

Next Day Disclosure Return
(Equity issuer - changes in issued shares or treasury shares, share buybacks and/or on-market sales of treasury shares)

Instrument: Equity issuer Status: New Submission
Name of Issuer: Tencent Holdings Limited
Date Submitted: 16 December 2024

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

Section I					
1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange	Yes
Stock code (if listed)	00700	Description			
Multi-counter stock code	80700	RMB	Description		
A. Changes in issued shares or treasury shares					
Events	Changes in issued shares (excluding treasury shares)		Changes in treasury shares	Issue/ selling price per share (Note 4)	Total number of issued shares
	Number of issued shares (excluding treasury shares)	As a % of existing number of issued shares (excluding treasury shares) before the relevant event (Note 3)	Number of treasury shares		
Opening balance as at (Note 1) 13 December 2024	9,267,550,307		0		9,267,550,307
1). Issue of new shares or transfer of treasury shares in respect of share awards or options granted to a participant (who is not a director of the issuer) under a share scheme - new shares involved Exercise of option(s) under 2023 Share Option Scheme adopted on 17 May 2023 Date of changes 16 December 2024	20,284	0.00022 %		HKD 277.74	
Closing balance as at (Notes 5 and 6) 16 December 2024	9,267,570,591		0		9,267,570,591

B. Shares redeemed or repurchased for cancellation but not yet cancelled as at the closing balance date (Notes 5 and 6)						
1).	Shares repurchased for cancellation but not yet cancelled Date of changes 15 November 2024	1,750,000	0.01888 %		HKD	402.247
2).	Shares repurchased for cancellation but not yet cancelled Date of changes 18 November 2024	1,730,000	0.01867 %		HKD	406.2967
3).	Shares repurchased for cancellation but not yet cancelled Date of changes 19 November 2024	1,730,000	0.01867 %		HKD	406.2592
4).	Shares repurchased for cancellation but not yet cancelled Date of changes 20 November 2024	1,710,000	0.01845 %		HKD	409.9961
5).	Shares repurchased for cancellation but not yet cancelled Date of changes 21 November 2024	1,720,000	0.01856 %		HKD	409.3641
6).	Shares repurchased for cancellation but not yet cancelled Date of changes 22 November 2024	1,730,000	0.01867 %		HKD	405.6688
7).	Shares repurchased for cancellation but not yet cancelled Date of changes 25 November 2024	1,770,000	0.0191 %		HKD	396.6765
8).	Shares repurchased for cancellation but not yet cancelled Date of changes 26 November 2024	1,780,000	0.01921 %		HKD	394.9068
9).	Shares repurchased for cancellation but not yet cancelled Date of changes 27 November 2024	1,770,000	0.0191 %		HKD	397.6454
10).	Shares repurchased for cancellation but not yet cancelled Date of changes 28 November 2024	1,750,000	0.01888 %		HKD	400.2835
11).	Shares repurchased for cancellation but not yet cancelled Date of changes 29 November 2024	1,760,000	0.01899 %		HKD	397.8176

12).	Shares repurchased for cancellation but not yet cancelled Date of changes 02 December 2024	1,760,000	0.01899 %		HKD	398.4097	
13).	Shares repurchased for cancellation but not yet cancelled Date of changes 03 December 2024	1,760,000	0.01899 %		HKD	399.5626	
14).	Shares repurchased for cancellation but not yet cancelled Date of changes 04 December 2024	1,740,000	0.01878 %		HKD	402.6898	
15).	Shares repurchased for cancellation but not yet cancelled Date of changes 05 December 2024	1,740,000	0.01878 %		HKD	404.8286	
16).	Shares repurchased for cancellation but not yet cancelled Date of changes 06 December 2024	1,700,000	0.01834 %		HKD	410.6764	
17).	Shares repurchased for cancellation but not yet cancelled Date of changes 09 December 2024	1,710,000	0.01845 %		HKD	409.9862	
18).	Shares repurchased for cancellation but not yet cancelled Date of changes 10 December 2024	1,680,000	0.01813 %		HKD	418.3903	
19).	Shares repurchased for cancellation but not yet cancelled Date of changes 11 December 2024	1,710,000	0.01845 %		HKD	410.4973	
20).	Shares repurchased for cancellation but not yet cancelled Date of changes 12 December 2024	1,690,000	0.01824 %		HKD	416.457	
21).	Shares repurchased for cancellation but not yet cancelled Date of changes 13 December 2024	1,710,000	0.01845 %		HKD	411.39	
22).	Shares repurchased for cancellation but not yet cancelled Date of changes 16 December 2024	1,720,000	0.01856 %		HKD	407.133	

Remarks: The issue price per share for the above item 1 in part A is a weighted average issue price per share.

