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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tencent Holdings Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**ADOPTION OF THE 2009 SHARE OPTION SCHEME
AMENDMENT TO THE SHARE AWARD SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of Tencent Holdings Limited (the “Company”) to be held at Island Ballroom C, 5/F Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong immediately after the annual general meeting of the Company to be held at 3:00 p.m. on Wednesday, 13 May 2009 (“EGM”) is set out on page 16 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

23 April 2009

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DEFINITIONS

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

“2004 Share Option Scheme”	the share option scheme of the Company adopted on 24 March 2004 which was terminated on 16 May 2007 when the 2007 Share Option Scheme was adopted
“2007 Share Option Scheme”	the share option scheme of the Company adopted on 16 May 2007
“2009 Share Option Scheme”	the share option scheme for Eligible Persons proposed to be conditionally adopted at the EGM, a summary of the terms of which is set out in the Appendix to this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Tencent Holdings Limited, a limited liability company organized and existing under the laws of the Cayman Islands and the shares of which are listed on the Stock Exchange
“Connected Person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting to be held immediately after the annual general meeting of the Company to be held on 13 May 2009 at 3:00 p.m.
“Eligible Person”	any senior executives or senior officers, directors (including executive, non-executive and independent non-executive directors) of any member of the Group or any Invested Entity and any consultant, adviser or agent of any member of the Board, have contributed or will contribute to the growth and development of the Group or any Invested Entity
“Grantee”	any Eligible Person who accepts an offer in accordance with the terms of the 2009 Share Option Scheme or (where the context so permits) a person entitled, in accordance with the laws of succession applicable, to exercise any option in consequence of the death of the original Grantee
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Invested Entity”	any entity in which the Group holds an equity interest
“Latest Practicable Date”	20 April 2009, being the latest practicable date for ascertaining certain information in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Pre-IPO Share Option Scheme”	the share option scheme of the Company adopted on 27 July 2001 which was terminated at the date of the listing of the Shares
“Shares”	ordinary shares of HK\$0.0001 each in the Share Capital of the Company
“Share Award Scheme”	the share award scheme of the Company adopted on 13 December 2007
“Share Capital”	the aggregate nominal amount of the share capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

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)

Executive Directors:

Mr Ma Huateng (*Chairman*)
Mr Lau Chi Ping Martin
Mr Zhang Zhidong

Non-executive Directors:

Mr Antonie Andries Roux
Mr Charles St Leger Searle

Independent Non-executive Directors:

Mr Li Dong Sheng
Mr Iain Ferguson Bruce
Mr Ian Charles Stone

Registered office:

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Hutchins Drive
P.O. Box 2681
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Cayman Islands

*Principal place of business
in Hong Kong:*

Room 3002, 30th Floor
Far East Finance Centre
16 Harcourt Road
Hong Kong

23 April 2009

To the Shareholders

Dear Sir or Madam

**ADOPTION OF THE 2009 SHARE OPTION SCHEME
AMENDMENT TO THE SHARE AWARD SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the EGM of the Company regarding (i) adoption of the 2009 Share Option Scheme; and (ii) proposed amendment to the Share Award Scheme.

LETTER FROM THE BOARD

1. EXISTING SHARE OPTION SCHEMES

Save for the 2007 Share Option Scheme, the 2004 Share Option Scheme and the Pre-IPO Share Option Scheme, details of which were summarized as follows, there were and are no other share option schemes of the Company involving issue of new Shares.

(I) Under the 2007 Share Option Scheme, as at the Latest Practicable Date, options to subscribe for a total of 31,457,513 Shares were granted, for which:

- (a) 296,170 Shares had been issued pursuant to the exercise of options;
- (b) 28,903,284 options are outstanding, of which 1,418,632 options are exercisable; and
- (c) options to subscribe for 2,258,059 Shares had been lapsed / cancelled.

The 2007 Share Option Scheme will expire on 16 May 2017.

(II) Under the 2004 Share Option Scheme, as at the Latest Practicable Date, options to subscribe for a total of 76,064,388 Shares were granted, for which:

- (a) 36,056,854 Shares had been issued pursuant to the exercise of options;
- (b) 31,974,872 options are outstanding, of which 17,150,986 options are exercisable; and
- (c) options to subscribe for 8,032,662 Shares had been lapsed / cancelled.

