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**Tencent 騰訊**  
**TENCENT HOLDINGS LIMITED**  
**騰訊控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 700)**

**INSIDE INFORMATION**  
**DISPOSAL OF SHARES BY THE CONTROLLING SHAREHOLDER**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company was informed by Prosus, which is majority owned by Naspers and is a controlling shareholder (as defined under the Listing Rules) of the Company, that its wholly-owned subsidiary, MIH TC, has entered into a placing agreement with the placing agents on 8 April 2021 in relation to the disposal of an aggregate of 191,890,000 Shares, representing approximately 2% of the total number of issued Shares, for a total consideration of HK\$114,174,550,000 (the “Disposal”).

Immediately before the Disposal, Prosus indirectly held 2,961,223,600 Shares, representing approximately 30.86% of the total number of issued Shares. Immediately upon completion of the Disposal, which is expected to take place on 12 April 2021, Prosus will indirectly hold 2,769,333,600 Shares, representing approximately 28.86% of the total number of issued Shares, and Naspers, Prosus and MIH TC will cease to be controlling shareholders (as defined under the Listing Rules) of the Company. In its press release dated 7 April 2021, Prosus announced that it will not sell further Shares for at least the next three years, in line with its long-term belief in the potential of the Company’s business.

## DEFINITION

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

<b>Term</b>	<b>Definition</b>
“Board”	the board of directors of the Company
“Company”	Tencent Holdings Limited, a limited liability company organised and existing under the laws of the Cayman Islands and the shares of which are listed on the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MIH TC”	MIH TC Holdings Limited
“Naspers”	Naspers Limited, a company with a primary listing on the Johannesburg Stock Exchange (NPN.SJ), a secondary listing on the A2X Exchange (NPN.AJ) in South Africa, and an ADR listing on the London Stock Exchange (LSE: NPSN), with such ADRs also trading over-the-counter in the United States (OTC: NPSNY)
“Prosus”	Prosus N.V., a company which is majority owned by Naspers, with a primary listing on Euronext Amsterdam (AEX:PRX), secondary listings on the Johannesburg Stock Exchange (XJSE:PRX) and A2X Markets (PRX.AJ) in South Africa, and ADRs trading over-the-counter in the United States (OTC: PROSY)

“Share(s)”	ordinary share(s) of HK\$0.00002 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“United States”	the United States of America

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

8 April 2021

*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 (Koos) Bekker and Charles St Leger Searle; and

*Independent Non-Executive Directors:*

Li Dong Sheng, Iain Ferguson Bruce, Ian Charles Stone, Yang Siu Shun and Ke Yang.