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 May 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Tencent Holdings Limited

Date Submitted: 06 June 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares		Type 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. Class of shares	Ordinary shares		Type 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		9,419,491,969					
Increase / decrease (-)		-13,108,569					
Balance at close of the month		9,406,383,400					

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable	Ordinary shares	Type 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).	2023 Share Option Scheme adopted on 17/05/2023 (i) Exercise price (July 2017) HK$230.87	2,496,561	Exercised	-672,063	1,824,498	672,063	1,824,498	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
2).	(ii) Exercise price (November 2017) HK$368.46	31,430			31,430	0	31,430	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
3).	(iii) Exercise price (January 2018) HK$387.16	97,915			97,915	0	97,915	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
4).	(iv) Exercise price (April 2018) HK$358.11, HK$357.86	21,888,814	Exercised	-15,378	21,873,436	15,378	21,850,704	263,396,890
General Meeting approval date (if applicable)		17 May 2023						

5).	(v) Exercise price (May 2018) HK$355.51	19,355			19,355	0	19,355	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
6).	(vi) Exercise price (June 2018) HK$348.04	83,580			83,580	0	83,580	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
7).	(vii) Exercise price (July 2018) HK$332.87, HK$332.47, HK$331.57, HK$331.40	2,942,548	Exercised	-87,553	2,854,995	87,553	2,815,507	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
8).	(viii) Exercise price (August 2018) HK$302.78	17,780			17,780	0	17,780	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
9).	(ix) Exercise price (April 2019) HK$321.04, HK$320.78, HK$320.45, HK$320.01	23,458,728	Exercised	-1,000	23,457,728	1,000	23,457,728	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
10).	(x) Exercise price (July 2019) HK$306.21, HK$305.79, HK$304.61, HK$301.46	1,556,984	Exercised	-35,875	1,521,109	35,875	1,509,264	263,396,890
General Meeting approval date (if applicable)		17 May 2023						

11).	(xi) Exercise price (August 2019) HK$288.89, HK$288.46, HK$287.49	121,704			121,704	0	121,704	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
12).	(xii) Exercise price (January 2020) HK$330.89, HK$329.92	111,510			111,510	0	111,510	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
13).	(xiii) Exercise price (March 2020) HK$305.66, HK$305.64, HK$305.49, HK$304.23, HK$303.74	7,242,394	Exercised	-75,711	7,166,683	75,711	7,069,367	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
14).	(xiv) Exercise price (May 2020) HK$367.16, HK$366.70, HK$365.53	49,840			49,840	0	49,840	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
15).	(xv) Exercise price (July 2020) HK$472.04, HK$471.92, HK$470.14, HK$470.04, HK$469.87	1,181,656	Lapsed	-2,454	1,179,202	0	887,283	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
16).	(xvi) Exercise price (August 2020) HK$444.32,	36,957			36,957	0	36,467	263,396,890

	HK$444.07, HK$444.01, HK$443.08, HK$442.82							
General Meeting approval date (if applicable)		17 May 2023						
17).	(xvii) Exercise price (November 2020) HK$511.83, HK$511.59, HK$511.54, HK$510.71, HK$510.57, HK$508.53	79,691			79,691	0	75,484	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
18).	(xviii) Exercise price (December 2020) HK$495.23, HK$494.94, HK$494.22	119,235	Lapsed	-119,235	0	0	0	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
19).	(xix) 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	5,007,976	Lapsed	-1,747	5,006,229	0	4,013,417	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
20).	(xx) Exercise price (June 2021) HK$529.18, HK$529.15, HK$529.08, HK$528.51, HK$528.40,	20,255			20,255	0	18,081	263,396,890

	HK$527.29, HK$526.97							
General Meeting approval date (if applicable)		17 May 2023						
21).	(xxi) Exercise price (July 2021) HK$478.17, HK$477.46, HK$476.52, HK$476.09	7,385,032	Lapsed	-18,278	7,366,754	0	3,698,327	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
22).	(xxii) 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	125,726	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
23).	(xxiii) 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	7,226,306	Exercised	-37,937	7,188,369	37,937	4,364,740	263,396,890
General Meeting approval date (if applicable)		17 May 2023						

24).	(xxiv) Exercise price (August 2022) HK$277.91, HK$277.42, HK$276.81, HK$276.01	5,113,178	Exercised	-64,555	5,022,237	64,555	1,188,218	263,396,890
			Lapsed	-26,386				
General Meeting approval date (if applicable)		17 May 2023						
25).	(xxv) Exercise price (March 2023) HK$375.60	3,659,669	Exercised	-1,359	3,658,210	1,359	1,060,663	263,396,890
			Lapsed	-100				
General Meeting approval date (if applicable)		17 May 2023						
26).	(xxvi) Exercise price (August 2023) HK$334.04	13,519,703			13,519,703	0	0	263,396,890
General Meeting approval date (if applicable)		17 May 2023						
27).	(xxvii) Exercise price (March 2024) HK$291.20	10,679,485			10,679,485	0	0	263,396,890
General Meeting approval date (if applicable)		17 May 2023						

Total A (Ordinary shares): 991,431

Total funds raised during the month from exercise of options: HKD 255,610,811.31

Remarks:

1. 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. 263,396,890 ordinary shares as set out in items 1 to 27 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 31 May 2024.

2. The exercise prices of the share options specified in items 1 to 22 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 IV.

3. The exercise prices of the share options specified in items 23 to 24 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. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type 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).	Repurchase of shares			31 May 2024	14 May 2024	-14,100,000	
2).	Repurchase of shares				14 May 2024		-13,450,000

Total E (Ordinary shares): -14,100,000

Remarks:

1. A total of 14,100,000 ordinary shares (previously repurchased on market on 17 and 20 to 24 May 2024) were cancelled on 31 May 2024.

2. Repurchases of a total of 13,450,000 ordinary shares were made on 27 to 31 May 2024 but such shares are not yet cancelled as at 31 May 2024.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) -13,108,569

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 17 May 2024 to 31 May 2024.

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
   - “class of shares issuable” should be construed as “class 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
- “class of shares issuable” should be construed as “class of shares redeemed”; and
- “issue and allotment date” should be construed as “redemption date”