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**WD Knight I, WD Knight II, WD Knight III,
WD Knight IV, WD Knight V,
WD Knight VIII, WD Knight IX,
WD Knight X and Red Fortune Global Limited**



**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)

JOINT ANNOUNCEMENT

PROPOSED WITHDRAWAL OF LISTING OF THE H SHARES OF DALIAN WANDA COMMERCIAL PROPERTIES CO., LTD.

**VOLUNTARY CONDITIONAL GENERAL OFFER BY
CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG
SECURITIES LIMITED
ON BEHALF OF
THE JOINT OFFERORS
TO ACQUIRE ALL OF THE ISSUED H SHARES IN
DALIAN WANDA COMMERCIAL PROPERTIES CO., LTD.**

AND

DESPATCH OF THE COMPOSITE DOCUMENT

Financial Adviser to the Joint Offerors



CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED

Reference is made to the joint announcement dated 30 May 2016 and the composite offer and response document (the “**Composite Document**”) dated 30 June 2016 jointly issued by Dalian Wanda Commercial Properties Co., Ltd. (the “**Company**”) and the Joint Offerors. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document, which contains, among others, further details of the H Share Offer, a letter from CICC, a letter from the Board, a letter of advice from the Independent Board Committee and a letter of advice from Halcyon, in relation to the H Share Offer and the Delisting, together with the accompanying Form of Acceptance in respect of the H Share Offer, has been despatched to the Shareholders on 30 June 2016.

Independent Shareholders are advised to read the Composite Document carefully, including the advice of the Independent Board Committee and the advice of Halcyon in respect of the H Share Offer and the Delisting, before deciding whether to accept the H Share Offer or not.

EXPECTED TIMETABLE

The H Share Offer will commence on Thursday, 30 June 2016 and the latest time and date for acceptance of the H Share Offer is at 4:00 p.m. on Tuesday, 16 August 2016 and/or Tuesday, 13 September 2016 (as the case may be), unless the Joint Offerors extend the H Share Offer until such time and/or date as it may determine and in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code).

If the H Share Offer is extended (with the consent of the Executive) or revised, the announcement of such extension or revision will state the next closing date or, if the H Share Offer becomes or is declared unconditional as to acceptances, a statement may be made that the H Share Offer will remain open until further notice.

The expected timetable for the H Share Offer set out below is indicative and any changes to the timetable will be jointly announced by the Joint Offerors and the Company.

Events	Hong Kong time (2016)
Despatch date of the Composite Document and the Form of Acceptance ^(Note 1)	Thursday, 30 June
Opening date of the H Share Offer ^(Note 1)	Thursday, 30 June
Latest time for lodging transfers of the Shares in order to be entitled to attend and vote at the H Share Class Meeting and the EGM.....	4:30 p.m. on Friday, 15 July
Closure of the register of the Company for the determination of entitlements of the Independent H Shareholders to attend and vote at the H Share Class Meeting and the EGM.....	Saturday, 16 July to Monday, 15 August (both days inclusive)
Last day for return of reply slip for the H Share Class Meeting and the EGM ^(Note 2)	Monday, 25 July
Latest time for lodging proxy form in respect of the H Share Class Meeting and the EGM ^(Note 3)	10:00 a.m. on Sunday, 14 August
Record date for the H Share Class Meeting and the EGM.....	Monday, 15 August
Suspension of dealings in the H Shares	Monday, 15 August
EGM	10:00 a.m. on Monday, 15 August

Events

Hong Kong time (2016)

H Share Class Meeting.	Monday, 15 August immediately after the conclusion or adjournment of the EGM
Announcement of the results of the H Share Class Meeting and the EGM on the website of the Stock Exchange	by 7:00 p.m. on Monday, 15 August
Re-opening of the shareholder register of the Company.	Tuesday, 16 August 9:00 a.m. on
Resumption of dealings in the H Shares.	Tuesday, 16 August
First Closing Date ^(Note 4)	Tuesday, 16 August
Written notification sent to the Shareholders in respect of the First Closing Date and the implications of not accepting the H Share Offer.	Tuesday, 16 August
Latest time and date for acceptance of the H Share Offer on the First Closing Date ^(Note 5)	4:00 p.m. on Tuesday, 16 August
Announcement of the results of the H Share Offer as at the First Closing Date on the website of the Stock Exchange.	by 7:00 p.m. on Tuesday, 16 August
Latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances received at or before the latest time for acceptances of the H Share Offer on the First Closing Date (assuming the H Share Offer has become unconditional in all respects on the First Closing Date) ^(Note 6)	Thursday, 25 August
Latest time and date for the Joint Offerors to declare the H Share Offer unconditional as to acceptances ^(Note 7)	7:00 p.m. on Monday, 29 August
Final Closing Date (assuming the H Share Offer has become unconditional in all respects on the First Closing Date) ^(Note 8)	Tuesday, 13 September
Latest time and date for the H Share Offer remaining open for acceptance on the Final Closing Date and closing of the H Share Offer ^(Note 8)	4:00 p.m. on Tuesday, 13 September

