

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)

Form of Proxy for use at the Extraordinary General Meeting (“EGM”) to be held on Wednesday, 17 May 2023

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of
HK\$0.00002 each in the capital of Tencent Holdings Limited (the “Company”) hereby
appoint ^(Note 3) _____ (name)
of _____ (address)
or failing him/her, the Chairman of the EGM as my/our proxy to attend and vote for me/us on my/our behalf at the EGM
to be held at Grand Ballroom, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong immediately after the Annual General
Meeting of the Company to be held at 3:00 p.m. on Wednesday, 17 May 2023 or at any adjournment thereof in respect of
the resolutions set out in the Notice of the EGM as indicated below, and if no such indication is given, as my/our proxy
thinks fit.

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1	(a) To approve and adopt the 2023 Share Option Scheme (Ordinary Resolution 1(a) as set out in the Notice of the EGM).		
	(b) To approve the Transfer of Share Options (Ordinary Resolution 1(b) as set out in the Notice of the EGM).		
	(c) To terminate the share option scheme adopted by the Company on 17 May 2017 (Ordinary Resolution 1(c) as set out in the Notice of the EGM).		
2	To approve and adopt the Scheme Mandate Limit (Share Option) under the 2023 Share Option Scheme (Ordinary Resolution 2 as set out in the Notice of the EGM).		
3	To approve and adopt the Service Provider Sub-limit (Share Option) under the 2023 Share Option Scheme (Ordinary Resolution 3 as set out in the Notice of the EGM).		
4	(a) To approve and adopt the 2023 Share Award Scheme (Ordinary Resolution 4(a) as set out in the Notice of the EGM).		
	(b) To approve the Transfer of Share Awards (Ordinary Resolution 4(b) as set out in the Notice of the EGM).		
	(c) To terminate each of the share award schemes adopted by the Company on 13 November 2013 and 25 November 2019 (Ordinary Resolution 4(c) as set out in the Notice of the EGM).		
5	To approve and adopt the Scheme Mandate Limit (Share Award) under the 2023 Share Award Scheme (Ordinary Resolution 5 as set out in the Notice of the EGM).		
6	To approve and adopt the Scheme Mandate Limit (New Shares Share Award) under the 2023 Share Award Scheme (Ordinary Resolution 6 as set out in the Notice of the EGM).		
7	To approve and adopt the Service Provider Sub-limit (New Shares Share Award) under the 2023 Share Award Scheme (Ordinary Resolution 7 as set out in the Notice of the EGM).		

Dated this _____ day of _____ 2023

Signature of Shareholder(s): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this Form of Proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the EGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST ANY OF THE RESOLUTIONS, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR” OR “AGAINST” ACCORDINGLY.** Failure to tick either box of a resolution will entitle your proxy to cast your vote at his/her discretion in respect of that resolution. Your proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the EGM other than those referred to in the Notice of the EGM.
5. This Form of Proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorised.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. To be valid, this Form of Proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be).
8. Any member entitled to attend and vote at the EGM is entitled to appoint one or, if he/she holds two or more shares, more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
9. Completion and delivery of this Form of Proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.
10. Subject to the applicable requirements and/or guidelines of the Hong Kong Government and/or regulatory authorities, the Company may announce further updates on the EGM arrangement on the Company’s website at www.tencent.com as and when appropriate.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) The supply of your Personal Data to the Company and/or the Company’s branch share registrar is on a voluntary basis and such data will be used for processing your instructions as stated in this Form of Proxy.
- (iii) Your Personal Data will not be transferred to any third parties (other than the Company’s branch share registrar) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.
- (iv) You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be made in writing and addressed to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.