

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of this Form of Election or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

此乃要件，請即處理。倘閣下對本選擇表格任何方面或應採取之行動有任何疑問，應諮詢閣下之股票經紀或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

The words and expressions defined in the circular of the Company dated 11 January 2019 (the "Circular") which accompanies this Form of Election shall, unless otherwise defined or the context otherwise requires, have the same meanings when used in this Form of Election.

除另有界定或文義另有所指外，本公司日期為二零一九年一月十一日之通函（「通函」）（隨附本選擇表格）所界定之詞語及詞彙與本選擇表格所採用者具有相同涵義。

Tencent 騰訊

TENCENT HOLDINGS LIMITED

騰訊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code 股份代號：700)

Name(s) and address of Registered Shareholder(s) 登記股東之姓名／名稱及地址	Registered holding of Shares in Tencent Holdings Limited on the Record Date, 4 January 2019 於記錄日期(二零一九年一月四日)登記持有之騰訊控股有限公司股份數目
	Box A A方格 The number of Distribution ADS(s) and cash payment you are entitled to receive ² 閣下有權收取之分派美國預託股份數目及現金款項 ² The number of Distribution ADS(s):- 分派美國預託股份數目:- and 及 Amount of cash payment:- 現金款項金額:-
	Box B B方格 The cash payment in lieu of the Distribution ADS(s) you are entitled to receive ³ 閣下有權收取之分派美國預託股份之替代現金款項 ³

FORM OF ELECTION

選擇表格

This Form of Election is being sent to, and needs only to be completed by, Qualifying Shareholders (other than ADS Non-Qualifying Shareholders) holding 3,900 Shares or more. Such Qualifying Shareholders who wish to receive cash only do not need to complete this Form of Election, and any Qualifying Shareholder who does not duly complete and execute Sections 1 and 2 of this Form of Election will also receive cash only in lieu of all their respective Distribution ADSs. Qualifying Shareholders holding less than 3,900 Shares and ADS Non-Qualifying Shareholders will receive cash on the basis and subject to the conditions described in the Circular. The Record Date for ascertaining the Distribution was 4 January 2019. This Form of Election should be lodged with the office of the Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on 29 January 2019. No acknowledgement of receipt of this Form of Election will be issued. In order that the Distribution ADSs can be distributed to you, as a Qualifying Shareholder, please complete the particulars set out in Sections 1 and 2 below.

本選擇表格乃寄發予，及僅供持有3,900股或以上股份之合資格股東(美國預託股份不合資格股東除外)填寫。該等合資格股東如欲只收取現金，則無須填寫本選擇表格，而任何並未填妥及簽署本選擇表格第1及2節之合資格股東亦將只可收取現金以代替彼等各自之所有分派美國預託股份。持有少於3,900股股份之合資格股東及美國預託股份不合資格股東將按通函所述之基準及條件收取現金。確定分派之記錄日期為二零一九年一月四日。本選擇表格最遲須於二零一九年一月二十九日下午四時三十分前送達股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17M樓。本公司將不會發出本選擇表格之收據。為使分派美國預託股份可分派予閣下(作為合資格股東)，請於下文第1及2節內填妥有關資料。

Section 1 – Qualifying Shareholder Certification³

第1節 – 合資格股東證明³

By completing and signing this Section 1, I/we represent and warrant to the Company (and for the benefit of the Depositary) as follows: 於填妥並簽署本第1節後，本人/吾等申述並向本公司(及為著存管人之利益)保證如下：