Events

Hong Kong time (2016)

Announcement of the results of the H Share Offer as at the Final Closing Date on the website of the Stock Exchange	by 7:00 p.m. on Tuesday, 13 September
Last day of trading the H Shares on the Stock Exchange	Tuesday, 13 September
Withdrawal of the listing of the H Shares from the Stock Exchange ^(Note 9)	4:00 p.m. on Tuesday, 20 September
Latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances of the H Share Offer on the Final Closing Date ^(Note 6)	Friday, 23 September

Notes:

- (1) The H Share Offer is made on Thursday, 30 June 2016, the date of posting of the Composite Document, and is capable of being accepted on and from this date.
- (2) The reply slip should be duly completed and returned 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, or the Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for holders of H Shares no later than 4:00 p.m. on Monday, 25 July 2016 (i.e. 20 clear days prior to the date of convening of the H Share Class Meeting and the EGM). Failure to return the reply slip will not affect H Shareholders' right to attend the H Share Class Meeting nor Shareholder's right to attend the EGM.
- (3) The proxy form should be deposited with the Company's board office at Block B Wanda Plaza, No. 93 Jianguo Road, Chaoyang District, Beijing, the PRC for holders of Domestic Shares, or the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for holders of H Shares as soon as possible and in any event by the time stated above, in order to be valid. Completion and return of a proxy form for the H Share Class Meeting and/or the EGM will not preclude a Shareholder from attending the H Share Class Meeting and/or the EGM and, as the case may be, voting in person if he/she/it so wishes and if such Shareholder has notified the Company not less than 24 hours in writing before the time appointed for any adjournment of the H Share Class Meeting and the EGM. In such event, the returned proxy form will be deemed to have been revoked.
- (4) It is assumed that the H Share Offer has not become unconditional as to acceptances or in all respects prior to the First Closing Date. In accordance with the Takeovers Code, the H Share Offer must initially be opened for acceptance for at least 21 days following the date on which the Composite Document was posted. The Joint Offerors reserve the right to extend the H Share Offer until such time and/or date as they may determine and in accordance with the Takeovers Code. The Joint Offerors will issue an announcement, stating whether the H Share Offer has been revised or extended, has expired or has become or been declared unconditional (as to acceptances or in all respects).
- (5) Unless the H Share Offer has previously become or been declared unconditional, revised or extended, the latest time and date for acceptance of the H Share Offer is 4:00 p.m. on the First Closing Date. Please refer to Appendix I to the Composite Document for additional information on how to accept the H Share Offer.
- (6) Pursuant to Rule 20.1 of the Takeovers Code, settlement in cash in respect of acceptances of the H Share Offer will be made within 7 business days (as defined under the Takeovers Code) of the later of the date on which the H Share Offer has become or is declared unconditional and the date on which the H Shares are tendered for acceptance of the H Share Offer. Relevant documents of title must be received by the Registrar to render each acceptance of the H Share Offer complete and valid.
- (7) Pursuant to Rule 15.5 of the Takeovers Code, except with the consent of the Executive, the H Share Offer (whether revised or not) may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th date after the Composite Document was posted.

- (8) Where the H Share Offer becomes or is declared unconditional (whether as to acceptances or in all respects), it will remain open for acceptance for not less than 28 days thereafter. In such case, at least 28 days' notice in writing must be given before the H Share Offer is closed to the Independent H Shareholders who have not accepted the H Share Offer and an announcement will be published.
- (9) It is currently expected that the withdrawal of listing of the H Shares from the Stock Exchange would happen at 4:00 p.m. on Tuesday, 20 September 2016, subject to the satisfaction of any conditions for delisting such securities from the Stock Exchange, and receipt of any regulatory approvals required for such delisting.
- (10) Beneficial owners of the H Shares who hold their H Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
- (11) The latest time and date for acceptance of the H Share Offer, the latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances, the last day of trading of H Shares and withdrawal of listing of the H Shares will not take effect if there is a tropical cyclone warning signal number 8 above, or a "black" rainstorm warning, in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the such relevant date. Instead, such relevant date will be rescheduled to the same time on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

By order of the board of
**WD Knight I, WD Knight II, WD Knight III,
WD Knight IV, WD Knight V and Red
Fortune Global Limited**

By order of the board of
**Dalian Wanda Commercial Properties
Co., Ltd.**

By the order of
**WD Knight VIII, WD Knight IX,
WD Knight X**
through its general partner
WD Knight VII

Beijing, the P.R.C., 30 June 2016

* *For identification purpose*

Dalian Wanda Group, WD Knight I, WD Knight II, WD Knight III and WD Knight IV

As at the date of this announcement, the directors of Dalian Wanda Group are Mr. Wang Jianlin, Mr. Ding Benxi, Ms. Lin Ning, Mr. Qi Jie, Mr. Zhang Lin, Mr. Wang Sicong and Mr. Yin Hai.

