
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Futu Holdings Limited

(Name of Issuer)

Class A Ordinary Shares, par value \$0.00001 per share
(Title of Class of Securities)

36118L106**
(CUSIP Number)

September 27, 2024
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

**There is no CUSIP number assigned to the Class A Ordinary Shares. CUSIP number 36118L106 has been assigned to the American Depositary Shares ("ADSs") of Futu Holdings Limited ("Issuer"), which are quoted on the Nasdaq Global Market under the symbol "FUTU." Each ADS represents eight Class A Ordinary Shares.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS Huang River Investment Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> (Joint filers)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 148,997,840 shares ¹
	6	SHARED VOTING POWER 0 shares
	7	SOLE DISPOSITIVE POWER 148,997,840 shares ²
	8	SHARED DISPOSITIVE POWER 0 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 148,997,840 shares ³	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 17.3% (on an as-converted basis) ⁴	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

1 Represents 115,802,051 Class B Ordinary Shares and 33,195,789 Class A Ordinary Shares held of record by Huang River Investment Limited. Each Class B Ordinary Share is entitled to twenty votes and freely convertible into a Class A Ordinary Share at the direction of the holder.

2 See footnote 1.

3 See footnote 1.

4 See Item 4.

1	NAMES OF REPORTING PERSONS Image Frame Investment (HK) Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> (Joint filers)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Hong Kong	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 71,024,142 Class A Ordinary Shares
	6	SHARED VOTING POWER 0 shares
	7	SOLE DISPOSITIVE POWER 71,024,142 Class A Ordinary Shares
	8	SHARED DISPOSITIVE POWER 0 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 71,024,142 Class A Ordinary Shares	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.5% ⁵	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

⁵ See Item 4.

1	NAMES OF REPORTING PERSONS Tencent Holdings Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/> (Joint filers)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 226,773,502 shares ⁶
	6	SHARED VOTING POWER 0 shares
	7	SOLE DISPOSITIVE POWER 226,773,502 shares ⁷
	8	SHARED DISPOSITIVE POWER 0 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 226,773,502 shares ⁸	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 26.3% (on an as-converted basis) ⁹	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

6 Represents (i) 115,802,051 Class B Ordinary Shares and 33,195,789 Class A Ordinary Shares held of record by Huang River Investment Limited, a wholly-owned subsidiary of Tencent Holdings Limited; (ii) 71,024,142 Class A Ordinary Shares held of record by Image Frame Investment (HK) Limited, a wholly-owned subsidiary of Tencent Holdings Limited; (iii) 1,161,840 Class A Ordinary Shares represented by 145,230 ADSs held of record by TPP Opportunity GP I, Ltd., an entity controlled by Tencent Holdings Limited; (iv) 5,412,888 Class A Ordinary Shares represented by 676,611 ADSs held of record by Tencent Mobility Limited, a wholly-owned subsidiary of Tencent Holdings Limited; and (v) 176,792 Class A Ordinary Shares represented by 22,099 ADSs held of record by Distribution Pool Limited, a wholly-owned subsidiary of Tencent Holdings Limited. Each Class A Ordinary Share is entitled to one vote and each Class B Ordinary Share is entitled to twenty votes and freely convertible into a Class A Ordinary Share at the direction of the holder.

7 See footnote 6.

8 See footnote 6.

9 See Item 4.

Item 1.**(a) Name of Issuer**

Futu Holdings Limited

(b) Address of Issuer's Principal Executive Offices

34/F, United Centre
95 Queensway,
Admiralty, Hong Kong S.A.R.,
People's Republic of China

Item 2.**(a) Name of Person Filing**

Huang River Investment Limited
Image Frame Investment (HK) Limited
Tencent Holdings Limited

(b) Address of Principal Business Office or, if none, Residence

For each of Huang River Investment Limited, Image Frame Investment (HK) Limited and Tencent Holdings Limited:
29/F., Three Pacific Place
No. 1, Queen's Road East
Wanchai, Hong Kong

(c) Citizenship:

Huang River Investment Limited
Citizenship: British Virgin Islands

Image Frame Investment (HK) Limited
Citizenship: Hong Kong

Tencent Holdings Limited
Citizenship: Cayman Islands

(d) Title of Class of Securities

Class A Ordinary Shares, par value \$0.00001 per share

(e) CUSIP Number

There is no CUSIP number assigned to the Class A Ordinary Share. CUSIP number 36118L106 has been assigned to the ADSs of the Issuer, which are quoted on the Nasdaq Global Market under the symbol "FUTU." Each ADS represents eight Class A Ordinary Shares.

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

The information required by Items 4(a) is set forth in Row 9 of the cover page for each Reporting Person and is incorporated herein by reference.

(b) Percent of class:

The total number of outstanding Class A Ordinary Shares used to calculate the percent of class represented by the Class A Ordinary Shares beneficially owned by Huang River Investment Limited, 17.3%, is the sum of (i) 747,840,786 Class A Ordinary Shares outstanding as of December 31, 2023 as disclosed by the Issuer in its Annual report on Form 20-F for the year ended December 31, 2023 filed on April 24, 2024 (the "2023 Annual Report"); and (ii) 115,802,051 Class B Ordinary Shares held of record by Huang River Investment Limited, which can be converted into an equal number of Class A Ordinary Shares at the discretion of Huang River Investment Limited.

The total number of outstanding Class A Ordinary Shares used to calculate the percent of class represented by the Class A Ordinary Shares beneficially owned by Image Frame Investment (HK) Limited, 9.5%, is the 747,840,786 Class A Ordinary Shares outstanding as of December 31, 2023 as disclosed by the Issuer in its 2023 Annual Report.

The total number of outstanding Class A Ordinary Shares used to calculate the percent of class represented by the Class A Ordinary Shares beneficially owned by Tencent Holdings Limited, 26.3%, is the sum of (i) 747,840,786 Class A Ordinary Shares outstanding as of December 31, 2023 as disclosed by the Issuer in its 2023 Annual Report; and (ii) 115,802,051 Class B Ordinary Shares held of record by Huang River Investment Limited, a wholly-owned subsidiary of Tencent Holdings Limited, which can be converted into an equal number of Class A Ordinary Shares at the discretion of Huang River Investment Limited.

(c) Number of shares as to which the person has:

The information required by Items 4(c) is set forth in Rows 5-8 of the cover page for each Reporting Person and is incorporated herein by reference.

(i) Sole power to vote or to direct the vote:

See Row 5 of the cover page of each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of the cover page of each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of the cover page of each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of the cover page of each Reporting Person.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

See Item 4.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

Not applicable.

Material Filed as Exhibits

Signatures

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: November 14, 2024

HUANG RIVER INVESTMENT LIMITED

By: /s/ Ma Huateng
Name: Ma Huateng
Title: Director

IMAGE FRAME INVESTMENT (HK) LIMITED

By: /s/ Ma Huateng
Name: Ma Huateng
Title: Director

TENCENT HOLDINGS LIMITED

By: /s/ Ma Huateng
Name: Ma Huateng
Title: Director

Attention: Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

JOINT FILING AGREEMENT

The undersigned hereby agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that all subsequent amendments to this statement on Schedule 13G may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements.

Date: November 14, 2024

HUANG RIVER INVESTMENT LIMITED

By: /s/ Ma Huateng
Name: Ma Huateng
Title: Director

IMAGE FRAME INVESTMENT (HK) LIMITED

By: /s/ Ma Huateng
Name: Ma Huateng
Title: Director

TENCENT HOLDINGS LIMITED

By: /s/ Ma Huateng
Name: Ma Huateng
Title: Director