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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)*

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.**

**RESULTS IN RESPECT OF THE H SHARE OFFER AND
CLOSE OF THE H SHARE OFFER**

Financial Adviser to the Joint Offerors



CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED

RESULTS OF THE H SHARE OFFER

As at 4:00 p.m. on Tuesday, 27 September 2016, being the latest time and date for acceptance of the H Share Offer to be lodged on the Final Closing Date, the Joint Offerors have received valid acceptances under the H Share Offer in respect of an aggregate of 646,201,664 H Shares, representing approximately 99.03% 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 646,321,725 H Shares, representing approximately 99.05% of the issued H Shares as at the Final Closing Date.

CLOSE OF THE H SHARE OFFER

The Joint Offerors and the Company jointly announce that the H Share Offer was closed at 4:00 p.m. on Tuesday, 27 September 2016.

HOW TO CONTACT THE COMPANY

Following the Company's Delisting on 20 September 2016 and the Final Closing Date, any Shareholder who wishes to contact the Company should use the contact below. Enquiries may be made during normal office hours with details as follows:

China

Dalian Wanda Commercial Properties Co., Ltd.

Securities Affairs Department

21/F Block B, Wanda Plaza,

93 Jianguo Road,

Chaoyang District,

Beijing, China, 100022

Attention: Mr. Wu Hua

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Hong Kong

Dalian Wanda Commercial Properties Co., Ltd.

Securities Affairs Department

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Two Exchange Square,

8 Connaught Place,

Central, Hong Kong

Attention: Mr. William Wong Kam Fai

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INTRODUCTION

Reference is made to the composite offer and response document published by Dalian Wanda Commercial Properties Co., Ltd. (the “**Company**”) and the Joint Offerors dated 30 June 2016 (the “**Composite Document**”), the joint announcement of the Company and the Joint Offerors dated 16 August 2016 in relation to the H Share Offer becoming unconditional in all respects, the joint announcement of the Company and the Joint Offerors dated 29 August 2016 in relation to the approval for Delisting, and the joint announcement of the Company and the Joint Offerors dated 13 September 2016 in relation to the extension of the Final Closing Date. Unless otherwise defined herein, capitalised terms used hereunder shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE H SHARE OFFER

The Joint Offerors and the Company jointly announce that the H Share Offer was closed as at 4:00 p.m. on Tuesday, 27 September 2016.

RESULTS OF THE H SHARE OFFER

As at 4:00 p.m. on Tuesday, 27 September 2016, being the latest time and date for acceptance of the H Share Offer on the Final Closing Date, the Joint Offerors have received valid acceptances under the H Share Offer in respect of an aggregate of 646,201,664 H Shares, representing approximately 99.03% of the issued H Shares as at the date of this announcement. Among these valid acceptances, acceptances of 19,802,700 H Shares have been received from the Domestic Shareholders, representing approximately 3.03% 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., and Guotai Junan Securities (Hong Kong) Limited which are non-discretionary and not their respective proprietary interests) have come to hold approximately 646,321,725 H Shares, representing approximately 99.05% of the issued H Shares as at the date of this announcement.

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) is as follows:–

Name of Joint Offeror	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)
WD Knight I	96,986,580 H Shares (15.0%)
WD Knight II	81,241,406 H Shares (12.6%)
WD Knight III	134,237,559 H Shares (20.8%)
WD Knight IV	28,559,173 H Shares (4.4%)
WD Knight VIII	146,065,098 H Shares (22.6%)
WD Knight IX	116,006,005 H Shares (18.0%)
Red Fortune Global Limited	43,105,843 H Shares (6.7%)
Total	646,201,664 H Shares (100.0%)*

* The percentage numbers of total H Shares in issue in the above table add up to 100.1% due to rounding off of numbers.

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) and not yet settled 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.

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	
	No. of Shares	Approximate % of total Shares in issue	No. of Shares	Approximate % of total Shares in issue
Domestic Shares				
<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%
H Shares				
<i>The Joint Offerors and their Concert Parties</i>				
– Joint Offerors (Note (v))	0	0.00%	646,201,664	14.27%
– Relevant members of CICC group (Note (vi))	33,001,300	0.73%	0	0.00%
– Ping An Insurance (Group) Company of China, Ltd (Note (vii))	360,661	0.01%	370,761	0.01%
– Guotai Junan Securities (Hong Kong) Limited (Note (viii))	3,282,000	0.07%	5,400	0.00%
– Domestic Shareholders holding H Shares	19,846,300	0.44%	109,000	0.00%
Other H Shareholders	596,057,339	13.17%	5,860,775	0.13%
Total Shares in issue (Note (ix))	4,527,347,600	100.00%	4,527,347,600	100.00%

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 Mr. WANG Zhibin, an executive Director, who held 1,600,000 Domestic Shares as at the date of this announcement.
- (v) As at the date of this announcement, the shareholding of the Joint Offeror based on the total acceptances received up to the date of this announcement is 646,201,664 H Shares (approximately 14.27% of the total Shares).
- (vi) CICC is the financial adviser 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.
- (vii) 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 370,761 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 clients’ ultimate beneficial owners are part of the Ping An Insurance (Group) Company of China, Ltd group.
- (viii) 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.
- (ix) The percentage numbers of total Shares in issue in the above table add up to 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 261,900 H Shares (approximately 0.04% of the total issued H Shares);
- (b) CICC and CICC Financial Trading Limited have acquired 1,628,600 H Shares (approximately 0.25% of the total issued 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 7,053,500 H Shares (approximately 1.08% of the total issued 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.

HOW TO CONTACT THE COMPANY

Following the Company's Delisting on 20 September 2016 and the Final Closing Date, any Shareholder who wishes to contact the Company should use the contact below. Enquiries may be made during normal office hours with details as follows:

China

Dalian Wanda Commercial Properties Co., Ltd.
Securities Affairs Department
21/F Block B, Wanda Plaza,
93 Jianguo Road,
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Beijing, China, 100022

Attention: Mr. Wu Hua
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Hong Kong

Dalian Wanda Commercial Properties Co., Ltd.
Securities Affairs Department
Unit 3007, 30/F,
Two Exchange Square,
8 Connaught Place,
Central, Hong Kong

Attention: Mr. William Wong Kam Fai
Telephone: +852 2153 3601
Fax: +852 2153 3610

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, 27 September 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.