



## 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 January 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Tencent Holdings Limited

Date Submitted: 06 February 2023

### 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		9,568,738,935				
Increase / decrease (-)		-10,432,369				
Balance at close of the month		9,558,306,566				

### 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\$126.57	3,917,500	Exercised	-3,917,500	0	3,656,711	0	0
General Meeting approval date (if applicable)		16 May 2007					
2). (ii) Exercise price (July 2016) HK\$143.33	316,841			316,841	0	316,841	0
General Meeting approval date (if applicable)		16 May 2007					
3). (iii) Exercise price (March 2017) HK\$185.65	25,027,525	Exercised	-70,000	24,957,525	70,000	24,848,150	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\$230.89, HK\$230.87	3,842,596	Exercised	-59,558	3,783,038	59,558	3,764,072	277,023,785

General Meeting approval date (if applicable)		17 May 2017						
5).	(ii) Exercise price (November 2017) HK\$368.46	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\$387.16	97,915			97,915	0	97,915	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
7).	(iv) Exercise price (April 2018) HK\$358.11, HK\$357.86	21,898,614			21,898,614	0	21,873,432	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
8).	(v) Exercise price (May 2018) HK\$355.51	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\$348.04	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\$332.87, HK\$332.47, HK\$331.57, HK\$331.40	3,155,434	Exercised	-36,561	3,118,861	36,561	3,070,893	277,023,785
			Lapsed	-12				
General Meeting approval date (if applicable)		17 May 2017						
11).	(viii) Exercise price (August 2018) HK\$302.78	17,780			17,780	0	17,780	277,023,785

General Meeting approval date (if applicable) 17 May 2017								
12.	(ix) Exercise price (April 2019) HK\$321.04, HK\$320.78, HK\$320.45, HK\$320.01	23,483,266	Exercised	-400	23,482,866	400	4,535,439	277,023,785
General Meeting approval date (if applicable) 17 May 2017								
13.	(x) Exercise price (July 2019) HK\$306.21, HK\$305.79, HK\$304.61, HK\$301.46	1,699,840	Exercised	-34,795	1,657,178	34,795	1,167,216	277,023,785
			Lapsed	-7,867				
General Meeting approval date (if applicable) 17 May 2017								
14.	(xi) Exercise price (August 2019) HK\$288.89, HK\$288.46, HK\$287.49	194,810			194,810	0	148,574	277,023,785
General Meeting approval date (if applicable) 17 May 2017								
15.	(xii) Exercise price (December 2019) HK\$290.39, HK\$289.77	17,664			17,664	0	17,664	277,023,785
General Meeting approval date (if applicable) 17 May 2017								
16.	(xiii) Exercise price (January 2020) HK\$330.89, HK\$329.92	111,510			111,510	0	111,510	277,023,785
General Meeting approval date (if applicable) 17 May 2017								
17.	(xiv) Exercise price (March 2020) HK\$305.66, HK\$305.64,	7,248,396	Exercised	-2,706	7,245,690	2,706	3,704,712	277,023,785

	HK\$305.49, HK\$304.23, HK\$303.74							
General Meeting approval date (if applicable)		17 May 2017						
18).	(xv) Exercise price (May 2020) HK\$367.16, HK\$366.70, HK\$365.53	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\$472.04, HK\$471.92, HK\$470.14, HK\$470.04, HK\$469.87	1,278,227	Lapsed	-3,871	1,274,356	0	629,443	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
20).	(xvii) Exercise price (August 2020) HK\$444.32, HK\$444.07, HK\$444.01, HK\$443.08, HK\$442.82	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\$511.83, HK\$511.59, HK\$511.54, HK\$510.71, HK\$510.57, HK\$508.53	95,396			95,396	0	84,031	277,023,785
General Meeting approval date (if applicable)		17 May 2017						

