



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/11/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tencent Holdings Limited

Date Submitted 06/12/2012

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 700 Description : TENCENT

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|------------------------|--|---|
| Balance at close of preceding month | <u>10,000,000,000</u> | <u>HK\$0.0001</u> | <u>HK\$1,000,000</u> |
| Increase/(decrease) | <u>--</u> | <u>--</u> | <u>--</u> |
| Balance at close of the month | <u>10,000,000,000</u> | <u>HK\$0.0001</u> | <u>HK\$1,000,000</u> |

(2) Stock code : N/A Description : _____

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|------------------------|--|---|
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | _____ | _____ |
| Balance at close of the month | _____ | _____ | _____ |

2. Preference Shares

| | | | | |
|-------------------------------------|------------|--------------------------|--|---|
| Stock code : | <u>N/A</u> | Description : | _____ | |
| | | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | _____ | _____ | _____ | _____ |
| Increase/(decrease) | _____ | _____ | _____ | _____ |
| Balance at close of the month | _____ | _____ | _____ | _____ |

3. Other Classes of Shares

| | | | | |
|-------------------------------------|------------|--------------------------------|--|---|
| Stock code : | <u>N/A</u> | Description : | _____ | |
| | | No. of other classes of shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | _____ | _____ | _____ | _____ |
| Increase/(decrease) | _____ | _____ | _____ | _____ |
| Balance at close of the month | _____ | _____ | _____ | _____ |

Total authorised share capital at the end of the month (*State currency*) :

_____ HK\$1,000,000

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No. of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|------------|--------------------------|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | <u>1,850,764,992</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/ (decrease) during the month | <u>1,239,974</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>1,852,004,966</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|------------------|---------------|--------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. Post-IPO Share Option Scheme I adopted on 24/03/2004 <u>Ordinary shares (Note 1)</u> | | | | | | |
| (i) Exercise price (September 2004) HK\$3.665 | -- | 202 | -- | -- | 202 | 43,567 |
| (ii) Exercise price (January 2005) HK\$4.485 | -- | 25,973 | -- | -- | 25,973 | 191,442 |
| (iii) Exercise price (March 2005) HK\$5.55 | -- | -- | -- | -- | -- | 180,000 |
| (iv) Exercise price (July 2005) HK\$6.01 | -- | 11,330 | -- | -- | 11,330 | 197,279 |
| (v) Exercise price (October 2005) HK\$8.24 | -- | 17,600 | -- | -- | 17,600 | 783,400 |
| (vi) Exercise price (December 2005) HK\$8.35 | -- | 804,000 | -- | -- | 804,000 | 1,176,450 |
| (vii) Exercise price (March 2006) HK\$11.55 | -- | 155,000 | 75,000 | -- | 155,000 | 1,685,900 |
| (viii) Exercise price (July 2006) HK\$15.05 | -- | 8,617 | 1 | -- | 8,617 | 280,207 |
| (ix) Exercise price (October 2006) HK\$18.10 | -- | -- | -- | -- | -- | 146,300 |
| (x) Exercise price (April 2007) HK\$25.26 | -- | 40,500 | -- | -- | 40,500 | 556,000 |
| <u>Sub-total:</u> | | <u>1,063,222</u> | <u>75,001</u> | | <u>1,063,222</u> | |

| | | | | | | |
|---|----|--------|---------|----|--------|-----------|
| 2. Post-IPO Share Option Scheme II adopted on 16/05/2007 Ordinary shares (<i>Note 1</i>) | | | | | | |
| (i) Exercise price (May 2007) HK\$31.75 | -- | 78,472 | 240,000 | -- | 78,472 | 2,775,114 |
| (ii) Exercise price (May 2007) HK\$32.63 | -- | 2,000 | -- | -- | 2,000 | 16,100 |
| (iii) Exercise price (June 2007) HK\$32.14 | -- | 4,800 | -- | -- | 4,800 | 643,910 |
| (iv) Exercise price (July 2007) HK\$33.05 | -- | -- | -- | -- | -- | 2,600,000 |
| (v) Exercise price (August 2007) HK\$33.74 | -- | 36,000 | -- | -- | 36,000 | 384,920 |
| (vi) Exercise price (September 2007) HK\$45.5 | -- | -- | -- | -- | -- | 36,482 |
| (vii) Exercise price (November 2007) HK\$49.85 | -- | -- | -- | -- | -- | 49,613 |
| (viii) Exercise price (January 2008) HK\$46.5 | -- | 21,144 | 3,818 | -- | 21,144 | 1,163,574 |
| (ix) Exercise price (February 2008) HK\$49.95 | -- | -- | -- | -- | -- | 109,856 |
| (x) Exercise price (March 2008) HK\$42.65 | -- | -- | -- | -- | -- | 113,612 |
| (xi) Exercise price (April 2008) HK\$47.72 | -- | -- | -- | -- | -- | 8,644 |
| (xii) Exercise price (July 2008) HK\$60.59 | -- | 26,336 | 2,000 | -- | 26,336 | 1,513,116 |
| (xiii) Exercise price (October 2008) HK\$48.92 | -- | 8,000 | -- | -- | 8,000 | 154,012 |
| (xiv) Exercise price (December 2008) HK\$43.5 | -- | -- | -- | -- | -- | 32,680 |
| (xv) Exercise price (February 2009) HK\$48.01 | -- | -- | -- | -- | -- | 156,000 |
| (xvi) Exercise price (July 2009) HK\$90.3 | -- | -- | -- | -- | -- | 528,290 |
| (xvii) Exercise price (September 2009) HK\$128.4 | -- | -- | -- | -- | -- | 7,780 |
| (xviii) Exercise price (November 2009) HK\$146.58 | -- | -- | -- | -- | -- | 50,000 |
| (xix) Exercise price (March 2010) HK\$158.5 | -- | -- | -- | -- | -- | 5,000 |
| (xx) Exercise price (July 2010) HK\$130.4 | -- | -- | -- | -- | -- | 211,380 |
| (xxi) Exercise price (August 2010) HK\$150.7 | -- | -- | -- | -- | -- | -- |

