



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 March 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Tencent Holdings Limited

Date Submitted: 11 April 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			9,568,078,191			
Increase / decrease (-)			449,054			
Balance at close of the month			9,568,527,245			

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	Exercised	-93,038	223,803	93,038	223,803	0	
General Meeting approval date (if applicable)		16 May 2007							
2).	(ii) Exercise price (March 2017) HK\$185.65	24,957,525	Exercised	-226,498	24,731,027	226,498	24,621,652	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	Exercised	-91,643	3,691,395	91,643	3,672,429	273,363,860	
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	273,363,860	

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	273,363,860
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	273,363,860
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	273,363,860
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	273,363,860
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	Exercised -30,622	3,088,239	30,622	3,040,271	273,363,860
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	273,363,860
General Meeting approval date (if applicable)		17 May 2017					
11).	(ix) Exercise price (April 2019) HK\$321.04, HK\$320.78,	23,482,866	Exercised -308	23,482,558	308	4,535,131	273,363,860

	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	Exercised -4,887	1,651,442	4,887	1,162,329	273,363,860	
			Lapsed -849					
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	273,363,860	
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	273,363,860	
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	273,363,860	
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	Exercised -1,252	7,244,438	1,252	5,425,290	273,363,860	
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	273,363,860
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	1,272,872	Lapsed	-2,041	1,270,831	0	627,681	273,363,860
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	38,798			38,798	0	33,385	273,363,860
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	273,363,860
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	273,363,860
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	5,868,021			5,868,021	0	3,037,240	273,363,860
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	273,363,860
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	7,664,145	Lapsed	-2,090	7,662,055	0	1,914,406	273,363,860
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	273,363,860
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	Exercised	-806	7,248,772	806	2,207,331	273,363,860
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	5,453,109	Lapsed	-11,480	5,441,629	0	0	273,363,860
General Meeting approval date (if applicable)		17 May 2017						
28).	(xxvi) Exercise price (March 2023) HK\$375.60	0	Granted	3,659,925	3,659,925	0	0	273,363,860
General Meeting approval date (if applicable)		17 May 2017						

Total A (Ordinary shares): 449,054

Total funds raised during the month from exercise of options: HKD 88,983,931.46

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. 273,363,860 ordinary shares as set out in items 3 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 March 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). Repurchase of shares				18 May 2022		-4,620,000

Total E (Ordinary shares): _____

Remarks:

Repurchases of a total of 4,620,000 ordinary shares were made on 27 to 31 March 2023 but such shares are not yet cancelled as at 31 March 2023.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____ 449,054

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

V. Confirmations

The relevant confirmations were made in the Next Day Disclosure Returns filed during the period from 27 March 2023 to 31 March 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”