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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 RESTRICTED SHARE AWARD SCHEME

The Board has adopted the Scheme to, among other things, recognise the contributions by Selected Participants. The Scheme shall initially be valid and effective for a period of fifteen (15) years commencing on the Adoption Date.

Pursuant to the Scheme, the Restricted Shares will be comprised of (i) Shares issued by the Company to the Selected Participants; or (ii) Shares purchased by the Trustee on the market.

The maximum total number of Restricted Shares which may be granted under the Scheme shall not exceed three (3)%, and the maximum total number granted to an individual Selected Participant shall not exceed one (1)%, of the issued share capital of the Company as at the Adoption Date.

The Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules. No shareholders' approval is required to adopt the Scheme, and this announcement is made on a voluntary basis.

ADOPTION OF RESTRICTED SHARE AWARD SCHEME

The Board has adopted a restricted share award scheme to, among other things, recognise the contributions, and to attract, motivate and retain, Selected Participants.

Pursuant to the Scheme, the Restricted Shares will be comprised of (i) Shares issued by the Company to the Selected Participants; or (ii) Shares purchased by the Trustee on the market.

Listing Rules Implication

The Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. No shareholders' approval is required to adopt the Scheme, and this announcement is made on a voluntary basis.

The grant of Restricted Shares to a Director and other connected persons (as defined under the Listing Rules) of the Company will require compliance with Chapter 14A of the Listing Rules.

SUMMARY OF THE SCHEME

Purposes and Objectives

The purposes and the objectives of the Scheme are to (i) recognise the contributions by Selected Participants; (ii) encourage and retain such individuals for the continual operation and development of the Group; (iii) provide additional incentives for them to achieve performance goals; (iv) attract suitable personnel for further development of the Group; and (v) motivate the Selected Participants to maximise the value of the Company for the benefits of both the Selected Participants and the Company, with a view to achieving the objectives of increasing the value of the Group and aligning the interests of the Selected Participants directly to the shareholders of the Company through ownership of Shares.

Administration

The Scheme shall be subject to the administration of the Committee and the Trustee in accordance with the Rules and the terms of the Trust Deed. Unless otherwise specified in the Rules, the decision of the Committee and the Trustee regarding the administration and operation of the Scheme is final and binding on all parties.

Maximum Limit

The Board shall not make any further Award which will result in the nominal value of the Shares awarded by the Board under the Scheme exceeding three (3)% of the issued share capital of the Company as at the Adoption Date.

The maximum number of Shares which may be awarded to any one Selected Participant under the Scheme may not exceed one (1)% of the issued share capital of the Company as at the Adoption Date.

Operation

Subject to the Rules, the Board may, from time to time, at its absolute discretion select any Eligible Person (other than any Excluded Person) to be a Selected Participant and grant to such Selected Participant Restricted Shares. Participation in the Scheme is limited to Selected Participants only.

The Board may at any time at its discretion, in respect of each Selected Participant, cause to be paid the Reference Amount from the Company's resources or any Subsidiary's resources into the Account for the purchase and/or subscription of the Restricted Shares as soon as practicable after the Grant Date.

Restrictions

No Award may be made by the Board to any Selected Participant: (i) where the Company has information that must be disclosed under Rule 13.09 of the Listing Rules or where the Company reasonably believes there is Inside Information which must be disclosed under part XIVA of the SFO, until such Inside Information has been published on the websites of The Stock Exchange of Hong Kong Limited and the Company; (ii) after any Inside Information in relation to the securities of the Company has occurred or has become the subject of a decision, until such Inside Information has been published; (iii) within the period commencing 60 days (in the case of yearly results), or 30 days (in the case of results for half-year, quarterly or other interim period) immediately preceding the earlier of (1) the date of a meeting of the Board (as such date is first notified to The Stock Exchange of Hong Kong Limited) for the approval of the Company's results for any year, half-year, quarterly or other interim period (whether or not required under the Listing Rules); and (2) the deadline for the Company to publish its quarterly, interim or annual results announcement for any such period, and ending on the date of such announcement; or (iv) in any other circumstances where dealings by Selected Participant (including directors) are prohibited under the Listing Rules, SFO or any other applicable law or regulation or where the requisite approval from any applicable regulatory authorities has not been granted.

Vesting and Lapse

Subject to the Rules, the vesting of the Restricted Shares is subject to the Selected Participant remaining at all times after the Grant Date and on the Vesting Date an Eligible Person.

Subject to the Rules, a Selected Participant ceases to be an Eligible Person if (i) the Selected Participant's service or employment with the Group has been terminated by any member of the Group or any Invested Entity for cause; (ii) the Selected

Participant has been summarily dismissed by any member of the Group or any Invested Entity in so far as such Selected Participant is an Employee; (iii) the Selected Participant has been convicted for any criminal offence involving his integrity or honesty; (iv) the Selected Participant has been charged, convicted or held liable for any offence under the relevant securities laws in Hong Kong or any other applicable laws or regulations in force from time to time; or (v) the Selected Participant retires by agreement with a member of the Group at any time prior to or on the Vesting Date.

Subject to the Rules, in the event that prior to or on the Vesting Date (i) the relevant Selected Participant ceases to be an Eligible Person or (ii) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company, the Award will automatically lapse forthwith and the Restricted Shares will not vest on the relevant Vesting Date and the amount of contributions paid by the Company to the Trustee in respect of the Award will be returned to the Company immediately.

