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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)

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF
CHINA LITERATURE LIMITED
ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
FULL EXERCISE OF OVER-ALLOTMENT OPTION**

References are made to the announcements of the Company dated 30 June 2017, 6 October 2017, 16 October 2017, 26 October 2017, 7 November 2017 and 8 November 2017 (the “Announcements”) in relation to the Proposed Spin-off. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings given to them in the Announcements.

The Company announces that the Over-allotment Option has been fully exercised by the joint global coordinators of the Global Offering, on behalf of the International Underwriters, on 9 November 2017, in respect of an aggregate of 22,705,600 China Literature Shares (the “Over-allotment Shares”), representing approximately 15% of the total number of the China Literature Shares initially available under the Global Offering before any exercise of the Over-allotment Option, to facilitate the return to THL A13 Limited (a member of the controlling shareholders group of China Literature and a wholly owned subsidiary of the Company) of the borrowed China Literature Shares under the stock borrowing agreement which were used to cover over-allocations in the International Offering.

The Over-allotment Shares will be sold and transferred by the Over-allotment Option Grantors at HK\$55.00 per China Literature Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the final offer price per China Literature Share under the Global Offering. China Literature will not receive any net proceeds from the sale of the Over-allotment Shares by the Over-allotment Option Grantors pursuant to the exercise of the Over-allotment Option.

The Company, through its wholly owned subsidiaries, retains an indirect control of an aggregate of approximately 52.66% of the total issued share capital of China Literature immediately after the full exercise of the Over-allotment Option.

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange.

By Order of the Board
Ma Huateng
Chairman

9 November 2017

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Ma Huateng and Lau Chi Ping Martin;

Non-Executive Directors:

Jacobus Petrus (Koos) Bekker and Charles St Leger Searle; and

Independent Non-Executive Directors:

Li Dong Sheng, Iain Ferguson Bruce, Ian Charles Stone and Yang Siu Shun.