Confirmation

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each issue of shares or sale or transfer of treasury shares as set out in Section I, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 7)

- (i) all money due to the listed issuer in respect of the issue of shares, or sale or transfer of treasury shares has been received by it;
- (ii) all the securities of each class are in all respects identical (Note 8); 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, sale or transfer.

Notes to Section I:

1. *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.*
2. *Please set out all changes in issued shares or treasury shares requiring disclosure pursuant to Main Board Rule 13.25A / GEM Rule 17.27A together with the relevant dates of changes. 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.*
3. *The percentage change in the number of issued shares (excluding treasury shares) of the listed issuer is to be calculated by reference to the opening balance of the number of issued shares (excluding treasury shares) being disclosed in this Next Day Disclosure Return.*
4. *In the case of a share repurchase or redemption, the "issue/ selling price per share" shall be construed as "repurchase price per share" or "redemption price per share".*
Where shares have been issued/ sold/ repurchased/ redeemed at more than one price per share, a volume-weighted average price per share should be given.
5. *The closing balance date is the date of the last relevant event being disclosed.*
6. *For repurchase or redemption of shares, disclosure is required when the relevant event has occurred (subject to the provisions of Main Board Rules 10.06(4)(a), 13.25A and 13.31 / GEM Rules 13.13(1), 17.27A and 17.35), even if the repurchased or redeemed shares have not yet been cancelled.*

If repurchased or redeemed shares are to be cancelled upon settlement of such repurchase or redemption after the closing balance date, they shall remain part of the issued shares as at the closing balance date in Part A. Details of these repurchased or redeemed shares shall be disclosed in Part B.

7. *Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases.*

8. *"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.*

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).

Repurchase report

Section II					
1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange	Yes
Stock code (if listed)	00700	Description			
Multi-counter stock code	80700	RMB	Description		
A. Repurchase report					
Trading date	Number of shares repurchased	Method of repurchase (Note 1)	Repurchase price per share or highest repurchase price per share \$	Lowest repurchase price per share \$	Aggregate price paid \$
1). 16 December 2024	1,720,000	On the Exchange	HKD 410.8	HKD 403.8	HKD 700,268,760
Total number of shares repurchased	1,720,000			Aggregate price paid \$ HKD	700,268,760
Number of shares repurchased for cancellation	1,720,000				
Number of shares repurchased for holding as treasury shares	0				
B. Additional information for issuer who has a primary listing on the Exchange					
1). Date of the resolution granting the repurchase mandate					14 May 2024
2). Total number of shares which the issuer is authorised to repurchase under the repurchase mandate					941,949,196
3). Number of shares repurchased on the Exchange or another stock exchange under the repurchase mandate				(a)	215,898,500
4). As a % of number of issued shares (excluding treasury shares) as at the date of the resolution granting the repurchase mandate <i>(a) x 100 / number of issued shares (excluding treasury shares) as at the date of the resolution granting the repurchase mandate</i>					2.29204 %
5). Moratorium period for any issue of new shares, or sale or transfer of treasury shares after the share repurchase(s) set out in Part A (Note 2)				Up to	15 January 2025

We hereby confirm that the repurchases made on the Exchange set out in Part A above were made in accordance with the Main Board Rules / GEM Rules and that there have been no material changes to the particulars contained in the Explanatory Statement dated 08 April 2024 which has been filed with the Exchange.

Notes to Section II:

1. *Please state whether the repurchase was made on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.*
2. *Subject to the carve-out set out in Main Board Rule 10.06(3)(a)/ GEM Rule 13.12, an issuer may not (i) make a new issue of shares, or a sale or transfer of any treasury shares; or (ii) announce a proposed new issue of shares, or a sale or transfer of any treasury shares, for a period of 30 days after any purchase by it of shares, whether on the Exchange or otherwise, without the prior approval of the Exchange.*

Section III must also be completed by a listed issuer where it has made a sale of treasury shares on the Exchange or any other stock exchange on which the issuer is listed which is discloseable under Main Board Rule 10.06B / GEM Rule 13.14B.

Report of on-market sale of treasury shares

Not applicable

Submitted by: Lau Suk Yi

(Name)

Title: Secretary

(Director, Secretary or other Duly Authorised Officer)