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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the shareholders of Tencent Holdings Limited (the “**Company**”) will be held at Grand Ballroom, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong immediately after the Annual General Meeting of the Company to be held at 3:00 p.m. on Wednesday, 17 May 2023 for the following purposes:

To consider and, if thought fit, to pass with or without modification the following resolutions as Ordinary Resolutions:

1. **“THAT:**

- (a) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may fall to be issued and allotted pursuant to the exercise of any options that may be granted under the 2023 share option scheme of the Company (the rules of which are contained in the document marked “A” produced to this meeting and signed by the chairman of this meeting for the purpose of identification) (the “**2023 Share Option Scheme**”), the 2023 Share Option Scheme be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Option Scheme including without limitation:
 - (i) to administer the 2023 Share Option Scheme under which options will be granted to eligible persons under the 2023 Share Option Scheme to subscribe for Shares;
 - (ii) to modify and/or amend the 2023 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 Share Option Scheme relating to modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
 - (iii) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the 2023 Share Option Scheme and subject to the Listing Rules;

- (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares which may thereafter from time to time be issued and allotted pursuant to the exercise of the options under the 2023 Share Option Scheme; and
 - (v) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Option Scheme;
- (b) subject to paragraph 1(a) hereinabove, the Transfer of Share Options (as defined in the circular of the Company dated 24 April 2023 (the “**Circular**”)) be and is hereby approved and that any director of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Transfer of Share Options; and
- (c) subject to paragraphs 1(a) and 1(b) hereinabove, the share option scheme adopted by the Company on 17 May 2017 be and is terminated with effect upon the procedures for the Transfer of Share Options having been duly completed.”
2. “**THAT** the Scheme Mandate Limit (Share Option) as defined in the Circular (being 3% of the total number of Shares in issue as at the date of adoption of the 2023 Share Option Scheme) be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit (Share Option).”
3. “**THAT** the Service Provider Sub-limit (Share Option) as defined in the Circular (being 0.01% of the total number of Shares in issue as at the date of adoption of the 2023 Share Option Scheme) be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Service Provider Sub-limit (Share Option).”

4. **“THAT:**

- (a) conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares which may fall to be issued and allotted pursuant to any awards that may be granted under the 2023 share award scheme of the Company (the rules of which are contained in the document marked “B” produced to this meeting and signed by the chairman of this meeting for the purpose of identification) (the “**2023 Share Award Scheme**”), the 2023 Share Award Scheme be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Award Scheme including without limitation:
- (i) to administer the 2023 Share Award Scheme under which awards will be granted to eligible persons under the 2023 Share Award Scheme to subscribe for Shares;
 - (ii) to modify and/or amend the 2023 Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 Share Award Scheme relating to modification and/or amendment and subject to Chapter 17 of the Listing Rules;
 - (iii) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the awards under the 2023 Share Award Scheme and subject to the Listing Rules;
 - (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in any Shares which may thereafter from time to time be issued and allotted pursuant to the awards under the 2023 Share Award Scheme; and
 - (v) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Award Scheme.
- (b) subject to paragraph 4(a) hereinabove, the Transfer of Share Awards (as defined in the Circular) be and is hereby approved and that any director of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Transfer of Share Awards; and
- (c) subject to paragraphs 4(a) and 4(b) hereinabove, each of the share award schemes adopted by the Company on 13 November 2013 and 25 November 2019 be and is terminated with effect upon the procedures for the Transfer of Share Awards having been duly completed.”

5. “**THAT** the Scheme Mandate Limit (Share Award) as defined in the Circular (being 4.5% of the total number of Shares in issue as at the date of adoption of the 2023 Share Award Scheme) be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit (Share Award).”

6. “**THAT** the Scheme Mandate Limit (New Shares Share Award) as defined in the Circular (being 3.5% of the total number of Shares in issue as at the date of adoption of the 2023 Share Award Scheme) be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit (New Shares Share Award).”

7. “**THAT** the Service Provider Sub-limit (New Shares Share Award) as defined in the Circular (being 0.01% of the total number of Shares in issue as at the date of adoption of the 2023 Share Award Scheme) be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Service Provider Sub-limit (New Shares Share Award).”

Resolutions 1, 2 and 3 as set out in this notice are inter-conditional upon each other. In the event that any of Resolutions 1, 2 and 3 is not passed, all of Resolutions 1, 2 and 3 will not take effect. Resolutions 4, 5, 6 and 7 as set out in this notice are inter-conditional upon each other. In the event that any of Resolutions 4, 5, 6 and 7 is not passed, all of Resolutions 4, 5, 6 and 7 will not take effect.

By Order of the Board
Ma Huateng
Chairman

24 April 2023

Notes:

1. For ascertaining the entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Friday, 12 May 2023 to Wednesday, 17 May 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Extraordinary General Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 11 May 2023.
2. Any member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or, if he/she holds two or more Shares, more person(s) as his/her proxy or proxies to attend and vote instead of him/her. A proxy needs not be a member of the Company.
3. The form of proxy for use at the Extraordinary General Meeting is enclosed with the circular to the shareholders dated 24 April 2023. The form of proxy can also be downloaded from the website of the Company at www.tencent.com and the website of HKEXnews at www.hkexnews.hk. To be valid, the form of proxy must be completed, signed and deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof (as the case may be).
4. Subject to the applicable requirements and/or guidelines of the Hong Kong Government and/or regulatory authorities, the Company may announce further updates on the arrangement of the Extraordinary General Meeting on the Company's website at www.tencent.com as and when appropriate.
5. A printed version of the circular containing further details regarding Resolutions 1 to 7 above will be expected to be dispatched to the shareholders on or about 28 April 2023.

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, Ian Charles Stone, Yang Siu Shun, Ke Yang and Zhang Xiulan.