



## Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 October 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Tencent Holdings Limited

Date Submitted: 04 November 2022

### I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00700	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	50,000,000,000	HKD	0.00002	HKD	1,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	50,000,000,000	HKD	0.00002	HKD	1,000,000	

Total authorised/registered share capital at the end of the month: HKD 1,000,000

**II. Movements in Issued Shares**

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00700	Description				
Balance at close of preceding month			9,595,942,595			
Increase / decrease (-)			-14,726,966			
Balance at close of the month			9,581,215,629			

### III. Details of Movements in Issued Shares

#### (A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable		Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00700					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
		Exercised					
1). Post-IPO Share Option Scheme II adopted on 16/05/2007  (i) Exercise price (March 2016) HK\$144.70	8,910,000	Exercised	-3,000,000	5,910,000	3,000,000	5,910,000	0
General Meeting approval date (if applicable)		16 May 2007					
2). (ii) Exercise price (July 2016) HK\$161.46	438,751			438,751	0	438,751	0
General Meeting approval date (if applicable)		16 May 2007					
3). (iii) Exercise price (March 2017) HK\$210.04	25,127,525			25,127,525	0	25,018,150	0
General Meeting approval date (if applicable)		16 May 2007					
4). Post-IPO Share Option Scheme IV adopted on 17/05/2017  (i) Exercise price (July 2017) HK\$256.08, HK\$256.06	3,950,930	Lapsed	-1,719	3,949,211	0	3,930,245	277,023,785

General Meeting approval date (if applicable)		17 May 2017						
5).	(ii) Exercise price (November 2017) HK\$399.83	71,190		71,190	0	71,190	277,023,785	
General Meeting approval date (if applicable)		17 May 2017						
6).	(iii) Exercise price (January 2018) HK\$423.29	132,050		132,050	0	132,050	277,023,785	
General Meeting approval date (if applicable)		17 May 2017						
7).	(iv) Exercise price (April 2018) HK\$389.62, HK\$389.36	21,900,189		21,900,189	0	21,875,007	277,023,785	
General Meeting approval date (if applicable)		17 May 2017						
8).	(v) Exercise price (May 2018) HK\$387.06	26,390		26,390	0	26,390	277,023,785	
General Meeting approval date (if applicable)		17 May 2017						
9).	(vi) Exercise price (June 2018) HK\$383.14	83,580		83,580	0	83,580	277,023,785	
General Meeting approval date (if applicable)		17 May 2017						
10).	(vii) Exercise price (July 2018) HK\$366.84, HK\$366.38, HK\$365.68, HK\$365.19	3,245,382	Lapsed	-67,658	3,177,724	0	3,129,756	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
11).	(viii) Exercise price (August 2018) HK\$335.25, HK\$333.81	20,440	Lapsed	-2,660	17,780	0	17,780	277,023,785

General Meeting approval date (if applicable) 17 May 2017								
12.	(ix) Exercise price (April 2019) HK\$355.26, HK\$354.99, HK\$354.46, HK\$354.31	23,483,266			23,483,266	0	4,535,839	277,023,785
General Meeting approval date (if applicable) 17 May 2017								
13.	(x) Exercise price (July 2019) HK\$339.90, HK\$339.46, HK\$338.69, HK\$338.03	1,706,471	Lapsed	-4,565	1,701,906	0	1,203,044	277,023,785
General Meeting approval date (if applicable) 17 May 2017								
14.	(xi) Exercise price (August 2019) HK\$315.95, HK\$315.52, HK\$314.78	267,445	Lapsed	-72,635	194,810	0	148,574	277,023,785
General Meeting approval date (if applicable) 17 May 2017								
15.	(xii) Exercise price (December 2019) HK\$317.53, HK\$316.91	17,664			17,664	0	82	277,023,785
General Meeting approval date (if applicable) 17 May 2017								
16.	(xiii) Exercise price (January 2020) HK\$360.78, HK\$359.82, HK\$359.81	137,760			137,760	0	91,840	277,023,785
General Meeting approval date (if applicable) 17 May 2017								
17.	(xiv) Exercise price (March 2020)	7,251,641			7,251,641	0	3,710,663	277,023,785