The directors of Dalian Wanda Group jointly and severally accept full responsibility for the accuracy of the information contained in this announcement in connection with it and WD Knight I, WD Knight II, WD Knight III and WD Knight IV, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement in respect of WD Knight I, WD Knight II, WD Knight III and WD Knight IV and itself have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the sole director of WD Knight I, WD Knight II, WD Knight III and WD Knight IV is Mr. Lu Xiaoma.

The sole director of WD Knight I, WD Knight II, WD Knight III and WD Knight IV accepts full responsibility for the accuracy of the information contained in this announcement in connection with WD Knight I, WD Knight II, WD Knight III and WD Knight IV, and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this announcement in respect of WD Knight I, WD Knight II, WD Knight III and WD Knight IV have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Pohua JT Private Equity Fund L.P. and WD Knight V

As at the date of this announcement the general partner of Pohua JT Private Equity Fund L.P. is Pohua JT Capital Partners Limited. As at the date of this announcement, the directors of Pohua JT Capital Partners Limited are Mr. Li Haifeng, Ms. Pan Cheng and Mr. Jin Weiguo.

The directors of Pohua JT Capital Partners Limited jointly and severally accept full responsibility for the accuracy of the information contained in this announcement in connection with WD Knight V, Pohua JT Private Equity Fund L.P. and Pohua JT Capital Partners Limited, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement by WD Knight V, Pohua JT Private Equity Fund L.P. and Pohua JT Capital Partners Limited have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the directors of WD Knight V are Mr. Li Haifeng and Mr. Tang Chak Lam.

The directors of WD Knight V accept full responsibility for the accuracy of the information contained in this announcement in connection with WD Knight V, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement in respect of WD Knight V have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Ping An of China Securities (Hong Kong) Company Limited and WD Knight VIII

As at the date of this announcement, the directors of Ping An of China Securities (Hong Kong) Company Limited are Mr. Chen Chih Yung, Mr. Wu Peixin and Ms. Lin Le.

The directors of Ping An of China Securities (Hong Kong) Company Limited jointly and severally accept full responsibility for the accuracy of the information contained in this announcement in connection with it and WD Knight VIII, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement by it and WD Knight VIII have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the general partner of WD Knight VIII is WD Knight VII. As at the date of this announcement, the sole director of WD Knight VII is Mr. Lu Xiaoma.

The sole director of WD Knight VII accepts full responsibility for the accuracy of the information contained in this announcement in connection with WD Knight VIII, and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this announcement by WD Knight VIII have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

WD Knight IX and WD Knight X

As at the date of this announcement, the general partner of WD Knight IX and WD Knight X is WD Knight VII. As at the date of this announcement, the sole director of WD Knight VII is Mr. Lu Xiaoma.

The sole director of WD Knight VII accepts full responsibility for the accuracy of the information contained in this announcement in connection with WD Knight IX and WD Knight X, and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this announcement by WD Knight IX and WD Knight X have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Red Fortune Global Limited

As at the date of this announcement, the general partner of Shanghai Sailing Boda Kegang Business Consulting LLP is Qiyuan (Shanghai) Investment Management Centre (Limited Partnership) (旗源(上海)投資管理中心(有限合夥)), whose general partner in turn is Shanghai Qizheng Investment Consulting Co., Ltd.* (上海旗正投資諮詢有限公司).*

As at the date of this announcement, the sole director of Shanghai Qizheng Investment Consulting Co., Ltd. (上海旗正投資諮詢有限公司) is James Xiao Dong Liu and the sole director of Red Fortune Global Limited is Fu Tao.*

The sole director of Shanghai Qizheng Investment Consulting Co., Ltd. (上海旗正投資諮詢有限公司) accepts full responsibility for the accuracy of the information contained in this announcement in connection with it and Red Fortune Global Limited, and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this announcement in respect of itself and Red Fortune Global Limited have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

The sole director of Red Fortune Global Limited accepts full responsibility for the accuracy of the information contained in this announcement in connection with it, and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this announcement by it have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The Company

As at the date of this announcement, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to Dalian Wanda Group, the Joint Offerors and the Consortium Investors) and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by Dalian Wanda Group, the Joint Offerors and the Consortium Investors) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.