- I was/We were a Qualifying Shareholder on the Record Date;
本人/吾等於記錄日期為合資格股東；
- I/We may lawfully be offered, take up, obtain and receive the Distribution ADSs in the jurisdiction which I/we reside or I am/we are currently located or I am/we are citizen(s) of;
本人/吾等於本人/吾等居住或本人/吾等目前位於或本人/吾等為公民之司法權區可合法獲提呈、接納、取得及收取分派美國預託股份；
- I am/We are not electing and/or receiving the Distribution ADSs on a non-discretionary basis for a person who is resident or located in, or a citizen of any other territory where it would be unlawful to elect for the Distribution ADSs and/or receive the Distribution ADSs at the time the instruction to elect was given;
本人/吾等並非按非全權委託形式，為作出選擇指示時選擇分派美國預託股份及/或收取分派美國預託股份屬違法之任何其他地區居住或位於該等地區或為該等地區的公民之人士選擇及/或收取分派美國預託股份；
- I am/We are not U.S. Person(s) or located in the U.S., and I am/we are not acting for the account of U.S. Person(s) nor do I/we hold the Share(s) registered in my/our name for the benefit of any U.S. Person(s) or any person(s) located in the U.S.;
本人/吾等並非美國人士或位於美國，且本人/吾等並非為美國人士之利益行事，本人/吾等亦無為任何美國人士或任何位於美國之人士之利益持有以本人/吾等名義登記之股份；
- I am/We are not a Tencent Music Affiliate;
本人/吾等並非騰訊音樂聯屬人士；
- The details of the DTC Participant Account and the details of my/our local broker's Sub-Account with the DTC Participant set out below in Section 2b are true and accurate and I/we authorise the Company or its agent to provide that information to the Depositary and to credit the Distribution ADSs to which I am/we are entitled to the DTC Participant Account and, in turn, to the Sub-Account, in full satisfaction of my/our assured entitlement to the Distribution ADSs;
下文第2b節所載之預託信託公司參與者賬戶之詳情及本人/吾等之本地經紀於預託信託公司參與者之分賬戶之詳情屬真實準確，且本人/吾等授權本公司或其代理向存管人提供有關資料，並且以全數信納本人/吾等之分派美國預託股份之保證配額方式，將本人/吾等享有之分派美國預託股份存入預託信託公司參與者賬戶及分賬戶；
- (Applicable to Australian Qualifying Shareholders only) I/We agree not to offer any of the Distribution ADSs for sale to any person ("Sale Offer") within 12 months from the date of distribution of the Distribution ADSs unless (a) the Sale Offer does not require disclosure as a result of section 708 of the Corporations Act 2001 (excluding section 708(1) of the Corporations Act 2001); (b) the Sale Offer is made pursuant to a disclosure document in accordance with the Corporations Act 2001; or (c) the Sale Offer is received by a person outside Australia;
(僅適用於澳大利亞合資格股東) 本人/吾等同意在分派美國預託股份分派日期起12個月內不向任何人士出售任何分派美國預託股份(「銷售要約」)，除非(a)銷售要約根據2001年公司法第708節(不包括2001年公司法第708(1)節)毋須作出披露；(b)根據2001年公司法，銷售要約乃根據披露文件而作出；或(c)銷售要約由澳大利亞境外人士收取；
- I/We agree not to offer, sell, pledge or otherwise transfer the Distribution ADSs within the U.S. or to, or for the account or benefit of, U.S. Person(s) until the end of the Distribution Compliance Period, as described in the Circular; and
本人/吾等同意按照通函所述，在分派合規期間結束前不會於美國境內或向美國人士或因美國人士或為美國人士之利益而提呈、出售、質押或以其他方式轉讓分派美國預託股份；及
- I/We agree at all times to indemnify and hold harmless the Company and the Depositary and its custodian, agents, representatives, employees and affiliates, and each of their successors and assigns against all losses, liabilities, reasonable expenses and/or damages of any kind whatsoever that may arise from the breach by me/us of any of my/our covenants, agreements and certifications hereunder.
本人/吾等同意一直就本人/吾等違反任何本人/吾等據此作出之契諾、協議及證明而可能引起的任何形式的一切損失、責任、合理費用及/或損害而對本公司、存管人及其保管人、代理人、代表、僱員及聯屬人士以及彼等之各繼承人及受讓人作出彌償及使之免受損失。

Date 日期：_____ 2019

Telephone No.⁴電話號碼⁴：_____

Signature(s)⁵簽署⁵：_____

Section 2a – Election for Distribution ADSs

第2a節 – 選擇收取分派美國預託股份

Please complete Section 1 before proceeding to this Section.

在填寫本節前，務須填妥第1節。

Complete this Section 2a by inserting an "X" in Box C and fill in the required information in Section 2b if you wish to elect to receive your entitlement under the Distribution in the form of Distribution ADSs and cash payment for every 500 Shares held in excess of the largest multiple of 3,900 Shares you are entitled to receive.

倘閣下有意選擇以分派美國預託股份及就超出3,900股股份最大倍數按每持有500股股份有權收取現金款項之方式收取閣下於分派下之配額，請在本2a節C方格填上「X」以及於2b節內填妥所需的資料。

Box C:

C方格：

(Insert an "X" here to indicate your election to receive the Distribution ADSs) (於此填上「X」表示閣下選擇收取分派美國預託股份)

IMPORTANT: If you do not complete this Section, you will be deemed to have elected for cash payment set out in Box B.

