



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 March 2025

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Tencent Holdings Limited

Date Submitted: 07 April 2025

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	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 and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00700	Description				
Multi-counter stock code	80700	RMB	Description			
	Number of issued shares (excluding treasury shares)		Number of treasury shares		Total number of issued shares	
Balance at close of preceding month	9,178,822,571		0		9,178,822,571	
Increase / decrease (-)	22,777,778		0			
Balance at close of the month	9,201,600,349		0		9,201,600,349	

III. Details of Movements in Issued Shares and/or Treasury Shares

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

1. Class of shares		Ordinary shares		Type of shares	Not applicable		Listed on the Exchange (Note 1)			Yes	
Stock code (if listed)		00700		Description							
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	Number of new shares issued during the month pursuant thereto (A1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	The total number of shares which may be issued or transferred out of treasury 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 (April 2018) HK\$358.11, HK\$357.86	20,683,825	Exercised - new shares involved	-19,361,746	1,322,079	5,002,244	0	1,322,079	255,780,115		
General Meeting approval date (if applicable) 17 May 2023											
2).	(ii) Exercise price (June 2018) HK\$348.04	76,524	Exercised - new shares involved	-11,500	65,024	11,500	0	65,024	255,780,115		
General Meeting approval date (if applicable) 17 May 2023											
3).	(iii) Exercise price (July 2018) HK\$332.87, HK\$332.47, HK\$331.57, HK\$331.40	2,426,122	Exercised - new shares involved	-518,595	1,907,527	518,595	0	1,905,917	255,780,115		
General Meeting approval date (if applicable) 17 May 2023											
4).	(iv) Exercise price (August 2018) HK\$302.78	7,900	Exercised - new shares involved	-3,900	4,000	3,900	0	4,000	255,780,115		
General Meeting approval date (if applicable) 17 May 2023											
5).	(v) Exercise price (April 2019) HK\$321.04,	23,449,940	Exercised - new shares involved	-9,220	23,440,720	9,220	0	23,440,720	255,780,115		

	HK\$320.78, HK\$320.45, HK\$320.01									
General Meeting approval date (if applicable) 17 May 2023										
6).	(vi) Exercise price (July 2019) HK\$306.21, HK\$305.79, HK\$304.61, HK\$301.46	1,402,669	Exercised - new shares involved	-23,118		1,379,551	23,118	0	1,370,709	255,780,115
General Meeting approval date (if applicable) 17 May 2023										
7).	(vii) Exercise price (August 2019) HK\$288.89, HK\$288.46, HK\$287.49	121,704				121,704	0	0	121,704	255,780,115
General Meeting approval date (if applicable) 17 May 2023										
8).	(viii) Exercise price (January 2020) HK\$330.89, HK\$329.92	111,510				111,510	0	0	111,510	255,780,115
General Meeting approval date (if applicable) 17 May 2023										
9).	(ix) Exercise price (March 2020) HK\$305.66, HK\$305.64, HK\$305.49, HK\$304.23, HK\$303.74	7,051,400	Exercised - new shares involved	-4,264		7,047,136	4,264	0	7,047,136	255,780,115
General Meeting approval date (if applicable) 17 May 2023										
10).	(x) Exercise price (July 2020) HK\$472.04, HK\$471.92, HK\$470.14, HK\$469.87	1,119,819	Exercised - new shares involved	-12,608		1,107,211	12,608	0	1,107,211	255,780,115
General Meeting approval date (if applicable) 17 May 2023										
11).	(xi) Exercise price (August 2020) HK\$444.32, HK\$444.01, HK\$443.08, HK\$442.82	11,494	Exercised - new shares involved	-959		10,535	959	0	10,535	255,780,115
General Meeting approval date (if applicable) 17 May 2023										
12).	(xii) Exercise price (November 2020)	79,691				79,691	0	0	79,691	255,780,115

	HK\$511.83, HK\$511.59, HK\$511.54, HK\$510.71, HK\$510.57, HK\$508.53							
General Meeting approval date (if applicable) 17 May 2023								
13).	(xiii) 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	4,972,763			4,972,763	0	0	4,972,763 255,780,115
General Meeting approval date (if applicable) 17 May 2023								
14).	(xiv) Exercise price (June 2021) HK\$529.18, HK\$529.08, HK\$528.40, HK\$526.97	8,694			8,694	0	0	8,694 255,780,115
General Meeting approval date (if applicable) 17 May 2023								
15).	(xv) Exercise price (July 2021) HK\$478.17, HK\$477.46, HK\$476.52, HK\$476.09	7,056,520	Exercised - new shares involved -42,177 Lapsed -3,152		7,011,191	42,177	0	5,298,523 255,780,115
General Meeting approval date (if applicable) 17 May 2023								
16).	(xvi) Exercise price (November 2021) HK\$437.83, HK\$436.86, HK\$433.54	172,897	Exercised - new shares involved -57,633		115,264	57,633	0	115,264 255,780,115
General Meeting approval date (if applicable) 17 May 2023								
17).	(xvii) 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,	7,058,024	Exercised - new shares involved -26,738		7,031,286	26,738	0	5,621,018 255,780,115

