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**Tencent 腾讯**  
**TENCENT HOLDINGS LIMITED**  
**騰訊控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 700)**

**DECLARATION OF INTERIM DIVIDEND BY WAY OF  
DISTRIBUTION IN SPECIE OF CLASS B ORDINARY SHARES OF  
MEITUAN**

**RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS**

**DECLARATION OF INTERIM DIVIDEND BY WAY OF DISTRIBUTION IN  
SPECIE OF MEITUAN SHARES**

The Board is pleased to announce that, on 16 November 2022, it has resolved to declare a special interim dividend in the form of a distribution in specie of approximately 958,121,562 Class B ordinary shares of Meituan (assuming there is no change in the total number of issued Shares from the date of this announcement to the Record Date) indirectly held by the Company through Huai River and/or TML to the Shareholders whose names appear on the register of members of the Company on the Record Date in proportion to their then respective shareholdings in the Company on the basis of 1 Class B ordinary share of Meituan for every 10 Shares held by the Qualifying Shareholders, being rounded down to the nearest whole number of Meituan Shares.

The exact number of Meituan Shares to be distributed by the Company is subject to such possible adjustments where appropriate and necessary in order to give effect to the Distribution in Specie on the basis of 1 Class B ordinary share of Meituan for every 10 Shares held on the Record Date and such other arrangements in relation to the Distribution in Specie as set out in this announcement.

Non-Qualifying Shareholders will not be entitled to receive the Meituan Shares and will instead receive cash-in-lieu payments in respect of the Shares held by them on the basis of 1 Class B ordinary share of Meituan for every 10 Shares held on the Record Date.

No fraction of a Meituan Share will be distributed. Nevertheless, fractional entitlements to the Meituan Shares of both Qualifying Shareholders and Non-Qualifying Shareholders (i.e., whose shareholding in the Company is not an integral multiple of 10 Shares) will be distributed in the form of cash-in-lieu payments.

The cash-in-lieu payments for the Qualifying Shareholders and the Non-Qualifying Shareholders will be funded either by (i) disposing of the corresponding Meituan Shares in the market as soon as practicable, on or after the date of posting of the share certificates for the Meituan Shares (which is currently expected to be on or about 24 March 2023, Friday); and/or (ii) internal resources of the Group with the amount to be distributed to such Shareholders to be determined based on the closing price of the shares of Meituan on the Stock Exchange on the dispatch date of the share certificates for the Meituan Shares, at the Board's discretion, and subject to applicable laws and regulations. Such payments, after deduction of expenses and duties where applicable, will be distributed by way of cheques sent by ordinary post to the Qualifying Shareholders and the Non-Qualifying Shareholders in Hong Kong dollars on pro rata basis based on their respective entitlements and at their own risk, except that the net proceeds of less than HK\$100 per recipient will not be distributed and will be retained for the benefit of the Company.

### **RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS**

For determining entitlements to the Distribution in Specie, the register of members and transfer book of the Company will be closed from 9 January 2023, Monday to 10 January 2023, Tuesday, both days inclusive, during which period no transfer of the Shares will be registered. In order to qualify for the Distribution in Specie, any document in respect of the transfer of the Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 6 January 2023, Friday. The last day for dealing in the Shares on the Stock Exchange with entitlements to the Distribution in Specie is expected to be 4 January 2023, Wednesday.

The Record Date for determining a Shareholder's entitlements to the Distribution in Specie is 10 January 2023, Tuesday.

### **DECLARATION OF INTERIM DIVIDEND BY WAY OF DISTRIBUTION IN SPECIE OF MEITUAN SHARES**

#### **Basis of entitlement**

The Board is pleased to announce that, on 16 November 2022, it has resolved to declare a special interim dividend in the form of a distribution in specie of approximately 958,121,562 Class B ordinary shares of Meituan (assuming there is no change in the total number of issued Shares from the date of this announcement to the Record Date) indirectly held by the Company through Huai River and/or TML to the Shareholders whose names appear on the register of members of the Company on the Record Date in proportion to their then respective shareholdings in the Company on the following basis, being rounded down to the nearest whole number of Meituan Shares:

for every 10 Shares held..... 1 Class B ordinary share of Meituan

The exact number of Meituan Shares to be distributed by the Company is subject to such possible adjustments where appropriate and necessary in order to give effect to the Distribution in Specie on the basis of 1 Class B ordinary share of Meituan for every 10 Shares held on the Record Date and such other arrangements in relation to the Distribution in Specie as set out in this announcement.

