Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/02/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Tencent Holdings Limited
Date Submitted: 05/03/2009

I. Movements in Authorised Share Capital

### Ordinary Shares

<table>
<thead>
<tr>
<th>Stock Code</th>
<th>Description</th>
<th>No. of ordinary shares</th>
<th>Par value (State currency)</th>
<th>Authorised share capital (State currency)</th>
</tr>
</thead>
<tbody>
<tr>
<td>700</td>
<td>TENCENT</td>
<td>10,000,000,000</td>
<td>HK$0.0001</td>
<td>HK$1,000,000</td>
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</tbody>
</table>

Increase/(decrease)

Balance at close of the month: 10,000,000,000 HK$0.0001 HK$1,000,000

### Other Shares

<table>
<thead>
<tr>
<th>Stock Code</th>
<th>Description</th>
<th>No. of ordinary shares</th>
<th>Par value (State currency)</th>
<th>Authorised share capital (State currency)</th>
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</thead>
<tbody>
<tr>
<td>N/A</td>
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</table>

Increase/(decrease)

Balance at close of the month: 10,000,000,000 HK$0.0001 HK$1,000,000
2. Preference Shares

<table>
<thead>
<tr>
<th>Stock code :  N/A</th>
<th>Description :</th>
<th>No. of preference shares</th>
<th>Par value (State currency)</th>
<th>Authorised share capital (State currency)</th>
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<td>Balance at close of preceding month</td>
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<td>Increase/(decrease)</td>
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<td>Balance at close of the month</td>
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</table>

3. Other Classes of Shares

<table>
<thead>
<tr>
<th>Stock code :  N/A</th>
<th>Description :</th>
<th>No. of other classes of shares</th>
<th>Par value (State currency)</th>
<th>Authorised share capital (State currency)</th>
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</thead>
<tbody>
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<tr>
<td>Balance at close of preceding month</td>
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<tr>
<td>Increase/(decrease)</td>
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<td>Balance at close of the month</td>
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</tbody>
</table>

Total authorised share capital at the end of the month (State currency) : HK$1,000,000
II. Movements in Issued Share Capital

<table>
<thead>
<tr>
<th>Balance at close of preceding month</th>
<th>No. of ordinary shares (1)</th>
<th>No. of preference shares (2)</th>
<th>No. of other classes of shares</th>
<th>Increase/ (decrease) during the month</th>
<th>Balance at close of the month</th>
</tr>
</thead>
<tbody>
<tr>
<td>1,795,449,296</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>1,780,261</td>
<td>1,797,229,557</td>
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</tbody>
</table>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