The 2004 Share Option Scheme was terminated on 16 May 2007. Upon termination of the 2004 Share Option Scheme, no further options were granted under such scheme.

(III) Under the Pre-IPO Share Option Scheme, as at the Latest Practicable Date, options to subscribe for a total of 73,025,330 Shares were granted, for which:

- (a) 67,237,890 Shares had been issued pursuant to the exercise of options;
- (b) 3,021,953 options are outstanding, of which 3,021,953 options are exercisable; and
- (c) options to subscribe for 2,765,487 Shares had been lapsed / cancelled.

The Pre-IPO Share Option Scheme was terminated on 16 June 2004. Upon termination of the Pre-IPO Share Option Scheme, no further options were granted under such scheme.

LETTER FROM THE BOARD

2. ADOPTION OF THE 2009 SHARE OPTION SCHEME

(I) Number of Shares which may be issued under the 2009 Share Option Scheme

As at the Latest Practicable Date, there were in issue an aggregate of 1,800,933,344 Shares. Assuming no further Shares are issued and / or repurchased prior to the date of adoption of the 2009 Share Option Scheme, options to subscribe for a total of 36,018,666 Shares may be granted under the 2009 Share Option Scheme, representing two (2) percent of the issued Share Capital as at the date of the adoption of the 2009 Share Option Scheme.

Assuming no further Shares are issued and / or repurchased prior to the date of adoption of the 2009 Share Option Scheme, the total number of Shares which may be issued upon exercise of all options to be granted under the 2009 Share Option Scheme and any other schemes in aggregate shall be 93,464,807 Shares, representing approximately 5.19% of the issued Share Capital as at the date of approval of the 2009 Share Option Scheme.

As at the Latest Practicable Date, the total number of Shares which may be issued upon exercise of all options to be granted under the 2009 Share Option Scheme and any other schemes in aggregate shall be 93,464,807 Shares, representing approximately 5.19% of the issued Share Capital, and the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under any other schemes in aggregate shall be 63,900,109 Shares, representing approximately 3.55% of the issued Share Capital.

Pursuant to Note (2) to Rule 17.03(3) of the Listing Rules, the limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2009 Share Option Scheme and any other share option schemes must not exceed 30 percent of the issued Share Capital from time to time. No options may be granted under any schemes of the Company if this will result in this 30 percent limit being exceeded. Adjustments made to the exercise price of the option under the 2009 Share Option Scheme will be made in accordance with the Listing Rules applicable from time to time as set out in paragraph headed "EFFECT OF ALTERATIONS TO CAPITAL" under the Appendix to this circular.

(II) Restriction on the Time of Grant of Options

Pursuant to Rule 17.05 of the Listing Rules, a grant of options may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until an announcement of such price sensitive information has been published in accordance with Rule 2.07C. In particular, during the period commencing one month immediately preceding the earlier of:

- (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and

LETTER FROM THE BOARD

- (b) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules).

(III) Principal terms of the 2009 Share Option Scheme

A summary of the rules of the 2009 Share Option Scheme is set out in the Appendix to this circular.

(IV) Reasons for the 2009 Share Option Scheme

The Board considers that it is in the best interests of the Company and its shareholders to provide incentive or reward to senior management of the Group, i.e. the Eligible Persons, for their contribution to, and continuing efforts to lead in the promotion and success of, the Company. By adopting the 2009 Share Option Scheme, the Eligible Persons will be able to be rewarded and recognized for their special contribution separate from the incentive schemes offered to general employees of the Group.

(V) Conditions of the 2009 Share Option Scheme

The 2009 Share Option Scheme is conditional on:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM to approve the adoption of the 2009 Share Option Scheme and to authorise the Board to grant options under the 2009 Share Option Scheme and to allot and issue Shares pursuant to the exercise of options under the 2009 Share Option Scheme; and
- (b) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Shares which may fall to be issued pursuant to the exercise of any options granted under the 2009 Share Option Scheme representing 2% of the issued Share Capital on the date of the EGM.

If all of the above conditions are not satisfied on or before the date following two months after the adoption of the 2009 Share Option Scheme, the 2009 Share Option Scheme will terminate immediately, and any option granted or agreed to be granted pursuant to the 2009 Share Option Scheme and any offer of such grant shall be of no effect and no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the 2009 Share Option Scheme.