To this end, Huai River and/or TML will distribute an aggregate of approximately 958,121,562 Class B ordinary shares of Meituan in specie to the Company (subject to such possible adjustments where appropriate and necessary in order to give effect to the Distribution in Specie on the basis of 1 Class B ordinary share of Meituan for every 10 Shares held on the Record Date). The Distribution in Specie will be effected by Huai River and/or TML transferring the Meituan Shares held by it/them directly to the Qualifying Shareholders.

Non-Qualifying Shareholders will not be entitled to receive the Meituan Shares and will instead receive cash-in-lieu payments in respect of the Shares held by them on the basis of 1 Class B ordinary share of Meituan for every 10 Shares held on the Record Date. Please refer to the section headed “Qualifying Shareholders and Non-Qualifying Shareholders” in this announcement for further details.

No fraction of a Meituan Share will be distributed. Nevertheless, fractional entitlements to the Meituan Shares of both Qualifying Shareholders and Non-Qualifying Shareholders (i.e., whose shareholding in the Company is not an integral multiple of 10 Shares) will be distributed in the form of cash-in-lieu payments.

The cash-in-lieu payments for the Qualifying Shareholders and the Non-Qualifying Shareholders will be funded either by (i) disposing of the corresponding Meituan Shares in the market as soon as practicable, on or after the date of posting of the share certificates for the Meituan Shares (which is currently expected to be on or about 24 March 2023, Friday); and/or (ii) internal resources of the Group with the amount to be distributed to such Shareholders to be determined based on the closing price of the shares of Meituan on the Stock Exchange on the dispatch date of the share certificates for the Meituan Shares, at the Board’s discretion, and subject to applicable laws and regulations. Such payments, after deduction of expenses and duties where applicable, will be distributed by way of cheques sent by ordinary post to the Qualifying Shareholders and the Non-Qualifying Shareholders in Hong Kong dollars on pro rata basis based on their respective entitlements and at their own risk, except that the net proceeds of less than HK\$100 per recipient will not be distributed and will be retained for the benefit of the Company.

## **Meituan Shares**

The 958,121,562 Class B ordinary shares of Meituan to be distributed represent approximately 90.9% of the Class B ordinary shares of Meituan held by the Group and approximately 15.5% of the total number of issued shares of Meituan as at 31 October 2022 (on a one-share-one-vote basis). They are currently recorded by the Group as an investment in an associate.

Based on the closing price of HK\$166.4 per Class B ordinary share of Meituan as traded on the Stock Exchange on 15 November 2022, the aggregate market value of the Meituan Shares was approximately HK\$159 billion.

## **Record Date and closure of register of members**

For determining entitlements to the Distribution in Specie, the register of members and transfer book of the Company will be closed from 9 January 2023, Monday to 10 January 2023, Tuesday, both days inclusive, during which period no transfer of the Shares will be registered. In order to qualify for the Distribution in Specie, any document in respect of the transfer of the Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 6 January 2023, Friday. The last day for dealing in the Shares on the Stock Exchange with entitlements to the Distribution in Specie is expected to be 4 January 2023, Wednesday.

The Record Date for determining a Shareholder's entitlements to the Distribution in Specie is 10 January 2023, Tuesday.

## **Completion of the Distribution in Specie, dispatch of share certificates, and CCASS and China Clear settlement**

It is expected that share certificates for the relevant Meituan Shares will be dispatched on or about 24 March 2023, Friday by ordinary post at the own risk of the Qualifying Shareholders to their respective addresses shown on the register of members of the Company on the Record Date.

In the case of a joint holding of the Shares, the share certificate for the Meituan Shares will be posted to the address shown on the register of members of the Company in respect of such Shares on the Record Date.