22).	(xix) Exercise price (December 2020) HK\$495.23, HK\$494.94, HK\$494.22	119,235			119,235	0	84,166	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
23).	(xx) Exercise price (March 2021) HK\$533.39, HK\$533.13, HK\$533.07, HK\$532.35, HK\$532.29, HK\$532.24, HK\$532.06, HK\$531.71, HK\$531.69	5,869,414			5,869,414	0	1,519,244	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
24).	(xxi) Exercise price (June 2021) HK\$529.18, HK\$529.15, HK\$529.08, HK\$528.51, HK\$528.40, HK\$527.29, HK\$526.97	163,385	Lapsed	-140,046	23,339	0	9,741	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
25).	(xxii) Exercise price (July 2021) HK\$478.17, HK\$477.46, HK\$476.52, HK\$476.09	7,672,927	Lapsed	-4,494	7,668,433	0	1,915,998	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
26).	(xxiii) Exercise price (November 2021) HK\$437.83,	188,591			188,591	0	62,863	277,023,785

	HK\$436.86, HK\$435.86, HK\$434.78, HK\$433.54, HK\$433.25							
General Meeting approval date (if applicable)		17 May 2017						
27).	(xxiv) Exercise price (March 2022) HK\$343.96, HK\$343.84, HK\$343.77, HK\$343.61, HK\$343.22, HK\$343.21, HK\$343.20, HK\$343.06, HK\$342.87, HK\$342.81, HK\$342.79, HK\$342.50, HK\$342.49, HK\$341.94	7,252,676	Lapsed	-3,098	7,249,578	0	798,991	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
28).	(xxv) Exercise price (August 2022) HK\$277.91, HK\$277.42, HK\$276.81, HK\$276.01	5,483,270	Lapsed	-20,259	5,463,011	0	0	277,023,785
General Meeting approval date (if applicable)		17 May 2017						

Total A (Ordinary shares): 3,860,731

Total funds raised during the month from exercise of options: HKD 547,013,554.88

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 January 2023.

3. The exercise prices of the share options specified in items 1 to 26 represent the exercise prices which had been adjusted as a result of the Distribution in Specie of (I) the JD.com shares (as disclosed in the announcement dated 14 March 2022) and (II) the Meituan shares (as disclosed in the announcement dated 9 January 2023), pursuant to the scheme rules of the Post-IPO Share Option Scheme II and the Post-IPO Share Option Scheme IV.

4. The exercise prices of the share options specified in items 27 to 28 represent the exercise prices which had been adjusted as a result of the Distribution in Specie of the Meituan shares (as disclosed in the announcement dated 9 January 2023), pursuant to the scheme rules of the Post-IPO Share Option Scheme IV.

5. Among the 3,656,711 issued shares under item 1, 489,211 shares were issued as part of the arrangement to settle the exercise price in a cashless manner in relation to the exercise of 750,000 share options at the exercise price of HK\$126.57 under the Post-IPO Share Option Scheme II on 12 January 2023. The automatic deduction of 260,789 shares represents the consideration payable for the exercise of 750,000 share options (such that 489,211 shares were issued after netting off the consideration).

6. Among the 59,558 share options exercised under item 4, 26,334 share options were exercised at the exercise prices of HK\$256.08 and HK\$256.06 (being the exercise prices adjusted as a result of the Distribution in Specie of the JD.com shares (as disclosed in the announcement dated 14 March 2022)).

**(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). Repurchase of shares			05 January 2023	18 May 2022	-4,390,000	
2). Repurchase of shares			31 January 2023	18 May 2022	-9,903,100	

Total E (Ordinary shares): -14,293,100

## Remarks:

1. A total of 4,390,000 ordinary shares (previously repurchased on market on 21 to 23 and 28 December 2022) were cancelled on 5 January 2023.
2. A total of 9,903,100 ordinary shares (previously repurchased on market on 29 to 30 December 2022, and 3, 6, 9 to 13, 16 to 19 January 2023) were cancelled on 31 January 2023.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)	<u>-10,432,369</u>
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**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”