



香港交易所

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

For the month ended (dd/mm/yyyy) : 30/11/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tencent Holdings Limited

Date Submitted 04/12/2015

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 700 Description : TENCENT

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| 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>                             | <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<br>shares | Par value<br>( <i>State<br/>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       | _____                     | _____                                      | _____  |

## 2. Preference Shares

|                                     |            |                          |  |   |
|-------------------------------------|------------|--------------------------|--|---|
| Stock code :                        | <u>N/A</u> | Description :            | _____                                  |   |
|                                     |            | No. of preference shares | Par value<br>( <i>State currency</i> ) | Authorised share 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 classes of shares | Par value<br>( <i>State currency</i> ) | Authorised share 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>9,401,488,843</u>   | <u>N/A</u> | <u>N/A</u>               | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>1,562,712</u>       | <u>N/A</u> | <u>N/A</u>               | <u>N/A</u>                     |
| Balance at close of the month         | <u>9,403,051,555</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 ( <i>Note 1</i> )            |                           |           |           |        |  |   |
| (i) Exercise price (February 2009)<br>HK\$9.602  | --                        | 1,250,000 | --        | --     | 1,250,000  | 55,000  |
| (ii) Exercise price (July 2009)<br>HK\$18.06   | --                        | 51,800    | --        | --     | 51,800   | 2,685,250   |
| (iii) Exercise price (November 2009)<br>HK\$29.316   | --                        | --        | --        | --     | --   | 1,000,000   |
| (iv) Exercise price (March 2010)<br>HK\$31.7   | --                        | --        | --        | --     | --   | 200,000   |
| (v) Exercise price (July 2010)<br>HK\$26.08  | --                        | 146,200   | 41,250    | --     | 146,200  | 1,648,325   |
| (vi) Exercise price (August 2010)<br>HK\$30.14   | --                        | --        | --        | --     | --   | --  |

For Main Board and GEM listed issuers

|  |    |                  |                |    |                          |           |
|--|----|------------------|----------------|----|--------------------------|-----------|
| (vii) Exercise price<br>(March 2011)<br>HK\$38.88  | -- | --               | --             | -- | --                       | 295,833   |
| (viii) Exercise price<br>(August 2011)<br>HK\$37.8   | -- | 90,000           | 35,050         | -- | 90,000                   | 446,925   |
| (ix) Exercise price<br>(September 2012)<br>HK\$49.76   | -- | --               | --             | -- | --                       | 430,900   |
| (x) Exercise price<br>(March 2014)<br>HK\$114.52   | -- | --               | --             | -- | --                       | 2,524,166 |
| (xi) Exercise price<br>(May 2014)<br>HK\$112.3   | -- | --               | --             | -- | --                       | 20,833    |
| (xii) Exercise price<br>(July 2014)<br>HK\$124.3   | -- | 24,712           | 37,525         | -- | 24,712                   | 409,322   |
| (xiii) Exercise price<br>(December 2014)<br>HK\$116.4  | -- | --               | --             | -- | --                       | --        |
| (xiv) Exercise price<br>(April 2015)<br>HK\$149.8  | -- | --               | --             | -- | --                       | --        |
| (xv) Exercise price<br>(July 2015)<br>HK\$148.9  | -- | --               | --             | -- | --                       | --        |
| <i>Sub-total:</i>  |    | <u>1,562,712</u> | <u>113,825</u> |    | <u>1,562,712</u>         |           |
| 2. Post-IPO Share<br>Option Scheme III<br>adopted on 13/05/2009<br>Ordinary shares ( <i>Note 1</i> ) |    |                  |                |    |                          |           |
| (i) Exercise price<br>(March 2010)<br>HK\$31.7   | -- | --               | --             | -- | --                       | 1,250,000 |
| <i>Sub-total:</i>  |    |                  |                |    |                          |           |
| Total A. (Ordinary shares)   |    |                  |                |    | <u>1,562,712</u>         |           |
| (Preference shares)  |    |                  |                |    | <u>N/A</u>               |           |
| (Other class)  |    |                  |                |    | <u>N/A</u>               |           |
| Total funds raised during the month from exercise of options<br>(State currency)                     |    |                  |                |    | <u>HK\$23,224,605.60</u> |           |

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

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)  | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be 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 ( <i>Note 1</i> ) _____<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 ( <i>Note 1</i> ) _____<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 ( <i>Note 1</i> ) _____<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 ( <i>Note 1</i> ) _____<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)                               | _____                          |                                    |                            |                              |  |   |
| Class of shares issuable<br>(Note 1)                 | _____                          |                                    |                            |                              |  |   |
| Subscription price                                   | _____                          |                                    |                            |                              |  |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) | _____                          | ( / / )                            |                            |                              |  |   |
| 2.<br>_____<br>_____<br>_____                        |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                               | _____                          |                                    |                            |                              |  |   |
| Class of shares issuable<br>(Note 1)                 | _____                          |                                    |                            |                              |  |   |
| Subscription price                                   | _____                          |                                    |                            |                              |  |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) | _____                          | ( / / )                            |                            |                              |  |   |
| 3.<br>_____<br>_____<br>_____                        |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                               | _____                          |                                    |                            |                              |  |   |
| Class of shares issuable<br>(Note 1)                 | _____                          |                                    |                            |                              |  |   |
| Subscription price                                   | _____                          |                                    |                            |                              |  |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) | _____                          | ( / / )                            |                            |                              |  |   |
| 4.<br>_____<br>_____<br>_____                        |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                               | _____                          |                                    |                            |                              |  |   |
| Class of shares issuable<br>(Note 1)                 | _____                          |                                    |                            |                              |  |   |
| Subscription price                                   | _____                          |                                    |                            |                              |  |   |
| EGM approval date<br>(if applicable)<br>(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 ( <i>Note 1</i> )                                       |  |   |
| 2. _____<br>_____<br>_____<br>( / / )<br>shares ( <i>Note 1</i> )                                       |  |   |
| 3. _____<br>_____<br>_____<br>( / / )<br>shares ( <i>Note 1</i> )                                       |  |   |
| Total D. (Ordinary shares)  | N/A  |   |
| (Preference shares)   | N/A  |   |
| (Other class)   | N/A  |   |

## Other Movements in Issued Share Capital

| Other Movements in Issued Share Capital |              |                                 |  | 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 |
|---|--------------|---------------------------------|--|--|---|
| Type of Issue                           |              |                                 |  |  |   |
| 1.                                      | Rights issue | At price : State currency _____ | Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | _____<br>_____  |
| 2.                                      | Open offer   | At price : State currency _____ | Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | _____<br>_____  |
| 3.                                      | Placing      | At price : State currency _____ | Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | _____<br>_____  |
| 4.                                      | Bonus issue  |                                 | Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | _____<br>_____  |



| 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<br>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<br>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) | _____   |

For Main Board and GEM listed issuers

| 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       | <p>Class of shares issuable _____<br/>(Note 1)</p> <p>Issue and allotment date : ( / / )<br/>(dd/mm/yyyy)</p> <p>EGM approval date: ( / / )<br/>(dd/mm/yyyy)</p> | _____  | _____   |
| 10. Other (Please specify)      | <p>Class of shares issuable _____<br/>(Note 1)</p> <p>Issue and allotment date : ( / / )<br/>(dd/mm/yyyy)</p> <p>EGM approval date: ( / / )<br/>(dd/mm/yyyy)</p> | _____  | _____   |
| At price : State Currency _____ |  |  |   |
|                                 |  | 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) | 1,562,712 |
|   | (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> |     |           |