重要事項：倘閣下並無填妥本節，閣下將被視作已選擇收取B方格所載列之現金款項。

IMPORTANT: Qualifying Shareholders are reminded that the Distribution ADSs cannot be allocated to a Qualifying Shareholder unless the Qualifying Shareholder has a valid DTC Participant Account and has provided the details required in Section 2b below. You must instruct your broker or dealer to input a Deposit/Withdrawal At Custodian (DWAC) instruction to receive your Distribution ADSs. Please note that if the Depositary is unable to complete the delivery within seven days of the distribution date, it will return the Tencent Music shares underlying your Distribution ADSs to the Company and you will receive cash payment in lieu of the Distribution ADSs.

重要事項：合資格股東務請注意，除非合資格股東擁有有效之預託信託公司參與者賬戶並已提供下文第2b節所規定之詳細資料，否則不能向合資格股東分配分派美國預託股份。閣下必須指示閣下之經紀或交易商要求通過Deposit/Withdrawal At Custodian (DWAC)指示收取閣下之分派美國預託股份。倘存管人無法於分派日期起七日內完成交付，其將交回閣下之分派美國預託股份相關的騰訊音樂股份予本公司，而閣下將收取分派美國預託股份之替代現金款項。

Section 2b – Further particulars necessary for the Company to be able to effect the Distribution to a Qualifying Shareholder
第2b節 – 有關本公司為可向合資格股東進行分派之其他必要資料

In order that the Company can distribute the relevant number of the Distribution ADSs to you, as a Qualifying Shareholder, you must provide the following particulars. You must also complete and sign Section 1 so as to validly make the representations and give the warranties set out above and complete Section 2a to elect to receive the Distribution ADSs.

為使本公司可向閣下(作為合資格股東)分派相關數目之分派美國預託股份，閣下必須提供以下資料。閣下亦須填妥並簽署第1節，以便有效地作出上文所載之陳述及保證，及填妥第2a節，以選擇收取分派美國預託股份。

In the absence of receipt of a duly completed and signed Form of Election from any Qualifying Shareholder by 4:30 p.m. on 29 January 2019, such Qualifying Shareholder will be deemed to have elected to receive the cash payment in lieu of all his/her/its Distribution ADSs set out in Box B, and accordingly, will be deemed to have waived all rights to receive the Distribution ADSs pursuant to the Distribution.

倘於二零一九年一月二十九日下午四時三十分前尚未收到任何合資格股東正式填妥並簽署的選擇表格，則該合資格股東將被視作已選擇收取B方格所載列之現金款項以代替其所有分派美國預託股份，從而亦將被視作已放棄根據分派收取分派美國預託股份之所有權利。

Please complete the following particulars⁶ :
請填寫以下資料⁶ :

Shareholder Name :

股東姓名/名稱 :

Shareholder Account Number with Local Broker :

本地經紀之股東賬戶號碼 :

Local Broker Name :

本地經紀名稱 :

Local Broker Contact Person's Name :

本地經紀聯絡人姓名 :

Local Broker Contact Telephone Number :

本地經紀聯絡電話號碼 :

Local Broker Sub-Account with DTC Participant :

預託信託公司參與者之本地經紀分賬戶 :

DTC Participant Name :

預託信託公司參與者名稱 :

DTC Participant Account :

預託信託公司參與者賬戶 :

DTC Participant Contact Person's Name :

預託信託公司參與者聯絡人姓名 :

DTC Participant Contact Telephone Number :

預託信託公司參與者聯絡電話號碼 :

Warning: Shareholders should read the instructions in the Circular and this Form of Election carefully and should note that they are solely responsible for the accuracy of information in this Form of Election. The Company and any parties involved in the Distribution will not verify the information herein. The Distribution is subject to further terms and conditions referred to in the Circular.

警告： 股東應仔細閱讀通函及本選擇表格內的指示，且務請注意，彼等須就本選擇表格內資料的準確性全權負責。本公司及參與是次分派的各方將不會核實本表格內的資料。分派須受限於通函內所提述的其他條款及條件。

