

Monthly Return of Equity Issuer on Movements in Securities

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

30/09/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tencent Holdings Limited

Date Submitted 09/10/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 700 Description : TENCENT

| | No. of ordinary shares | Par value (State currency) | Authorised share capital (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 (State currency) | Authorised share capital (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 preference shares | Par value <i>(State currency)</i> | Authorised share capital <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 <i>(State currency)</i> | Authorised share capital <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>9,498,629,104</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/ (decrease) during the month | <u>251,582</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>9,498,880,686</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 Ordinary shares (Note 1) | | | | | | |
| (i) Exercise price (March 2011) HK\$38.88 | -- | 10,000 | -- | -- | 10,000 | 425,000 |
| (ii) Exercise price (August 2011) HK\$37.8 | -- | 43,700 | -- | -- | 43,700 | 444,625 |
| (iii) Exercise price (September 2012) HK\$49.76 | -- | 107,500 | -- | -- | 107,500 | 560,875 |
| (iv) Exercise price (March 2014) HK\$114.52 | -- | -- | -- | -- | -- | 7,572,500 |
| (v) Exercise price (May 2014) HK\$112.3 | -- | -- | -- | -- | -- | 62,500 |
| (vi) Exercise price (July 2014) HK\$124.3 | -- | 42,000 | -- | -- | 42,000 | 787,816 |
| (vii) Exercise price (December 2014) HK\$116.4 | -- | -- | -- | -- | -- | 20,162 |

| | | | | | | |
|---|----|----------------|--------------------------|----|----------------|-----------|
| (viii) Exercise price (April 2015) HK\$149.8 | -- | -- | -- | -- | -- | 262,500 |
| (ix) Exercise price (July 2015) HK\$148.9 | -- | 42,900 | 14,400 | -- | 42,900 | 316,533 |
| (x) Exercise price (March 2016) HK\$158.1 | -- | -- | -- | -- | -- | 2,606,250 |
| (xi) Exercise price (July 2016) HK\$174.86 | -- | 5,482 | -- | -- | 5,482 | 249,283 |
| (xii) Exercise price (March 2017) HK\$225.44 | -- | -- | 35,785 | -- | -- | -- |
| <u>Sub-total:</u> | | <u>251,582</u> | <u>50,185</u> | | <u>251,582</u> | |
| 2. Post-IPO Share Option Scheme III adopted on 13/05/2009 Ordinary shares (Note 1) | | | | | | |
| (i) Exercise price (March 2010) HK\$31.7 | -- | -- | -- | -- | -- | 1,250,000 |
| <u>Sub-total:</u> | | | | | | |
| 3. Post-IPO Share Option Scheme IV adopted on 17/05/2017 Ordinary shares (Note 1) | | | | | | |
| (i) Exercise price (July 2017) HK\$272.36 | -- | -- | 18,620 | -- | -- | -- |
| <u>Sub-total:</u> | | | <u>18,620</u> | | | |
| Total A. (Ordinary shares) | | | | | <u>251,582</u> | |
| (Preference shares) | | | | | <u>N/A</u> | |
| (Other class) | | | | | <u>N/A</u> | |
| Total funds raised during the month from exercise of options (State currency) | | | <u>HK\$19,956,852.52</u> | | | |

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

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value 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. _____ _____ _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 2. _____ _____ _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 3. _____ _____ _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 4. _____ _____ _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (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. _____ _____ _____ | | | | | | |
| Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 2. _____ _____ _____ | | | | | | |
| Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 3. _____ _____ _____ | | | | | | |
| Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 4. _____ _____ _____ | | | | | | |
| Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ 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. _____ _____ _____ (/ /) shares (Note 1) | | |
| 2. _____ _____ _____ (/ /) shares (Note 1) | | |
| 3. _____ _____ _____ (/ /) shares (Note 1) | | |
| <p style="text-align: right;">Total D. (Ordinary shares) _____</p> <p style="text-align: right;">(Preference shares) _____</p> <p style="text-align: right;">(Other class) _____</p> | <p style="text-align: right;">N/A</p> <p style="text-align: right;">N/A</p> <p style="text-align: right;">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) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 2. Open offer | At price : | State currency _____ | Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 3. Placing | At price : | State currency _____ | Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 4. Bonus issue | | | Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) 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) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |
| 6. | Repurchase of shares | | | Class of shares repurchased (Note 1) _____ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |
| 7. | Redemption of shares | | | Class of shares redeemed (Note 1) _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |
| 8. | Consideration issue | At price : | State currency _____ | Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) 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 _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 10. Other (Please specify) | At price : | State currency _____ | Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (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) | _____ | 251,582 |
| | (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> | | | |

