

# Form 211

## General Instructions

Complete this form to initiate or resume quotations in the OTC Bulletin Board<sup>®</sup> Service, the National Quotation Bureau (NQB) "Pink Sheets<sup>®</sup>", or any other comparable quotation medium. By completing this form, your firm is representing that it has satisfied all applicable requirements of Securities and Exchange Commission (SEC) Rule 15c2-11 and the filing and information requirements of NASD Rule 6740. **It is not necessary to file this application if a member qualifies for the piggyback or another exception provided by paragraphs (f)(1)-(5) of Rule 15c2-11.**

File this form with the NASD Regulation, Inc. at least three business days before initiating or resuming the quotation of any OTC (non-Nasdaq) equity security in any quotation medium.

Send the completed form, a photocopy of the completed form, and two copies of the required issuer information to the NASD Regulation, Inc. OTC Compliance Unit, 9509 Key West Avenue, Rockville, MD 20850-3389. **If you have any questions, please call the OTC Compliance Unit at (240) 386-5100.**

Please check the applicable quotation medium(s):  OTC Bulletin Board  Pink Sheets  Other \_\_\_\_\_  
(Form 211 Addendum also required) (name of quotation medium)

## Part 1 - Issuer and Security Information

Please provide the information requested below.

1. Exact name of issuer and predecessor (if any). Tencent Holdings Limited

2. Address of principal executive offices. Fiyta Hi-Tech Building  
Gaoxinnaryi Avenue  
Shenzhen  
China

Telephone number of principal executive offices. 212 815 2213

3. Type of security (check one).  Domestic Security  ADR  Foreign Security  DDP

4. State of incorporation N/A Country of Incorporation China

5. Complete title and class of security to be quoted \_\_\_\_\_

6. Symbol of security (if assigned) TCEHY CUSIP (if assigned) 88032Q109

7. Par or stated value of security 0.0001

8. Total securities outstanding at the end of the issuer's most recent fiscal year. \_\_\_\_\_

9. Name and address of transfer agent. The Bank of New York Mellon  
101 Barclay Street  
New York, New York 10286

10. Price of initial quotation entry. Bid \_\_\_\_\_ Ask \_\_\_\_\_  No price at this time

If you are entering a bid and/or ask price now, you must also provide a clear statement of the following information.

The basis upon which the priced entry was determined:

**Form 211 (continued)**

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The factors considered in making that determination:

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**Part 2 - Required Issuer Information**

Please check the applicable box (just one) that corresponds to the category of issuer information accompanying this application. *To determine the applicable category, carefully review paragraphs (a)(1)-(5) of Rule 15c2-11 under the Securities Exchange Act of 1934 (1934 Act) and paragraph (g), which defines "reasonably current" information for purposes of paragraph (a)(5).*

Please provide two copies of all required information along with this completed form.

**RECENT OFFERINGS**

- (a)(1) Please provide the prospectus which became effective less than 90 calendar days prior to filing this Form 211, as specified by Section 10(a) of the Securities Act of 1933 (1933 Act).

SEC Effective Date: \_\_\_\_\_ Date Security(ies) Issued: \_\_\_\_\_

- (a)(2) Please provide the offering circular which became effective less than 40 calendar days prior to filing this Form 211, as provided for under Regulation A under the 1933 Act.

SEC Effective Date: \_\_\_\_\_ Date Security(ies) Issued: \_\_\_\_\_

- (a)(3) **REPORTING COMPANIES**

Please provide:

- ♦ The issuer's most recent annual report filed pursuant to Section 13 or 15(d) of the 1934 Act or the annual statement referred to in Section 12(g)(2)(G)(i) of the 1934 Act.
- ♦ Quarterly and other current reports filed after the issuer's most recent annual report or statement. Please list below each report or statement supplied with this form.

Reports or Statements	Date	Reports or Statements	Date
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- (a)(4) **FOREIGN PRIVATE ISSUERS \***

Please provide information furnished to the Securities and Exchange Commission pursuant to Rule 12g3-2(b) of the 1934 Act since the beginning of the issuer's last fiscal year. Please list below the information supplied with this form.

Information	Date
Annual Reports	2008
_____	_____
_____	_____

**Form 211 (continued)**

(a)(5) NON-REPORTING AND ALL OTHER COMPANIES \*

The applicant must make the issuer information filed in conjunction with section (a)(5) of this form available upon request to any Person expressing an interest in a proposed transaction with the subject security filed.