	HK\$340.50, HK\$340.47, HK\$340.31, HK\$339.51, HK\$338.82							
General Meeting approval date (if applicable)		17 May 2017						
18.	(xv) Exercise price (May 2020) HK\$406.98, HK\$406.50, HK\$405.70	49,840			49,840	0	33,226	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
19.	(xvi) Exercise price (July 2020) HK\$520.29, HK\$520.16, HK\$518.51, HK\$518.25, HK\$518.08	1,329,412	Lapsed	-4,207	1,325,205	0	654,864	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
20.	(xvii) Exercise price (August 2020) HK\$491.48, HK\$491.22, HK\$491.16, HK\$490.57, HK\$490.30	39,964			39,964	0	33,967	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
21.	(xviii) Exercise price (November 2020) HK\$557.52, HK\$557.28, HK\$557.23, HK\$556.65, HK\$556.59, HK\$555.91	95,396			95,396	0	79,825	277,023,785
General Meeting approval date (if applicable)		17 May 2017						

22).	(xix) Exercise price (December 2020) HK\$547.29, HK\$546.94, HK\$546.44	119,235			119,235	0	42,083	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
23).	(xx) Exercise price (March 2021) HK\$588.81, HK\$588.52, HK\$588.46, HK\$588.00, HK\$587.93, HK\$587.47, HK\$587.45, HK\$587.39	7,561,264	Lapsed	-2,679	7,558,585	0	1,520,171	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
24).	(xxi) Exercise price (June 2021) HK\$576.17, HK\$576.14, HK\$576.07, HK\$575.50, HK\$575.42, HK\$575.01, HK\$574.88	163,385			163,385	0	56,422	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
25).	(xxii) Exercise price (July 2021) HK\$529.43, HK\$528.86, HK\$528.24, HK\$527.66	7,763,530	Lapsed	-29,315	7,734,215	0	1,932,439	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
26).	(xxiii) Exercise price (November 2021) HK\$477.31, HK\$476.59,	188,591			188,591	0	62,863	277,023,785

	HK\$475.09, HK\$474.37, HK\$474.28, HK\$474.15							
General Meeting approval date (if applicable)		17 May 2017						
27.	(xxiv) Exercise price (March 2022) HK\$384.08	7,257,160	Lapsed	-4,484	7,252,676	0	8,947	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
28.	(xxv) Exercise price (August 2022) HK\$312.6	5,516,928	Lapsed	-10,298	5,506,630	0	0	277,023,785
General Meeting approval date (if applicable)		17 May 2017						

Total A (Ordinary shares): 3,000,000

Total funds raised during the month from exercise of options: HKD 434,100,000

Remarks:

1. The Post-IPO Share Option Scheme II expired on 16 May 2017 and no further share options will be granted under the scheme.
2. 277,023,785 ordinary shares as set out in items 4 to 28 refer to the total number of securities which may be issued upon exercise of all share options to be granted under the Post-IPO Share Option Scheme IV adopted on 17 May 2017 as at 31 October 2022.
3. As a result of the Distribution in Specie, pursuant to the scheme rules of the Post-IPO Share Option Scheme II and the Post-IPO Share Option Scheme IV, adjustments had been made to the exercise price of the share options which remained outstanding as at the Ex-dividend Date. The adjusted exercise prices of the share options are reflected in items 1 to 26. Please refer to the announcement dated 14 March 2022 for details.

**(B). Warrants to Issue Shares of the Issuer which are to be Listed** Not applicable

**(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)** Not applicable



(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Type of shares issuable (Note 5 and 6)	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		00700				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Share award scheme	HKD	0.00002	14 October 2022	18 May 2022	9,853,034	
2). Repurchase of shares			28 October 2022	18 May 2022	-27,580,000	

Total E (Ordinary shares): -17,726,966

Remarks:

1. Issue of new shares pursuant to the Share Award Schemes adopted on 13 November 2013 and 25 November 2019. Please refer to the announcement dated 18 August 2022 for details.
2. A total of 27,580,000 ordinary shares (previously repurchased on market on 19 to 23, 26 to 30 September 2022, and 3, 5 to 7, 10 to 14 October 2022) were cancelled on 28 October 2022.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) -14,726,966

**IV. Information about Hong Kong Depositary Receipt (HDR)** Not applicable

## V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under Main Board Rule 13.25A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (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 3); 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.

Submitted by: Lau Suk Yi

Title: Secretary

(Director, Secretary or other Duly Authorised Officer)

## Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
3. "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.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:

- . “shares issuable to be listed on SEHK” should be construed as “shares repurchased listed on SEHK”; and
- . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares repurchased (if listed on SEHK)”; and
- . “type of shares issuable” should be construed as “type of shares repurchased”; and
- . “issue and allotment date” should be construed as “cancellation date”

6. In the context of redemption of shares:

- . “shares issuable to be listed on SEHK” should be construed as “shares redeemed listed on SEHK”; and
- . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares redeemed (if listed on SEHK)”; and
- . “type of shares issuable” should be construed as “type of shares redeemed”; and
- . “issue and allotment date” should be construed as “redemption date”