



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tencent Holdings Limited

Date Submitted 06/02/2014

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 700 Description : TENCENT

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>10,000,000,000</u>	<u>HK\$0.0001</u>	<u>HK\$1,000,000</u>
Increase/(decrease)	<u>--</u>		<u>--</u>
Balance at close of the month	<u>10,000,000,000</u>	<u>HK\$0.0001</u>	<u>HK\$1,000,000</u>

(2) Stock code : N/A Description : _____

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____	_____
Increase/(decrease)	_____	_____	_____	_____
Balance at close of the month	_____	_____	_____	_____

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____	_____
Increase/(decrease)	_____	_____	_____	_____
Balance at close of the month	_____	_____	_____	_____

Total authorised share capital at the end of the month (*State currency*) :

_____ HK\$1,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No. of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>1,862,110,840</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>1,889,154</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>1,863,999,994</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Post-IPO Share Option Scheme I adopted on 24/03/2004 <u>Ordinary shares (Note 1)</u>						
(i) Exercise price (September 2004) HK\$3.665	--	6,496	1	--	6,496	--
(ii) Exercise price (January 2005) HK\$4.485	--	54,272	1	--	54,272	--
(iii) Exercise price (March 2005) HK\$5.55	--	180,000	--	--	180,000	--
(iv) Exercise price (July 2005) HK\$6.01	--	59,721	--	--	59,721	--
(v) Exercise price (October 2005) HK\$8.24	--	60,500	--	--	60,500	--
(vi) Exercise price (December 2005) HK\$8.35	--	131,750	--	--	131,750	--
(vii) Exercise price (March 2006) HK\$11.55	--	127,000	--	--	127,000	--
(viii) Exercise price (July 2006) HK\$15.05	--	40,785	40	--	40,785	--
(ix) Exercise price (October 2006) HK\$18.10	--	13,100	--	--	13,100	--
(x) Exercise price (April 2007) HK\$25.26	--	145,600	--	--	145,600	--
<u>Sub-total:</u>		<u>819,224</u>	<u>42</u>		<u>819,224</u>	

2. Post-IPO Share Option Scheme II adopted on 16/05/2007 Ordinary shares (<i>Note 1</i>)						
(i) Exercise price (May 2007) HK\$31.75	--	428,496	140,000	--	428,496	1,206,440
(ii) Exercise price (May 2007) HK\$32.63	--	1,000	--	--	1,000	8,100
(iii) Exercise price (June 2007) HK\$32.14	--	9,500	--	--	9,500	320,834
(iv) Exercise price (July 2007) HK\$33.05	--	200,000	60,000	--	200,000	1,400,000
(v) Exercise price (August 2007) HK\$33.74	--	60,200	--	--	60,200	14,000
(vi) Exercise price (September 2007) HK\$45.5	--	--	--	--	--	34,280
(vii) Exercise price (November 2007) HK\$49.85	--	--	--	--	--	12,744
(viii) Exercise price (January 2008) HK\$46.5	--	83,944	--	--	83,944	946,794
(ix) Exercise price (February 2008) HK\$49.95	--	70,000	--	--	70,000	26,270
(x) Exercise price (March 2008) HK\$42.65	--	7,400	--	--	7,400	95,450
(xi) Exercise price (April 2008) HK\$47.72	--	--	--	--	--	14,930
(xii) Exercise price (July 2008) HK\$60.59	--	107,590	--	--	107,590	1,287,450
(xiii) Exercise price (October 2008) HK\$48.92	--	--	--	--	--	132,590
(xiv) Exercise price (December 2008) HK\$43.5	--	--	--	--	--	34,620
(xv) Exercise price (February 2009) HK\$48.01	--	--	--	--	--	205,500
(xvi) Exercise price (July 2009) HK\$90.3	--	--	--	--	--	589,350
(xvii) Exercise price (November 2009) HK\$146.58	--	--	--	--	--	100,000
(xviii) Exercise price (March 2010) HK\$158.5	--	100,000	400,000	--	100,000	10,000
(xix) Exercise price (July 2010) HK\$130.4	--	900	--	--	900	324,700
(xx) Exercise price (August 2010) HK\$150.7	--	--	--	--	--	--
(xxi) Exercise price (March 2011) HK\$194.4	--	--	--	--	--	--