Please provide the issuer's most recent balance sheet, profit and loss and retained earnings statements, equivalent Financial information for the two prior fiscal years for the issuer or any predecessor company, and the documents that support the information provided in this form.

a. Describe the issuer's business. \_\_\_\_\_  
\_\_\_\_\_

b. Describe the products or services offered by the issuer. \_\_\_\_\_  
\_\_\_\_\_

c. Describe the issuer's facilities. \_\_\_\_\_  
\_\_\_\_\_

d. List the name(s) of the current Chief Executive Officer(s) and members of the Board of Directors of the issuer.  
\_\_\_\_\_  
\_\_\_\_\_

e. Is the member firm submitting this form or any person associated with it affiliated directly or indirectly with the issuer? \_\_\_\_\_ (Y/N) If yes, what is the affiliation?  
\_\_\_\_\_

f. Is the quotation being published or submitted on behalf of any other broker-dealer? \_\_\_\_\_ (Y/N) If yes, what is the name of the broker or dealer? \_\_\_\_\_

g. Is the quotation being published or submitted directly or indirectly on behalf of the issuer or any director, officer, or any person who is directly or indirectly the beneficial owner of more than 10% of the outstanding units or shares of any equity security of the issuer? \_\_\_\_\_ (Y/N) If yes, what is the name of the person, and what is the basis for any exemption under the federal securities laws for any sales of such securities on behalf of this person?  
\_\_\_\_\_  
\_\_\_\_\_

\* Effective March 31, 1998, foreign equity securities (including those represented by ADRS) will not be admitted to the OTC Bulletin Board Service unless the issuer has registered the security pursuant to Section 12 of the 1934 Act.

**Part 3 - Supplemental Information**

Please review paragraphs (b)(1)-(3) of Rule 15c2-11 and provide the information requested below.

(b)(1) Describe the circumstances surrounding the submission of this application. Include the identity of any person(s) for whom the quotation is being submitted and any information provided to your firm by such person(s).

\_\_\_\_\_

(b)(2) Has the issuer or its predecessor (if any) been subject to a trading suspension order issued by the SEC during the past 12 months? If a trading suspension order has been issued, provide two copies of the order or of the SEC's public release announcing the trading suspension order.

Please check the applicable box:     Trading suspension order or release enclosed.     Not applicable.

(b)(3) Any material information, including adverse information, regarding the issuer, that your firm is aware of or has in its possession (Do not list information already provided in Part 2). If your firm does not possess such information, please state "None" below.

Identify any applicable information by title and date. \_\_\_\_\_

*Form 211 (continued)*

**Part 4 - Certification**

*The undersigned must have a reasonable basis for believing that the information accompanying this form is accurate in all material respects and that the sources of the information are reliable.*

By signing this document, I acknowledge and certify that my member firm has a reasonable basis for believing that the information accompanying this form is accurate in all material respects and that the sources of the information are reliable ("affirmative review obligation") as required by Rule 15c2-11 under the 1934 Act and NASD Rule 6470. I understand and acknowledge that this affirmative review obligation applies to all subsequent submissions made in connection with this Form 211 application. Further, I certify that I have examined this form and, to the best of my knowledge and belief, it is true, correct, and complete. I understand and acknowledge that copies of this form, accompanying documents, and subsequent submissions made in connection with this Form 211 application may be provided to the Securities and Exchange Commission, any other regulatory agency, The National Quotation Bureau, LLC ("NQB"), and to the public upon request through the NQB.

Name, title, and signature of member firm employee to contact regarding information contained in this Form 211 application.

Name \_\_\_\_\_ Title \_\_\_\_\_

Signature \_\_\_\_\_

Phone \_\_\_\_\_ Fax \_\_\_\_\_

Name, title, and signature of the registered principal of the member firm responsible for this Form 211 application, and all subsequent submissions made in connection with this application.

Name \_\_\_\_\_ Title \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

Firm Name \_\_\_\_\_

(Member firm must be a NQB subscriber if application is for NQB Pink Sheets.)

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Member firm BD # or CRD # \_\_\_\_\_ Market Maker Identifier \_\_\_\_\_