

**Form of Share Buyback Report to The Stock Exchange
of Hong Kong Limited (“the Exchange”)**

Form G

To: The Head of the Listing Division
The Listing Division
The Stock Exchange of Hong Kong Limited

12 December 2008

Dear Sir,

Name of Company: TENCENT HOLDINGS LIMITED (Stock Code: 700)

Description of Securities: ORDINARY SHARES

A. Purchase Report

We hereby report the following purchases by our company of the above securities.

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
12 December 2008	<u>179,800</u>	On the Exchange	47.40	45.95	<u>8,372,674.68</u>
Total	<u>179,800</u>				<u>8,372,674.68</u>

* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

B. Additional Information for company’s whose primary listing is on the Exchange

1. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (including those reported in A above) (a) 6,451,200

2. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution

<u>(6,451,200×100)</u>	<u>0.36%</u>
1,793,687,853	

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated 9 April 2008 which has been filed with the Exchange.

Yours faithfully

Signed: _____

Name: Lau Suk Yi

Company Secretary

for and on behalf of

Tencent Holdings Limited