HUAYI TENCENT ENTERTAINMENT COMPANY LIMITED
(incorporated in the Cayman Islands with limited liability)
(the "**Company**")

**Regulations relating to the executive committee (the "Executive Committee")
of the board of directors (the "Board") of the Company**

A. Constitution

The Executive Committee is a committee of the Board.

B. Executive Committee

1. Membership

1.1 Members of the Executive Committee shall be appointed by the Board from amongst the executive directors of the Company only and shall consist of not less than two (2) members. The composition of the Executive Committee comprises Mr. YUEN Hoi Po and Mr. CHENG Wu.

1.2 The Chairman of the Executive Committee shall be appointed by the Board from time to time.

1.3 The secretary of the Executive Committee shall be the Company Secretary of the Company.

1.4 The appointment of the members and secretary of the Executive Committee may be revoked, or additional members may be appointed to the Executive Committee by separate resolutions passed by the Board.

2. Proceedings of the Executive Committee

2.1 Notice

2.1.1 Unless otherwise agreed by all the Executive Committee members, a meeting of the Executive Committee shall be called by at least seven (7) days' notice.

2.1.2 A member of the Executive Committee may and, on the request of a member of the Executive Committee, the secretary to the Executive Committee shall, at any time summon a meeting of the Executive Committee. Notice shall be given to each member of the Executive Committee orally in person or in writing or by telephone

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or by telex or telegram or facsimile transmission at the telephone or facsimile or address from time to time notified to the secretary by such member of the Executive Committee by such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing.

2.1.3 Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Executive Committee for the purposes of the meeting.

2.2 Quorum

The quorum of the Executive Committee meeting shall be two members of the Executive Committee.

3. Written resolutions

Resolutions may be passed by all members of the Executive Committee in writing.

4. Alternate members

A member of the Executive Committee may not appoint any alternate.

5. Authority

The Board delegates its power and authorities to the Committee. The Committee shall have all the powers and authorities of the Board except the following:-

(a) Approval of final, interim and quarterly results (if any) of the Company;

(b) Declaration of interim dividend, recommendation of payment of final dividend, declaration or recommendation of payment of other distributions;

(c) Proposal to the shareholders of the Company to put the Company into liquidation;

(d) Approval of Notification Transaction as defined in Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"); and

(e) Approval of the Connected Transactions as defined in Chapter 14A of the Listing Rules.

6. Reporting procedures

All the resolutions passed by the Executive Committee from time to time shall be tabled of the information of the Board at the Next board meeting. The Chairman of the Executive Committee shall report to the board on the work, significant decisions findings and recommendations of the Committee since the last Board Meeting.

7. Powers of the Board

The Board may, subject to compliance with the bye-laws of the Company and the Listing Rules, amend, supplement and revoke these Regulations and any resolution passed by the Executive Committee provided that no amendments to and revocation of these Regulations and the resolutions passed by the Executive Committee shall invalidate any prior act and resolution of the Executive Committee which would have been valid if these Regulations or resolution had not been amended or revoked.

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