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大連萬達商業地產股份有限公司  
**Dalian Wanda Commercial Properties Co., Ltd.**

*(A joint stock limited liability company incorporated in the People's Republic of China)*

**(Stock code: 3699)**

**APPOINTMENT OF CHIEF FINANCIAL OFFICER,  
CHANGE OF COMPANY SECRETARY AND AUTHORIZED  
REPRESENTATIVES  
AND  
AMENDMENT TO THE ARTICLES OF ASSOCIATION**

**APPOINTMENT OF CHIEF FINANCIAL OFFICER**

The board of directors (the “**Board**”) of Dalian Wanda Commercial Properties Co., Ltd. (the “**Company**”) is pleased to announce that Mr. Liu Xiaobin (“**Mr. Liu**”) has been appointed as the chief financial officer of the Company with effect from 13 March 2015.

Mr. Liu works as the general manager of the financial centre of the Company, a position held since January 2015. He formerly served in various positions in the Company, including assistant to the president, the general manager of the finance department, the deputy general manager of Wanda Commercial Management Co., Ltd., the general manager of the Company’s project company in Jinan and the deputy general manager of the finance department of the Company’s project companies in Tianjin and Beijing. Mr. Liu joined Dalian Wanda Group Co., Ltd. (“**Dalian Wanda Group**”) in October 2000 and formerly served as a senior assistant to the president and the general manager of the finance management centre of Dalian Wanda Group.

Mr. Liu graduated with a bachelor’s degree in economics and a master’s degree in business administration from Dongbei University of Finance and Economics (東北財經大學) in July 1995 and July 2003, respectively. Mr. Liu is qualified as a registered accountant accredited by the Ministry of Finance of the PRC (中國財政部) in April 2001.

**CHANGE OF COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVES**

The Board wishes to announce that Mr. Liu Chaohui has tendered his resignation as a company secretary of the Company (the “**Company Secretary**”) and ceased to act as the authorized representative of the Company (the “**Authorized Representative**”) (as required under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) due to other work arrangement and commitments with effect from 13 March 2015.

Mr. Liu Chaohui confirmed that there is no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board is pleased to announce that Wang Jian (Winston, “**Mr. Wang**”) has been appointed by the Board as the Company Secretary and the Authorized Representative with effect from 13 March 2015.

Mr. Wang, aged 43, works as assistant to the president and general manager of the Investment Management Centre of Dalian Wanda Group, positions he has held since April 2014. He has been serving as board director of AMC Entertainment Holdings, Inc. (a company listed on the New York Stock Exchange, stock code: AMC) since December 2013. Mr. Wang joined Dalian Wanda Group in April 2012 and formerly served as the deputy general manager of the Investment Management Centre and the general manager of capital market department of the Investment Management Centre of Dalian Wanda Group.

Prior to joining the Company, Mr. Wang held positions at CITIC Securities International Company Limited and Bank of America Merrill Lynch in Hong Kong from 2008 to 2012. From 1999 to 2006, Mr. Wang worked in the mainland China’s capital markets department at CITIC Securities International Company Limited and as the secretary to the board of Central Brilliance S&T Co., Ltd. Mr. Wang has over ten years of experience in cross border capital market transactions and public company operations. Mr. Wang holds an M.B.A from the Schulich School of Business at York University in Toronto, Canada. Mr. Wang’s considerable experience with financial institutions, as well as his experience in international and cross-border capital markets transactions, provide him with valuable expertise to assist the Company.

As Mr. Wang currently does not fulfill the requirement of possessing the academic or professional qualifications under Rule 3.28 of the Listing Rules and may not, in the view of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), possess the relevant experience described under Rule 3.28 of the Listing Rules, the Company has applied for, and the Stock Exchange has granted on 16 February 2015, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years from the date of his appointment (the “**Waiver Period**”), provided that Mr. Wang will be assisted by Ms. Lam Wai Yee Sophie (“**Ms. Lam**”), the current assistant company secretary who meets the requirement under Rule 3.28 of the Listing Rules, to discharge his duties as a Company Secretary and to enable him to gain the relevant experience under Rule 3.28 of the Listing Rules during the Waiver Period; and at the end of the Waiver Period, the Company should notify the Stock Exchange and demonstrate to its satisfaction that Mr. Wang, having had the benefit of Ms. Lam’s assistance during the Waiver Period, has acquired the relevant experience under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Board also wishes to announce that Mr. Wang Guiya has tendered his resignation as the Authorized Representative due to a change in his job responsibilities in the Company with effect from 13 March 2015. Mr. Wang Guiya will remain as a non-executive director of the Company. Mr. Qu Dejun (“**Mr. Qu**”), the executive director of the Company, has been appointed by the Board as another Authorized Representative with effect from 13 March 2015.

The Board would like to take this opportunity to express its gratitude to Mr. Wang Guiya and Mr. Liu Chaohui for their contribution to the Company during their tenure and also extends its welcome to Mr. Qu, Mr. Wang and Mr. Liu on their respective new appointments.

## AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 14 January 2014 in respect of, amongst others, the partial exercise of the Over-allotment Option in respect of an aggregate of 52,547,600 H Shares of the Company. Upon the exercise of the Over-allotment Option, the registered capital of the Company increased to RMB4,527,347,600 and would need to be changed accordingly. Pursuant to the authority granted to the Board at the general meeting held on 13 August 2014 (the “**General Meeting**”) and the approval by the Board at the 12th Board meeting of the 2nd session of the Board of 13 March 2015, the following amendments (the “**Amendments**”) to the articles of association of the Company (the “**Articles of Association**”) were made:

### Article 19

Article 19 of the Articles of Association of the Company was deleted in its entirety and substituted therefor by the following:

“Upon the establishment of the Company, as approved by China Securities Regulatory Commission (the “**CSRC**”) and the Hong Kong Stock Exchange, the Company may issue no more than 690,000,000 H shares (including any H shares which may be issued pursuant to the exercise of the Over-allotment Option).

Upon completion of the aforesaid issue of H shares (including partial exercise of Over-allotment Option), the Company’s shareholding structure is as follows: 4,527,347,600 ordinary shares, comprising 3,874,800,000 domestic shares and 652,547,600 H shares.”

### Article 23

Article 23 of the Articles of Association of the Company was deleted in its entirety and substituted therefor by the following:

“Upon its establishment, the Company had a registered capital of RMB3,600,000,000. Immediately before the issue of H shares, the Company had a registered capital of RMB3,874,800,000. Upon completion of the issue of H shares, the Company had a registered capital of RMB4,527,347,600.”

In accordance with the authorization granted to the Board at the General Meeting, no general meeting of the Company would need to be held to approve the Amendments. The change of the registered capital of the Company needs to be registered with the relevant industrial and commerce administrative authorities in the People’s Republic of China.

By Order of the Board  
**Dalian Wanda Commercial Properties Co., Ltd.**  
**Ding Benxi**  
*Chairman*

Beijing, the PRC  
13 March 2015

*As at the date of this announcement, our executive directors are Mr. DING Benxi, Mr. QI Jie and Mr. QU Dejun; our non-executive directors are Mr. ZHANG Lin, Mr. WANG Guiya and Mr. YIN Hai; and our independent non-executive directors are Mr. LIU Jipeng, Dr. XUE Yunkui and Dr. HU, Fred Zulu.*