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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)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Tencent Holdings Limited announces the appointment of Professor Zhang Xiulan as an Independent Non-Executive Director and a member of the Corporate Governance Committee of the Company with effect from 18 August 2022.

The Board is pleased to announce that Professor Zhang Xiulan has been appointed as an Independent Non-Executive Director and a member of the Corporate Governance Committee of the Company with effect from 18 August 2022.

Pursuant to Article 86(3) of the Articles of Association, Professor Zhang will hold office until the next annual general meeting of the Company after her appointment and will be eligible for re-election in such meeting.

Professor Zhang, aged 59, is currently a consultant at the University of California, San Francisco. She was previously the Dean of the School of Social Development and Public Policy, Beijing Normal University. She was also a member of the 11th and 12th Beijing Municipal Committee of the Chinese People’s Political Consultative Conference and a member of the Healthcare Reform Advisory Committee of the State Council.

Professor Zhang has led over 40 research projects, including national level priority social science projects, and projects funded by the Ministry of Science and Technology and the Ministry of Education. In expert capacity, Professor Zhang has also provided expert consultation to government on policy making, including the 11th National Five-Year Plan, the “Five Guarantees Regulations”, the Adjustment Mechanism for Urban Minimum Living Standard, Urban and Rural Medical Assistance Policy, Social Assistance System and others.

In addition, Professor Zhang has also worked on mandates from the State Council Healthcare Restructuring Office, Ministry of Education, Ministry of Health, Ford Foundation, European Union, World Bank, World Health Organization, UNICEF, Save the Children Foundation and other organizations.

Professor Zhang received her Bachelor's Degree in Physical Geography, and Master's Degree in Economic Geography from the Beijing Normal University in 1985 and 1988, respectively. After graduation, she joined the "China Society", a newspaper published by the Ministry of Civil Affairs as an Editor. In 1999, she received her Doctor of Philosophy in Social Welfare from the University of California at Berkeley with her research focused on social protection, social policy, social welfare and healthcare. In the same year, Professor Zhang founded the first Institute of Social Development and Public Policy in China at the Beijing Normal University, which subsequently became the School of Social Development and Public Policy.

There is no service contract between the Company and Professor Zhang. Under her terms of office, Professor Zhang's term is for one year but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Professor Zhang is entitled to an annual director's fee of HK\$900,000, which is determined with reference to her duties and responsibilities with the Company. An amount of Awarded Shares worth HK\$2,000,000 under the Share Award Scheme will be granted to Professor Zhang and such Awarded Shares are subject to a vesting scale to be determined by the Board.

Save as disclosed above, Professor Zhang (i) does not hold any other position in the Company or any subsidiaries of the Company; (ii) has not held in the last three years any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

Save as disclosed above, there is no information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters concerning the appointment of Professor Zhang that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Professor Zhang to the Board.

DEFINITION

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

Term	Definition
“Articles of Association”	the third amended and restated articles of association of the Company adopted by special resolution passed on 18 May 2022
“Awarded Shares”	the shares of the Company awarded under the Share Award Scheme
“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
“Professor Zhang”	Professor Zhang Xiulan
“SFO”	the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share Award Scheme”	the share award scheme adopted by the Company on 25 November 2019, as amended

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“UNICEF”

the United Nations Children’s Fund

By Order of the Board

Ma Huateng

Chairman

Hong Kong, 17 August 2022

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, Ian Charles Stone, Yang Siu Shun and Ke Yang.