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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)

Voluntary Announcement
Strategic Investment in Sogou Inc.

This is a voluntary announcement by the Company.

The Board is pleased to announce that THL A21 Limited, a wholly-owned subsidiary of the Company, has entered into and completed transactions under a subscription agreement (“**Subscription Agreement**”) with Sogou, its parent company, Sohu Search and other independent third parties on 16 September 2013. Sohu Search is a wholly owned subsidiary of Sohu, a company listed on NASDAQ. Sohu is making an SEC filing regarding its entering into this Subscription Agreement on the same date.

Sogou is a company incorporated in the Cayman Islands with limited liability on 23 December 2005. Its principal business is the development and operation of a suite of market-leading Internet applications in the PRC, including Sogou Pinyin, Sogou browser, Sogou Web Directory and Sogou.com, as well as other popular products for Internet users.

Under the Subscription Agreement and other ancillary agreements entered into on the same date, THL A21 Limited subscribed for new non-voting Class B ordinary shares and voting Series B preferred shares in Sogou, representing 36.5% of the enlarged share capital of Sogou and 20.6% of the voting interest of Sogou (each on a fully diluted basis) for a total consideration comprising of search related businesses and certain other assets of the Company and a net cash consideration of US\$448,000,000 (“**Transaction**”). THL A21 Limited’s equity and voting interest in Sogou may further increase to approximately 40% and 24% respectively (each on a fully diluted basis) in the near future.

As none of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of Transaction is greater than 5%, the Transaction does not constitute a notifiable transaction under Chapter 14 of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Sogou, Sohu Search and Sohu (as well as their ultimate beneficial owners), is not a connected person of the Company and the Transaction does not constitute a connected transaction under Chapter 14A of the Listing Rules.

The Transaction does not constitute inside information for the purpose of Rule 13.09(2) of the Listing Rules or the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of directors of the Company
“Company”	Tencent Holdings Limited, a limited liability company organised and existing under the laws of the Cayman Islands and whose Shares are listed on The Stock Exchange of Hong Kong Limited
“connected persons”	the meaning ascribed to it in the Listing Rules
“Directors”	director(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	The People's Republic of China
“SEC”	the Securities and Exchange Commission of the United States of America
“Sogou”	Sogou Inc., an exempted company with limited liability incorporated under the laws of the Cayman Islands
“Sohu”	Sohu.com Inc., a Delaware corporation whose shares are listed on NASDAQ

“Sohu Search” Sohu.com (Search) Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands

“US\$” United States dollars, the lawful currency of the United States of America

By Order of the Board
Ma Huateng
Chairman

16 September 2013

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

Executive Directors:

Ma Huateng, Lau Chi Ping Martin and Zhang Zhidong;

Non-Executive Directors:

Jacobus Petrus Bekker and Charles St Leger Searle; and

Independent Non-Executive Directors:

Li Dong Sheng, Iain Ferguson Bruce and Ian Charles Stone.