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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)

**PRICING OF US\$2,000,000,000 NOTES UNDER
US\$5,000,000,000 GLOBAL MEDIUM TERM NOTE PROGRAMME**

References are made to the announcements of the Company dated 10 April 2014 and 2 February 2015 in relation to its establishment of the Programme and the proposed issue of the Notes under the Programme.

The Board is pleased to announce that on 4 February 2015 (New York time), the Company entered into a Subscription Agreement with Deutsche Bank, Barclays, Goldman Sachs, J.P. Morgan, ANZ, Bank of China (Hong Kong), BofA Merrill Lynch, China Merchants Securities (HK), Citigroup and Credit Suisse (collectively, the “Managers”) with respect to the issue of the Notes in an aggregate principal amount of US\$2,000,000,000 under the Programme.

The estimated net proceeds of the issue of the Notes, after deduction of underwriting fees, discounts and commissions but not other expenses payable in connection with the issue of the Notes, will amount to approximately US\$1,987,312,000.

A listing eligibility letter has been received for the listing and quotation of the Notes on the Stock Exchange. Admission of the Notes to the official list of the Stock Exchange and quotation of the Notes on the Stock Exchange is not to be taken as an indication of the merits of the Company or the Notes.

INTRODUCTION

References are made to the announcements of the Company dated 10 April 2014 and 2 February 2015 in relation to its establishment of the Programme and the proposed issue of the Notes under the Programme.

The Board is pleased to announce that on 4 February 2015 (New York time), the Company entered into a Subscription Agreement with the Managers relating to the issue of the Notes in an aggregate principal amount of US\$2,000,000,000 under the Programme.

The Notes to be issued by the Company have not been, and will not be, registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States. The Notes will only be offered (i) in the United States to qualified institutional buyers in reliance on the exemption from the registration requirements of the U.S. Securities Act provided by Rule 144A or in transactions not subject to the registration requirements of the U.S. Securities Act and (ii) in offshore transactions to Non-U.S. Persons in compliance with Regulation S. None of the Notes will be offered to the public in Hong Kong or be placed to any connected person of the Company.

THE SUBSCRIPTION AGREEMENT

Date

4 February 2015 (New York time)

Parties to the Subscription Agreement

- (a) the Company as the issuer of the Notes; and
- (b) each of the Managers.

Deutsche Bank, Barclays and Goldman Sachs are the joint global coordinators, and J.P. Morgan, ANZ, Bank of China (Hong Kong), BofA Merrill Lynch, China Merchants Securities (HK), Citigroup and Credit Suisse are the other managers in respect of the issue of the Notes.

To the Company's best knowledge, information and belief, having made all reasonable enquiries, the Managers are independent third parties and are not connected persons of the Company.

Completion of the Subscription Agreement is subject to the satisfaction, or waiver, of certain conditions precedent. In addition, the Subscription Agreement may be terminated by the joint global coordinators on behalf of the Managers under certain circumstances. As the Subscription Agreement may or may not be completed and the issue of the Notes may or may not proceed, investors are reminded to exercise caution when dealing in the securities of the Company.

Principal terms of the Notes

Notes Offered

Subject to certain conditions to completion, the Company will issue:

- (i) US\$1,100,000,000 2.875% senior notes that will mature on 11 February 2020 (the "2020 Notes"); and
- (ii) US\$900,000,000 3.800% senior notes that will mature on 11 February 2025 (the "2025 Notes").

Offer Price

The offer price of the 2020 Notes will be 99.797% of the total principal amount of the 2020 Notes.

The offer price of the 2025 Notes will be 99.605% of the total principal amount of the 2025 Notes.

Interest

The 2020 Notes will bear interest at a rate of 2.875% per annum, payable semi-annually in arrear on 11 February and 11 August of each year, beginning 11 August 2015.

The 2025 Notes will bear interest at a rate of 3.800% per annum, payable semi-annually in arrear on 11 February and 11 August of each year, beginning 11 August 2015.

Payment

All payments due under the Notes and the Trust Deed shall be payable and settled in United States dollars only.