Investors holding the Shares through CCASS Participants are expected to receive the Meituan Shares through their respective stockbrokers or custodians or through their CCASS Investor Participant stock accounts following the dispatch of the share certificates for the Meituan Shares. Such investors should seek the advice of their respective stockbrokers or other professional advisers in case of doubt.

The Stock Connect Investors holding the Shares through China Clear are expected to receive the Meituan Shares through their respective stockbrokers or custodians or through their China Clear stock accounts following the dispatch of the share certificates for the Meituan Shares. Such investors should seek the advice of their respective stockbrokers or other professional advisers in case of doubt.

### **Odd lot matching service**

The Company has, at its own costs, appointed BOCI Securities Limited to provide matching service for sale and purchase of odd lots of the Meituan Shares, on a best effort basis, to those Qualifying Shareholders entitled to the Distribution in Specie (other than the Stock Connect Investors) who wish to acquire odd lots of the Meituan Shares to make up a full board lot, or to dispose of their odd lots of the Meituan Shares. Qualifying Shareholders who wish to utilise the service should contact BOCI Securities Limited at (852) 2718 9663, or at 18/F, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong during the period from 9:00 a.m. on 24 March 2023, Friday to 4:00 p.m. on 24 April 2023, Monday, both days inclusive. Holders of odd lots of the Meituan Shares should note that successful matching of such sale and purchase is not guaranteed.

### **Qualifying Shareholders and Non-Qualifying Shareholders**

The Distribution in Specie will be available to the Shareholders whose names appear on the register of members of the Company on the Record Date, but will not be extended to the Non-Qualifying Shareholders.

### ***Shareholders with registered addresses outside Hong Kong***

Based on the register of members of the Company as at 14 November 2022, Monday, there were a total of 12 Shareholders whose addresses as shown on the register of members of the Company were outside Hong Kong, comprising six overseas jurisdictions, including Australia, the British Virgin Islands, the Mainland of China, Macau, Malaysia and the US, with a total shareholding of 2,488,455,942 Shares, representing in aggregate approximately 25.97% of the total number of issued Shares as at the close of business on 14 November 2022.

The Company had consulted legal counsels to ascertain whether or not there are any legal or regulatory requirements or restrictions which would make extending distribution of a special interim dividend by the Company in the form of a distribution in specie of the Meituan Shares held by the Group to the Shareholders whose addresses as shown on the register of members of the Company are located in the aforesaid overseas jurisdictions administratively prohibitive or inexpedient.

With respect to Australia, the British Virgin Islands, the Mainland of China, Macau and Malaysia, the Company has been advised that there are no such legal or regulatory restrictions requiring the exclusion of such Shareholder(s) from the Distribution in Specie. Having considered such advice provided by the legal counsels, the Directors are of the view that the Distribution in Specie will be extended to the Shareholders whose addressees as shown on the register of members of the Company are in Australia, the British Virgin Islands, the Mainland of China, Macau and Malaysia on the Record Date.

With respect to the US, the Company has been advised that there are applicable legal or regulatory requirements or restrictions and the Directors consider that, as additional time and resources are required to establish the satisfaction of the relevant requirements or exemptions, it is expedient and beneficial to the Company and the Shareholders as a whole to exclude the Shareholders whose respective addressees as shown on the register of members of the Company are located in the US on the Record Date from receiving the Meituan Shares and to regard such Shareholders as Non-Qualifying Shareholders.

Shareholders with registered addresses outside Hong Kong should consult their own professional advisers as to whether or not they are permitted to receive the special interim dividend in the form of the Distribution in Specie or if any governmental or other consent is required or if any other formalities need to be observed and whether there are any other restrictions in relation to the future sale of any Meituan Shares so received. Notwithstanding the arrangements with regard to the Shareholders with registered addresses outside Hong Kong as described above, the Board reserves the ultimate right to exclude any Shareholder from the Distribution in Specie if it believes that the transfer of the Meituan Shares to such person(s) may violate any applicable legal and/or regulatory requirements in any jurisdiction.

