



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 December 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Tencent Holdings Limited

Date Submitted: 05 January 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00700	Description				
Multi-counter stock code	80700	RMB	Description			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	50,000,000,000	HKD	0.00002	HKD	1,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	50,000,000,000	HKD	0.00002	HKD	1,000,000	

Total authorised/registered share capital at the end of the month: HKD 1,000,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00700	Description				
Multi-counter stock code	80700	RMB	Description			
Balance at close of preceding month			9,508,291,912			
Increase / decrease (-)			-25,299,092			
Balance at close of the month			9,482,992,820			

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable		Ordinary shares		Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)		Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)				00700					
Multi-counter stock code		80700	RMB	Description					
Particulars of share option scheme		Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month	
1).	Post-IPO Share Option Scheme II adopted on 16/05/2007 (i) Exercise price (March 2017) HK\$185.65	22,714,577	Exercised	-5,396,250	17,318,327	1,329,246	17,208,952	0	
General Meeting approval date (if applicable)		16 May 2007							
2).	2023 Share Option Scheme adopted on 17/05/2023 (i) Exercise price (July 2017) HK\$230.89, HK\$230.87	3,106,289	Exercised	-66,139	3,040,150	66,139	3,040,150	274,076,375	
General Meeting approval date (if applicable)		17 May 2023							
3).	(ii) Exercise price (November 2017) HK\$368.46	31,430			31,430	0	31,430	274,076,375	
General Meeting approval date (if applicable)		17 May 2023							

4).	(iii) Exercise price (January 2018) HK\$387.16	97,915			97,915	0	97,915	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
5).	(iv) Exercise price (April 2018) HK\$358.11, HK\$357.86	21,888,814			21,888,814	0	21,866,082	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
6).	(v) Exercise price (May 2018) HK\$355.51	26,390			26,390	0	26,390	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
7).	(vi) Exercise price (June 2018) HK\$348.04	83,580			83,580	0	83,580	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
8).	(vii) Exercise price (July 2018) HK\$332.87, HK\$332.47, HK\$331.57, HK\$331.40	2,990,428	Lapsed	-6,405	2,984,023	0	2,944,535	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
9).	(viii) Exercise price (August 2018) HK\$302.78	17,780			17,780	0	17,780	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
10).	(ix) Exercise price (April 2019) HK\$321.04, HK\$320.78, HK\$320.45, HK\$320.01	23,458,728			23,458,728	0	5,958,728	274,076,375

General Meeting approval date (if applicable)		17 May 2023						
11.	(x) Exercise price (July 2019) HK\$306.21, HK\$305.79, HK\$304.61, HK\$301.46	1,588,854	Lapsed	-23,800	1,565,054	0	1,553,209	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
12.	(xi) Exercise price (August 2019) HK\$288.89, HK\$288.46, HK\$287.49	121,704			121,704	0	121,704	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
13.	(xii) Exercise price (January 2020) HK\$330.89, HK\$329.92	111,510			111,510	0	111,510	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
14.	(xiii) Exercise price (March 2020) HK\$305.66, HK\$305.64, HK\$305.49, HK\$304.23, HK\$303.74	7,242,394			7,242,394	0	5,423,246	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
15.	(xiv) Exercise price (May 2020) HK\$367.16, HK\$366.70, HK\$365.53	49,840			49,840	0	49,840	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
16.	(xv) Exercise price (July 2020)	1,227,518	Lapsed	-15,775	1,211,743	0	911,687	274,076,375

	HK\$472.04, HK\$471.92, HK\$470.14, HK\$470.04, HK\$469.87							
General Meeting approval date (if applicable)		17 May 2023						
17).	(xvi) Exercise price (August 2020) HK\$444.32, HK\$444.07, HK\$444.01, HK\$443.08, HK\$442.82	36,957			36,957	0	36,467	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
18).	(xvii) Exercise price (November 2020) HK\$511.83, HK\$511.59, HK\$511.54, HK\$510.71, HK\$510.57, HK\$508.53	79,691			79,691	0	75,484	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
19).	(xviii) Exercise price (December 2020) HK\$495.23, HK\$494.94, HK\$494.22	119,235			119,235	0	119,235	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
20).	(xix) Exercise price (March 2021) HK\$533.39, HK\$533.13, HK\$533.07, HK\$532.35, HK\$532.29, HK\$532.24, HK\$532.06,	5,858,499	Lapsed	-2,402	5,856,097	0	3,025,374	274,076,375

