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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)

NOTICE OF THE H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting of holders of H Shares (the “**H Share Class Meeting**”) of Dalian Wanda Commercial Properties Co., Ltd. (the “**Company**”) will be held on Monday, 15 August 2016 immediately after the conclusion of the extraordinary general meeting of the Company to be held on the same date at Opera Meeting Room, 7/F, Sofitel Wanda Beijing, Block C Wanda Plaza, No. 93 Jianguo Road, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”) for the purposes of considering and, if thought fit, passing the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the composite offer and response document of the Company dated 30 June 2016:

AS SPECIAL RESOLUTIONS

“**THAT**

- (a) the voluntary withdrawal of the listing of the H Shares from the Stock Exchange, be and is hereby approved; and
- (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal as referred to in paragraph (a) above.”

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

Beijing, the PRC, 30 June 2016

Notes:

1. In order to determine the list of H Shareholders who will be entitled to attend and vote at the EGM, the registers of members of the Company will be closed from Saturday, 16 July 2016 to Monday, 15 August 2016, both days inclusive, during which no transfer of shares will be effected. H Shareholders whose names appear on the registers of members of the Company on Monday, 15 August 2016 shall be entitled to attend and, as the case may be, vote at the H Share Class Meeting. In order for the H shareholders to qualify to attend and vote at the H Share Class Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 15 July 2016 for registration.
2. H Shareholders intending to attend the H Share Class Meeting (or any adjournment thereof) should complete and return the reply slip for attending the H Share Class Meeting (or any adjournment thereof) personally, by facsimile or by post. H Shareholders should complete and return the reply slip to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited by facsimile (at (852) 2865 0990) or by hand or by post to 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, such that the reply slip shall be received by the Company 20 days before the H Share Class Meeting (i.e. on or before Monday, 25 July 2016).
3. H Shareholders may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the H Share Class Meeting (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.
4. H Shareholders must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing ("**power of attorney**"). If the form of proxy is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the H Share Class Meeting (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate shareholder of the Company or duly signed by its director or any other person duly authorized by that corporate shareholder of the Company as required by the articles of association of the Company.
5. To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note 4 above must be delivered to the Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for the EGM.
6. A shareholder of the Company or his proxy should produce proof of identity when attending the H Share Class Meeting (or any adjournment thereof). If a corporate shareholder's legal representative or any other person duly authorized by such corporate shareholder attends the H Share Class Meeting (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative or the valid authorization document (as the case may be).
7. The H Share Class Meeting (or any adjournment thereof) is expected to last less than one day. H Shareholders or their proxies who attend the H Share Class Meeting (or any adjournment thereof) shall bear their own travelling, meal and accommodation expenses.
8. The Company's principal place of business in the PRC is situated at:

Block B Wanda Plaza
No. 93 Jianguo Road
Chaoyang District
Beijing, PRC
Tel No.: (8610) 8585 3888
Fax No.: (8610) 8585 3222

The address of the Company's H Shares Registrar, Computershare Hong Kong Investor Services Limited is:

17M Floor, Hopewell Centre
183 Queen's Road East, Wan Chai
Tel No.: (852) 2862 8628
Fax No.: (852) 2865 0990

9. Pursuant to rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the chairman of the H Share Class Meeting will demand that all the resolutions proposed at the H Share Class Meeting will be voted on by way of poll in registered form pursuant to article 101 of the articles of association of the Company.
10. The shareholders who hold domestic shares of the Company are required to abstain from voting in the H Share Class Meeting. Further details of the voting arrangements are set out in the composite offer and response document of the Company dated 30 June 2016.

As at the date hereof, the executive directors of the Company are Mr. DING Benxi, Mr. QI Jie and Mr. WANG Zhibin; the non-executive directors of the Company are Mr. QU Dejun, Mr. YIN Hai and Mr. LIU Zhaohui; and the independent non-executive directors of the Company are Dr. HU, Fred Zulu, Mr. QI Daqing and Mr. LI Guinian.