
DEFINITIONS

In this listing document, unless the context otherwise requires, the following terms shall have the meanings set out below.

“Accountant’s Report”	accountant’s report for the three years ended December 31, 2019, 2020 and 2021 and the three months ended March 31, 2022 of our Company, the text of which is set out in Appendix IA to this listing document
“ADS(s)”	American Depositary Shares (each representing two of our Class A ordinary shares)
“Articles” or “Articles of Association”	our amended and restated articles of association (as amended from time to time), a summary of which is set out in Appendix III to this listing document
“Beijing Gongse”	Beijing Gongse Enterprise Management Co., Ltd. (北京宮瑟企業管理有限公司), a company incorporated under the laws of PRC on June 22, 2020, one of our VIEs
“Beijing Kuwo”	Beijing Kuwo Technology Co., Ltd. (北京酷我科技有限公司), a company incorporated under the laws of PRC on December 8, 2005, one of our VIEs
“Beijing Shangqin”	Beijing Shangqin Culture Management Partnership (Limited Partnership) (北京商琴文化管理合夥企業(有限合夥)), a limited partnership incorporated under the laws of PRC on July 14, 2020, one of our VIEs
“Beijing Tencent Music”	Tencent Music (Beijing) Co., Ltd. (騰訊音樂(北京)有限公司), a company incorporated under the laws of PRC on September 14, 2012, an indirect wholly-owned subsidiary of our Company
“Beijing Yuzhong”	Beijing Yuzhong Entertainment Culture Partnership (Limited Partnership) (北京羽鐘娛樂文化合夥企業(有限合夥)), a limited partnership incorporated under the laws of PRC on July 14, 2020, one of our VIEs
“Beijing Zhizheng”	Beijing Zhizheng Music Culture Co., Ltd. (北京徵箏音樂文化有限公司), a company incorporated under the laws of PRC on July 28, 2020, one of the VIEs
“Board,” “Board of Directors” or “our Board of Directors”	board of Directors of our Company

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“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong or other relevant jurisdictions are generally open for business
“CAC”	the Cyberspace Administration of China (國家互聯網信息辦公室)
“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing 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 Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “the PRC”	the People’s Republic of China, and for the purposes of this listing document only, except where the context requires otherwise, excluding the Hong Kong Special Administrative Region, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Class A ordinary shares”	Class A ordinary shares of the share capital of the Company with a par value of US\$0.000083 each, conferring a holder of a Class A ordinary share one vote per share on all matters subject to vote at general and special meetings of the Company
“Class B ordinary shares”	Class B ordinary shares of the share capital of the Company with a par value of US\$0.000083 each, conferring weighted voting rights in the Company such that a holder of a Class B ordinary share is entitled to 15 votes per share on all matters subject to vote at general and special meetings of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time

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“Company,” “our Company,” “TME,” “we,” “our” or “us”	Tencent Music Entertainment Group (previously known as “China Music Corporation” or “CMC”), a company incorporated in the Cayman Islands on June 6, 2012 as an exempted company and, where the context requires, its subsidiaries and consolidated affiliated entities from time to time
“connected transaction(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“consolidated affiliated entity(ies)”	entities we control through the Contractual Arrangements, the financial results of which are consolidated into our consolidated financial statements as if they were our subsidiaries
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules and unless the context otherwise requires, refers to Tencent and Min River. See the section headed “Relationship with the Controlling Shareholders” in this listing document
“COVID-19”	Novel Coronavirus (COVID-19) or Novel Coronavirus Pneumonia, a respiratory illness caused by a new strain of coronavirus and characterized especially by fever, cough, and shortness of breath and may progress to pneumonia and respiratory failure
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Deposit Agreement”	the deposit agreement, dated as of December 11, 2018, as amended or supplemented from time to time, among us, The Bank of New York Mellon and our holders of ADSs
“Directors”	the director(s) of our Company
“DTC”	The Depository Trust Company, the central book-entry clearing and settlement system for equity securities in the United States and the clearance system for our ADSs
“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》), promulgated on March 16, 2007 and came into effect on January 1, 2008 and was most recently amended on December 29, 2018 which became effective on the same date

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“Financial Advisors”	Morgan Stanley Asia Limited, China International Capital Corporation Hong Kong Securities Limited, The Hongkong and Shanghai Banking Corporation Limited and UBS AG Hong Kong Branch
“Foreign Investment Law”	the PRC Foreign Investment Law (《中華人民共和國外商投資法》), promulgated by the National People’s Congress in March 2019, which became effective on January 1, 2020
“foreign private issuer”	as such term is defined in Rule 3b-4 under the U.S. Exchange Act
“FRC”	Financial Reporting Council
“Grandfathered Greater China Issuer”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Group,” “our Group,” “the Group,” “we,” “us,” or “our”	our Company, subsidiaries and consolidated affiliated entities from time to time
“Guangxi Hexian”	Guangxi Hexian Investment Management Co., Ltd. Guangxi Hexian Music Co., Ltd. (廣西絳弦投資管理有限公司) (previously known as “Xizang Qiming Music Co., Ltd. (西藏齊鳴音樂有限公司)”), a company incorporated under the laws of PRC on February 8, 2018, one of our VIEs
“Guangxi Qingse”	Guangxi Qingse Venture Capital Co., Ltd. (廣西青瑟創業投資有限公司), a company incorporated under the laws of PRC on September 8, 2020, one of our VIEs
“Guangzhou Kugou”	Guangzhou Kugou Computer Technology Co., Ltd. (廣州酷狗計算機科技有限公司), a company incorporated under the laws of PRC on February 20, 2006, one of our VIEs
“HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing 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

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“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“IFRS(s)”	the International Financial Reporting Standards, which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards and Interpretations issued by the International Accounting Standards Board (IASB)
“independent third party(ies)”	person(s) or company(ies), who/which, to the best of our Directors’ knowledge, information and belief, is/are not connected persons of our Company
“Introduction” or “Listing”	the listing of Class A ordinary shares on the Main Board of the Hong Kong Stock Exchange by way of introduction pursuant to the Hong Kong Listing Rules
“Joint Sponsors”	the Joint Sponsors as named in “Directors and Parties Involved in the Introduction”
“ <i>Kugou</i> ”	our brand operated by Guangzhou Kugou as described in the section headed “Business — A Unique Online Music Entertainment Experience” in this listing document
“ <i>Kugou Music</i> ”	our online music services brand operated by Guangzhou Kugou as described in the section headed “Business — A Unique Online Music Entertainment Experience” in this listing document
“Latest Practicable Date”	September 7, 2022, being the latest practicable date prior to the date of this listing document for the purpose of ascertaining certain information contained in this listing document
“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or about September 21, 2022 on which the Class A ordinary shares are listed on the Main Board of the Hong Kong Stock Exchange and from which dealings in the Shares are permitted to commence on the Main Board of the Hong Kong Stock Exchange

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“M&A Rules”	the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》), promulgated by the MOFCOM and other regulatory authorities on August 8, 2006, effective on September 8, 2006 and subsequently amended on June 22, 2009
“Main Board”	the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
“Major Subsidiaries”	our subsidiaries and consolidated affiliated entities as identified in “History and Corporate Structure — Corporate Structure — Major Subsidiaries and Operating Entities”
“MCSC”	the Music Copyright Society of China (中國音樂著作權協會)
“Memorandum” or “Memorandum of Association”	our amended and restated memorandum of association (as amended from time to time), a summary of which is set out in Appendix III to this listing document
“MIIT” or “MII”	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部), and its predecessor known as the Ministry of Information Industry of the PRC
“Min River”	Min River Investment Limited, a company incorporated in the British Virgin Islands on April 15, 2014, which is beneficially owned and controlled by Tencent, and a Controlling Shareholder of the Company
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部), or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外貿易經濟合作部)
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Negative List”	the Special Administrative Measures (Negative List) for Foreign Investment Access (2021 Version) (《外商投資准入特別管理措施(負面清單)(2021年版)》), most recently jointly promulgated by the MOFCOM and the NDRC on December 27, 2021 and became effective on January 1, 2022, as amended, supplemented or otherwise modified from time to time

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“NPC”	the National People’s Congress of the PRC (全國人民代表大會)
“NYSE”	New York Stock Exchange
“PCAOB”	the Public Company Accounting Oversight Board
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), enacted by the Standing Committee of the Eighth National People’s Congress on December 29, 1993 and effective on July 1, 1994, and subsequently amended on December 25, 1999, August 28, 2004, October 27, 2005, December 28, 2013 and October 26, 2018, as amended, supplemented or otherwise modified from time to time
“PRC Legal Adviser”	Han Kun Law Offices, our legal adviser as to the laws of the PRC
“Principal Share Registrar”	Maples Fund Services (Cayman) Limited
“Qianhai Daizheng”	Shenzhen Qianhai Daizheng Music Culture Co., Ltd. (深圳前海黛箏音樂文化有限公司), a company incorporated under the laws of PRC on September 25, 2020, one of our VIEs
“QQ Music”	our online music services brand operated by Tencent Music Shenzhen as described in the section headed “Business — A Unique Online Music Entertainment Experience” in this listing document
“Qualifying Issuer”	has the meaning given to it under chapter 19C of the Hong Kong Listing Rules
“Regulation S”	Regulation S under the U.S. Securities Act
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC regulatory agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
“SAFE Circular 37”	the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) promulgated by SAFE with effect from July 4, 2014

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“SAIC” or “SAMR”	State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), currently known as the PRC State Administration for Market Regulation (中華人民共和國國家市場監督管理總局)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of the National People’s Congress of the PRC (全國人民代表大會常務委員會)
“SEC”	the United States Securities and Exchange Commission
“Senior Unsecured Notes”	has the meaning ascribed to it in the section headed “Financial Information — Liquidity and Capital Resources” in this listing document
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share Incentive Plans”	the Share Incentive Plans, details of which are set out in the section headed “Directors and Senior Management — Compensation” in this listing document
“shareholder(s)”	holder(s) of Shares and, where the context requires, ADSs
“Share(s)”	the Class A ordinary shares and Class B ordinary shares in the share capital of the Company, as the context so requires
“Shenzhen Lanren”	Shenzhen Lanren Online Technology Co., Ltd. (深圳市懶人在線科技有限公司), a company incorporated under the laws of PRC on March 27, 2012, which we acquired in March 2021
“Shenzhen Ultimate Music”	Shenzhen Ultimate Music Culture and Technology Co., Ltd. (深圳市愛聽卓樂文化科技有限公司), a company incorporated under the laws of PRC on March 15, 2012, one of our VIEs
“Spotify”	Spotify Technology S.A., a public limited company incorporated under the laws of Luxembourg, whose ordinary shares are listed on the NYSE (trading symbol: SPOT) and one of our principal shareholders

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“subsidiaries”	has the meaning ascribed thereto in the Hong Kong Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC
“Tencent”	Tencent Holdings Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange (stock code: 700) and a Controlling Shareholder of the Company
“Tencent Music Shenzhen”	Tencent Music Entertainment (Shenzhen) Co., Ltd. (騰訊音樂娛樂(深圳)有限公司, previously known as Shenzhen Zhipu Information Technology Co., Ltd. (深圳市智譜信息科技有限公司)), a company incorporated under the laws of PRC on July 12, 2016, a wholly-owned subsidiary of Guangzhou Kugou
“Track Record Period”	the years ended December 31, 2019, 2020 and 2021 and the three months ended March 31, 2022
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Exchange Act”	the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder
“U.S. Securities Act” or “Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“variable interest entities,” “VIE” or “VIEs”	our variable interest entities, the financial results of which are consolidated into our consolidated financial statements as if they were our subsidiaries
“VAT”	value-added tax; all amounts are exclusive of VAT in this listing document except where indicated otherwise
“VIE structure” or “Contractual Arrangements”	variable interest entity structure and, where the context requires, the agreements underlying the structure
“weighted voting right”	has the meaning ascribed to it under the Hong Kong Listing Rules

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“WeSing”	our online karaoke social community brand operated by Tencent Music Shenzhen as described in the section headed “Business — A Unique Online Music Entertainment Experience” in this listing document
“WVR beneficiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules and unless the context otherwise requires, refers to Min River and such other holders holding the Class B ordinary shares, which entitle each to weighted voting rights, details of which are set out in the section headed “Share Capital” in this listing document
“WVR share(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules and unless the context otherwise requires, refers to the Class B ordinary shares which entitle each to weighted voting rights, details of which are set out in the section headed “Share Capital” in this document
“WVR structure”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Yeelion Online”	Yeelion Online Network Technology (Beijing) Co., Ltd. (億覽在線網絡技術(北京)有限公司), a company incorporated under the laws of PRC on September 7, 2005, an indirect wholly-owned subsidiary of our Company

In this listing document, (i) the terms “associate(s),” “close associate(s),” “controlling shareholder(s),” “core connected person(s)” and “substantial shareholder(s)” shall have the meanings given to such terms in the Hong Kong Listing Rules, unless the context otherwise requires; and (ii) unless otherwise expressly stated, all figures and percentages relating to the Company’s issued capital expressed in this listing document do not take into account the 42.0 million Class A ordinary shares (representing approximately 2.5% of the Company’s total issued and outstanding Class A ordinary shares as at the Latest Practicable Date) issued to Scarlet Punk Investment Limited, a wholly-owned SPV of the Company, after the Latest Practicable Date on September 9, 2022.

Unless otherwise expressly stated or the context otherwise requires, all data in this listing document is as of the date of this listing document.

The English names of PRC entities, PRC laws or regulations, and PRC regulatory authorities referred to in this listing document are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.

Certain amounts and percentage figures included in this listing document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.