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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)**

**VOLUNTARY ANNOUNCEMENT**  
**STRATEGIC INVESTMENT IN 58.COM INC.**

This is a voluntary announcement by the Company.

The Board is pleased to announce that the Buyer, a wholly-owned subsidiary of the Company, has entered into an Investment Agreement with 58.com on 27 June 2014. 58.com is a company listed on the New York Stock Exchange and is making an SEC filing regarding its entering into the Investment Agreement.

58.com is a company incorporated under the laws of the Cayman Islands. It operates the largest classified listings platform in PRC.

Under the Investment Agreement, the Buyer will subscribe for and purchase from 58.com certain Ordinary Shares and 58.com will repurchase certain class B ordinary shares from certain existing shareholders, such that upon completion of the Transaction, the Buyer will own, in aggregate, 19.9% of the total outstanding share capital of 58.com and 15.2% of the voting interest of 58.com (each on a fully-diluted basis) at a consideration of approximately US\$736 million.

As none of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Transaction is greater than 5%, the Transaction does not constitute a notifiable transaction under Chapter 14 of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of 58.com and its subsidiaries (as well as their ultimate beneficial owners) is not a connected person of the Company and the Transaction does not constitute a connected transaction under Chapter 14A of the Listing Rules.

The Transaction does not constitute inside information for the purpose of Rule 13.09(2) of the Listing Rules or the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

## **DEFINITION**

Unless otherwise specified, the following terms have the following meanings in this announcement:

<b>Term</b>	<b>Definition</b>
“58.com”	58.com Inc., a company incorporated under the laws of the Cayman Islands and whose shares are listed on the New York Stock Exchange
“Board”	the board of Directors
“Buyer”	Ohio River Investment Limited, a limited liability company incorporated under the laws of the British Virgin Islands
“Company”	Tencent Holdings Limited, a limited liability company organised and existing under the laws of the Cayman Islands and whose shares are listed on The Stock Exchange of Hong Kong Limited
“connected person”	has the meaning ascribed to it in the Listing Rules
“Directors”	the directors of the Company
“Investment Agreement”	Investment Agreement entered into between the Buyer and 58.com with respect to the subscription and purchase of certain Ordinary Shares
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Ordinary Shares”	collectively class A ordinary shares and class B ordinary shares in the share capital of 58.com
“PRC”	The People’s Republic of China
“SEC”	the Securities and Exchange Commission of the United States of America

“Transaction” the transactions as contemplated under the Investment Agreement

“US\$” United States dollars, the lawful currency of the United States of America

By Order of the Board  
**Ma Huateng**  
*Chairman*

27 June 2014

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

*Executive Directors:*

Ma Huateng and Lau Chi Ping Martin;

*Non-Executive Directors:*

Jacobus Petrus Bekker and Charles St Leger Searle; and

*Independent Non-Executive Directors:*

Li Dong Sheng, Iain Ferguson Bruce and Ian Charles Stone.