<table>
<thead>
<tr>
<th>Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable</th>
<th>No. of new shares of issuer issued during the month pursuant thereto</th>
<th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Movement during the month</td>
<td>Granted</td>
</tr>
<tr>
<td>1. Pre-IPO Share Option Scheme adopted on 27/07/2001 Ordinary shares (Note 1)</td>
<td></td>
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</tr>
<tr>
<td>(i) Exercise price US$0.0497</td>
<td>90,000</td>
<td>254,000</td>
</tr>
<tr>
<td>(ii) Exercise price (February 2004) US$0.1967</td>
<td>19,950</td>
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</tr>
<tr>
<td>(iii) Exercise price (March 2004) US$0.4396</td>
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</tr>
<tr>
<td>Sub-total:</td>
<td>109,950</td>
<td>254,000</td>
</tr>
<tr>
<td>2. Post-IPO Share Option Scheme I adopted on 24/03/2004 Ordinary shares (Note 1)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(i) Exercise price (September 2004) HK$3.665</td>
<td>149,747</td>
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</tr>
<tr>
<td>(ii) Exercise price (January 2005) HK$4.485</td>
<td>929,393</td>
<td>62,472</td>
</tr>
<tr>
<td>(iii) Exercise price (February 2005) HK$4.8</td>
<td>209,000</td>
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<tr>
<td>(iv) Exercise price (March 2005) HK$5.55</td>
<td>10,000</td>
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<tr>
<td>(v) Exercise price (April 2005) HK$5.67</td>
<td>--</td>
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<tr>
<td>(vi) Exercise price (May 2005) HK$5.60</td>
<td>--</td>
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<tr>
<td>(vii) Exercise price (July 2005) HK$6.01</td>
<td>40,235</td>
<td>--</td>
</tr>
<tr>
<td>(viii) Exercise price (October 2005) HK$8.24</td>
<td>124,000</td>
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<tr>
<td>(ix) Exercise price (December 2005) HK$8.35</td>
<td>--</td>
<td>185,350</td>
</tr>
<tr>
<td>(x) Exercise price (March 2006) HK$11.55</td>
<td>--</td>
<td>68,600</td>
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<tr>
<td>(xi) Exercise price (July 2006) HK$15.05</td>
<td>--</td>
<td>24,066</td>
</tr>
<tr>
<td>(xii) Exercise price (October 2006) HK$18.10</td>
<td>--</td>
<td>20,700</td>
</tr>
<tr>
<td>(xiii) Exercise price (April 2007) HK$25.26</td>
<td>--</td>
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<tr>
<td>Sub-total:</td>
<td>--</td>
<td>1,761,091</td>
</tr>
</tbody>
</table>

### 3. Post-IPO Share Option Scheme II
Ordinary shares *(Note 1)*

| (i) Exercise price (May 2007) HK$31.75 | -- | 9,020 | -- | -- | 9,020 | 407,539 |
| (ii) Exercise price (May 2007) HK$32.63 | -- | -- | -- | -- | -- | 10,000 |
| (iii) Exercise price (June 2007) HK$32.14 | -- | -- | -- | -- | -- | 78,462 |
| (iv) Exercise price (July 2007) HK$33.05 | -- | -- | -- | -- | -- | -- |
| (v) Exercise price (August 2007) HK$33.74 | -- | -- | -- | -- | -- | 95,360 |
| (vi) Exercise price (September 2007) HK$45.5 | -- | -- | -- | -- | -- | 10,796 |
| (vii) Exercise price (November 2007) HK$49.85 | -- | -- | -- | -- | -- | -- |
| (viii) Exercise price (January 2008) HK$46.5 | -- | 200 | -- | -- | 200 | 768,190 |
| (ix) Exercise price (February 2008) HK$49.95 | -- | -- | -- | -- | -- | 36,414 |
| (x) Exercise price (March 2008) HK$42.65 | -- | -- | -- | -- | -- | -- |
| (xi) Exercise price (April 2008) HK$47.72 | -- | -- | -- | -- | -- | -- |
| (xii) Exercise price (July 2008) HK$60.59 | -- | -- | 5,230 | -- | -- | -- |
| (xiii) Exercise price (October 2008) HK$48.92 | -- | -- | -- | -- | -- | -- |
| (xiv) Exercise price (December 2008) HK$43.5 | -- | -- | -- | -- | -- | -- |
| (xv) Exercise price (February 2009) HK$48.01 | 380,000 | -- | -- | -- | -- | -- |
| Sub-total: | 380,000 | 9,220 | 5,230 | -- | 9,220 | 1,406,761 |

Total A. (Ordinary shares) 1,880,261
(Preference shares) N/A
(Other class) N/A
| Total funds raised during the month from exercise of options (State currency) | HK$10,477,471.4 |
### Warrants to Issue Shares of the Issuer which are to be Listed

For Main Board and GEM listed issuers

<table>
<thead>
<tr>
<th>Description of warrants (Date of expiry - dd/mm/yyyy)</th>
<th>Currency of nominal value</th>
<th>Nominal value at close of preceding month</th>
<th>Exercised during the month</th>
<th>Nominal value at close of the month</th>
<th>No. of new shares of issuer issued during the month pursuant thereto</th>
<th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>
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</table>