(VI) Value of the options

The Directors consider it inappropriate to value all the options that can be granted under the 2009 Share Option Scheme on the assumption that they were granted on the Latest Practicable Date as a number of factors crucial for the valuation cannot be determined. Such factors include the exercise period and the conditions, if any, that an option is subject to. Accordingly, any valuation of the options based on a large number of speculative assumptions would not be meaningful and possibly misleading to the Shareholders.

LETTER FROM THE BOARD

(VII) Listing and Dealing

Application will be made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the new Shares which may be issued and allotted pursuant to the exercise of options under the 2009 Share Option Scheme representing 2% of the issued Share Capital on the date of the EGM.

The Shares are only listed on the Stock Exchange and not on any other stock exchange.

3. PROPOSED AMENDMENT TO THE SHARE AWARD SCHEME

The purposes of the Share Award Scheme are to (a) provide incentive to the eligible persons, as defined under the Share Award Scheme, who contribute to the Group; (b) enable the Group to recruit and retain quality employees to serve the Group on a long-term basis; and (c) attract human resources that are valuable to the Group. In furtherance of these purposes, the Board proposes to modify the term of the Share Award Scheme. The amendment to the Share Award Scheme is subject to approval by the Shareholders at the EGM.

Pursuant to the terms of the Share Award Scheme, the scheme shall be valid and effective for a period of ten (10) years commencing on the adoption date, being 13 December 2007, after which no further share awards will be granted. Under the modified term, the scheme shall be valid and effective for a period of fifteen (15) years commencing on the adoption date, being 13 December 2007. The purpose of the proposed amendment is to allow the Share Award Scheme to run for an extra five (5) years in order to provide flexibility to the Board in granting share awards to eligible persons over such extended term.

4. EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Island Ballroom C, 5/F Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong immediately after the annual general meeting of the Company to be held at 3:00 p.m. on Wednesday, 13 May 2009 is set out on page 16 of this circular.

The procedure for conducting a poll at the EGM of the Company is set out in section 5 below.

A proxy form for use at the EGM is enclosed, a copy of which can also be obtained via the website of the Company at www.tencent.com or the website of HKExnews at www.hkexnews.hk. Whether or not you are able to attend the EGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending in person and voting at the EGM or any adjourned meeting if you so wish.

LETTER FROM THE BOARD

5. PROCEDURE FOR POLL VOTING

Pursuant to Rule 13.39(4) of the Listing Rules, at any general meeting, a resolution put to vote in a meeting shall be decided by poll.

Detailed procedure for conducting a poll is set out below and will also be explained at the commencement of the EGM.

The chairman of the EGM will exercise his right under Article 66 of the Articles to demand poll voting on all the resolutions as set out in the notice of the EGM.

For poll voting, every shareholder present in person or by proxy or, in case of a corporate shareholder, by its duly authorized representative shall have one vote for every fully paid share in accordance with Article 66 of the Articles.

Every shareholder present in person or by proxy or, in case of a corporate shareholder, by its duly authorized representative who is entitled to more than one vote needs not use all his / her votes or cast all his / her votes in the same way. That means he / she can cast some of his / her votes in favour of the resolution and some of his / her votes against the resolution.

The branch share registrar of the Company will act as the scrutineer for the poll voting. The scrutineer will distribute a voting slip to every shareholder in person or a proxy or duly authorized representative of a corporate shareholder on registration of attendance at the EGM.

The chairman will arrange for all the resolutions to be proposed and seconded first and then conduct the voting by poll on each of the resolutions at the end of the EGM.

After completion of the voting slips by the shareholders, the scrutineer will collect the completed voting slips and then count the votes.

Finally, the chairman will announce the voting results. The results of the poll on all the resolutions as set out in the notice of the EGM in both English and Chinese will be published on the website of the Company at www.tencent.com and the website of HKExnews at www.hkexnews.hk later on the date of the EGM.

6. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors believe that the adoption of the 2009 Share Option Scheme and the amendment to the Share Award Scheme to be proposed at the EGM are in the best interests of the Company and its shareholders. Accordingly, the board of Directors recommends you to vote in favour of the resolutions to be proposed at the EGM.

8. DOCUMENT AVAILABLE FOR INSPECTION

A copy of the rules of the 2009 Share Option Scheme will be available for inspection at the principal place of business of the Company in Hong Kong at Room 3002, 30th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong during normal business hours from the date of this circular until 13 May 2009 and at the EGM.

