

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)

Form of Proxy for use at the Annual General Meeting (“AGM”) to be held on Wednesday, 13 May 2020

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ shares of
HK\$0.00002 each in the capital of Tencent Holdings Limited (the “Company”) hereby
appoint^(Note 3) _____ (name)
of _____ (address)
or failing him/her, the Chairman of the AGM as my/our proxy to attend and vote for me/us on my/our behalf at the
AGM to be held at Grand Ballroom, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Wednesday,
13 May 2020 at 3:00 p.m. or at any adjournment thereof in respect of the resolutions set out in the notice of the AGM
as indicated below, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1	To receive and consider the audited Financial Statements, the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2019.		
2	To declare a final dividend.		
3	(a) To re-elect Mr Lau Chi Ping Martin as Director.		
	(b) To re-elect Mr Charles St Leger Searle as Director.		
	(c) To re-elect Professor Ke Yang as Director.		
	(d) To authorise the Board of Directors to fix the Directors’ remuneration.		
4	To re-appoint Auditor and authorise the Board of Directors to fix their remuneration.		
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).		
6	To grant a general mandate to the Directors to repurchase shares (Ordinary Resolution 6 as set out in the notice of the AGM).		
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).		
SPECIAL RESOLUTION			
8	To approve the proposed amendments to the existing amended and restated memorandum of association and articles of association of the Company and to adopt the second amended and restated memorandum of association and articles of association of the Company (Special Resolution 8 as set out in the notice of the AGM).		

Dated this _____ day of _____ 2020 Signature of Shareholder(s): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this Form of Proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the AGM will act as your proxy. **In view of the outbreak of COVID-19 pandemic, you are strongly encouraged to appoint the Chairman of the AGM as proxy to attend and vote on your behalf at the AGM or any adjourned meeting. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST ANY OF THE RESOLUTIONS, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR” OR “AGAINST” ACCORDINGLY.** Failure to tick either box of a resolution will entitle your proxy to cast your vote at his/her discretion in respect of that resolution. Your proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the AGM other than those referred to in the Notice of the AGM.
5. This Form of Proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorised.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. To be valid, this Form of Proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be).
8. Any member entitled to attend and vote at the AGM is entitled to appoint one or, if he/she holds two or more shares, more proxies to attend and vote on his/her behalf. A proxy needs not be a member of the Company.
9. Completion and delivery of this Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) The supply of your Personal Data to the Company and/or the Company’s branch share registrar is on a voluntary basis and such data will be used for processing your instructions as stated in this Form of Proxy.
- (iii) Your Personal Data will not be transferred to any third parties (other than the Company’s branch share registrar) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.
- (iv) You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.