Total B. (Ordinary shares) N/A
(Preference shares) N/A
(Other class) N/A
For Main Board and GEM listed issuers

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

<table>
<thead>
<tr>
<th>Class and description</th>
<th>Currency of amount outstanding</th>
<th>Amount at close of preceding month</th>
<th>Converted during the month</th>
<th>Amount at close of the month</th>
<th>No. of new shares of issuer issued during the month pursuant thereto</th>
<th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>
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</tbody>
</table>

Total C. (Ordinary shares) N/A
(Preference shares) N/A
(Other class) N/A
For Main Board and GEM listed issuers

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

<table>
<thead>
<tr>
<th>Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:</th>
<th>No. of new shares of issuer issued during the month pursuant thereto</th>
<th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>( / / )</td>
<td>shares (Note 1)</td>
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<td>2.</td>
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<td>shares (Note 1)</td>
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<td>3.</td>
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<td>shares (Note 1)</td>
</tr>
</tbody>
</table>

Total D. (Ordinary shares) N/A
(Preference shares) N/A
(Other class) N/A
### Other Movements in Issued Share Capital

<table>
<thead>
<tr>
<th>Type of Issue</th>
<th>No. of new shares of issuer issued during the month pursuant thereto</th>
<th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Rights issue</td>
<td>Class of shares issuable (Note 1)</td>
<td>Issue and allotment date: (dd/mm/yyyy)</td>
</tr>
<tr>
<td></td>
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<td>EGM approval date: (dd/mm/yyyy)</td>
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<tr>
<td>2. Open offer</td>
<td>Class of shares issuable (Note 1)</td>
<td>Issue and allotment date: (dd/mm/yyyy)</td>
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<td>EGM approval date: (dd/mm/yyyy)</td>
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<tr>
<td>3. Placing</td>
<td>Class of shares issuable (Note 1)</td>
<td>Issue and allotment date: (dd/mm/yyyy)</td>
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<td>EGM approval date: (dd/mm/yyyy)</td>
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<tr>
<td>4. Bonus issue</td>
<td>Class of shares issuable (Note 1)</td>
<td>Issue and allotment date: (dd/mm/yyyy)</td>
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<td>EGM approval date: (dd/mm/yyyy)</td>
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</table>
For Main Board and GEM listed issuers

<table>
<thead>
<tr>
<th>Type of Issue</th>
<th>Class of shares issuable (Note 1)</th>
<th>No. of new shares of issuer issued during the month pursuant thereto</th>
<th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>
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</thead>
<tbody>
<tr>
<td>5. Scrip dividend</td>
<td>Issue and allotment date: (dd/mm/yyyy)</td>
<td>( / / )</td>
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<tr>
<td>6. Repurchase of shares</td>
<td>Cancellation date: (dd/mm/yyyy)</td>
<td>19/02/2009</td>
<td>100,000</td>
</tr>
<tr>
<td>7. Redemption of shares</td>
<td>Redemption date: (dd/mm/yyyy)</td>
<td>( / / )</td>
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<td>8. Consideration issue</td>
<td>Issue and allotment date: (dd/mm/yyyy)</td>
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<tr>
<td>9. Capital reorganisation</td>
<td>Issue and allotment date: (dd/mm/yyyy)</td>
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</table>
For Main Board and GEM listed issuers

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<thead>
<tr>
<th>Type of Issue</th>
<th>Class of shares issuable (Note 1)</th>
<th>Issue and allotment date: (dd/mm/yyyy)</th>
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<tbody>
<tr>
<td>10. Other (Please specify)</td>
<td>At price: State currency</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Total E. (Ordinary shares) (100,000)</td>
<td>(Preference shares) N/A</td>
<td>(Other class) N/A</td>
</tr>
</tbody>
</table>

| | Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | 1,780,261 |
| | (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.