
Procedures for Shareholders to Propose a Person for Election as a Director

The amended and restated articles of association of Tencent Holdings Limited (the “Company”) (the “Articles”) provide two options for the Company’s shareholder(s) (the “Shareholder(s)”) to propose a person for election as a director of the Company:

1. by depositing a written requisition to the board of directors of the Company (the “Board”) or the Company Secretary of the Company (the “Written Requisition Option”); or
2. by a Shareholder and the person proposed to be elected as a director of the Company serving notices at least seven days prior to a general meeting of the Company (the “Notice Option”).

The Written Requisition Option

Any one or more Shareholder(s) holding at the date of deposit of the written requisition, not less than one-tenth of the voting rights at the general meeting of the Company, on a one vote per share basis, shall at all times have the right, by the Written Requisition Option, to require an extraordinary general meeting (the “EGM”) to be called by the Board to consider a proposal for a person to be elected as a director of the Company.

The written requisition must specify the identity of the person proposed to be elected as a director of the Company and such person’s personal particulars as required to be disclosed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Upon receipt of the written requisition, the Nomination Committee of the Company, which is authorised to review and monitor the structure, size, composition and diversity (including without limitation, skills, knowledge, experience and background) of the Board at least annually, will review the person nominated as a director of the Company by the Shareholder(s) in accordance with its terms of reference, and consider the suitability of the person so proposed to be elected as a director of the Company and, when appropriate, make a recommendation to the Board in respect of such nomination.

The Board may convene the required EGM within twenty-one days of the deposit of the written requisition and the EGM must be held within two months after the date of the deposit of the written requisition.

If within twenty-one days of such deposit the Board fails to proceed to convene the EGM, the Shareholder(s) who deposited the written requisition may do so in the same manner following the general meeting procedures set out in the Articles and the Listing Rules, as applicable. All reasonable expenses incurred by the Shareholder(s) as a result of the failure of the Board shall be reimbursed to the Shareholder(s).

The Notice Option

Any Shareholder (other than the Proposed Person (as defined below)) who is duly qualified to attend and vote at any general meeting of the Company may lodge a notice in writing (the “Notice”) to propose a person for election as a director of the Company (the “Proposed Person”) at a general meeting at the Company’s Hong Kong principal place of business or the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.

The Notice must include (i) a notice signed by the Shareholder indicating his/her intention to propose the Proposed Person for election; (ii) a notice signed by the Proposed Person indicating his/her willingness to be elected as a director of the Company and written consent for the publication of his/her personal particulars; and (iii) the Proposed Person’s particulars as required to be disclosed under the Listing Rules.

The minimum length of the period during which the Notice must be given is at least seven days, and the period for lodgment of the Notice shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

Upon receipt of the Notice after the publication of the notice of general meeting, the Company will, prior to the general meeting, publish an announcement or issue a supplementary circular to the Shareholders disclosing the particulars of the Proposed Person(s) pursuant to the Listing Rules, as applicable.