

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

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

Reference is made to the announcement of Tencent Holdings Limited (the “**Company**”) dated 16 November 2022 (the “**Distribution Announcement**”) in relation to the declaration of an interim dividend in the form of a distribution in specie of a majority of the Class B ordinary shares of Meituan indirectly held by the Company.

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Distribution Announcement.

DISPATCH OF SHARE CERTIFICATES AND CCASS AND CHINA CLEAR SETTLEMENT

The Board is pleased to announce that share certificates of the relevant Meituan Shares in respect of the distributions to the Qualifying Shareholders were dispatched to the Qualifying Shareholders at their respective addresses shown on the register of members of the Company by post at their risk on 24 March 2023, Friday (the “**Share Certificate Dispatch Date**”). While the share certificates have been dispatched on the Share Certificate Dispatch Date, there may potentially be a delay in the actual receipt of the share certificates due to any possible disruption of postal service.

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.

CASH-IN-LIEU PAYMENTS AND DISPATCH OF CHEQUES

The Company has determined that the cash-in-lieu payments in respect of all fractional entitlements and in respect of all distributions to Non-Qualifying Shareholders will be funded by disposing of the corresponding Meituan Shares by the Company or its agent in the market as soon as practicable on or after the Share Certificate Dispatch Date. For such purpose, a total of 129 Meituan Shares shall be disposed of in the market. Such disposal has been completed on 24 March 2023. Proceeds of the disposal, after deduction of expenses and duties where applicable, will be distributed in Hong Kong dollars to the relevant Shareholders on a pro rata basis according to their respective entitlements, 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 to the relevant Shareholders at their respective addresses shown on the register of members of the Company by post at their risk within fourteen (14) days after the Share Certificate Dispatch Date. There may potentially be a delay in the actual receipt of the cheques due to any possible disruption of postal service. In the absence of bad faith or wilful default, none of the Company nor any broker, agent or intermediary involved in the disposal of the Meituan Shares or posting of the cheques shall have any liability for any loss whatsoever arising from these arrangements.

SHAREHOLDING PERCENTAGE IN MEITUAN AFTER COMPLETION OF THE DISTRIBUTION IN SPECIE

Immediately following the completion of the Distribution in Specie, the Group's shareholding percentage in Meituan will be reduced to approximately 1.7% on a one-share-one-vote basis (including the Meituan Shares to be received as dividends in respect of the Shares held by the structured entity administering and holding the Shares acquired for the share award schemes which are set up for the benefits of eligible persons of the 2013 Share Award Scheme and the 2019 Share Award Scheme and the Shares which have been repurchased but not yet cancelled by the Company as of 10 January 2023), based on the total number of issued shares of Meituan as at 28 February 2023.

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.

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.

By Order of the Board
Ma Huateng
Chairman

24 March 2023

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.