For Main Board and GEM listed issuers

(xxii) Exercise price (August 2011) HK\$189	--	900	--	--	900	57,130																					
(xxiii) Exercise price (September 2012) HK\$248.8	--	--	--	--	--	33,160																					
<u>Sub-total:</u>		<u>1,069,930</u>	<u>600,000</u>		<u>1,069,930</u>																						
3. Post-IPO Share Option Scheme III adopted on 13/05/2009 <u>Ordinary shares (Note 1)</u>																											
(i) Exercise price (March 2010) HK\$158.5	--	--	--	--	--	--																					
<u>Sub-total:</u>																											
<table style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="width: 40%;"></td> <td style="width: 10%; text-align: right;">Total A. (Ordinary shares)</td> <td style="width: 10%; text-align: right;"><u>1,889,154</u></td> <td style="width: 10%;"></td> <td style="width: 10%; text-align: right;"><u>N/A</u></td> <td style="width: 10%;"></td> <td style="width: 10%;"></td> </tr> <tr> <td></td> <td style="text-align: right;">(Preference shares)</td> <td></td> <td></td> <td style="text-align: right;"><u>N/A</u></td> <td></td> <td></td> </tr> <tr> <td></td> <td style="text-align: right;">(Other class)</td> <td></td> <td></td> <td style="text-align: right;"><u>N/A</u></td> <td></td> <td></td> </tr> </tbody> </table>								Total A. (Ordinary shares)	<u>1,889,154</u>		<u>N/A</u>				(Preference shares)			<u>N/A</u>				(Other class)			<u>N/A</u>		
	Total A. (Ordinary shares)	<u>1,889,154</u>		<u>N/A</u>																							
	(Preference shares)			<u>N/A</u>																							
	(Other class)			<u>N/A</u>																							
<table style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="width: 40%;">Total funds raised during the month from exercise of options (State currency)</td> <td style="width: 10%;"></td> <td style="width: 10%;"></td> <td style="width: 10%;"></td> <td style="width: 10%;"></td> <td style="width: 10%; text-align: right;"><u>HK\$62,175,103.91</u></td> <td style="width: 10%;"></td> </tr> </tbody> </table>							Total funds raised during the month from exercise of options (State currency)					<u>HK\$62,175,103.91</u>															
Total funds raised during the month from exercise of options (State currency)					<u>HK\$62,175,103.91</u>																						

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
2. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
3. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
4. _____ _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
Total B. (Ordinary shares) _____					_____	N/A
(Preference shares) _____					_____	N/A
(Other class) _____					_____	N/A

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
				Total C. (Ordinary shares)	_____	N/A
				(Preference shares)	_____	N/A
				(Other class)	_____	N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ (/ /) shares (Note 1)		
2. _____ _____ _____ (/ /) shares (Note 1)		
3. _____ _____ _____ (/ /) shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

Other Movements in Issued Share Capital						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue							
1.	Rights issue	At price :	State currency _____	Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	_____	_____
2.	Open offer	At price :	State currency _____	Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	_____	_____
3.	Placing	At price :	State currency _____	Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	_____	_____
4.	Bonus issue			Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	_____	_____

For Main Board and GEM listed issuers

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
5.	Scrip dividend	At price :	State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
6.	Repurchase of shares			Class of shares _____ Repurchased (Note 1) Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
7.	Redemption of shares			Class of shares redeemed _____ (Note 1) Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
8.	Consideration issue	At price :	State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (/ /) (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p>	_____	_____
10. Other (Please specify)	<p>At price : State currency _____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (/ /) (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p>	_____	_____
		Total E. (Ordinary shares)	N/A
		(Preference shares)	N/A
		(Other class)	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	1,889,154
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>		

Remarks (if any):

N/A

Submitted by: Lau Suk Yi

Title: Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*