



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: 30 June 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Tencent Holdings Limited

Date Submitted: 06 July 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 | | | | |
| Multi-counter stock code | 80700 | RMB | 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 | | | | |
| Multi-counter stock code | 80700 | RMB | Description | | | |
| Balance at close of preceding month | | | 9,588,157,698 | | | |
| Increase / decrease (-) | | | -14,140,590 | | | |
| Balance at close of the month | | | 9,574,017,108 | | | |

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 | | | | | | | | |
| Multi-counter stock code | | 80700 | | RMB | | Description | | | | | | |
| 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 | | 67,570 | | Exercised -33,172 | | 34,398 | | 33,172 | | 34,398 | | 0 |
| General Meeting approval date (if applicable) | | 16 May 2007 | | | | | | | | | | |
| 2). (ii) Exercise price (March 2017) HK\$185.65 | | 23,198,327 | | Exercised -80,000 | | 23,118,327 | | 80,000 | | 23,008,952 | | 0 |
| General Meeting approval date (if applicable) | | 16 May 2007 | | | | | | | | | | |
| 3). 2023 Share Option Scheme adopted on 17/05/2023 (i) Exercise price (July 2017) HK\$230.89, HK\$230.87 | | 3,352,763 | | Exercised -16,046 | | 3,336,717 | | 16,046 | | 3,317,751 | | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | | | | | |

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|---|--|-------------|-----------|--------|------------|-------|------------|-------------|
| 4). | (ii) Exercise price (November 2017) HK\$368.46 | 71,190 | | | 71,190 | 0 | 71,190 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 5). | (iii) Exercise price (January 2018) HK\$387.16 | 97,915 | | | 97,915 | 0 | 97,915 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 6). | (iv) Exercise price (April 2018) HK\$358.11, HK\$357.86 | 21,898,614 | | | 21,898,614 | 0 | 21,873,432 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 7). | (v) Exercise price (May 2018) HK\$355.51 | 26,390 | | | 26,390 | 0 | 26,390 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 8). | (vi) Exercise price (June 2018) HK\$348.04 | 83,580 | | | 83,580 | 0 | 83,580 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 9). | (vii) Exercise price (July 2018) HK\$332.87, HK\$332.47, HK\$331.57, HK\$331.40 | 3,030,631 | Exercised | -6,725 | 3,023,906 | 6,725 | 2,975,938 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 10). | (viii) Exercise price (August 2018) HK\$302.78 | 17,780 | | | 17,780 | 0 | 17,780 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |

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|---|--|-------------|-----------|--------|------------|-------|-----------|-------------|
| 11). | (ix) Exercise price (April 2019) HK\$321.04, HK\$320.78, HK\$320.45, HK\$320.01 | 23,461,637 | Exercised | -2,909 | 23,458,728 | 2,909 | 5,958,728 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 12). | (x) Exercise price (July 2019) HK\$306.21, HK\$305.79, HK\$304.61, HK\$301.46 | 1,628,501 | Exercised | -794 | 1,627,707 | 794 | 1,146,654 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 13). | (xi) Exercise price (August 2019) HK\$288.89, HK\$288.46, HK\$287.49 | 121,704 | | | 121,704 | 0 | 75,468 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 14). | (xii) Exercise price (December 2019) HK\$290.39, HK\$289.77 | 17,664 | | | 17,664 | 0 | 17,664 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 15). | (xiii) Exercise price (January 2020) HK\$330.89, HK\$329.92 | 111,510 | | | 111,510 | 0 | 111,510 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 16). | (xiv) Exercise price (March 2020) HK\$305.66, HK\$305.64, HK\$305.49, HK\$304.23, HK\$303.74 | 7,242,436 | | | 7,242,436 | 0 | 5,423,288 | 287,638,307 |

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|---|---|-------------|--------|--------|-----------|---|---------|-------------|
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 17). | (xv) Exercise price (May 2020) HK\$367.16, HK\$366.70, HK\$365.53 | 49,840 | | | 49,840 | 0 | 49,840 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 18). | (xvi) Exercise price (July 2020) HK\$472.04, HK\$471.92, HK\$470.14, HK\$470.04, HK\$469.87 | 1,259,735 | Lapsed | -4,683 | 1,255,052 | 0 | 619,795 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 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 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 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 | 287,638,307 |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | | |
| 21). | (xix) Exercise price (December 2020) HK\$495.23, HK\$494.94, HK\$494.22 | 119,235 | | | 119,235 | 0 | 84,166 | 287,638,307 |

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|---|--|-----------|--------|---------|-----------|---|-----------|-------------|
| General Meeting approval date (if applicable) 17 May 2023 | | | | | | | | |
| 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 | 5,866,802 | | | 5,866,802 | 0 | 3,036,079 | 287,638,307 |
| General Meeting approval date (if applicable) 17 May 2023 | | | | | | | | |
| 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 | 13,595 | 287,638,307 |
| General Meeting approval date (if applicable) 17 May 2023 | | | | | | | | |
| 24). | (xxii) Exercise price (July 2021) HK\$478.17, HK\$477.46, HK\$476.52, HK\$476.09 | 7,615,722 | Lapsed | -35,332 | 7,580,390 | 0 | 1,897,396 | 287,638,307 |
| General Meeting approval date (if applicable) 17 May 2023 | | | | | | | | |
| 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 | 287,638,307 |

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|--|-----------|-------------|---------|-----------|----|-----------|-------------|
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | |
| 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 | 7,247,822 | Exercised | -59 | 7,247,703 | 59 | 2,206,858 | 287,638,307 |
| | | Lapsed | -60 | | | | |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | |
| 27.) (xxv) Exercise price (August 2022) HK\$277.91, HK\$277.42, HK\$276.81, HK\$276.01 | 5,428,930 | Lapsed | -15,582 | 5,413,348 | 0 | 0 | 287,638,307 |
| | | | | | | | |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | |
| 28.) (xxvi) Exercise price (March 2023) HK\$375.60 | 3,659,925 | | | 3,659,925 | 0 | 0 | 287,638,307 |
| | | | | | | | |
| General Meeting approval date (if applicable) | | 17 May 2023 | | | | | |

Total A (Ordinary shares): 139,705

Total funds raised during the month from exercise of options: HKD 26,745,383.51

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. In May 2023, all the outstanding share options (including both vested and unvested) granted under the Post-IPO Share Option Scheme IV adopted on 17 May 2017 have been transferred to the 2023 Share Option Scheme adopted on 17 May 2023. 287,638,307 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 2023 Share Option Scheme as at 30 June 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 | | | | | |
| Multi-counter stock code | 80700 | RMB | Description | | | |
| 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 | 20 June 2023 | 17 May 2023 | 9,783,105 | |
| 2). Repurchase of shares | | | 30 June 2023 | 17 May 2023 | -24,063,400 | |
| 3). Repurchase of shares | | | | 17 May 2023 | | -7,170,000 |

Total E (Ordinary shares): -14,280,295

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 May 2023 for details.
2. A total of 24,063,400 ordinary shares (previously repurchased on market on 22 to 25, 29 to 31 May 2023, and 1, 2, 5 to 9, 12 to 16, 19 to 21 June 2023) were cancelled on 30 June 2023.
3. Repurchases of a total of 7,170,000 ordinary shares were made on 23 and 26 to 30 June 2023 but such shares are not yet cancelled as at 30 June 2023.

| | |
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| Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) | <u>-14,140,590</u> |
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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 1 June 2023 to 30 June 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”