

Procedures for Shareholders to Propose A Person for Election as A Director

The Articles of Association of Tencent Holdings Limited (the "**Company**") (the "**AoA**") provide two options for the Company's shareholders (the "**Shareholders**") to propose a person for election as a director of the Company:

1. by a written requisition to the board of directors of the Company (the "**Board**") or the Company Secretary of the Company (the "**Written Requisition Option**"); or
2. by notices from a Shareholder and the person proposed to be elected as a director, served at least seven days prior to a general meeting of the Company (the "**Notice Option**").

The Written Requisition Option

Any one or more Shareholders holding, at the date of deposit of the written requisition, not less than one-tenth of the paid up capital of the Company carrying voting rights at general meetings of the Company may, at any time, require an extraordinary general meeting (the "**EGM**") to be called by the Board to consider a proposal for a person to be elected as a director of the Company, by depositing a written requisition to the Board or the Company Secretary of the Company.

The written requisition must specify the identity of the person proposed to be elected.

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the Nomination Committee of the Company, which is authorized to review the structure, size and composition of the Board as necessary (including the skills, knowledge, experience and performance) and to identify and, in accordance with its terms of reference, nominate, suitable candidates for the Board's consideration, will consider the suitability of the person so proposed to be elected as director of the Company and, when appropriate, will make a recommendation to the Board in respect of such nomination.

The Board may convene the required EGM within 21 days of the deposit of the written requisition and the EGM must be held within two months after the date of the deposit of the written requisition.

If the Board does not convene the EGM within 21 days after the deposit of the written requisition, the Shareholder(s) who deposited the requisition may proceed to convene the EGM by following the general meeting procedures set out in the AoA and the Listing Rules, as applicable. The Company will reimburse all reasonable expenses incurred by the Shareholder(s) for conducting the EGM.

The Notice Option

Any Shareholder (other than the Proposed Person as defined below) who is duly qualified to attend and vote at any general meeting of the Company may lodge a notice in writing (the

"**Notice**") to nominate a person for election as a director of the Company (the "**Proposed Person**") at the Company's Hong Kong principal office or 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.

The Notice must include (i) the Shareholder's notice of intention to propose the Proposed Person for election; (ii) a notice signed by the Proposed Person of his/her willingness to be elected as a director of the Company and written consent to the publication of his/her personal data; and (iii) the Proposed Person's information as required to be disclosed under Rule 13.51(2) of the Listing Rules.

The minimum length of the period during which a Notice must be given is seven days, and the period for lodgment of the Notice must be at least seven days, which period shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

Upon receipt of the Notice after the publication of the notice of general meeting, the Company will, prior to the general meeting, publish an announcement or issue a supplementary circular to the Shareholders containing information of the Proposed Person(s) pursuant to the Listing Rules, as applicable.