Ranking of the Notes

The Notes are general obligations of the Company. The Notes are: (1) senior in right of payment to all of the Company's existing and future indebtedness expressly subordinated in right of payment to the Notes; (2) ranked at least equally with all other present and future unsecured and unsubordinated obligations of the Company, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application; (3) effectively subordinated to all of the Company's existing and future secured indebtedness, to the extent of the value of the assets serving as security therefor; and (4) structurally subordinated to all existing and future indebtedness and other liabilities of the Company's Controlled Entities.

Events of Default

The events of default under the Notes include, among other things, default in the payment of principal, premium or interest, and default in the performance of or the breach of certain covenants under the Notes, the Agency Agreement or the Trust Deed.

If an event of default occurs, the principal amount of the Notes and any accrued and unpaid interest thereon will become due and payable immediately, subject to certain notice provisions in certain circumstances.

Covenants

The Notes and the Trust Deed will limit the Company's ability to, among other things, incur liens and consolidate, merge or sell all or substantially all of its assets in certain circumstances.

Listing

A listing eligibility letter has been received for the listing and quotation of the Notes on the Stock Exchange. Admission of the Notes to the official list of the Stock Exchange and quotation of the Notes on the Stock Exchange is not to be taken as an indication of the merits of the Company or the Notes.

Governing Law

The Notes, the Trust Deed and any non-contractual obligations arising out of or in connection with the Notes and the Trust Deed are governed by English Law.

DEFINITION

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

Term	Definition
“Agency Agreement”	the Issue and Paying Agency Agreement dated 10 April 2014 among the Company and the several agents party thereto
“ANZ”	Australia and New Zealand Banking Group Limited
“Barclays”	Barclays Bank PLC
“Bank of China (Hong Kong)”	Bank of China (Hong Kong) Limited
“Board”	the board of directors of the Company
“BofA Merrill Lynch”	Merrill Lynch International
“China Merchants Securities (HK)”	China Merchants Securities (HK) Co., Limited
“Citigroup”	Citigroup Global Markets Inc.
“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 main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlled Entities”	has the meaning ascribed to it in the terms and conditions of the Notes
“Credit Suisse”	Credit Suisse Securities (Europe) Limited
“Deutsche Bank”	Deutsche Bank AG, Singapore Branch
“Goldman Sachs”	Goldman Sachs (Asia) L.L.C.
“Group”	the Company and its subsidiaries from time to time

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“J.P. Morgan”	J.P. Morgan Securities plc
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Non-U.S. Persons”	persons who are not U.S. persons as defined under Regulation S
“Notes”	the 2020 Notes and the 2025 Notes, collectively
“Programme”	the US\$5,000,000,000 global medium term note programme established by the Company by way of a dealer agreement dated 10 April 2014
“Regulation S”	Regulation S under the U.S. Securities Act
“Rule 144A”	Rule 144A under the U.S. Securities Act
“Share(s)”	the ordinary share(s) with par value of HK\$0.00002 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement relating to the subscription and sale of the Notes
“Trust Deed”	the Trust Deed between the Company as issuer of the Notes and DB Trustees (Hong Kong) Limited as trustee of the Notes, pursuant to which the Notes will be issued
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended

“US\$” United States dollars, the lawful currency of the United States

“%” per cent

By Order of the Board
Ma Huateng
Chairman

5 February 2015

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 and Ian Charles Stone.

This announcement contains forward-looking statements relating to the business outlook, forecast business plans and growth strategies of the Group. These forward-looking statements are based on information currently available to the Group and are stated herein on the basis of the outlook at the time of this announcement. They are based on certain expectations, assumptions and premises, some of which are subjective or beyond our control. These forward-looking statements may prove to be incorrect and may not be realised in future. Underlying these forward-looking statements are a large number of risks and uncertainties. In light of the risks and uncertainties, the inclusion of forward-looking statements in this announcement should not be regarded as representations by the Board or the Company that the plans and objectives will be achieved, and investors should not place undue reliance on such statements.