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this circular.

Yours faithfully
Ma Huateng
Chairman

APPENDIX SUMMARY OF THE RULES OF THE 2009 SHARE OPTION SCHEME

The principal terms of the 2009 Share Option Scheme proposed to be adopted at the EGM are as follows:

PURPOSE OF THE SCHEME

The purpose of the 2009 Share Option Scheme is to provide incentive or reward to Eligible Persons for their contribution to, and continuing efforts to promote the interests of, the Company.

WHO MAY JOIN

The Board of Directors may, in its absolute discretion, grant options to any Eligible Person.

PRICE OF SHARES

The subscription price for Shares under the 2009 Share Option Scheme will be a price determined by the Board of Directors and notified to each Grantee. The subscription price will be the highest of: (i) the nominal value of a Share; (ii) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; and (iii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant.

A consideration of HK\$1.00 is required to be paid by a Grantee for each acceptance of the offer of the grant of an option, which should be made within 28 days from the date of grant, under the 2009 Share Option Scheme.

MAXIMUM NUMBER OF SHARES

The maximum number of Shares in respect of which options may be granted under the 2009 Share Option Scheme from the date of adoption of the 2009 Share Option Scheme shall not exceed two (2) percent of the issued Share Capital as at the date of Shareholders' approval of the 2009 Share Option Scheme (the "Scheme Mandate Limit"). Options lapsed in accordance with the terms of the 2009 Share Option Scheme shall not be counted for the purpose of calculating the two (2) percent limit. The Company may refresh the Scheme Mandate Limit by ordinary resolution of the Shareholders in general meeting, provided that the Scheme Mandate Limit so refreshed shall not exceed two (2) percent of the issued Share Capital as at the date of Shareholders' approval of the refreshing of the Scheme Mandate Limit. Options previously granted under any existing schemes (including options outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised options) shall not be counted for the purpose of calculating the limit as refreshed.

The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2009 Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30 percent of issued Share Capital from time to time.

APPENDIX SUMMARY OF THE RULES OF THE 2009 SHARE OPTION SCHEME

As at the Latest Practicable Date, there were in issue an aggregate of 1,800,933,344 Shares. Assuming no further Shares are issued prior to the date of adoption of the 2009 Share Option Scheme, options to subscribe for a total of 36,018,666 Shares (representing 2% of the issued Share Capital on the day of the EGM) may be granted under the 2009 Share Option Scheme pursuant to the Scheme Mandate Limit.

The maximum number of Shares (issued and to be issued) in respect of which options may be granted under the 2009 Share Option Scheme and any other share option scheme(s) of the Company (whether exercised, cancelled or outstanding) to any Eligible Person in any 12-month period shall not exceed one (1) percent of the issued Share Capital from time to time unless such grant has been duly approved by ordinary resolution of the Shareholders in general meeting at which the relevant Eligible Person and his associates shall abstain from voting.

In calculating the aforesaid limit of one (1) percent, options that have lapsed shall not be counted.

GRANT OF OPTIONS TO CONNECTED PERSONS

Any grant of options to a director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is a prospective Grantee of the options).

Where options are proposed to be granted to a substantial shareholder or an independent non-executive Director or any of their respective associates, and the proposed grant of options would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of the grant of such options to represent in aggregate over 0.1 percent of the total number of Shares and have an aggregate value (based on the closing price of a Share at each date of the grant of these options) exceeding HK\$5,000,000, the proposed grant shall be subject to the issue of a circular and the approval of the Shareholders in general meeting (taken on a poll) in accordance with the requirements of the Listing Rules at which all Connected Persons must abstain from voting in favour at such general meeting.

In calculating the aforesaid limit of 0.1 percent, options that have lapsed shall not be counted.

TIME FOR EXERCISE OF OPTIONS

The Grantee of an option may subscribe for Shares during such period as may be determined by the Board (the period shall commence on the date on which the offer relating to such option is duly approved by the Board in accordance with the 2009 Share Option Scheme and expire in any event not later than the last day of the ten year period after the date of grant of option (subject to early termination as set out in the 2009 Share Option Scheme)). The 2009 Share Option Scheme does not provide for any minimum period for which an option must be held before it can be exercised.

PERFORMANCE TARGETS

The 2009 Share Option Scheme provides that there are no performance targets that need to be met before a Grantee is entitled to exercise an option duly granted.

