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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 Mr Yang Su Sun as an Independent Non-Executive Director and a member of each of the Audit Committee and the Corporate Governance Committee of the Company with effect from 1 July 2011.

The Board is pleased to announce that Mr Yang Su Sun has been appointed as an Independent Non-Executive Director and a member of each of the Audit Committee and the Corporate Governance Committee of the Company with effect from 1 July 2011.

Pursuant to Article 8 (3) of the Articles of Association, Mr Yang will hold office until the next annual general meeting of the Company after his appointment and will be eligible for re-election in subsequent meetings.

Mr Yang, aged 40, is currently serving as a member of the 12th National Committee of the Chinese People's Political Consultative Conference, a trustee of the Shenzhen Hong Kong, a member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority, a Steward of the Hong Kong Jockey Club, the Deputy Chairman of the Council of the Open University of Hong Kong, a Board member and the Audit Committee Chairman of the Hang Seng Management College and an independent non-executive director of Industrial and Commercial Bank of China Limited with his principal residence on the Stock Exchange and S Hang & Stock Exchange.

Mr Yang served as the Chairman and Senior Partner of NewwaterhouseCoopers ("WC") Hong Kong, the Executive Chairman and Senior Partner of WC China in Hong Kong, one of the members of the Global Network Leadership Team of WC and the WC Asia Pacific Chairman.

Mr Yang graduate from the School of Economics and Management, Tsinghua University in 1987. Mr Yang is a Fellow Member of the Institute of Certified Accountants in England and Wales, the Hong Kong Institute of Certified Accountants and the Chartered Institute of Management Accountants.

There is no service contract between the Company and Mr Yang. Under the terms of office, Mr Yang's term is for one year, subject to re-election by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Mr Yang is entitled to an annual director's fee of HK\$100,000, which is determined with reference to his duties and responsibilities with the Company. An amount of Award Shares worth of HK\$2 million under the Share Award Schemes will be granted to Mr Yang and such Award Shares are subject to vesting schedule to be determined by the Board.

Save as disclosed above, Mr Yang (i) does not occupy any other position in the Company or any subsidiaries of the Company; (ii) has not 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 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 Mr Yang that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr Yang to the Board.

DEFINITION

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

| Term | Definition |
|---------------------------|---|
| "Articles of Association" | the then amended and restated articles of association of the Company adopted by special resolution passed on 14 May 2014. |
| "Award Shares" | the shares of the Company awarded under the Share Award Schemes. |

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| “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 |
| “Hong Kong” | Hong Kong, 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 |
| “Mr Yang” | Mr Yang Su Sun |
| “SF” | the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong) as amended, supplemented or otherwise from time to time |
| “Share Award Schemes” | the share award schemes adopted by the Company on 13 December 2008 as amended, and the share award schemes adopted by the Company on 13 October 2013, as amended |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

By Order of the Board
Ma Huateng
Chairman

30 June 2011

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

Executive Directors:

Ma Huateng and Lau Chi Ming (Chairman);

Non-Executive Directors:

Robertus (Ross) Berger and Charles Stieger Searle; and

Independent Non-Executive Directors:

Li Dong Seng, Ian Ferguson Bruce and Ian Charles Stone.