



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

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 3699)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 15 AUGUST 2016 OR ANY ADJOURNMENT THEREOF**

Number of shares to which this form of proxy relates <i>(Note 1)</i>	Domestic shares
	H shares

I/We *(Note 2)* _____
of (address) _____
being the holder(s) of _____ domestic shares/H shares *(Note 3)* of RMB1.00 each of Dalian Wanda Commercial Properties Co., Ltd. (the “Company”), hereby appoint the Chairman of the meeting or _____ *(Note 4)*
of (address) _____
as my/our proxy(ies) to attend the extraordinary general meeting (the “EGM”) of the Company to be held at 10:00 a.m. on Monday, 15 August 2016 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”) or any adjournment thereof and to vote at such meeting in respect of the resolutions set out in the notice of EGM dated 30 June 2016 as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

SPECIAL RESOLUTION	FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
<p>THAT</p> <p>(a) the voluntary withdrawal of the listing of the H Shares of the Company from the Stock Exchange, be and is hereby approved; and</p> <p>(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.</p>			

Dated _____ 2016 Signature(s) *(Note 6)* _____

Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no numbers inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words “the Chairman of the meeting or” and insert the name of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initialed by the person who signs it.
- Important: If you wish to vote for any resolution, please put a tick in the box marked “FOR” or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked “AGAINST” or insert the number of shares held by you. If you wish to vote abstention on any resolution, please put a tick in the box marked “ABSTAIN” or insert the number of shares held by you. If no direction is given, your proxy shall vote at his/her own discretion. The shares abstained will be counted in the calculation of the required majority.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized. In case of joint holders, this form of proxy may be signed by any of such joint holders.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Company’s board office at Block B Wanda Plaza, No. 93 Jianguo Road, Chaoyang District, Beijing, the PRC for holders of domestic shares of the Company, or the Company’s H Shares Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for holders of H shares of the Company, not less than 24 hours before the time for holding of the EGM or any adjournment thereof.
- In the case of joint holders of shares of the Company, any one of such holders may vote at the EGM either in person or by proxy in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint holders are present at the EGM in person or by proxy, then one of such holders whose name appears in prior sequence shall be regarded as the sole and exclusive vote on behalf of all the rest of the joint holders. For the purpose of such voting, the shareholder’s priority shall be determined in accordance with the sequence of the joint holders of the Company as prescribed in the Company’s register of shareholders.
- You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.
- Unless otherwise specified, capitalized terms used herein shall have the same meaning as those defined in the Composite Document of the Company dated 30 June 2016.