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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 Codes: 700 (HKD counter) and 80700 (RMB counter))

GRANT OF AWARDS
PURSUANT TO SHARE AWARD SCHEME

Pursuant to Rule 17.06A of the Listing Rules, the Board announces that on 17 August 2023, the Company granted Awards involving 44,384,931 Awarded Shares to Employee Participants in accordance with the terms of the Share Award Scheme (subject to acceptance by the grantees), representing approximately 0.4645% of the total Shares in issue as at the date of this announcement.

Details of Grant of Awards

The details of the Awards granted to the grantees are as follows:

Date of grant: 17 August 2023

Grantees and number of Awarded Shares under the Awards granted: Awards involving 44,384,931 Awarded Shares were granted to Employee Participants under the Share Award Scheme.

The above grant would not be subject to approval by the shareholders of the Company in general meeting. To the best knowledge of the Directors, as of the date of this announcement, none of the grantees is (i) a director, chief executive or substantial shareholder of the Company, or an associate (as defined under the Listing Rules) of any of them; (ii) a participant with options and awards granted and to be granted exceeding

the 1% individual limit under the Listing Rules; or (iii) a Related Entity Participant or a Service Provider of the Company. The above grant would not result in the Shares issued and to be issued in respect of all options and awards granted to each grantee in the 12-month period up to and including the date of such grant in aggregate to be over 1% of the Shares in issue.

Purchase price and arrangement to facilitate the purchase of Awarded Shares:

Not applicable

Closing price of the Shares on the date of grant:

HK\$332.80 per Share

Vesting period:

The total vesting period for the Awards granted to all Employee Participants (i.e., the period between the grant date and the last vesting date) ranges from approximately 21 months to 69 months.

Pursuant to the Listing Rules and rules of the Share Award Scheme, no share awards can be granted when the Company is in possession of inside information (as defined under Part XIVA of the Securities and Futures Ordinance). In respect of the Awards granted to certain Employee Participants who are neither Directors nor senior management, the Awarded Shares will be vested in several batches, with a total vesting period of more than 12 months. As such grant of Awards was delayed by reason of the Company's possession of inside information, the period between the grant date and the first vesting date is less than 12 months to reflect the time from which the Awards would have been granted as permitted by the Share Award Scheme. In respect of the Awards granted to the remaining Employee Participants, the period between the grant date and the first vesting date of such Awards is not less than 12 months.

Performance targets: Awards were granted to Employee Participants under the Share Award Scheme without performance targets. In view that (i) the grantees are employees of the Group who will contribute directly to the overall business performance, sustainable development and/or good corporate governance of the Group; (ii) the grant is a recognition for the grantees' past contributions to the Group; and (iii) the Awards are subject to certain vesting conditions and terms of the Share Award Scheme, which already cover situations where the Awards will lapse in the event that the grantees cease to be employees of the Group, the Remuneration Committee is of the view that the grant of Awards to Employee Participants without performance targets is market competitive and aligns with the purpose of the Share Award Scheme.

Clawback/lapse mechanism: Where a grantee's service or employment with the Group has been terminated by the Group by reason of, among others, dishonesty or serious misconduct, incompetence or negligence in the performance of his/her duties, the grantee having been convicted of any criminal offence involving his/her integrity or honesty, the grantee will cease to be an eligible person and the Awards granted will automatically lapse.

Number of Shares Available for Future Grants

The grant of Awards will be satisfied by issuance of new Shares within the scheme mandate limit under the Share Award Scheme. Subsequent to the grant of Awards, the number of Shares available for future grants to be satisfied by new Shares under the Share Award Scheme is 291,193,093.

As at the date of this announcement, the number of Shares available for future grants to be satisfied by new Shares under the Service Providers sub-limit of the Share Award Scheme is 958,794.

Reasons for Grant of Awards

The grant of Awards is to align the interests of the grantees with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to recognise the contributions made by the grantees and to attract and retain talent for the continuous operations and development of the Group.

DEFINITION

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

Term	Definition
“Awarded Shares”	in respect of a grantee, such number of Shares determined by the Board and issued by the Company to the grantee pursuant to the Share Award Scheme
“Awards”	awards of restricted Shares to grantees pursuant to the Share Award Scheme
“Board”	the board of Directors, such committee or sub-committee or person(s) delegated with the power and authority by the board of Directors to administer the Share Award Scheme
“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
“Director(s)”	the director(s) of the Company
“Employee Participant(s)”	a Director or an employee (whether full time or part time) of any member of the Group (including persons who are granted Awards under the Share Award Scheme as an inducement to enter into employment contracts with such companies)

“Group”	the Company and its subsidiaries
“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
“Related Entity”	a holding company (as defined under the Listing Rules), a fellow subsidiary or an associated company of the Company
“Related Entity Participant(s)”	an eligible person who is a director or an employee of a Related Entity
“Remuneration Committee”	the remuneration committee of the Company
“Service Provider(s)”	any person who, or entity which, provides services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group or which will contribute significantly to the growth of the Group’s financial or business performance, including independent contractors, consultants, agents, advisers and suppliers engaged to provide services in relation to research and development, engineering or technical contribution, the design or development or distribution of products/services provided by the Group, product commercialisation, marketing, innovation upgrading, strategic/commercial planning on corporate image and investor relations in investment environment of the Group, as determined by the Board in its sole and absolute discretion, provided that any (i) placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions; and (ii) professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity should not be Service Providers

“Share Award Scheme”	the share award scheme adopted by the Company on 17 May 2023, constituted by the rules thereof, in its present form or as amended from time to time in accordance with the provisions thereof
“Share(s)”	ordinary share(s) of HK\$0.00002 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“%”	per cent

By Order of the Board
Ma Huateng
Chairman

17 August 2023

As at the date of this announcement, the directors of the Company are:

Executive Director:

Ma Huateng;

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.