

## ANNOUNCEMENT

Proposed adjustments to the terms and conditions of:

- (i) **European Style Cash Settled Long Certificates** expiring on 30 March 2023 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of 5x (TENCENT 5XLONGSOCGEN 230330);
- (ii) **European Style Cash Settled Long Certificates** expiring on 3 August 2023 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of 5x (TENCENT 5XLONGSOCGEN 230803);
- (iii) **European Style Cash Settled Long Certificates** expiring on 2 November 2023 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of 5x (TENCENT 5XLONGSOCGEN 231102);
- (iv) **European Style Cash Settled Long Certificates** expiring on 14 December 2023 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of 5x (TENCENT 5XLONGSOCGEN 231214);
- (v) **European Style Cash Settled Long Certificates** expiring on 20 December 2023 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of 5x (TENCENT 5XLONGSOCGEN 231220);
- (vi) **European Style Cash Settled Short Certificates** expiring on 2 February 2023 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of -5x (TENCENT 5XSHORTSOCGEN 230202);
- (vii) **European Style Cash Settled Short Certificates** expiring on 30 March 2023 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of -5x (TENCENT 5XSHORTSOCGEN 230330);
- (viii) **European Style Cash Settled Short Certificates** expiring on 12 July 2023 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of -5x (TENCENT 5XSHORTSOCGEN 230712);
- (ix) **European Style Cash Settled Short Certificates** expiring on 23 November 2023 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of -5x (TENCENT 5XSHORTSOCGEN 231123); and
- (x) **European Style Cash Settled Short Certificates** expiring on 14 December 2023 relating to the ordinary shares of Tencent Holdings Limited with a Daily Leverage of -5x (TENCENT 5XSHORTSOCGEN 231214),

(collectively, the “Certificates”).

SG Issuer (the “**Issuer**”) refers to its announcement dated 16 December 2022 relating to Tencent Holdings Limited (the “**Company**”), the announcement by the Company dated 16 November 2022, announcing a special interim dividend in the form of a distribution in specie (the “**Distribution**”) of 958,121,562 Class B ordinary shares of Meituan (the “**Meituan Shares**”) on the basis of 1 Meituan Share for every 10 ordinary shares of the Company (the “**Tencent Shares**”).

The date (“**Ex-Date**”) on which the Tencent Shares are expected to commence trading on an ex-Distribution basis is 5 January 2023.

Terms defined or construed in the Supplemental Listing Documents dated 13 July 2020, 17 December 2020, 4 February 2021, 16 December 2021, 1 April 2022, 4 August 2022, 3 November 2022, 24 November 2022 and 28 December 2022 issued by the Issuer in relation to the Certificates bear the same meaning and construction in this announcement.

In relation to the Distribution, the Issuer wishes to make the following adjustments to the terms and conditions of the Certificates:

$$Rfactor_t = (S - CD) / S$$

Where:

- S: The closing price of a Tencent Share on The Stock Exchange of Hong Kong Limited (the “**HKEX**”) on the Underlying Stock Business Day immediately preceding the Ex-Date (i.e. 4 January 2023), being HK\$361.00.
- CD: The Distribution per Tencent Share, being the closing price of a Meituan Share on the HKEX on 4 January 2023 (being the last trading day before the Ex-Date, which is 5 January 2023) divided by 10, being HK\$18.13.

Therefore, **Rfactor<sub>t</sub>** equals to 0.949778, and for the purpose of the calculations under the terms and conditions of the Certificates on 5 January 2023, the closing price of the Tencent Shares on the HKEX on 4 January 2023 will be adjusted to HK\$342.87.

The above adjustments will take effect on the day on which the Tencent Shares commence trading on an ex-Distribution basis, which is expected to be 5 January 2023.

Issued by  
**SG Issuer**

4 January 2023