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

SCHEDULE 13G

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

Missfresh Limited

(Name of Issuer)

Class B Ordinary Shares, par value US\$0.0001 per share
(Title of Class of Securities)

60500F105**
(CUSIP Number)

December 31, 2021
(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 B Ordinary Shares, par value US\$0.0001 per share ("Class B Ordinary Shares"). CUSIP number 60500F105 has been assigned to the American Depositary Shares ("ADSs") of Missfresh Limited (the "Issuer"), which are quoted on the Nasdaq Stock Market under the symbol "MF." Each ADS represents three Class B Ordinary Share.**

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 Tencent Holdings Limited | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 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 55,578,319 Class B Ordinary Shares |
| | 6. | Shared Voting Power 0 |
| | 7. | Sole Dispositive Power 55,578,319 Class B Ordinary Shares |
| | 8. | Shared Dispositive Power 0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 55,578,319 Class B 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) 9.0% | |
| 12. | Type of Reporting Person (See Instructions) CO | |

| | | |
|--|--|--|
| 1. | Names of Reporting Persons Image Frame Investment (HK) Limited | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 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 51,078,319 Class B Ordinary Shares |
| | 6. | Shared Voting Power 0 |
| | 7. | Sole Dispositive Power 51,078,319 Class B Ordinary Shares |
| | 8. | Shared Dispositive Power 0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 51,078,319 Class B 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) 8.2% | |
| 12. | Type of Reporting Person (See Instructions) CO | |

Item 1(a). Name of Issuer:

Missfresh Limited

Item 1(b). Address of Issuer's Principal Executive Offices:

3rd Floor, Block A, Vanke Times Center, No. 9 Wangjing Street, Chaoyang District, Beijing 100016, The People's Republic of China

Item 2(a). Name of Person Filing:

Tencent Holdings Limited
Image Frame Investment (HK) Limited

Item 2(b). Address or Principal Business Office or, if None, Residence:

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

Item 2(c). Citizenship:

Tencent Holdings Limited — Cayman Islands
Image Frame Investment (HK) Limited — Hong Kong

Item 2(d). Title of Class of Securities:

Class B Ordinary Shares, par value US\$0.0001 per share. Each ADS represents three Class B Ordinary Share.

Item 2(e). CUSIP Number:

There is no CUSIP number assigned to the Class B Ordinary Shares. CUSIP number 60500F105 has been assigned to the ADSs of the Issuer, which are quoted on the Nasdaq Stock Market under the symbol "MF."

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 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 Rule 13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

Not applicable.

Item 4. Ownership.

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

(a) 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) The information required by Items 4(b) is set forth in Row (11) of the cover page for each Reporting Person and is incorporated herein by reference.

Percent of class determined is based on 619,971,303 Class B Ordinary Shares of the Issuer outstanding as of September 30, 2021 as reported in the current report on Form 6-K furnished by the Issuer with the U.S. Securities and Exchange Commission on November 12, 2021.

Tencent Holdings Limited may be deemed to have beneficial ownership over 51,078,319 Class B Ordinary Shares held of record by Image Frame Investment (HK) Limited and 4,500,000 Class B Ordinary Shares held of record by Tencent Mobility Limited. Image Frame Investment (HK) Limited and Tencent Mobility Limited are companies registered in Hong Kong and are the wholly-owned subsidiaries of Tencent Holdings Limited.

(c) 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.

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

Not applicable.

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.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

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

Date: February 10, 2022

TENCENT HOLDINGS LIMITED

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

IMAGE FRAME INVESTMENT (HK) LIMITED

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

[Signature Page to Schedule 13G]

LIST OF EXHIBITS

Exhibit No.

Description

A

Joint Filing Agreement

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Class B ordinary shares, par value US\$0.0001 per share, of Missfresh Limited, a Cayman Islands exempted company with limited liability, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[Signature page to follow]

SIGNATURE

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 10, 2022.

TENCENT HOLDINGS LIMITED

By: /s/ Ma Huateng

Name: Ma Huateng

Title: Director

IMAGE FRAME INVESTMENT (HK) LIMITED

By: /s/ Ma Huateng

Name: Ma Huateng

Title: Director

[Signature Page to 13G Joint Filing Agreement]