
Terms of Reference of Nomination Committee

TENCENT HOLDINGS LIMITED

(the “Company”)

Nomination Committee

Composition, terms of reference and responsibilities

Definition

1. For the purposes of these terms of reference:

“Board” means the board of Directors.

“Board Diversity Policy” means the policy setting out the approach to diversity on the Board.

“CG Code” means the corporate governance code to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

“Company Secretary” means the company secretary of the Company.

“Corporate Governance Report” means the corporate governance report of the Company that is incorporated into the Company’s annual report.

“Directors” mean the directors of the Company.

“Nomination Committee” means the nomination committee established by the resolution of the Board in accordance with clause 2 of these terms of reference.

“Nomination Policy” means the policy setting out, among other things, the procedures for nomination to the members of the Board.

Constitution

2. The Board hereby resolves to establish a committee of the Board to be known as the Nomination Committee to, having regard to the independence and quality of nominees, make recommendations to the Board so as to ensure that all nominations are fair and transparent.

Membership

3. The Nomination Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than five members, a majority of whom should be independent non-executive Directors. A quorum shall be four members. The Board may remove any member at any time, with or without cause.
4. The Chairman of the Nomination Committee, who may be either the Chairman of the Board or an independent non-executive Director, shall be appointed by the Board.

Frequency of meetings

5. Meetings shall be held at least once a year at such time(s) as the Chairman of the Nomination Committee may determine.

Authority

6. The Nomination Committee is authorised by the Board to:
- (a) do all things reasonably required to carry out its duties hereunder; and
 - (b) seek independent professional advice, at the Company's expenses, to perform its responsibilities where necessary.

Duties

7. The duties of the Nomination Committee shall be:
- (a) to review and monitor the structure, size, composition and diversity (including without limitation, skills, knowledge, experience and background) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships upon due consideration of the Board Diversity Policy and the Nomination Policy;
 - (c) review and make recommendations to the Board on individuals nominated as Directors by shareholders of the Company;
 - (d) to assess the independence of independent non-executive Directors;
 - (e) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the Chief Executive;
 - (f) to review the Board Diversity Policy and/or the Nomination Policy, as appropriate, and review the objectives the Board has set for implementing the Board Diversity Policy and/or the Nomination Policy, and the progress on achieving the objectives to ensure the continued effectiveness of the Board Diversity Policy and/or the Nomination Policy;
 - (g) to report annually on the Board's composition and make appropriate disclosures regarding the Board Diversity Policy and the Nomination Policy in the Corporate Governance Report;

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- (h) to assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his/her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM of The Stock Exchange of Hong Kong Limited and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience;
 - (i) to support the Company's regular evaluation of the Board's performance; and
 - (j) to perform other duties incidental to the duties of the Nomination Committee delegated as appropriate by the Board or as stipulated in the CG Code from time to time.

Reporting procedures

- 8. Any meeting of the Nomination Committee may be held by means of a teleconference or by the circulation of a proposed resolution to all members. Any such resolution signed by all the members of the Nomination Committee will be as effective as if it had been approved at a meeting of the Nomination Committee.
- 9. The Company Secretary shall act as the secretary of the Nomination Committee and keep full minutes of the Nomination Committee meetings.
- 10. Minutes of the Nomination Committee meetings shall be circulated to all members of the Nomination Committee and made available upon request by other members of the Board. A summary of the minutes shall be submitted to the Board.