

DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following terms shall have the meanings indicated. Certain other terms are explained in the section entitled “Glossary”.

“Application Forms”	WHITE Application Form(s) and YELLOW Application Form(s) or, where the context so requires, either of them
“Articles of Association” or “Articles”	our articles of association as currently adopted
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board of Directors”	our board of Directors
“business day”	any day (other than a Saturday or Sunday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Broker Participant”	a person admitted to participate in CCASS as a broker participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Broker Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	The People’s Republic of China, but for the purpose of this Prospectus and for geographical reference only (unless otherwise indicated) excludes Taiwan, the Macau Special Administrative Region and Hong Kong
“China Mobile”	China Mobile Communications Corporation (中國移動通信集團公司) and its branches, subsidiaries and affiliates
“China Netcom”	China Network Communications Group Corporation (中國網絡通信集團公司) and its branches, subsidiaries and affiliates
“China Telecom”	China Telecommunications Corporation (中國電信集團公司) and its branches, subsidiaries and affiliates
“China Unicom”	China United Telecommunications Corporation (中國聯合通信有限公司) and its branches, subsidiaries and affiliates

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“CNNIC”	China Internet Network Information Center (中國互聯網絡信息中心)
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Tencent Holdings Limited, a company incorporated in the BVI on November 23, 1999 and subsequently redomiciled to the Cayman Islands on February 27, 2004 as an exempted company under the laws of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Core Founders”	Ma Huateng, Zhang Zhidong, Zeng Liqing, Xu Chenye and Chen Yidan
“Datamonitor”	Datamonitor plc, a business information company specializing in industry analysis
“Director(s)”	director(s) of the Company or any of them
“Founders”	each of the Core Founders, Liu Xiaosong, Lam Kin Wong Danny, Xu Gangwu, Wu Xiaoguang, Li Haixiang, Huang Yejun and Gong Haixing
“FITE”	the foreign-invested telecommunications enterprise, the Sino-foreign equity joint venture in which the Company (directly or through a subsidiary) is expected to hold an equity interest
“GDP”	gross domestic product (all references to GDP growth rates are to real as opposed to nominal rates of GDP growth)
“Global Coordinator”, “Sponsor”, “Lead Manager” or “Bookrunner”	Goldman Sachs (Asia) L.L.C.
“Group”, “we”, “us” or “our”	one or more of the Company, its directly or indirectly wholly owned subsidiaries (including Tencent Technology and Shidai Zhaoyang Technology), Tencent Computer and Shiji Kaixuan, as the context requires
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK dollar” or “HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency for the time being of Hong Kong
“Hong Kong Offer Shares”	the Shares offered in the Hong Kong Public Offering

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“Hong Kong Public Offering”	our offer of initially 42,016,000 new Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section entitled “Structure of the Offering”) at the Offer Price (plus brokerage of 1%, Stock Exchange trading fee of 0.005%, SFC transaction levy of 0.005% and investor compensation levy of 0.002%)
“Hong Kong Underwriters”	the underwriters listed in the section entitled “Underwriting—Hong Kong Underwriters”, being the underwriters of the Hong Kong Public Offering
“Hong Kong Underwriting Agreement”	the underwriting agreement dated June 4, 2004 relating to the Hong Kong Public Offering and entered into by, among others, the Global Coordinator, the Hong Kong Underwriters and us
“IFRS”	International Financial Reporting Standards
“International Placing”	the conditional placing of the International Placing Shares for cash at the Offer Price (plus brokerage of 1%, Stock Exchange trading fee of 0.005%, SFC transaction levy of 0.005% and investor compensation levy of 0.002%)
“International Placing Shares”	the 378,144,500 new Shares initially being offered by us for subscription under the International Placing together, where relevant, with any additional new Shares to be issued pursuant to the exercise of the Over-allotment Option
“International Purchase Agreement”	the underwriting agreement relating to the International Placing to be entered into on or about June 11, 2004 by, among others, the Global Coordinator, the International Purchasers and us
“International Purchasers”	the group of underwriters expected to enter into the International Purchase Agreement to underwrite the International Placing
“Issue Mandate”	the general unconditional mandate given to our Directors by our Shareholders relating to the issue of new Shares, further details of which are contained in the paragraph headed “Written resolutions of the Shareholders of the Company” in Appendix VII to this Prospectus.
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about June 16, 2004, on which our Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited, as amended from time to time

