

Next Day Disclosure Return
(Equity issuer - changes in issued share capital and/or share buybacks)

Instrument: Equity issuer Status: Resubmission

Name of Issuer: Tencent Holdings Limited

Date Submitted: 30 November 2021

Section I must be completed by a listed issuer where there has been a change in its issued share capital which is discloseable pursuant to rule 13.25A of the Main Board Rules (the "Main Board Listing Rules") / rule 17.27A of the GEM Rules (the "GEM Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Exchange")

Section I						
1. Type of shares	Ordinary shares	Class of shares	Not applicable		Listed on SEHK (Note 11)	Yes
Stock code (if listed)	00700	Description				
Issues of shares (Notes 6 and 7)	No. of shares	Issued shares as a % of existing number of issued shares before relevant share issue (Notes 4, 6 and 7)	Issue price per share (Notes 1 and 7)	Closing market price per share of the immediately preceding business day (Note 5)	% discount(-)/ premium of issue price to market price (Note 7)	
Opening balance as at (Note 2) 31 October 2021	9,595,136,199					
1). Exercise of an option under a share option scheme other than by a director of the issuer Post-IPO Share Option Scheme II adopted on 16 May 2007 Date of changes 15 November 2021	46,375	0.00048 %	HKD 208.98	HKD 485.2	-56.93 %	
2). Exercise of an option under a share option scheme other than by a director of the issuer Post-IPO Share Option Scheme IV adopted on 17 May 2017 Date of changes 15 November 2021	35,870	0.00037 %	HKD 343.7	HKD 485.2	-29.16 %	
3). Exercise of an option under a share option scheme other than by a director of the issuer Post-IPO Share Option Scheme II adopted on 16 May 2007	13,000	0.00014 %	HKD 141.45	HKD 491.8	-71.24 %	

	Date of changes 16 November 2021							
4).	Exercise of an option under a share option scheme other than by a director of the issuer Post-IPO Share Option Scheme IV adopted on 17 May 2017 Date of changes 16 November 2021	26,448	0.00028 %	HKD	287.18	HKD	491.8	-41.61 %
5).	Exercise of an option under a share option scheme other than by a director of the issuer Post-IPO Share Option Scheme II adopted on 16 May 2007 Date of changes 17 November 2021	25,350	0.00026 %	HKD	141.43	HKD	502.5	-71.85 %
6).	Exercise of an option under a share option scheme other than by a director of the issuer Post-IPO Share Option Scheme IV adopted on 17 May 2017 Date of changes 17 November 2021	40,600	0.00042 %	HKD	286.08	HKD	502.5	-43.07 %
7).	Exercise of an option under a share option scheme other than by a director of the issuer Post-IPO Share Option Scheme IV adopted on 17 May 2017 Date of changes 22 November 2021	4,500	0.00005 %	HKD	373.74	HKD	496	-24.65 %
8).	Exercise of an option under a share option scheme other than by a director of the issuer Post-IPO Share Option Scheme IV adopted on 17 May 2017 Date of changes 23 November 2021	54,052	0.00056 %	HKD	338.12	HKD	494.4	-31.61 %
9).	Exercise of an option under a share option scheme other than by a director of the issuer Post-IPO Share Option Scheme IV adopted on 17 May 2017 Date of changes 24 November 2021	8,671	0.00009 %	HKD	279.36	HKD	481.2	-41.95 %
10).	Exercise of an option under a share option scheme other than by a director of the issuer Post-IPO Share Option Scheme IV adopted on 17 May 2017 Date of changes 29 November 2021	10,000	0.0001 %	HKD	386.6	HKD	463.4	-16.57 %

11). Exercise of an option under a share option scheme other than by a director of the issuer Post-IPO Share Option Scheme IV adopted on 17 May 2017 Date of changes 30 November 2021	3,617	0.00004 %	HKD 374.86	HKD 462.4	-18.93 %
12). Issue of shares under share award scheme Issue of new shares on 30 November 2021 pursuant to the Share Award Schemes adopted on 13 November 2013 and 25 November 2019 (Please refer to the announcement dated 16 November 2021) Date of changes 30 November 2021	8,399,211	0.08754 %	HKD 0.00002	HKD 462.4	-99.99 %
Closing balance as at (Note 8) 30 November 2021	9,603,803,893				

Remarks: Each of the issue price per share above is a weighted average issue price per share (except for items 10 and 12).

We hereby confirm to the best knowledge, information and belief that, in relation to each issue of securities as set out in Section I, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 9)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all the securities of each class are in all respects identical (Note 10); and
- (iii) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue.

Notes to Section I:

1. **Where shares have been issued at more than one issue price per share, a weighted average issue price per share should be given.**
2. **Please insert the closing balance date of the last Next Day Disclosure Return published pursuant to Main Board Rule 13.25A / GEM Rule 17.27A or Monthly Return pursuant to Main Board Rule 13.25B / GEM Rule 17.27B, whichever is the later.**
3. **Please set out all changes in issued share capital requiring disclosure pursuant to Main Board Rule 13.25A / GEM Rule 17.27A together with the relevant dates of issue. Each category will need to be disclosed individually with sufficient information to enable the user to identify the relevant category in the listed issuer's Monthly Return. For example, multiple issues of shares as a result of multiple exercises of share options under the same share option scheme or of multiple conversions under the same convertible note must be aggregated and disclosed as one category. However, if the issues resulted from exercises of share options under 2 share option schemes or conversions of 2 convertible notes, these must be disclosed as 2 separate categories.**
4. **The percentage change in the number of issued shares of listed issuer is to be calculated by reference to the listed issuer's total number of shares in issue (excluding for such purpose any shares repurchased or redeemed but not yet cancelled) as it was immediately before the earliest relevant event which has not been disclosed in a Monthly Return or Next Day Disclosure Return.**
5. **Where trading in the shares of the listed issuer has been suspended, "closing market price per share of the immediately preceding business day" should be construed as "closing market price per share of the business day on which the shares were last traded".**
6. **In the context of a repurchase of shares:**
 - **"issues of shares" should be construed as "repurchases of shares"; and**
 - **"issued shares as a % of existing number of shares before relevant share issue" should be construed as "repurchased shares as a % of existing number of shares before relevant share repurchase".**
7. **In the context of a redemption of shares:**
 - **"issues of shares" should be construed as "redemptions of shares";**
 - **"issued shares as a % of existing number of shares before relevant share issue" should be construed as "redeemed shares as a % of existing number of shares before relevant share redemption"; and**
 - **"issue price per share" should be construed as "redemption price per share".**
8. **The closing balance date is the date of the last relevant event being disclosed.**
9. **Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases.**

10. "Identical" means in this context:

- *the securities are of the same nominal value with the same amount called up or paid up;*
- *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
- *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*

11. SEHK refers to Stock Exchange of Hong Kong.

Section II must also be completed by a listed issuer where it has made a repurchase of shares which is discloseable under Main Board Rule 10.06(4)(a) / GEM Rule 13.13(1).

The issuer has Purchase report or additional information for issuer whose primary listing is on the Exchange Not applicable

Submitted by: Lau Suk Yi

(Name)

Title: Secretary

(Director, Secretary or other Duly Authorised Officer)