In the event that prior to or on the Vesting Date, a Selected Participant is found to be an Excluded Person, the relevant part of the Award made to such Selected Participant automatically lapses forthwith and the relevant Restricted Shares will not vest on the relevant Vesting Date and the relevant Reference Amount so paid by the Company will be taken out of the Account in accordance with the Rules and returned to the Company immediately. In such case, where the Reference Amount is returned to the Company, the relevant Restricted Shares will not be counted for the purpose of the Scheme limit.

If there occurs an event of change in control of the Company, whether by way of offer, merger, scheme of arrangement or otherwise is made to all the holders of Shares (or all such holders other than the offeror, any person controlled by the offeror and any person acting in association or concert with the offeror), all the Restricted Shares immediately vest on the date when such change of control event becomes or is declared unconditional prior to the vesting of Shares in the Selected Participant.

Subject to the satisfaction of all vesting conditions, the Trustee will transfer and/or issue the relevant Restricted Shares to the relevant Selected Participants as soon as practicable after the Vesting Date and in any event not later than ten (10) Business Days after the Vesting Date.

Voting Rights

The Trustee does not exercise any voting rights in respect of any Shares held under the Trust or as nominee.

Duration and Termination

The Scheme commences on the Adoption Date and remains valid and effective unless and until being terminated on the earlier of: (i) the fifteenth (15) anniversary date of the Adoption Date; and (ii) such date of early termination as determined by the Board provided that such termination does not affect any subsisting rights of any Selected Participant.

Upon receipt of the notification of termination from the Committee in writing, the Trustee will, pursuant to the Rules, vest all Restricted Shares which, as of the date of such notice are unvested and have not previously lapsed, and transfer such vested Restricted Shares to the relevant Selected Participants.

In the event of termination of the Scheme, after all Restricted Shares granted under the Scheme have either previously lapsed or have vested and been transferred to the relevant Selected Participants, the cash that has not been applied in the acquisition or subscription of the Restricted Shares and such other funds remaining in the Account managed by the Trustee (after making appropriate deductions in respect of all disposal costs, liabilities and expenses) will be remitted to the Company forthwith.

Definition

Unless otherwise defined, the following expressions in this announcement have the following meanings:

Term	Definition
“Account”	the bank account opened in the name of the Trust, managed by the Trustee, and operated solely for the purposes of operating the Scheme, which is held on trust for the benefit of Selected Participants and can be funded by the Company or any of its Subsidiaries
“Adoption Date”	13 November 2013, being the date on which the Scheme is adopted by the Company

“Award”	an award of Restricted Shares by the Board pursuant to the Scheme to a Selected Participant and will not include any options to purchase Shares
“Board”	the board of directors of the Company
“Committee”	the remuneration committee of the Company from time to time
“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
“Director(s)”	directors of the Company or any one of them
“Eligible Person”	any employee (whether full time or part time), executives or 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 Group or of any Invested Entity, have contributed or will contribute to the growth and development of the Group or any Invested Entity
“Employee”	an employee of any member of the Group or of any Invested Entity
“Excluded Person”	(i) at the time of the proposed grant of an Award, any connected person of the Company other than directors or substantial shareholders of any member of the Group, or (ii) any Eligible Person who is resident in a place where the award of the Restricted Shares and/or the vesting and transfer of the Restricted Shares pursuant to the terms of the Scheme is not permitted under the laws and regulations of such place or where in the view of the Board or the Committee or the Trustee (as the case may be), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such Eligible Person
“Grant Date”	in relation to any Restricted Share, the date on which the Restricted Share is, was or is to be granted

“Grant Shares”	the number of Restricted Shares granted pursuant to the Scheme
“Group”	the Company and its Subsidiaries
“Inside Information”	has the meaning given under Part XIVA of the SFO
“Invested Entity”	any entity in which any member of the Group holds an equity interest
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Reference Amount”	means the sum of (i) the awarded amount, which is, in respect of a Selected Participant, the closing price of the Shares as quoted on The Stock Exchange of Hong Kong Limited as at the Grant Date, multiplied by the number of the Restricted Shares comprised in the Award and (ii) the related purchase expenses and such other necessary expenses required for the completion of the purchase of all the Grant Shares
“Restricted Share(s)”	in respect of a Selected Participant, such number of Shares determined by the Board and (i) issued by the Company to the Selected Participant, or (ii) purchased by the Trustee on the market
“Rules”	the rules of the Scheme adopted by the Board on the Adoption Date
“Scheme”	the scheme constituted by the Rules as amended from time to time
“Selected Participant(s)”	any Eligible Persons selected by the Board in accordance with the terms of the Scheme
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) with a par value of HK\$0.0001 each in the capital of the Company

“Subsidiary”	a company which is a subsidiary (within the meaning given under Section 2 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere and “Subsidiaries” are construed accordingly
“Trust”	Tencent Holdings Limited Restricted Share Award Scheme Trust constituted under the Trust Deed or other trust(s) from which Restricted Shares may be granted to a Selected Participant pursuant to the Scheme
“Trust Deed”	a trust deed to be entered into between the Company and the Trustee (as restated, supplemented and amended from time to time) in respect of the appointment of the Trustee for the administration of the Scheme
“Trustee”	the trustee corporation or trustee corporations (which is/are independent of and not connected with the Company) to be appointed by the Company for the administration of the Scheme or any additional or replacement trustee(s)
“Vesting Date”	any Share held by the Trustee on behalf of a Selected Participant pursuant to the provisions of the Rules vests in such Selected Participant in accordance with the vesting schedule (if any) as set out in the grant letter
“%”	per cent

By Order of the Board
Ma Huateng
Chairman

13 November 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.