

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**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)**

**POLL RESULTS FOR THE 2014 ANNUAL GENERAL MEETING**

At the annual general meeting of Tencent Holdings Limited (the “Company”) held on 14 May 2014 (the “AGM”), a poll was demanded by the chairman of the AGM for voting on all proposed resolutions as set out in the notice of the AGM dated 2 April 2014.

As at the date of the AGM, the total number of shares entitling the holders to attend and vote on all resolutions at the AGM was 1,865,673,456 shares. There were no restrictions on any shareholders to cast votes on any of the following resolutions at the AGM.

All resolutions were approved by shareholders and details of the poll 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 Auditor for the year ended 31 December 2013.	1,445,833,214 (99.987%)	192,805 (0.013%)
2	To declare a final dividend.	1,444,238,598 (99.869%)	1,898,982 (0.131%)
3(i)	(a) To re-elect Mr Lau Chi Ping Martin as director.	1,413,326,189 (97.753%)	32,488,251 (2.247%)
	(b) To re-elect Mr Charles St Leger Searle as director.	1,381,776,557 (95.551%)	64,333,023 (4.449%)

Resolutions		Number of Votes (%)	
		For	Against
3(ii)	To authorise the Board of Directors to fix the Directors' remuneration.	1,413,018,343 (99.011%)	14,119,324 (0.989%)
4	To re-appoint Auditor and to authorise the Board of Directors to fix their remuneration.	1,436,972,084 (99.404%)	8,618,996 (0.596%)
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).	1,087,408,202 (75.288%)	356,926,063 (24.712%)
6	To grant a general mandate to the Directors to repurchase shares (Ordinary Resolution 6 as set out in the notice of the AGM).	1,445,351,482 (99.962%)	556,405 (0.038%)
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).	1,098,913,679 (76.084%)	345,420,486 (23.916%)
8	To approve the share subdivision (Ordinary Resolution 8 as set out in the notice of AGM).	1,445,015,651 (99.996%)	55,429 (0.004%)
9	To adopt the option scheme of Riot Games, Inc. (Ordinary Resolution 9 as set out in the notice of AGM).	1,137,011,821 (78.678%)	308,129,144 (21.322%)
10	To amend the existing memorandum of association and articles of association and to adopt the amended and restated memorandum of association and articles of association (Special Resolution 10 as set out in the notice of AGM).	1,444,829,173 (99.910%)	1,303,707 (0.090%)

Resolutions 1 to 9 were passed as Ordinary Resolutions and Resolution 10 was passed as a Special Resolution.

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.

Shareholders may refer to the notice of the AGM and the circular dated 2 April 2014 issued to shareholders for details of the above resolutions.

By Order of the Board  
**Ma Huateng**  
*Chairman*

Hong Kong, 14 May 2014

*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 Bekker and Charles St Leger Searle; and

*Independent Non-Executive Directors:*

Li Dong Sheng, Iain Ferguson Bruce and Ian Charles Stone.