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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)

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

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

As stated in the Composite Document, the notice of the EGM dated 30 June 2016, the supplemental notice of the EGM dated 1 August 2016, the notice of the H Share Class Meeting dated 30 June 2016 and the supplemental notice of the H Share Class Meeting dated 1 August 2016, the EGM and the H Share Class Meeting will be held on Monday, 15 August 2016 to consider and, if thought fit, consider (among other things) the resolution for approving the Delisting.

By way of an update to the paragraph headed “4. Material Changes” in Appendix II to the Composite Document, save as disclosed below, the Directors confirm that there has been no material change in the financial or trading position or outlook of the Group since 31 December 2015, being the date to which the latest published audited financial statements of the Group were made up, up to and including the date of this announcement:

- (a) on 18 January 2016, the Company announced that the issuance of the first tranche corporate bond was completed on 15 January 2016, totaling RMB5.0 billion with a coupon rate of 3.2% and a maturity period of 5 years. It was stated that the amount raised would be used to repay the Group’s borrowings, replenish the Group’s general working capital and for other purposes as permitted under the relevant laws and regulations;

- (b) on 3 May 2016, the Company announced that the issuance of the first and second tranche of the medium-term notes were completed, the principal amount of each tranche of the corporate notes were RMB6 billion, with a term of 5 years and a coupon rate of 3.70% and 4.0% respectively. It was stated that the amount raised would be used for project development and repayment of bank borrowings;
- (c) on 10 May 2016, the Company announced that the issuance of the second tranche corporate bond was completed on 9 May 2016, totaling RMB8 billion with a coupon rate of 3.95% and a maturity period of 5 years. It was stated that the amount raised would be used to repay the Group's borrowings and replenish the Group's general working capital;
- (d) on 26 May 2016, the Company announced that the issuance of the third tranche corporate bond was completed on 25 May 2016, totaling RMB5 billion with a coupon rate of 3.95% and a maturity period of 5 years. It was stated that the amount raised would be used to repay the Group's borrowings and replenish the Group's general working capital;
- (e) on 14 June 2016, the Company announced that the issuance of the fourth tranche corporate bond was completed on 13 June 2016, totaling RMB3 billion with a coupon rate of 3.88% and a maturity period of 5 years. It was stated that the amount raised would be used to replenish the Group's general working capital;
- (f) on 24 June 2016, the Company announced that the proposed debt financing instruments for the years of 2016-2018 have been registered to National Association of Financial Market Institutional Investors and the relevant application materials have been published on the website of Debt Capital Market Filing Analysis Notification System under National Association of Financial Market Institutional Investors;
- (g) on 25 May 2016, the Company announced that the proposed payment of cash dividend of RMB1.05 (tax inclusive) per share for the year ended 31 December 2015 was approved at the annual general meeting held by the Company;
- (h) on 4 February, 9 March, 8 April, 9 May, 8 June and 5 July 2016, the Company announced the unaudited operating statistics of the Group for the previous month-end/period-end. In summary and as stated in the unaudited operating statistics for the month of June 2016, from January to June 2016: (i) the Group achieved a total amount of contracted sales of approximately RMB50.6 billion; (ii) the Group recorded rental income of approximately RMB8.48 billion; (iii) the Group recorded hotel operation income of approximately RMB2.75 billion; (iv) the newly acquired land has a total site area of 3,008 thousand sq.m. and a total gross floor area of 5,761 thousand sq.m., with a gross floor area of 2,764 thousand sq.m. for commercial plaza and a total land premium of approximately RMB7.38 billion; and (v) there were eight newly opened Wanda Plazas (of which seven of them were newly opened in June 2016) and a total of seven hotels had been newly opened with a total of 2,474 guest rooms, further increasing the portfolio of investment properties of the Group;
- (i) the unaudited financial data summary for the first quarter of 2016 as announced by the Company on 29 April 2016 and the Profit Estimate as set out in the paragraph headed "3. Unaudited Financial Information of the Group for the Three Months ended 31 March 2016" in Appendix II to the Composite Document;

- (j) on 13 July 2016, the Company announced that the issuance of the fifth tranche corporate bond was completed on 12 July 2016, totaling RMB2 billion with a coupon rate of 3.45% and a maturity period of 5 years. It was stated that the amount raised would be used to replenish the Group's general working capital;
- (k) on 28 July 2016, the Company announced that the issuance of the sixth tranche corporate bond was completed on 27 July 2016, totaling RMB2 billion with a coupon rate of 3.36% and a maturity period of 5 years. It was stated that the amount raised would be used to replenish the Group's general working capital; and
- (l) on 1 August 2016, the Company published a circular regarding the extension of shareholders' approval in relation to the proposed A Share offering and special report in relation to the use of proceeds raised by previous H Share offering as of 30 June 2016.

Halcyon has confirmed that, after taking into account of the above, its opinion as set out in the "Letter from Halcyon" in the Composite Document shall remain unchanged.

WARNING:

Shareholders and/or potential investors of the Company should note that the H Share Offer is subject to the satisfaction or (where applicable) waiver of the Conditions in all respects. Accordingly, the H Share Offer may or may not become unconditional. Accordingly, the issue of this announcement does not imply that the H Share Offer or the Delisting will be completed. Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company (including the H Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

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

Beijing, the PRC
11 August 2016

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 and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement 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.