

**Monthly Return of Equity Issuer on Movements in Securities**

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

31/03/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tencent Holdings Limited

Date Submitted 06/04/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 700 Description : TENCENT

|                                     | No. of ordinary shares | Par value<br>(State currency) | Authorised share capital<br>(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<br>(State currency) | Authorised share capital<br>(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<br>preference<br>shares | Par value<br><i>(State currency)</i> | Authorised share<br>capital<br><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<br>classes of<br>shares | Par value<br><i>(State currency)</i> | Authorised share<br>capital<br><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>9,477,246,742</u>   | <u>N/A</u> | <u>N/A</u>               | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>86,800</u>          | <u>N/A</u> | <u>N/A</u>               | <u>N/A</u>                     |
| Balance at close of the month         | <u>9,477,333,542</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<br>Ordinary shares<br>(Note 1)                  |                           |           |           |        |  |   |
| (i) Exercise price (July 2010)<br>HK\$26.08  | --                        | 42,900    | --        | --     | 42,900   | 1,821,475   |
| (ii) Exercise price (March 2011)<br>HK\$38.88  | --                        | --        | --        | --     | --   | 827,500   |
| (iii) Exercise price (August 2011)<br>HK\$37.8   | --                        | 2,500     | --        | --     | 2,500  | 421,400   |
| (iv) Exercise price (September 2012)<br>HK\$49.76  | --                        | 27,500    | --        | --     | 27,500   | 516,700   |
| (v) Exercise price (March 2014)<br>HK\$114.52  | --                        | --        | --        | --     | --   | 7,697,500   |
| (vi) Exercise price (May 2014)<br>HK\$112.3  | --                        | --        | --        | --     | --   | 41,666  |

|   |                   |               |    |    |                         |           |
|---|-------------------|---------------|----|----|-------------------------|-----------|
| (vii) Exercise price<br>(July 2014)<br>HK\$124.3  | --                | 13,900        | -- | -- | 13,900                  | 644,267   |
| (viii) Exercise price<br>(December 2014)<br>HK\$116.4   | --                | --            | -- | -- | --                      | 20,162    |
| (ix) Exercise price<br>(April 2015)<br>HK\$149.8  | --                | --            | -- | -- | --                      | 131,250   |
| (x) Exercise price<br>(July 2015)<br>HK\$148.9  | --                | --            | -- | -- | --                      | 199,548   |
| (xi) Exercise price<br>(March 2016)<br>HK\$158.1  | --                | --            | -- | -- | --                      | 2,606,250 |
| (xii) Exercise price<br>(July 2016)<br>HK\$174.86   | --                | --            | -- | -- | --                      | --        |
| (xiii) Exercise price<br>(March 2017)<br>HK\$225.44   | 28,526,215        | --            | -- | -- | --                      | --        |
| <i>Sub-total:</i>   | <u>28,526,215</u> | <u>86,800</u> |    |    | <u>86,800</u>           |           |
| 2. Post-IPO Share<br>Option Scheme III<br>adopted on<br>13/05/2009<br>Ordinary shares<br>(Note 1) |                   |               |    |    |                         |           |
| (i) Exercise price<br>(March 2010)<br>HK\$31.7  | --                | --            | -- | -- | --                      | 1,250,000 |
| <i>Sub-total:</i>   |                   |               |    |    |                         |           |
| Total A. (Ordinary shares)  |                   |               |    |    | <u>86,800</u>           |           |
| (Preference shares)   |                   |               |    |    | <u>N/A</u>              |           |
| (Other class)   |                   |               |    |    | <u>N/A</u>              |           |
| Total funds raised during the month from exercise of<br>options (State currency)                  |                   |               |    |    | <u>HK\$4,309,502.00</u> |           |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)   | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|--|----------------------------------|---|---|---|
| 1.<br>_____<br>_____<br>_____<br>(   /   /   )   | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ (   /   /   ) |                                 |  |                                  |   |   |   |
| 2.<br>_____<br>_____<br>_____<br>(   /   /   )   | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ (   /   /   ) |                                 |  |                                  |   |   |   |
| 3.<br>_____<br>_____<br>_____<br>(   /   /   )   | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ (   /   /   ) |                                 |  |                                  |   |   |   |
| 4.<br>_____<br>_____<br>_____<br>(   /   /   )   | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(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.<br>_____<br>_____<br>_____   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |  |   |
| 2.<br>_____<br>_____<br>_____   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |  |   |
| 3.<br>_____<br>_____<br>_____   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |  |   |
| 4.<br>_____<br>_____<br>_____   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>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. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)   |  |   |
| 2. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)   |  |   |
| 3. _____<br>_____<br>_____<br>( / / )<br>shares (Note 1)   |  |   |
| <p style="text-align: right;">Total D. (Ordinary shares) _____ N/A<br/>           (Preference shares) _____ N/A<br/>           (Other class) _____ 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) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 2. Open offer   | At price : | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 3. Placing      | At price : | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 4. Bonus issue  |            |                      | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>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) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____   | _____ |
| 6.            | Repurchase of shares |            |                      | Class of shares repurchased (Note 1) _____<br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )     | _____   | _____ |
| 7.            | Redemption of shares |            |                      | Class of shares redeemed (Note 1) _____<br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )          | _____   | _____ |
| 8.            | Consideration issue  | At price : | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>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 |
|----------------------------|------------------|---|--|---|
| 9. Capital reorganisation  |                  | Class of shares _____<br>issuable (Note 1)<br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy)                         | _____  | _____   |
| 10. Other (Please specify) | At price : _____ | State currency _____<br>Class of shares _____<br>issuable (Note 1)<br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
|                            |                  |   | 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) | 86,800 |
|   | (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> |     |        |