RIGHTS ARE PERSONAL TO GRANTEE

An option shall be personal to the Grantee of the option and shall not be assignable nor transferable.

RIGHTS ON CEASING EMPLOYMENT

Subject to the provision in the paragraph below headed “RIGHTS ON DEATH” and the subparagraph (iv) under the paragraph below headed “LAPSE OF OPTIONS”, if a Grantee of an option ceases to be an Eligible Person, the Grantee may only exercise the option within a period of three months thereafter.

RIGHTS ON DEATH

If a Grantee of an option dies, the personal representatives of the Grantee may only exercise the option within a period of twelve months thereafter.

RIGHTS ON DISMISSAL

If a Grantee of an option ceases to be an Eligible Person by reason of summary dismissal, the right to exercise the option shall thereupon terminate immediately.

EFFECT OF ALTERATIONS TO CAPITAL

In the event of a capitalisation issue, rights issue, consolidation, subdivision or reduction of the share capital of the Company, the Company shall make corresponding alterations (if any) to:

- (a) the number of Shares subject to options already granted so far as they remain exercisable; and / or
- (b) the subscription price; provided that:
 - (i) each Grantee is given the same proportion of the equity capital of the Company as that to which he was previously entitled;
 - (ii) no alterations shall be made which would result in the subscription price for a Share being less than its nominal value;
 - (iii) no such alterations shall be made in respect of an issue of securities by the Company as consideration in a transaction;

APPENDIX SUMMARY OF THE RULES OF THE 2009 SHARE OPTION SCHEME

- (iv) any such alterations, save as those made on a capitalisation issue, shall be confirmed by the auditors of the Company or the independent financial adviser in writing to the Directors as satisfying the requirements of the foregoing paragraphs (i) and (ii); and
- (v) any such alterations made pursuant to a subdivision or consolidation of share capital shall be made on the basis that the aggregate subscription price payable by a Grantee on full exercise of any option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event.

RIGHTS ON A GENERAL OFFER

If a general offer is made to all the Shareholders and such offer is declared unconditional before the expiry date of the Option, the Grantee may by notice in writing within twenty-one days after such offer becoming or being declared unconditional exercise any options to its full extent, and to the extent that they have not been so exercised, the right to exercise the options shall upon the expiry of such period terminate immediately.

RIGHTS ON WINDING UP

If a notice is given to each Grantee of a general meeting at which a resolution will be proposed for the voluntary winding-up of the Company, each Grantee shall be entitled to exercise all or any of his options at any time not later than two business days prior to the proposed general meeting of the Company. The Company shall, as soon as possible, and, in any event, no later than the business day immediately prior to the date of the proposed general meeting referred to above, allot and issue the relevant Shares to the Grantee, credited as fully-paid. The right to exercise the options shall, to the extent that they have not been exercised, terminate immediately on the date of the commencement of the voluntary winding-up of the Company.

RIGHTS ON A SCHEME OF ARRANGEMENT

If a general offer by way of a scheme of arrangement is made to all the Shareholders and such scheme has been approved by the necessary number of Shareholders at the requisite meetings, the Grantee may thereafter (but before such time as shall be notified by the Company) by notice in writing to the Company exercise the option in full or in part.

RANKING OF SHARES

Shares allotted on the exercise of options will rank *pari passu* with the other Shares in issue at the relevant date of allotment except in respect of any dividend or other distribution previously declared or allotted.

PERIOD OF THE SCHEME

The 2009 Share Option Scheme shall be valid and effective for a period of ten years commencing after its date of adoption.

VARIATION AND TERMINATION

The 2009 Share Option Scheme may be altered in any respect by resolution of the Board except that certain provisions as to:

- (a) the definitions of Grantee and Eligible Person(s);
- (b) the provisions relating to the matters set out in Rule 17.03 of the Listing Rules;

shall not be altered to the advantage of Grantee or prospective Grantee except with the prior approval of the Shareholders in general meeting (with participants and their respective associates abstained from voting). No such alterations shall operate to affect adversely the terms of issue of any options granted or agreed to be granted prior to such alterations except with the consent or sanction in writing of such majority of the Grantee as would be required of the Shareholders under the bye-laws for the time being of the Company for a variation of the rights attached to the Shares.