Notes 附註：

- For the avoidance of doubt, we do not accept any other special instructions written on this Form of Election.
為免存疑，在本選擇表格上書寫之任何其他特定指示，本公司將不予處理。
- A Qualifying Shareholder (other than an ADS Non-Qualifying Shareholder) holding a whole multiple of 3,900 Shares on the Record Date may elect to receive a cash payment equal to the ADS Offer Price per ADS in Hong Kong dollars (rounded down to the nearest Hong Kong dollar, i.e., HK\$101) in lieu of the Distribution ADSs to which he/she/it is entitled; a Qualifying Shareholder who holds Shares in excess of a whole multiple of 3,900 Shares will be entitled to a cash distribution of HK\$13 for every whole multiple of 500 Shares held in excess of the largest multiple of 3,900 Shares held on the Record Date.
於記錄日期持有3,900股股份完整倍數的合資格股東(美國預託股份不合資格股東除外)，將有權以港元收取相當於每一股美國預託股份的美國預託股份發售價的現金款項(向下約整至最接近的港元，即101港元)以代替其有權收取的分派美國預託股份；於記錄日期持有超過3,900股股份完整倍數的合資格股東，將有權就所持有超出3,900股股份最大倍數的股份，按500股股份的每個完整倍數收取現金分派13港元。
- Qualifying Shareholders holding 3,900 Shares or more who wish to receive cash only do not need to complete this Form of Election, and any Qualifying Shareholder who does not duly complete and execute Sections 1 and 2 of this Form of Election will also receive cash only in lieu of all their respective Distribution ADSs set out in Box B.
持有3,900股或以上股份的合資格股東如欲只收取現金，則無須填寫本選擇表格，而並未填妥及簽署本選擇表格第1及2節之合資格股東亦將只收取B方格所載列之現金以代替彼等各自之所有分派美國預託股份。

4. Please provide a day-time contact telephone number (including country and area codes) where we can reach you in the event of any queries.
請提供日間聯絡電話號碼(包括國家編碼及地區號碼)，以便如有任何疑問可即時聯絡閣下。
5. Section 1 must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under its common seal, or under the hand of an officer or attorney duly authorised. In the case of joint holders, all joint holders must sign.
第1節須由閣下或閣下之正式書面授權人士簽署，或如為公司，則必須加蓋公司印鑑或由獲正式授權之行政人員或授權人士親筆簽署。倘屬聯名持有人，則須由所有聯名持有人簽署。
6. Information on the DTC may be obtained from your broker or dealer. Your local broker can either be your broker in Hong Kong or the U.S.
有關預託信託公司之資料請向閣下之經紀或交易商獲取。閣下之本地經紀可以是閣下於香港或美國之經紀。

PERSONAL INFORMATION COLLECTION STATEMENT 收集個人資料聲明

Your supply of your address and telephone number is on a voluntary basis for the purpose of processing your instructions given on this Form of Election, including without limitation, any verification with you that may be required, and other share registry services relating to your shareholding (the “**Purposes**”). If you fail to provide sufficient and accurate information, we may not be able to process your instructions given on this Form of Election. We may transfer your address and telephone number to our agent, contractor or third party service provider who provides administrative, computer and other services to us for the Purposes, and to such parties who are authorised by law to request the information. Your address and telephone number will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Personal Data Privacy Officer of the Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.

閣下是自願提供閣下的地址及電話號碼以用於處理有關閣下於本選擇表格給予的指示，包括但不限於有需要時與閣下進行任何核實的用途及有關閣下的股份之其他登記服務(合稱「**該等用途**」)。若閣下未能提供足夠及準確的資料，我們或會無法處理有關閣下於本選擇表格給予的指示。我們可能轉移閣下的地址及電話號碼至為我們提供行政、電腦及其他服務的代理人、承辦商或第三方服務供應商以用作該等用途，以及其他獲法律授權而要求取得有關資料的人士。閣下所提供的地址及電話號碼將於履行該等用途所需的期間內保留。閣下可按照《個人資料(私隱)條例》提出有關存取及／或修改相關個人資料的要求，而任何該等要求均須以書面方式向股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)的個人資料私隱主任提出。

ANY FORM OF ELECTION WILL BE TREATED AS INVALID IF:

倘出現下列情況，選擇表格將視作無效：

- it is incomplete; or
表格未被填妥；或
- it contains illegible writing; or
表格包含無法辨認的字跡；或
- the Shareholder is unable to provide the correct details of his/her/its DTC Participant Account or (as the case may be) his/her/its broker or dealer or other financial institution (including details of the DTC Participant Account to which the Distribution ADSs are to be credited and other information required by this Form of Election); or
股東未能提供其預託信託公司參與者賬戶或(視情況而定)其經紀或交易商或其他金融機構之正確詳情(包括將存入分派美國預託股份的預託信託公司參與者賬戶之詳情及本選擇表格要求之其他資料)；或
- the broker or dealer or other financial institution is not a direct or indirect DTC Participant or refuses to accept the Distribution ADSs, such that the Distribution ADSs could not be credited to the account specified in Section 2b of this Form of Election.
經紀或交易商或其他金融機構並非直接或間接的預託信託公司參與者或拒絕接納分派美國預託股份，以致分派美國預託股份不能存入本選擇表格第2b節所列明的賬戶。