

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company nor shall there be any sale, purchase or subscription for securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver. This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.



**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

**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.**

**UPDATE ON WITHDRAWAL OF LISTING OF H SHARES AND
LAST DAY OF TRADING**

Financial Adviser to the Joint Offerors



CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED

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 on 30 June 2016; (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 on 15 August 2016; and (v) the announcement jointly issued by the Joint Offerors and the Company in relation to the results in respect of the H Share Offer and the H Share Offer being declared unconditional in all respects on 16 August 2016. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

UPDATE ON WITHDRAWAL OF LISTING OF H SHARES AND LAST DAY OF TRADING

The H Shareholders should note that the Company has applied 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 (the “**Application**”) and the Application has been approved by the Stock Exchange.

Accordingly, 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.

Unless otherwise indicated, all time references contained in this announcement refer to Hong Kong time.

OFFER REMAINS OPEN

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.

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 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 will 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.**

WARNING:

Shareholders and/or potential investors of the Company should 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 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, 29 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 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.