Any alterations to the provisions of the 2009 Share Option Scheme which are of a material nature (except where alterations take effect automatically under the provisions of the 2009 Share Option Scheme) or any change to the terms of options granted must be approved by the Shareholders in general meeting. The amended terms of the 2009 Share Option Scheme or the options must still comply with the relevant requirements of Chapter 17 of the Listing Rules. Any change to the authority of the Board in relation to any alterations to the terms of the 2009 Share Option Scheme must be approved by the Shareholders in general meeting.

The Company, by resolution in general meeting or the Board, may terminate the operation of the 2009 Share Option Scheme at any time and options granted prior to such termination shall continue to be valid and exercisable in accordance with the 2009 Share Option Scheme.

LAPSE OF OPTION

The right to exercise an option (to the extent not already exercised) shall terminate immediately upon the earliest of:

- (i) the expiry of the option period as described in the above paragraph headed “TIME FOR EXERCISE OF OPTIONS”;
- (ii) the expiry of any of the periods referred to in the paragraphs above headed “RIGHTS ON CEASING EMPLOYMENT”, “RIGHTS ON DEATH” and “RIGHTS ON A GENERAL OFFER”;
- (iii) subject to the scheme of arrangement becoming effective, the expiry of the period referred to in the paragraph above headed “RIGHTS ON A SCHEME OF ARRANGEMENT”;
- (iv) the date on which the Grantee ceases to be an Eligible Person by reason of summary dismissal for misconduct or other breach of the terms of his employment or other contract constituting him

APPENDIX SUMMARY OF THE RULES OF THE 2009 SHARE OPTION SCHEME

an Eligible Person, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or has become insolvent or has made any arrangements or composition with his creditors generally or on which the Grantee has been convicted of any criminal offence involving his integrity or honesty;

- (v) subject to the provision in the paragraph above headed “RIGHTS ON WINDING UP”, the date of the commencement of the voluntary winding-up of the Company; or
- (vi) the date on which the Grantee commits a breach of the provision of the 2009 Share Option Scheme that an option shall be personal to the Grantee and shall not be assignable nor transferable and that no Grantee shall sell, transfer, charge, mortgage or encumber or create any interest in favour of a third party over or in relation to any options.

CANCELLATION OF UNEXERCISED OPTIONS

The Company may cancel an option granted under the 2009 Share Option Scheme but not exercised with the approval of the holder of such option. No options may be granted to an Eligible Person in place of his cancelled options unless there are available unissued options (excluding the cancelled options) within the Scheme Mandate Limit approved by the shareholders of the Company as mentioned in the paragraph headed “MAXIMUM NUMBER OF SHARES” above.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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)

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of shareholders of Tencent Holdings Limited (the “Company”) will be held at Island Ballroom C, 5/F Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong immediately after the Annual General Meeting of the Company to be held at 3:00 p.m. on Wednesday, 13 May 2009 for the following purposes:

To consider and if thought fit, to pass with or without modification the following resolutions as Ordinary Resolutions:

1. “**That**, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the shares of the Company, representing 2% of the issued share capital of the Company as at the date of passing this resolution, to be issued pursuant to the exercise of any options granted under the 2009 Share Option Scheme (as defined below), the rules of the new share option scheme (“2009 Share Option Scheme”) of the Company (a copy of which has been submitted to the meeting and signed by the Chairman of the meeting for the purpose of identification) be and are hereby approved and adopted as an additional share option scheme of the Company; and that the directors of the Company be and are hereby authorized, at their absolute discretion, to grant options thereunder and to allot and issue shares of the Company pursuant to the exercise of such option.”
2. “**That**, the share award scheme of the Company adopted on 13 December 2007 be and is hereby amended by replacing paragraph 3 of such scheme with the following paragraph:
3. Subject to any early termination as may be determined by the Board pursuant to paragraph 10, the Scheme shall be valid and effective for a period of fifteen (15) years commencing on the Adoption Date.”

By Order of the Board
Ma Huateng
Chairman

23 April 2009

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members will be closed from Friday, 8 May 2009 to Wednesday, 13 May 2009, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the forthcoming Extraordinary General Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, 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 no later than 4:30 p.m. on Thursday, 7 May 2009.
2. Any member entitled to attend and vote at the Extraordinary General Meeting convened by the above notice (or at any adjournment thereof) is entitled to appoint one or, if he holds two more shares, more person(s) as his proxy or proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof.