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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.**

**RESULTS IN RESPECT OF THE H SHARE OFFER AND THE H SHARE  
OFFER BEING DECLARED UNCONDITIONAL IN ALL RESPECTS**

**Financial Adviser to the Joint Offerors**



**CHINA INTERNATIONAL CAPITAL CORPORATION  
HONG KONG SECURITIES LIMITED**

As at 4:00 p.m. on Tuesday, 16 August 2016, being the latest time for acceptance of the H Share Offer to be lodged on the First Closing Date, the Joint Offerors have received valid acceptances under the H Share Offer in respect of an aggregate of 471,090,257 H Shares, representing approximately 72.19% of the issued H Shares as at the First Closing Date. Taking into account all such valid acceptances and the H Shares held by the Domestic Shareholders and other Concert Parties, the Joint Offerors and parties acting in concert with them (other than those Shares held by members of CICC group, Ping An Insurance (Group) Company of China, Ltd., Guotai Junan Securities (Hong Kong) Limited which are non-discretionary and not their proprietary interests) have come to hold approximately 490,624,318 H Shares, representing approximately 75.19% of the issued H Shares as at the First Closing Date.

The Joint Offerors and the Company are pleased to announce that all the conditions of the H Share Offer have been satisfied and the H Share Offer has been declared unconditional in all respects. The H Share Offer will remain open for acceptance until 4:00 p.m. on Tuesday, 13 September 2016 (unless extended in accordance with the terms and conditions of the H Share Offer and the Takeovers Code).

The Company will apply to the Stock Exchange for the withdrawal of the listing of the H Shares from the Stock Exchange with effect from 4:00 p.m. on Tuesday, 20 September 2016. Subject to the satisfaction of any conditions for the Delisting and the receipt of any regulatory approvals required for the Delisting, the last day of trading in the H Shares on the Stock Exchange will be Tuesday, 13 September 2016 and the H Shares will be delisted from the Stock Exchange from 4:00 p.m. on Tuesday, 20 September 2016.

## **INTRODUCTION**

Reference is made to (i) the announcement (the “**Joint Announcement**”) jointly issued by the Joint Offerors and Dalian Wanda Commercial Properties Co., Ltd. (the “**Company**”) on 30 May 2016 in relation to the voluntary conditional general offer by CICC on behalf of the Joint Offerors to acquire all the issued H Shares; (ii) the composite offer and response document jointly issued by the Joint Offerors and the Company on 30 June 2016 (the “**Composite Document**”); (iii) the announcement jointly issued by the Joint Offerors and the Company in relation to the despatch of the Composite Document; and (iv) the announcement jointly issued by the Joint Offerors and the Company in relation to the poll results of the EGM and the H Share Class Meeting dated 15 August 2016. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## **LEVEL OF ACCEPTANCES AND THE H SHARE OFFER BEING DECLARED UNCONDITIONAL IN ALL RESPECTS**

As at 4:00 p.m. on Tuesday, 16 August 2016, being the latest time for acceptance of the H Share Offer to be lodged on the First Closing Date, the Joint Offerors have received valid acceptances under the H Share Offer in respect of an aggregate of 471,090,257 H Shares, representing approximately 72.19% of the issued H Shares as at the First Closing Date. Among these valid acceptances, acceptances of 388,700 H Shares have been received from the Domestic Shareholders, representing approximately 0.06% of the issued H Shares as at the date of this announcement. Taking into account all such valid acceptances and the H Shares held by the Domestic Shareholders and other Concert Parties, the Joint Offerors and parties acting in concert with them (other than those Shares held by members of CICC group, Ping An Insurance (Group) Company of China, Ltd., Guotai Junan Securities (Hong Kong) Limited which are non-discretionary and not their proprietary interests) have come to hold approximately 490,624,318 H Shares, representing approximately 75.19% of the issued H Shares as at the First Closing Date.

As set out in the Composite Document, the H Share Offer is conditional on, amongst others, the Joint Offerors having received (and where permitted, such acceptances not having been withdrawn), at or before 4:00 p.m. on the First Closing Date, i.e. Tuesday 16 August 2015 (or such later time or date as the Joint Offerors may, subject to the Takeovers Code, decide), valid acceptances in respect of the H Share Offer which, will result in the Joint Offerors and any person acting in concert with them holding more than 75% of the H Shares as at the First Closing Date (the “**Minimum Acceptance Condition**”). The Joint Offerors and the Company are pleased to announce that all the conditions of the H Share Offer have been satisfied and the H Share Offer has been declared unconditional in all respects.

As at the date of this announcement, based on the paid up commitments received from the Consortium Investors and taking into account the priorities of allocation as referred to in the Composite Document, estimated incidence of related financing cost and other related costs and expenses related to the implementation of the H Share Offer, the allocation of H Shares (based on valid acceptances of the H Share Offer received so far) would be:–

<b>Name of Joint Offeror</b>	<b>Allocation of H Shares (and as a proportion to the number of H Shares subject of the valid acceptances as at the date of this announcement)</b>
WD Knight I	62,504,072 H Shares (13.3%)
WD Knight II	52,354,446 H Shares (11.1%)
WD Knight III	22,495,620 H Shares (4.8%)
WD Knight IV	28,559,173 H Shares (6.1%)
WD Knight VIII	146,065,098 H Shares (31.0%)
WD Knight IX	116,006,005 H Shares (24.6%)
Red Fortune Global Limited	43,105,843 H Shares (9.2%)
<b>Total</b>	<b>471,090,257 H Shares (100.0%)</b>

As the H Share Offer will remain open for acceptance for not less than 28 days from the date of this announcement, the final allocation is subject to change. A further announcement will be made no later than the Business Day immediately following the Final Closing Date.

## **SETTLEMENT OF CONSIDERATION**

Cheques for settlement of consideration in respect of valid acceptances of the H Share Offer already received as at the date of this announcement (after deducting the seller’s ad valorem stamp duty arising therefrom) will be despatched to the Accepting H Shareholders by ordinary post at his/her/its own risk as soon as possible but in any event within 7 Business Days from the date of this announcement.

For Shareholders who accept the H Share Offer after the date of this announcement and before the H Share Offer is closed, cheques for settlement of consideration in respect of acceptances of the H Share Offer (after deducting the seller’s ad valorem stamp duty arising therefrom) will be despatched to the Accepting H Shareholders by ordinary post at his/her/its own risk as soon as possible but in any event within 7 Business Days from the date of receipt of a complete and valid acceptance in respect of the H Share Offer.

## INTERESTS OF THE JOINT OFFERORS AND PARTIES ACTING IN CONCERT WITH THEM IN H SHARES

The following table sets out the shareholding structure of the Company as at 29 March 2016 (the date immediately prior to the commencement of the Offer Period) and the date of this announcement:

Name of Shareholders	Shareholdings as at 29 March 2016		Shareholdings as at the date of this announcement	
	<i>No. of Shares</i>	<i>Approximate % of total Shares in issue</i>	<i>No. of Shares</i>	<i>Approximate % of total Shares in issue</i>
<b>Domestic Shares</b>				
<i>The Joint Offerors and their Concert Parties</i>				
– WANG Jianlin (Notes (i), (iii))	333,600,000	7.37%	333,600,000	7.37%
– Dalian Wanda Group Co., Ltd. (Note (iii))	1,979,000,000	43.71%	1,979,000,000	43.71%
– LIN Ning (Note (i))	144,000,000	3.18%	144,000,000	3.18%
– DING Benxi (Note (ii))	50,000,000	1.10%	50,000,000	1.10%
– QI Jie (Note (ii))	10,000,000	0.22%	10,000,000	0.22%
– ZHANG Lin (Note (ii))	10,000,000	0.22%	10,000,000	0.22%
– YIN Hai (Note (ii))	12,000,000	0.27%	12,000,000	0.27%
– LIU Zhaohui (Note (ii))	6,000,000	0.13%	6,000,000	0.13%
– QU Dejun (Note (ii))	6,000,000	0.13%	6,000,000	0.13%
– Other Domestic Shareholders (Note (iv))	1,324,200,000	29.25%	1,324,200,000	29.25%
<b>H Shares</b>				
<i>The Joint Offerors and their Concert Parties</i>				
– Relevant members of CICC group (Note (v))	33,001,300	0.73%	32,736,800	0.72%
– Ping An Insurance (Group) Company of China, Ltd (Note (vi))	360,661	0.01%	505,561	0.01%
– Guotai Junan Securities (Hong Kong) Limited (Note (vii))	3,282,000	0.07%	7,113,500	0.16%
– Domestic Shareholders holding H Shares	19,846,300	0.44%	19,911,700	0.44%
<i>Other H Shareholders (Note (iv))</i>	<b>596,057,339</b>	13.17%	592,280,039	13.08%
<b>Total Shares in issue (Note (viii))</b>	<b>4,527,347,600</b>	<b>100.00%</b>	<b>4,527,347,600</b>	<b>100.00%</b>

### Notes:

- (i) Ms. LIN Ning is the spouse of Mr. WANG Jianlin.
- (ii) Mr. DING Benxi, Mr. QI Jie, Mr. ZHANG Lin and Mr. YIN Hai are directors of Dalian Wanda Group. Mr. LIU Zhaohui is a director of the Company and the vice president of Dalian Wanda Group. Mr. QU Dejun is a director of the Company and the president of a wholly-owned subsidiary of Dalian Wanda Group.
- (iii) Dalian Wanda Group is controlled by Mr. WANG Jianlin through Dalian Hexing. As at the date of this announcement, Mr. WANG Jianlin controls approximately 98% of the voting rights in Dalian Hexing, which in turn controls approximately 99.76% of the voting rights in Dalian Wanda Group. The remaining 0.24% voting rights in Dalian Wanda Group is controlled by Mr. WANG Jianlin directly.

- (iv) This includes the shareholding of one Director. In respect of the Domestic Shares, Mr. WANG Zhibin, an executive Director, held 1,600,000 Domestic Shares as at the Latest Practicable Date. In respect of the H Shares, Mr. QI Daqing, an independent non-executive Director, held 20,000 H Shares as at the date of this announcement.
- (v) CICC is the financial advisor to the Joint Offerors and relevant members of the CICC group (except those which are exempt principal traders recognised by the Executive as such for the purpose of the Takeovers Code) are presumed to be acting in concert with the Joint Offerors under class (5) of the definition of “acting in concert” in the Takeovers Code. This interest is not a proprietary interest.
- (vi) The limited partners of WD Knight VIII are PA Investment Funds SPC II and PA Investment Funds SPC III, and all the management shares in both companies are owned by Ping An of China Securities (Hong Kong) Company Limited, a subsidiary of Ping An Insurance (Group) Company of China, Ltd. Certain group members of Ping An Insurance (Group) Company of China, Ltd, hold in aggregate 360,661 and 505,561 H Shares in the Company as at 29 March 2016 and as at the date of this announcement, respectively. All such H Shares are not proprietary interests of PA Investment Funds SPC II and PA Investment Funds SPC III, or parties acting in concert with each of them, and, to the extent acquired during the last six months prior to 30 March 2016 and up to the date of this announcement, were acquired at the sole instruction of third party clients with such clients’ own funds or formed part of the underlying assets of insurance products purchased by such third party clients. Such clients are either retail investors or professional investors. None of such client’s ultimate beneficial owners are part of the Ping An Insurance (Group) Company of China, Ltd group.
- (vii) One of the limited partners of WD Knight IX is Guotai Junan Finance (Hong Kong) Limited. Guotai Junan Securities (Hong Kong) Limited is a fellow subsidiary of Guotai Junan Finance (Hong Kong) Limited. All such H Shares held by Guotai Junan Securities (Hong Kong) Limited are not proprietary interests of itself or parties acting in concert with it, and, to the extent acquired during the last six months prior to 30 March 2016 and up to the date of this announcement, were acquired at the sole instruction of third party clients with such clients’ own funds. None of such clients’ ultimate beneficial owners are parties acting in concert with Guotai Junan Finance (Hong Kong) Limited.
- (viii) The percentage numbers of total Shares in issue in the above table add up to only 99.99% due to rounding off of numbers.

During the Offer Period up to the date of this announcement,

- (a) certain group members of Ping An Insurance (Group) Company of China, Ltd. have acquired 260,100 H Shares;
- (b) CICC and CICC Financial Trading Limited have acquired 1,435,000 H Shares; and
- (c) Guotai Junan Securities (Hong Kong) Limited, a fellow subsidiary of Guotai Junan Finance (Hong Kong) Limited (which is one of the limited partners of WD Knight IX) has acquired 7,039,100 H Shares.

Save as disclosed above, none of the Joint Offerors and parties acting in concert with any of them held, controlled or directed any Shares or rights over the Shares prior to the commencement of the Offer Period, and the Joint Offerors and parties acting in concert with them have not acquired or agreed to acquire any Shares or rights over the Shares during the Offer Period up to the date of this announcement. Neither the Joint Offerors nor any parties acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to the date of this announcement.

## **WITHDRAWAL OF LISTING**

The Company will apply to the Stock Exchange for the withdrawal of the listing of the H Shares from the Stock Exchange with effect from 4:00 p.m. on Tuesday, 20 September 2016. Subject to the satisfaction of any conditions for the Delisting and the receipt of any regulatory approvals required for the Delisting, the last day of trading in the H Shares on the Stock Exchange will be Tuesday, 13 September 2016 and the H Shares will be delisted from the Stock Exchange from 4:00 p.m. on Tuesday, 20 September 2016.

## **SUBSEQUENT OFFER PERIOD**

**The H Shareholders should note that H Share Offer will remain open for acceptance until 4:00 p.m. on the Final Closing Date, i.e. Tuesday, 13 September 2016 (unless it is extended in accordance with the terms and conditions of the H Share Offer and the Takeovers Code).**

If the H Share Offer is extended, the Joint Offerors and the Company will jointly release an announcement to that effect.

## **NO RIGHT OF COMPULSORY ACQUISITION**

The Joint Offerors have no rights under the laws of the PRC and the articles of association of the Company to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the H Share Offer. **Accordingly, H Shareholders are reminded that if they do not accept the H Share Offer and the H Share Offer subsequently becomes unconditional in all respects, and the H Shares are delisted from the Stock Exchange, this will result in the H Shareholders holding unlisted H Shares and the liquidity of the H Shares may be severely reduced. In addition, the Company will not continue to be subject to the Listing Rules and, may or may not continue to be subject to the Takeovers Code after the completion of the H Share Offer depending on whether it remains as a public company in Hong Kong for the purposes of the Takeovers Code thereafter.**

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 PRC, 16 August 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 Zuliu, 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.*