published by China Literature on its website at www.yuewen.com and the website of the Stock Exchange at www.hkexnews.hk on 7 November 2017 for information in respect of, among other things, the application and allocation of the Global Offering.

DETERMINATION OF THE FINAL OFFER PRICE

The final offer price for the China Literature Shares in the Global Offering is HK\$55.00 per China Literature Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off and the Global Offering (including the Preferential Offering) will 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.

INTRODUCTION

References are made to the announcements of the Company dated 30 June 2017, 6 October 2017, 16 October 2017 and 26 October 2017 (the “Announcements”) 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 Announcements.

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If the Global Offering proceeds at the final offer price of HK\$55.00 per China Literature Share, the market capitalisation of China Literature immediately following completion of the Global Offering will be approximately HK\$49,852.95 million.

INTERNATIONAL UNDERWRITING AGREEMENT

On 1 November 2017, the International Underwriting Agreement was entered into by, among others, China Literature, the Over-allotment Option Grantors and the International Underwriters.

Under the International Underwriting Agreement, the International Underwriters have agreed, subject to certain conditions set out therein, to subscribe for or purchase, or procure subscribers or purchasers to subscribe for or purchase, the China Literature Shares being offered pursuant to the International Offering at the final offer price of HK\$55.00 per China Literature Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

In addition, under the International Underwriting Agreement, the Over-allotment Option Grantors have granted to the International Underwriters the Over-allotment Option pursuant to which the Over-allotment Option Grantors may be required to sell up to 22,705,600 additional China Literature Shares, representing approximately 15% of the China Literature Shares initially available under the Global Offering, at the final offer price to, among other things, cover over-allocations in the International Offering, if any.

LISTING DATE

Assuming completion of the Global Offering occurs in accordance with the current timetable, (i) China Literature is expected to be listed on the Main Board of the Stock Exchange on Wednesday, 8 November 2017 and (ii) the China Literature Shares are expected to commence dealing on the Main Board of the Stock Exchange at 9:00 a.m. on Wednesday, 8 November 2017. The China Literature Shares will be traded in board lots of 200 China Literature Shares each and the stock code is 772.

GENERAL

The Global Offering (including the Preferential Offering) is subject to, among other things, (i) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the China Literature Shares; and (ii) the obligations of the Underwriters under the Hong Kong Underwriting Agreement and the International Underwriting Agreement becoming unconditional and not having been terminated in accordance with the terms of the respective agreements.

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

By Order of the Board
Ma Huateng
Chairman

7 November 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.