For Main Board and GEM listed issuers

| | | | | | | |
|--|----|----------------|--------------------------|----|------------------|--------|
| (xxii) Exercise price (March 2011) HK\$194.4 | -- | -- | -- | -- | -- | 8,260 |
| (xxiii) Exercise price (August 2011) HK\$189 | -- | -- | -- | -- | -- | 17,975 |
| (xxiv) Exercise price (September 2012) HK\$248.8 | -- | -- | -- | -- | -- | -- |
| <i>Sub-total:</i> | | <u>176,752</u> | <u>245,818</u> | | <u>176,752</u> | -- |
| 3. Post-IPO Share Option Scheme III adopted on 13/05/2009 <u>Ordinary shares (Note 1)</u> | | | | | | |
| (i) Exercise price (March 2010) HK\$158.5 | -- | -- | -- | -- | -- | -- |
| <i>Sub-total:</i> | | | | | | |
| Total A. (Ordinary shares) | | | | | <u>1,239,974</u> | |
| (Preference shares) | | | | | <u>N/A</u> | |
| (Other class) | | | | | <u>N/A</u> | |
| Total funds raised during the month from exercise of options (State currency) | | | <u>HK\$16,882,624.63</u> | | | |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---------------------------------|---|----------------------------------|---|--|--|
| 1. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| 2. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| 3. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| 4. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| | | | | Total B. | (Ordinary shares) _____ | N/A |
| | | | | | (Preference shares) _____ | N/A |
| | | | | | (Other class) _____ | N/A |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 2. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 3. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| 4. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| | | | | | Total C. (Ordinary shares) | N/A |
| | | | | | (Preference shares) | N/A |
| | | | | | (Other class) | N/A |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| 2. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| 3. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| Total D. (Ordinary shares) | N/A | |
| (Preference shares) | N/A | |
| (Other class) | N/A | |

Other Movements in Issued Share Capital

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|------------|----------------------|--|--|---|
| 1. Rights issue | At price : | State currency _____ | Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) | (/ /) |
| 2. Open offer | At price : | State currency _____ | Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) | (/ /) |
| 3. Placing | At price : | State currency _____ | Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) | (/ /) |
| 4. Bonus issue | | | Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) | (/ /) |

For Main Board and GEM listed issuers

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|----------------------|---------------------------------|--|--|---|
| 5. | Scrip dividend | At price : State currency _____ | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |
| 6. | Repurchase of shares | | Class of shares _____ Repurchased (Note 1) Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |
| 7. | Redemption of shares | | Class of shares _____ redeemed (Note 1) Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |
| 8. | Consideration issue | At price : State currency _____ | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |

For Main Board and GEM listed issuers

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|--|--|---|
| 9. Capital reorganisation | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |
| 10. Other (Please specify) | At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |
| | | Total E. (Ordinary shares) | N/A |
| | | (Preference shares) | N/A |
| | | (Other class) | N/A |

| | | |
|---|-----|-----------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 1,239,974 |
| | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | N/A |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> | | |

Remarks (if any):

N/A

Submitted by: Lau Suk Yi

Title: Secretary
(Director, Secretary or other duly authorised officer)



Notes :

- 1. *State the class of shares (e.g. ordinary, preference or other).*
- 2. *If there is insufficient space, please append the prescribed continuation sheet.*