#### ***Arrangements for Non-Qualifying Shareholders***

Non-Qualifying Shareholders will not be entitled to receive the Meituan Shares and will instead receive cash-in-lieu payments in respect of the Shares held by them on the basis of 1 Class B ordinary share of Meituan for every 10 Shares held on the Record Date. Fractional entitlements to the Meituan Shares of the Non-Qualifying Shareholders (i.e., whose shareholding in the Company is not an integral multiple of 10 Shares) will also be distributed in the form of cash-in-lieu payments. The cash-in-lieu payments for the Non-Qualifying Shareholders will be funded either by (i) disposing of the corresponding Meituan Shares in the market as soon as practicable, on or after the date of posting of the share certificates for the Meituan Shares (which is currently expected to be on or about 24 March 2023, Friday); and/or (ii) internal resources of the Group with the amount to be distributed to such Shareholders to be determined based on the closing price of the shares of Meituan on the Stock Exchange on the dispatch date of the share certificates for the Meituan Shares, at the Board's discretion, and subject to applicable laws and regulations. Such payments, after deduction of expenses and duties where applicable, will be distributed by way of cheques sent by ordinary post to the Non-Qualifying Shareholders in Hong Kong dollars on pro rata basis based on their respective entitlements and at their own risk, except that the net proceeds of less than HK\$100 per recipient will not be distributed and will be retained for the benefit of the Company.

### ***Dispatch of cheques***

Cheques representing the cash-in-lieu payments are expected to be sent by ordinary post to the Shareholders within fourteen (14) days after the date of dispatch of the share certificates for the Meituan Shares. If the cash-in-lieu payments for the Qualifying Shareholders and the Non-Qualifying Shareholders are funded by disposing of the corresponding Meituan Shares in the market, in the absence of bad faith or wilful default, none of the Company nor any broker or agent appointed by the Company to effect the sale shall have any liability of any loss whatsoever arising as a result of the timing or the terms of any such sale.

### ***Stock Connect Investors***

The Stock Connect Investors may hold the Meituan Shares pursuant to the Distribution in Specie through China Clear. The corresponding Meituan Shares to be distributed to Stock Connect Investors will be dispatched to China Clear through CCASS, and China Clear will hold the Meituan Shares on behalf of the Stock Connect Investors. Pursuant to the Shanghai Stock Exchange Measures for the Implementation of Shanghai-Hong Kong Stock Connect (《上海證券交易所滬港通業務實施辦法》) revised and effective on 30 September 2016 and last amended on 1 February 2021 and the Shenzhen Stock Exchange Measures for the Implementation of Shenzhen-Hong Kong Stock Connect (《深圳證券交易所深港通業務實施辦法》) promulgated and effective on 30 September 2016 and last amended on 1 February 2021, the Stock Connect Investors (or the relevant China Clear participants, as the case may be) whose stock accounts in China Clear are credited with Meituan Shares may only sell them on the Stock Exchange under the Stock Connect. The Stock Connect Investors should seek advice from their intermediary (including broker, custodian, nominee or China Clear participant) and/or other professional advisers for details of the logistical arrangements as required by China Clear.

### **REASONS FOR AND BENEFITS OF THE DISTRIBUTION IN SPECIE**

The Board is of the view that the Distribution in Specie is in the interests of both the Company and the Shareholders. One aspect of the Company's investment strategy is to invest in companies in certain industries during their development stage (when the investees may benefit from patient capital in order to fund their development and expansion); to support and share in the investees' growth; and where appropriate to exit the investments when we judge the investees have attained a robust level of financial strength, industry positioning, and investment returns. The Board believes that Meituan has now reached such a status, and the Board therefore considers that it is an appropriate time to transfer the majority of the interest held by the Group in Meituan directly to the Qualifying Shareholders.

Pursuant to the Distribution in Specie, the Qualifying Shareholders will be entitled to receive their proportionate interest in the Meituan Shares, such that they may directly participate in the investment of the Meituan Shares by either holding such shares or realising their value on market. The Distribution in Specie will provide the Qualifying Shareholders with the flexibility to determine the level of their participation in the Meituan Shares at their own discretion.

Notwithstanding the Distribution in Specie, the Company and Meituan will continue to maintain their mutually beneficial business relationship, including via their ongoing strategic partnership agreement.

This special interim dividend in the form of distribution in specie of securities held by the Group is a situation-specific action based on current considerations. Whilst the Company periodically considers appropriate ways to return value to the Shareholders, there is no assurance that dividends or distributions of similar nature will be declared or made in the future.

Given the Group's reduced investment in Meituan, Mr Lau Chi Ping Martin, an executive Director and President of the Company, has tendered his resignation as a non-executive director of Meituan with effect from 16 November 2022.

#### **FINANCIAL EFFECTS OF THE DISTRIBUTION IN SPECIE**

Following the declaration of the Distribution in Specie and the resignation of our board representative, Meituan will no longer be accounted for as an associate. The Group's investment in Meituan (including the Meituan Shares prior to the Distribution in Specie) will be designated as FVOCI with a step-down gain recognised in the consolidated financial statements of the Group on the declaration date. The Meituan Shares that are designated as FVOCI will be measured at fair value up to the date of settlement of the Distribution in Specie. Therefore, the financial implication on the Group's total comprehensive income may only be ascertained following the date of settlement of the Distribution in Specie.



## TENTATIVE TIMETABLE FOR THE DISTRIBUTION IN SPECIE

	<b>On or about</b>
Last day for dealing in the Shares on a cum-entitlement basis	4 January 2023, Wednesday
Commencement of dealing in the Shares on an ex-entitlement basis	5 January 2023, Thursday
Latest time for lodging transfer of the Shares in order to qualify for the Distribution in Specie	4:30 p.m. on 6 January 2023, Friday
Closure of register of members and transfer book of the Company	9 January 2023, Monday to 10 January 2023, Tuesday
Record Date	10 January 2023, Tuesday
Register of members of the Company re-opens	11 January 2023, Wednesday
Dispatch of share certificates and CCASS settlement	24 March 2023, Friday

*Note 1: All references to time and date in this announcement refer to Hong Kong local time and date.*

*Note 2: The timings are indicative only. Should there be any change to the above tentative timetable, further announcement will be made by the Company as and when appropriate.*

If there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning in force on 6 January 2023, the dates mentioned in the timetable above may be affected. In the event of any change to the timetable, the Company will notify the Shareholders by way of announcement as soon as practicable.

## **ADJUSTMENTS TO THE EXERCISE PRICE OF SHARE OPTIONS AND THE NUMBER OF SHARES SUBJECT TO A SHARE AWARD**

As at the date of this announcement, there are:

- (i) an aggregate of 123,655,159 outstanding share options under the Post-IPO Option Scheme II and Post-IPO Option Scheme IV; and
- (ii) an aggregate of 123,400,505 shares subject to a share award granted pursuant to the 2013 Share Award Scheme and the 2019 Share Award Scheme which remain unvested.

As a result of the Distribution in Specie:

- (i) pursuant to the scheme rules of the Post-IPO Option Scheme II and the Post-IPO Option Scheme IV, adjustments will be made to the exercise price of the outstanding share options thereunder; and
- (ii) pursuant to the scheme rules of the 2013 Share Award Scheme and the 2019 Share Award Scheme, the Board will determine and make corresponding adjustments to the number of Shares subject to a share award so far as unvested.

The Company will publish an announcement containing further details of the adjustments to the exercise price of the outstanding share options and the number of Shares subject to a share award so far as unvested in due course.

## **INFORMATION ON THE GROUP**

The Group uses technology to enrich the lives of Internet users and to support the digitalisation of businesses. The Group's communication and social services, Weixin and QQ, connect users with each other and with digital content and services, both online and offline, making their lives more convenient and delightful. The Group's advertising service helps advertisers reach out to hundreds of millions of consumers in the PRC. The Group's financial technology and business services support partners' business growth and assist their digital upgrade. The Group invests heavily in talent and technological innovation, actively contributing to the development of the Internet industry and the real economy.

## INFORMATION ON MEITUAN

Meituan is a company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability. It offers diversified daily goods and services in the broader retail industry by leveraging technology, including food delivery, in-store, hotel & travel booking, community ecommerce, as well as other services and goods retail businesses.