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“Memorandum of Association” or “Memorandum”	our memorandum of association as currently adopted
“MIH”	MIH QQ (BVI) Limited, a company incorporated in the BVI on May 8, 2001 and an indirect wholly owned subsidiary of Naspers Limited, a company incorporated in the Republic of South Africa and listed on the JSE Securities Exchange South Africa and the Nasdaq Stock Market
“MII”	the PRC Ministry of Information Industry (中國信息產業部), including its local counterparts
“MOC”	the PRC Ministry of Culture (中國文化部), including its local counterparts
“MOFCOM” or “MOFTEC”	the PRC Ministry of Commerce (中國商務部), or its predecessor the Ministry of Foreign Trade and Economic Cooperation (中國對外貿易經濟合作部), as appropriate to the context
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage, Stock Exchange trading fee, SFC transaction levy and investor compensation levy) at which Hong Kong Offer Shares are to be subscribed pursuant to the Hong Kong Public Offering, to be construed and determined as described in the section entitled “Structure of the Offering—The Hong Kong Public Offering”
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares
“Offering”	the Hong Kong Public Offering and the International Placing
“Over-allotment Option”	the option expected to be granted by us to the International Purchasers, exercisable by the Global Coordinator on behalf of the International Purchasers, up to the date which is the 30th day after the Listing Date, to require us to allot and issue up to an aggregate of 63,024,000 additional Shares at the Offer Price
“PBOC Rate”	the exchange rate for foreign exchange transactions set daily by the People’s Bank of China based on the China inter-bank foreign exchange market rate of the previous day and with reference to current exchange rates on the world financial markets
“Personal Data (Privacy) Ordinance”	the Personal (Data) Privacy Ordinance (Chapter 486 of the Laws of Hong Kong)
“PRC Government”	the central government of the PRC including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organs thereof or, as the context requires, any of them

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“Pre-IPO Share Option Scheme”	the pre-listing Share option scheme adopted by the Company on July 27, 2001, as amended, the principal terms of which are summarized in the section entitled “Pre-IPO Share Option Scheme” in Appendix VII to this Prospectus
“Price Determination Agreement”	the agreement to be entered into among us and the Global Coordinator on behalf of the Hong Kong Underwriters on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or about June 11, 2004, on which the Offer Price is fixed for the purposes of the Offering, and in any event no later than June 14, 2004
“Prospectus”	this Prospectus
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the US Securities Act
“Repurchase Mandate”	the general unconditional mandate relating to the repurchase of our Shares, granted to our Directors by our Shareholders, further details of which are contained in the section entitled “Repurchase of Our Own Securities” in Appendix VII to this Prospectus
“Renminbi” or “RMB”	the lawful currency for the time being of the PRC
“Rule 144A”	Rule 144A under the US Securities Act
“SAFE”	the PRC State Administration of Foreign Exchange (中國國家外匯管理局), including its local counterparts
“SAIC”	the PRC State Administration for Industry and Commerce (中國國家工商行政管理總局), including its local counterparts
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shareholder(s)”	a holder(s) of Share(s) from time to time
“Share(s)”	ordinary share(s) of HK\$0.0001 each in our capital
“Share Option Scheme”	the Share option scheme adopted by the Company on March 24, 2004, the principal terms of which are summarized in the section entitled “Share Option Scheme” in Appendix VII to this Prospectus
“Share Registrar”	Computershare Hong Kong Investor Services Limited
“Shidai Zhaoyang Technology”	時代朝陽科技(深圳)有限公司 (Shidai Zhaoyang Technology (Shenzhen) Company Limited), a company established on February 8, 2004, in the PRC with limited liability and a wholly owned subsidiary of the Company
“Shiji Kaixuan”	深圳市世紀凱旋科技有限公司 (Shenzhen Shiji Kaixuan Technology Company Limited), a company established on January 13, 2004 in the PRC with limited liability

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“Sportscn”	上海華體信息技術有限公司 (Shanghai Sportscn.com Information Technology Company Limited), a company established in the PRC with limited liability and an affiliate of MIH
“SPPA”	the PRC State Press and Publishing Administration (國家新聞出版總署), including its local counterparts
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it in the Listing Rules
“Tencent Computer”	深圳市騰訊計算機系統有限公司 (Shenzhen Tencent Computer Systems Company Limited), a company established on November 11, 1998 in the PRC with limited liability
“Tencent Technology”	騰訊科技（深圳）有限公司 (Tencent Technology (Shenzhen) Company Limited), a company established on February 24, 2000 in the PRC with limited liability and a wholly owned subsidiary of the Company
“United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“Underwriters”	the Hong Kong Underwriters and the International Purchasers
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Purchase Agreement
“United States” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US dollars” or “US\$”	the lawful currency for the time being of the United States
“US GAAP”	generally accepted accounting principles in the US
“US Securities Act”	the United States Securities Act of 1933, as amended
“WFOEs”	Shidai Zhaoyang Technology and Tencent Technology
“WTO”	World Trade Organization