



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: 28 February 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Tencent Holdings Limited

Date Submitted: 06 March 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			9,558,306,566			
Increase / decrease (-)			9,771,625			
Balance at close of the month			9,568,078,191			

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	
1).	Post-IPO Share Option Scheme II adopted on 16/05/2007 (i) Exercise price (July 2016) HK\$143.33	316,841			316,841	0	316,841	0	
General Meeting approval date (if applicable)		16 May 2007							
2).	(ii) Exercise price (March 2017) HK\$185.65	24,957,525			24,957,525	0	24,848,150	0	
General Meeting approval date (if applicable)		16 May 2007							
3).	Post-IPO Share Option Scheme IV adopted on 17/05/2017 (i) Exercise price (July 2017) HK\$230.89, HK\$230.87	3,783,038			3,783,038	0	3,764,072	277,023,785	
General Meeting approval date (if applicable)		17 May 2017							
4).	(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					
5).	(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					
6).	(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					
7).	(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					
8).	(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					
9).	(vii) Exercise price (July 2018) HK\$332.87, HK\$332.47, HK\$331.57, HK\$331.40	3,118,861		3,118,861	0	3,070,893	277,023,785
General Meeting approval date (if applicable)		17 May 2017					
10).	(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					
11).	(ix) Exercise price (April 2019) HK\$321.04, HK\$320.78,	23,482,866		23,482,866	0	4,535,439	277,023,785

	HK\$320.45, HK\$320.01							
General Meeting approval date (if applicable)		17 May 2017						
12.	(x) Exercise price (July 2019) HK\$306.21, HK\$305.79, HK\$304.61, HK\$301.46	1,657,178			1,657,178	0	1,167,216	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
13.	(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						
14.	(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						
15.	(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						
16.	(xiv) Exercise price (March 2020) HK\$305.66, HK\$305.64, HK\$305.49, HK\$304.23, HK\$303.74	7,245,690			7,245,690	0	3,704,712	277,023,785
General Meeting approval date (if applicable)		17 May 2017						

17).	(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								
18).	(xvi) Exercise price (July 2020) HK\$472.04, HK\$471.92, HK\$470.14, HK\$470.04, HK\$469.87	1,274,356	Lapsed	-1,484	1,272,872	0	628,701	277,023,785
General Meeting approval date (if applicable) 17 May 2017								
19).	(xvii) Exercise price (August 2020) HK\$444.32, HK\$444.07, HK\$444.01, HK\$443.08, HK\$442.82	39,964	Lapsed	-1,166	38,798	0	33,385	277,023,785
General Meeting approval date (if applicable) 17 May 2017								
20).	(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								
21).	(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								

22).	(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	Lapsed	-1,393	5,868,021	0	2,070,282	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
23).	(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	23,339			23,339	0	9,741	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
24).	(xxii) Exercise price (July 2021) HK\$478.17, HK\$477.46, HK\$476.52, HK\$476.09	7,668,433	Lapsed	-4,288	7,664,145	0	1,914,927	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
25).	(xxiii) Exercise price (November 2021) HK\$437.83, HK\$436.86, HK\$435.86, HK\$434.78, HK\$433.54, HK\$433.25	188,591			188,591	0	62,863	277,023,785
General Meeting approval date (if applicable)		17 May 2017						

26).	(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	7,249,578			7,249,578	0	808,783	277,023,785
General Meeting approval date (if applicable)		17 May 2017						
27).	(xxv) Exercise price (August 2022) HK\$277.91, HK\$277.42, HK\$276.81, HK\$276.01	5,463,011	Lapsed	-9,902	5,453,109	0	0	277,023,785
General Meeting approval date (if applicable)		17 May 2017						

Total A (Ordinary shares): _____ 0

Total funds raised during the month from exercise of options: HKD _____ 0

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 3 to 27 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 28 February 2023.
3. The exercise prices of the share options specified in items 1 to 25 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 26 to 27 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.

(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	28 February 2023	18 May 2022	9,771,625	

Total E (Ordinary shares): 9,771,625

Remarks:

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 20 January 2023 for details.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) 9,771,625

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

V. Confirmations

The relevant confirmations were made in the Next Day Disclosure Return filed on 28 February 2023.

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”