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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

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.
4. A circular containing further details regarding resolutions 1 and 2 above will be expected to be dispatched to shareholders on or about 25 April 2009.

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: Antonie Andries Roux and Charles St Leger Searle; and

Independent Non-Executive Directors: Li Dong Sheng, Iain Ferguson Bruce and Ian Charles Stone.