	HK\$531.71, HK\$531.69							
General Meeting approval date (if applicable)		17 May 2023						
21).	(xx) Exercise price (June 2021) HK\$529.18, HK\$529.15, HK\$529.08, HK\$528.51, HK\$528.40, HK\$527.29, HK\$526.97	20,255			20,255	0	14,227	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
22).	(xxi) Exercise price (July 2021) HK\$478.17, HK\$477.46, HK\$476.52, HK\$476.09	7,480,873	Lapsed	-24,819	7,456,054	0	3,742,968	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
23).	(xxii) Exercise price (November 2021) HK\$437.83, HK\$436.86, HK\$435.86, HK\$434.78, HK\$433.54, HK\$433.25	188,591			188,591	0	125,726	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
24).	(xxiii) Exercise price (March 2022) HK\$343.96, HK\$343.84, HK\$343.77, HK\$343.61, HK\$343.22, HK\$343.21, HK\$343.20, HK\$343.06,	7,229,905	Lapsed	-294	7,229,611	0	2,210,649	274,076,375

	HK\$342.87, HK\$342.81, HK\$342.79, HK\$342.50, HK\$342.49, HK\$341.94							
General Meeting approval date (if applicable)		17 May 2023						
25).	(xxiv) Exercise price (August 2022) HK\$277.91, HK\$277.42, HK\$276.81, HK\$276.01	5,235,299	Exercised	-15,523	5,173,036	15,523	1,269,908	274,076,375
			Lapsed	-46,740				
General Meeting approval date (if applicable)		17 May 2023						
26).	(xxv) Exercise price (March 2023) HK\$375.60	3,659,669			3,659,669	0	0	274,076,375
General Meeting approval date (if applicable)		17 May 2023						
27).	(xxvi) Exercise price (August 2023) HK\$334.04	13,551,868	Lapsed	-9,370	13,542,498	0	0	274,076,375
General Meeting approval date (if applicable)		17 May 2023						

Total A (Ordinary shares): 1,410,908

Total funds raised during the month from exercise of options: HKD 1,021,397,320.36

Remarks:

- The Post-IPO Share Option Scheme II expired on 16 May 2017 and no further share options will be granted under the scheme.
- In May 2023, all the outstanding share options (including both vested and unvested) granted under the Post-IPO Share Option Scheme IV adopted on 17 May 2017 have been transferred to the 2023 Share Option Scheme adopted on 17 May 2023. 274,076,375 ordinary shares as set out in items 2 to 27 refer to the total number of securities which may be issued upon exercise of all share options to be granted under the 2023 Share Option Scheme as at 31 December 2023.
- The exercise prices of the share options specified in items 1 to 23 represent the exercise prices which had been adjusted as a result of the Distribution in Specie of (I) the JD.com shares (as disclosed in the announcement dated 14 March 2022) and (II) the Meituan shares (as disclosed in the announcement dated 9 January 2023), pursuant to the scheme rules of the Post-IPO Share Option Scheme II and the Post-IPO Share Option Scheme IV.

4. The exercise prices of the share options specified in items 24 to 25 represent the exercise prices which had been adjusted as a result of the Distribution in Specie of the Meituan shares (as disclosed in the announcement dated 9 January 2023), pursuant to the scheme rules of the Post-IPO Share Option Scheme IV.

5. Among the 1,329,246 issued shares under item 1, 1,189,246 shares were issued as part of the arrangement to settle the exercise price in a cashless manner in relation to the exercise of 5,256,250 share options at the exercise price of HK\$185.65 under the Post-IPO Share Option Scheme II on 13, 19, 20 and 27 December 2023. The automatic deduction of 4,067,004 shares represents the consideration payable for the exercise of 5,256,250 share options (such that 1,189,246 shares were issued after netting off).

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)	00700					
Multi-counter stock code	80700	RMB	Description			
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Repurchase of shares			29 December 2023	17 May 2023	-26,710,000	
2). Repurchase of shares				17 May 2023		-17,830,000

Total E (Ordinary shares): -26,710,000

Remarks:

1. A total of 26,710,000 ordinary shares (previously repurchased on market on 20 to 24, 27 to 30 November 2023, and 1, 4 to 8, 11 to 15 and 18 December 2023) were cancelled on 29 December 2023.

2. Repurchases of a total of 17,830,000 ordinary shares were made on 19 to 22 and 27 to 29 December 2023 but such shares are not yet cancelled as at 31 December 2023.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)	<u>-25,299,092</u>
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IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

The relevant confirmations were made in the Next Day Disclosure Returns filed during the period from 1 December 2023 to 29 December 2023.

Submitted by: Lau Suk Yi

 Title: Secretary

 (Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
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 Main Board Rule 13.25A / GEM Rule 17.27A 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 submit additional document.
5. In the context of repurchase of shares:
 - "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - "class of shares issuable" should be construed as "class of shares repurchased"; and
 - "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:

- . “shares issuable to be listed on SEHK” should be construed as “shares redeemed listed on SEHK”; and
- . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares redeemed (if listed on SEHK)”; and
- . “class of shares issuable” should be construed as “class of shares redeemed”; and
- . “issue and allotment date” should be construed as “redemption date”