### GENERAL

Shareholders are recommended to obtain their own advice from tax advisers on the tax consequences of the Distribution in Specie, and the taxation implications of receiving, holding and dealing in the Meituan Shares. It is emphasised that the Company does not accept responsibility for any taxation effects on, or liabilities of, any persons in relation to the Distribution in Specie.

Any Hong Kong stamp duty payable on the transfer of the Meituan Shares to the Qualifying Shareholders under the Distribution in Specie will be borne by the Company.

**This announcement is not, and does not form part of, an offer to sell or solicitation of an offer to purchase or subscribe for any securities of Meituan in Hong Kong or any other jurisdictions, and this announcement or any part hereof, shall not form the basis of, or be relied on in connection with, any investment decision relating to any securities of Meituan.**

## DEFINITION

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

<b>Term</b>	<b>Definition</b>
“2013 Share Award Scheme”	the share award scheme adopted on 13 November 2013, constituted by the rules thereof, in its present form or as amended from time to time in accordance with the provisions thereof
“2019 Share Award Scheme”	the share award scheme adopted on 25 November 2019, constituted by the rules thereof, in its present form or as amended from time to time in accordance with the provisions thereof
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“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”	any person admitted to participate in CCASS as a direct clearing participant, a general clearing participant, a custodian participant, or any CCASS Investor Participant
“China Clear”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“Company”	Tencent Holdings Limited, a limited liability company organised and existing under the laws of the Cayman Islands and the shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company

“Distribution in Specie”	the distribution of a special interim dividend by the Company in the form of a distribution in specie of the Meituan Shares held by the Group to the Qualifying Shareholders in proportion to their respective shareholdings in the Company on the basis of an entitlement to 1 Class B ordinary share of Meituan for every 10 Shares held by each Qualifying Shareholder as at the Record Date
“FVOCI”	financial assets at fair value through other comprehensive income
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huai River”	Huai River Investment Limited, a limited liability company incorporated under the laws of the British Virgin Islands and an indirect wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Meituan”	Meituan, a company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability, whose Class B ordinary shares are listed on the Stock Exchange (stock code: 3690)
“Meituan Shares”	the 958,121,562 Class B ordinary shares in the share capital of Meituan with a par value of US\$0.00001 each, held by the Group which are to be distributed pursuant to the Distribution in Specie

“Non-Qualifying Shareholder(s)”	the Shareholder(s) whose (respective) address entered in the register of members of the Company on the Record Date is in a place outside Hong Kong (if any), and who is excluded from receiving the Meituan Shares in the Distribution in Specie on account of the relevant legal or regulatory requirements or restrictions by the Board out of necessity or expediency
“Post-IPO Option Scheme II”	the Post-IPO Share Option Scheme adopted by the Company on 16 May 2007
“Post-IPO Option Scheme IV”	the Post-IPO Share Option Scheme adopted by the Company on 17 May 2017
“PRC”	the People’s Republic of China
“Qualifying Shareholder(s)”	the Shareholder(s) whose name(s) appear on the register of members of the Company on the Record Date, other than the Non-Qualifying Shareholder(s)
“Record Date”	10 January 2023, being the date fixed for determining the Shareholders’ entitlements to the Distribution in Specie
“Share(s)”	ordinary share(s) of HK\$0.00002 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Connect”	Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect
“Stock Connect Investors”	PRC southbound trading Shareholders holding the Shares through the Stock Connect
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	has the meaning ascribed to it under the Listing Rules and “Subsidiaries” are construed accordingly

“TML”	Tencent Mobility Limited, a limited liability company incorporated under the laws of Hong Kong and a direct wholly-owned subsidiary of the Company
“US”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“US\$”	US dollars, the lawful currency of US
“%”	per cent

By Order of the Board  
**Ma Huateng**  
*Chairman*

16 November 2022

*As at the date of this announcement, the directors of the Company are:*

*Executive Directors:*

Ma Huateng and Lau Chi Ping Martin;

*Non-Executive Directors:*

Jacobus Petrus (Koos) Bekker and Charles St Leger Searle; and

*Independent Non-Executive Directors:*

Li Dong Sheng, Ian Charles Stone, Yang Siu Shun, Ke Yang and Zhang Xiulan.