

Next Day Disclosure Return
(Equity issuer - changes in issued share capital and/or share buybacks)

Instrument: Equity issuer Status: New Submission

Name of Issuer: Tencent Holdings Limited

Date Submitted: 21 March 2024

Section I must be completed by a listed issuer where there has been a change in its issued share capital which is discloseable pursuant to rule 13.25A of the Main Board Rules (the "Main Board Listing Rules") / rule 17.27A of the GEM Rules (the "GEM Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Exchange")

Section I						
1. Class of shares	Ordinary shares	Type of shares	Not applicable		Listed on SEHK (Note 11)	Yes
Stock code (if listed)	00700	Description				
Multi-counter stock code	80700	RMB	Description			
Issues of shares (Notes 6 and 7)	No. of shares	Issued shares as a % of existing number of issued shares before relevant share issue (Notes 4, 6 and 7)	Issue price per share (Notes 1 and 7)	Closing market price per share of the immediately preceding business day (Note 5)	% discount(-)/ premium of issue price to market price (Note 7)	
Opening balance as at (Note 2) 29 February 2024	9,431,783,365					
1). Exercise of an option under a share option scheme other than by a director of the issuer Post-IPO Share Option Scheme II adopted on 16 May 2007 Date of changes 21 March 2024	1,260,000	0.01336 %	HKD 185.65	HKD 288.8	-35.72 %	
2). Exercise of an option under a share option scheme other than by a director of the issuer Post-IPO Share Option Scheme II adopted on 16 May 2007 Date of changes 21 March 2024	4,797,022	0.05086 %	HKD 185.65	HKD 288.8	-35.72 %	
3). Exercise of an option under a share option scheme other than by a director of the issuer 2023 Share Option Scheme adopted on 17 May	8,452	0.00009 %	HKD 234.5	HKD 288.8	-18.8 %	

2023 Date of changes 21 March 2024						
4). Issue of shares under share award scheme Issue of new shares on 21 March 2024 pursuant to the grant of awards under the Share Award Scheme adopted on 17 May 2023 (Please refer to the announcement dated 17 August 2023) Date of changes 21 March 2024	23,004,689	0.24391 %	HKD	0.00002	HKD	288.8
Closing balance as at (Note 8) 21 March 2024	9,460,853,528					

Remarks: The issue price per share for the above item 3 is a weighted average issue price per share.

We hereby confirm to the best knowledge, information and belief that, in relation to each issue of securities as set out in Section I, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 9)

- (i) all money due to the listed issuer in respect of the issue of securities has been settled in accordance with the terms of the Post-IPO Share Option Scheme II and 2023 Share Option Scheme.
Remark: In relation to the issue of 4,797,022 shares at the issue price of HK\$185.65 per share, as part of the arrangement to settle the exercise price in a cashless manner, the option holders exercised 14,335,000 share options under Post-IPO Share Option Scheme II on 21 March 2024. The automatic deduction of 9,537,978 shares represents the consideration payable for the exercise of 14,335,000 share options (such that 4,797,022 shares were issued after the netting off). The issue of the remaining 1,268,452 shares relates to the exercise of 1,268,452 share options under Post-IPO Share Option Scheme II and 2023 Share Option Scheme and has been settled in cash;
- (ii) all the securities of each class are in all respects identical (Note 10); 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.

Notes to Section I:

1. *Where shares have been issued at more than one issue price per share, a weighted average issue price per share should be given.*
2. *Please insert the closing balance date of the last Next Day Disclosure Return published pursuant to Main Board Rule 13.25A / GEM Rule 17.27A or Monthly Return pursuant to Main Board Rule 13.25B / GEM Rule 17.27B, whichever is the later.*
3. *Please set out all changes in issued share capital requiring disclosure pursuant to Main Board Rule 13.25A / GEM Rule 17.27A together with the relevant dates of issue. Each category will need to be disclosed individually with sufficient information to enable the user to identify the relevant category in the listed issuer's Monthly Return. For example, multiple issues of shares as a result of multiple exercises of share options under the same share option scheme or of multiple conversions under the same convertible note must be aggregated and disclosed as one category. However, if the issues resulted from exercises of share options under 2 share option schemes or conversions of 2 convertible notes, these must be disclosed as 2 separate categories.*
4. *The percentage change in the number of issued shares of listed issuer is to be calculated by reference to the listed issuer's total number of shares in issue (excluding for such purpose any shares repurchased or redeemed but not yet cancelled) as it was immediately before the earliest relevant event which has not been disclosed in a Monthly Return or Next Day Disclosure Return.*
5. *Where trading in the shares of the listed issuer has been suspended, "closing market price per share of the immediately preceding business day" should be construed as "closing market price per share of the business day on which the shares were last traded".*
6. *In the context of a repurchase of shares:*
 - *"issues of shares" should be construed as "repurchases of shares"; and*
 - *"issued shares as a % of existing number of shares before relevant share issue" should be construed as "repurchased shares as a % of existing number of shares before relevant share repurchase".*
7. *In the context of a redemption of shares:*
 - *"issues of shares" should be construed as "redemptions of shares";*

- *“issued shares as a % of existing number of shares before relevant share issue” should be construed as “redeemed shares as a % of existing number of shares before relevant share redemption”; and*
- *“issue price per share” should be construed as “redemption price per share”.*

8. *The closing balance date is the date of the last relevant event being disclosed.*

9. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases.*

10. *“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.*

11. *SEHK refers to Stock Exchange of Hong Kong.*

Section II must also be completed by a listed issuer where it has made a repurchase of shares which is discloseable under Main Board Rule 10.06(4)(a) / GEM Rule 13.13(1).

The issuer has Purchase report or additional information for issuer whose primary listing is on the Exchange Not applicable

Submitted by: Lau Suk Yi

(Name)

Title: Secretary

(Director, Secretary or other Duly Authorised Officer)