
Terms of Reference of Corporate Governance Committee

TENCENT HOLDINGS LIMITED

(the “Company”)

Corporate Governance Committee

Composition, terms of reference and responsibilities

Definition

1. For the purposes of these terms of reference:

“Board” means the board of directors of the Company.

“Company Secretary” means the company secretary of the Company.

“Corporate Governance Committee” means the corporate governance committee established by the resolution of the Board in accordance with clause 2 of these terms of reference.

“Corporate Governance Report” means the corporate governance report prepared by the Company in accordance with the Listing Rules.

“Directors” mean the directors of the Board.

“Listing Rules” mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).

“Senior Management” refers to the same category of persons, if any, as referred to in the annual report of the Company and is required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules or as determined by the Board to constitute the senior management of the Company from time to time.

“Shareholders Communication Policy” means the Shareholders Communication Policy adopted by the Board in accordance with the Listing Rules.

Constitution

2. The Board hereby resolves to establish a committee of the Board to be known as the Corporate Governance Committee to review and make recommendations to the Board in relation to the corporate governance matters of the Company.

Membership

3. The Corporate Governance Committee shall be appointed by the Board and shall comprise not less than three members, the majority of which shall be independent non-executive Directors. A quorum shall be two members. The Board may remove any member at any time, with or without cause.

4. The Chairman of the Corporate Governance Committee shall be appointed by the Board.

Frequency of meetings

5. Meetings shall be held at least once a year at such time(s) as the Chairman may determine.

Authority

6. The Corporate Governance Committee is authorised by the Board to:

- a) review the Company's corporate governance matters and make recommendations to the Board;
- b) do any such things to enable the Corporate Governance Committee to discharge its powers and functions conferred on it by the Board; and
- c) seek independent professional advice, at the Company's expenses, to perform its responsibilities where necessary.

Duties

7. The duties of the Corporate Governance Committee shall be:

- a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- b) to review and monitor the training and continuous professional development of Directors and Senior Management;
- c) to review and monitor the Company's policies and practices on the compliance with legal and regulatory requirements;
- d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
- e) to review the Shareholders Communication Policy on a regular basis and to make recommendations to the Board where appropriate to enhance effective communications between the Company and its shareholders;
- f) to review the Company's compliance with the code and disclosure in the Corporate Governance Report; and
- g) to perform other duties incidental to the duties of the Corporate Governance Committee delegated as appropriate by the Board from time to time.

Reporting procedures

8. Any meeting of the Corporate Governance Committee may be held by means of a teleconference or by the circulation of a proposed resolution to all members. Any such resolution signed by all the members of the Corporate Governance Committee will be as effective as if it had been approved at a meeting of the Corporate Governance Committee.
9. The Company Secretary shall act as the secretary of the Corporate Governance Committee and keep full minutes of the Corporate Governance Committee meetings.
10. Minutes of the Corporate Governance Committee meetings shall be circulated to all members of the Corporate Governance Committee and made available upon request by other members of the Board. A summary of the minutes shall be submitted to the Board.