

Monthly Return of Equity Issuer on Movements in Securities

For the month ended
(dd/mm/yyyy) :

31/12/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tencent Holdings Limited

Date Submitted 06/01/2021

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 700 Description : TENCENT

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>50,000,000,000</u>	<u>HK\$0.00002</u>	<u>HK\$1,000,000</u>
Increase/(decrease)	<u>--</u>		<u>--</u>
Balance at close of the month	<u>50,000,000,000</u>	<u>HK\$0.00002</u>	<u>HK\$1,000,000</u>

(2) Stock code : N/A Description : _____

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code : <u> N/A </u> Description : _____			
	No. of preference shares	Par value <i>(State currency)</i>	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code : <u> N/A </u> Description : _____			
	No. of other classes of shares	Par value <i>(State currency)</i>	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month
(State currency) :

_____ HK\$1,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No. of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>9,586,885,710</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>7,027,001</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>9,593,912,711</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Post-IPO Share Option Scheme II adopted on 16/05/2007 Ordinary shares (Note 1)						
(i) Exercise price (March 2014) HK\$114.52	--	6,675,000	--	--	5,674,826	--
(ii) Exercise price (July 2014) HK\$124.3	--	70,338	--	--	70,338	319,988
(iii) Exercise price (December 2014) HK\$116.4	--	--	--	--	--	40,350
(iv) Exercise price (April 2015) HK\$149.8	--	50,000	--	--	50,000	215,000
(v) Exercise price (July 2015) HK\$148.9	--	--	--	--	--	392,382
(vi) Exercise price (March 2016) HK\$158.1	--	450,000	--	--	450,000	9,340,000
(vii) Exercise price (July 2016) HK\$174.86	--	3,970	--	--	3,970	762,361
(viii) Exercise price (March 2017) HK\$225.44	--	437,500	--	--	437,500	19,584,490
<i>Sub-total:</i>		<u>7,686,808</u>			<u>6,686,634</u>	

2. Post-IPO Share Option Scheme IV adopted on 17/05/2017 Ordinary shares (Note 1)						
(i) Exercise price (July 2017) HK\$272.36	--	154,919	--	--	154,919	4,047,472
(ii) Exercise price (November 2017) HK\$419.6	--	--	--	--	--	71,190
(iii) Exercise price (January 2018) HK\$444.2	--	--	--	--	--	92,366
(iv) Exercise price (April 2018) HK\$410	--	49,864	--	--	49,864	11,974,896
(v) Exercise price (May 2018) HK\$407	--	--	--	--	--	17,593
(vi) Exercise price (June 2018) HK\$403.16	--	--	--	--	--	60,071
(vii) Exercise price (July 2018) HK\$386.6	--	97,662	10,729	--	97,662	1,725,858
(viii) Exercise price (August 2018) HK\$354	--	--	--	--	--	13,183
(ix) Exercise price (April 2019) HK\$376	--	--	--	--	--	1,533,669
(x) Exercise price (July 2019) HK\$359.04	--	28,052	18,297	--	28,052	394,118
(xi) Exercise price (August 2019) HK\$334.2	--	9,870	--	--	9,870	70,444
(xii) Exercise price (December 2019) HK\$335.84	--	--	--	--	--	--
(xiii) Exercise price (January 2020) HK\$382	--	--	--	--	--	37,170
(xiv) Exercise price (March 2020) HK\$359.6	--	--	42	--	--	--
(xv) Exercise price (May 2020) HK\$429.52	--	--	--	--	--	--
(xvi) Exercise price (July 2020) HK\$546.5	--	--	3,857	--	--	--

(xvii) Exercise price (August 2020) HK\$518	--	--	--	--	--	--
(xviii) Exercise price (November 2020) HK\$586	--	--	14,749	--	--	--
(xix) Exercise price (December 2020) HK\$575.8	119,235	--	--	--	--	--
<i>Sub-total:</i>	<u>119,235</u>	<u>340,367</u>	<u>47,674</u>		<u>340,367</u>	
				Total A. (Ordinary shares)	<u>7,027,001</u>	
				(Preference shares)	<u>N/A</u>	
				(Other class)	<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)					<u>HK\$1,064,887,659.72</u>	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
2. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
3. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
4. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
Total B. (Ordinary shares) _____					N/A	
(Preference shares) _____					N/A	
(Other class) _____					N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
Total C. (Ordinary shares)						N/A
(Preference shares)						N/A
(Other class)						N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ (/ /) shares (Note 1)		
2. _____ _____ _____ (/ /) shares (Note 1)		
3. _____ _____ _____ (/ /) shares (Note 1)		
Total D. (Ordinary shares)	_____ N/A	
(Preference shares)	_____ N/A	
(Other class)	_____ N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
2.	Open offer	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
3.	Placing	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
4.	Bonus issue		Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
6.	Repurchase of shares		Class of shares repurchased (<i>Note 1</i>) _____ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
7.	Redemption of shares		Class of shares redeemed (<i>Note 1</i>) _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
8.	Consideration issue	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
10. Other (Please specify)	At price : State currency _____ Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
		Total E. (Ordinary shares)	N/A
		(Preference shares)	N/A
		(Other class)	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	7,027,001
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

IV. Confirmations

<p>We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:</p> <p>(<i>Note 2</i>)</p> <p>(i) all money due to the listed issuer in respect of the issue of securities has been settled in accordance with the terms of the Post-IPO Share Option Schemes II & IV;</p> <p>(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;</p> <p>(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;</p>
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- (iv) all the securities of each class are in all respects identical (*Note 3*);
- ~~(v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;~~
- (vi) 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;
- ~~(vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and~~
- ~~(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.~~

Remarks (if any):

In relation to the issue of 3,999,826 shares at the issue price of HK\$114.52 per share, as part of the arrangement to settle the exercise price in a cashless manner, the option holder exercised 5,000,000 share options under Post-IPO Share Option Scheme II on 22 December 2020. The automatic deduction of 1,000,174 shares represents the consideration payable for the exercise of 5,000,000 share options (such that 3,999,826 shares were issued after netting off the exercise price).

Submitted by: Lau Suk Yi

Title: Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“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.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*