HK\$342.50, HK\$342.49, HK\$341.94									
General Meeting approval date (if applicable) 17 May 2023									
18). (xviii) Exercise price (August 2022) HK\$277.91, HK\$277.42, HK\$276.81, HK\$276.01	4,385,095	Exercised - new shares involved	-52,641		4,321,038	52,641	0	1,972,069	255,780,115
		Lapsed	-11,416						
General Meeting approval date (if applicable) 17 May 2023									
19). (xix) Exercise price (March 2023) HK\$375.60	3,619,107	Exercised - new shares involved	-5,395		3,613,712	5,395	0	1,310,353	255,780,115
General Meeting approval date (if applicable) 17 May 2023									
20). (xx) Exercise price (August 2023) HK\$334.04	13,373,098	Exercised - new shares involved	-14,796		13,350,553	14,796	0	3,338,336	255,780,115
		Lapsed	-7,749						
General Meeting approval date (if applicable) 17 May 2023									
21). (xxi) Exercise price (March 2024) HK\$291.20	10,678,520	Exercised - new shares involved	-16,020		10,661,983	16,020	0	165,878	255,780,115
		Lapsed	-517						
General Meeting approval date (if applicable) 17 May 2023									
22). (xxii) Exercise price (August 2024) HK\$373.12	931,376	Lapsed	-4,067		927,309	0	0	0	255,780,115
General Meeting approval date (if applicable) 17 May 2023									
23). (xxiii) Exercise price (March 2025) HK\$526.90	0	Granted	6,663,390		6,663,390	0	0	0	255,780,115
General Meeting approval date (if applicable) 17 May 2023									

Increase in issued shares (excluding treasury shares): 5,801,808 Ordinary shares (AA1)

Decrease in treasury shares: 0 Ordinary shares (AA2)

Total funds raised during the month from exercise of options: HKD 7,208,461,137.73

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. 255,780,115 ordinary shares as set out in items 1 to 23 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 March 2025.
2. The exercise prices of the share options specified in items 1 to 16 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 17 to 18 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.
4. Out of 5,002,244 issued shares under item 1, 4,519,448 shares were issued as part of the arrangement for option holders to settle the exercise price in respect of the exercise of 18,878,950 share options under the 2023 Share Option Scheme in a cashless manner on 20, 24, 25 and 31 March 2025. The automatic deduction of 14,359,502 shares represents the consideration payable for the exercise of 18,878,950 share options (such that 4,519,448 shares were issued after the netting off).

(B). Warrants to Issue Shares of the Issuer

Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)

Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares

1. Class of shares		Ordinary shares		Type of shares	Not applicable		Listed on the Exchange (Note 1)		Yes	
Stock code (if listed)		00700		Description						
Multi-counter stock code		80700	RMB	Description						
Events			At price (if applicable)		Date of event (Note 2)	General Meeting approval date (if applicable)	Increase/ decrease (-) in issued shares (excluding treasury shares) during the month pursuant thereto (E1)	Increase/ decrease (-) in treasury shares during the month pursuant thereto (E2)	Number of shares redeemed or repurchased for cancellation but not yet cancelled as at close of the month (Note 3)	
			Currency	Amount						
1).	Issue of new shares or transfer of treasury shares in respect of share awards granted under a share scheme - new shares involved		HKD	0.00002	20 March 2025	14 May 2024	16,975,970			
2).	Repurchase of shares (shares repurchased for cancellation but not yet cancelled)					14 May 2024			-5,924,000	

Increase/ decrease (-) in issued shares (excluding treasury shares): 16,975,970 Ordinary shares (EE1)

Increase/ decrease (-) in treasury shares: _____ Ordinary shares (EE2)

Remarks:

1. Issue of new shares pursuant to the grant of awards under the Share Award Scheme adopted on 17 May 2023. Please refer to the announcement dated 21 March 2024 for details.
2. Repurchases of a total of 5,924,000 ordinary shares were made on 24 to 28 and 31 March 2025 but such shares have not yet been cancelled as at 31 March 2025.

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1): 22,777,778 Ordinary shares

Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2): 0 Ordinary shares

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

Not applicable

Submitted by:

Lau Suk Yi

Title:

Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. 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. 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, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "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.