

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)

**Voting Results at the 2006 Annual General Meeting of
Tencent Holdings Limited**

At the annual general meeting of Tencent Holdings Limited (the “Company”) held on 24 May 2006 (the “AGM”), poll voting was demanded by the Chairman for voting on all proposed resolutions as set out in the notice of the AGM dated 24 April 2006. There are no restrictions on shareholders to cast votes on any of the following resolutions at the AGM. The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM. All resolutions were approved by shareholders and details of the voting results are as follows:

Resolutions		Number of Votes (%)	
		For	Against
1	To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2005.	1,277,660,890 (100%)	0 (0%)
2	To declare a final dividend.	1,277,660,890 (100%)	0 (0%)
3(i)	(a) To re-elect Mr. Ma Huateng as director.	1,277,660,890 (100%)	0 (0%)
	(b) To re-elect Mr. Zhang Zhidong as director.	1,277,660,890 (100%)	0 (0%)
	(c) To re-elect Mr. Antonie Andries Roux as director.	1,277,660,890 (100%)	0 (0%)
	(d) To re-elect Mr. Charles St Leger Searle as director.	1,277,660,890 (100%)	0 (0%)
	(e) To re-elect Mr. Li Dong Sheng as director.	1,277,660,890 (100%)	0 (0%)
	(f) To re-elect Mr. Iain Ferguson Bruce as director.	1,277,660,890 (100%)	0 (0%)
	(g) To re-elect Mr. Ian Charles Stone as director.	1,277,660,890 (100%)	0 (0%)
3(ii)	To authorize the Board of Directors to fix the Directors’ remuneration.	1,277,660,890 (100%)	0 (0%)
4	To re-appoint Auditors and to authorize the Board of Directors to fix their remuneration.	1,277,660,890 (100%)	0 (0%)

Resolutions		Number of Votes (%)	
		For	Against
5	To grant a general mandate to the Directors to issue new shares (Ordinary Resolution 5 as set out in the notice of the AGM).	1,147,666,990 (89.93%)	128,572,900 (10.07%)
6	To grant a general mandate to the Directors to repurchase shares (Ordinary Resolution 6 as set out in the notice of the AGM).	1,277,660,890 (100%)	0 (0%)
7	To extend the general mandate to issue new shares by adding the number of shares repurchased (Ordinary Resolution 7 as set out in the notice of the AGM).	1,275,379,890 (99.82%)	2,281,000 (0.18%)
8	To amend Article 86(5) of the articles of association of the Company in order to bring it in line with the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (Special Resolution 8 as set out in the notice of the AGM).	1,277,660,890 (100%)	0 (0%)

All resolutions set out above except Resolution 8 were passed as Ordinary Resolutions and Resolution 8 was passed as Special Resolution.

Shareholders may refer to the notice of the AGM and the circular dated 24 April 2006 issued to shareholders for details of the above resolutions.

The total number of shares entitling the holders to attend and vote all resolutions at the AGM was 1,757,932,710 shares.

By order of the Board
Ma Huateng
Chairman

Hong Kong, 24 May 2006

As at the date of this announcement, the directors of the Company are:

Executive Directors: Ma Huateng and Zhang Zhidong;

Non-Executive Directors: Antonie Andries Roux and Charles St Leger Searle; and

Independent Non-Executive Directors: Li Dong Sheng, Iain Ferguson Bruce and Ian Charles Stone.

Please also refer to the published version of this announcement in The Standard.