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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)**

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Tencent Holdings Limited announces the appointment of Professor Ke Yang as an Independent Non-Executive Director and a member of the Corporate Governance Committee of the Company with effect from 15 August 2019.

The Board is pleased to announce that Professor Ke Yang has been appointed as an Independent Non-Executive Director and a member of the Corporate Governance Committee of the Company with effect from 15 August 2019.

Pursuant to Article 86(3) of the Articles of Association, Professor Ke will hold office until the next annual general meeting of the Company after her appointment and will be eligible for re-election in such meeting.

Professor Ke, aged 64, is currently the Director of Laboratory of Genetics of Peking University Cancer Hospital and an international member of the United States National Academy of Medicine. Professor Ke is also Vice-president of the Peking University Alumni Association, President of the Peking University Health Science Center Alumni Association, Vice-president of the Chinese Medical Association, President of the Health Professional Education Committee of the Chinese Association of Higher Education, and Vice-chairperson of the Steering Committee of Clinical Medicine of the Committee of Academic Degrees of the State Council.

Professor Ke's research focus is on the upper gastrointestinal tumors, including the cloning of gastric cancer related genes and the functional study of such genes. Together with her team, she has also established the population cohort in esophageal cancer high incidence regions in China, studied the etiology of esophageal cancer, and evaluated the effects and economic efficacy of early screening of the disease. She has published more than 100 papers and had registered patents and been granted awards at national and provincial levels for technological and educational achievements.

Professor Ke was a member of the 11th and 12th National Committee of the Chinese People's Political Consultative Conference, an executive Vice-president of Peking University and of the Peking University Health Science Center, a member of the Committee of Academic Degrees of the State Council, a member of the Healthcare Reform Advisory Committee of the State Council and the Chairperson of the Working Committee for Graduate Medical and Pharmaceutical Education of the Office of Academic Degrees of the State Council.

Professor Ke graduated from Beijing Medical College (subsequently known as Beijing Medical University and currently known as Peking University Health Science Center) in 1982. From 1985 to 1988, Professor Ke worked at the National Cancer Institute of the National Institutes of Health of the United States as a postdoctoral fellow.

There is no service contract between the Company and Professor Ke. Under her terms of office, Professor Ke's term is for one year but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Professor Ke is entitled to an annual director's fee of HK\$800,000, which is determined with reference to her duties and responsibilities with the Company. An amount of Awarded Shares worth HK\$2,000,000 under the Share Award Scheme will be granted to Professor Ke and such Awarded Shares are subject to a vesting scale to be determined by the Board.

Save as disclosed above, Professor Ke (i) does not hold any other position in the Company or any subsidiaries of the Company; (ii) has not held in the last three years any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

Save as disclosed above, there is no information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters concerning the appointment of Professor Ke that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Professor Ke to the Board.

## DEFINITION

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

<b>Term</b>	<b>Definition</b>
“Articles of Association”	the amended and restated articles of association of the Company adopted by special resolution passed on 14 May 2014
“Awarded Shares”	the shares of the Company awarded under the Share Award Scheme
“Board”	the board of directors of the Company
“Company”	Tencent Holdings Limited, a limited liability company organised and existing under the laws of the Cayman Islands and the shares of which are listed on the Stock Exchange
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Professor Ke”	Professor Ke Yang
“SFO”	the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share Award Scheme”	the share award scheme adopted by the Company on 13 November 2013, as amended

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

By Order of the Board  
**Ma Huateng**  
*Chairman*

Hong Kong, 14 August 2019

*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.