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**萬達酒店發展有限公司**  
**WANDA HOTEL DEVELOPMENT COMPANY LIMITED**

*(Incorporated in Bermuda with limited liability)*  
**(Stock Code : 169)**

**INSIDE INFORMATION**

**FRAMEWORK AGREEMENT  
INVOLVING POSSIBLE ASSET RESTRUCTURING  
WITH CONNECTED PERSONS  
AND  
RESUMPTION OF TRADING**

This announcement is made by Wanda Hotel Development Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

**FRAMEWORK AGREEMENT**

The Board is pleased to announce that, on 9 August 2017, the Company has entered into a non-binding framework agreement (the “**Framework Agreement**”) with Beijing Wanda Culture Industry Group Co., Ltd (“**Wanda Culture**”, a company indirectly wholly-owned by Mr. Wang Jianlin (being the indirect controlling shareholder of the Company) and his family and hence a connected person of the Company) and Dalian Wanda Commercial Properties Co., Ltd. (“**Dalian Wanda Commercial**”, a company majority-owned by Mr. Wang Jianlin and his family and hence a connected person of the Company) in respect of a possible asset restructuring involving the transactions outlined below (the “**Possible Transactions**”):

**(i) Acquisition of Wanda Travel**

The acquisition of the entire equity interest in Wanda Culture Travel Innovation Group Co., Limited (“**Wanda Travel**”) by the Group from Wanda Culture for a consideration which is provisionally set at RMB6.3 billion, and which will be settled by the Company either in cash, the issue of shares and/or convertible bonds (with the value of the Company’s share price determined based on the closing price of the Company’s shares on 8 August 2017, being HK\$1.16 per share). Wanda Travel is principally engaged in the business of theme park design, construction and operation management.

**(ii) Disposal of Project Companies**

The disposal by the Group of its entire interests in Wanda Properties Investment Limited, Wanda International Real Estate Investment Co. Limited, Wanda Americas Real Estate Investment Co., Limited and Wanda Australia Real Estate Co., Limited (collectively, the “**Project Companies**”) to Dalian Wanda Commercial, comprising the following:

- (i) 51% equity interest in Wanda Properties Investment Limited, being the holding company of the Group’s project in Guilin;
- (ii) 60% equity interest in Wanda International Real Estate Investment Co. Limited, being the holding company of the Group’s project in London;
- (iii) 60% equity interest in Wanda Americas Real Estate Investment Co., Limited, being the holding company of the Group’s project in Chicago; and
- (iv) 60% equity interest in Wanda Australia Real Estate Co., Limited, being the holding company of the Group’s projects in Sydney and the Gold Coast.

The consideration for the said disposals is expected to be based on the net asset value of the Project Companies, which is to be agreed based on an independent valuation, and settled in cash.

**(iii) Acquisition of Wanda Hotel Management**

The acquisition of the entire equity interest in Wanda Hotel Management (Hong Kong) Co. Limited (“**Wanda Hotel Management**”) by the Group from Dalian Wanda Commercial for a cash consideration which is provisionally set at RMB750 million. Wanda Hotel Management is principally engaged in the business of hotel design, construction and operation management.

The above Possible Transactions are subject to, inter alia, (i) the approvals by the boards of directors and the shareholders of the parties involved and compliance with their respective constitutional documents; and (ii) compliance with the applicable requirements of The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong,

and, subject to the aforesaid, the Possible Transactions (if entered into) may constitute and be subject to the requirements of the provisions regarding very substantial acquisition and very substantial disposal under the Listing Rules. Should the parties proceed to agree on and enter into the relevant definitive agreements which will set out the final transaction terms and consideration, further announcement(s) will be made and the Company will comply with the applicable legal and regulatory requirements (including the requirements of the Listing Rules).

**Shareholders of the Company and potential investors should note that the Possible Transactions may or may not proceed and the final terms, which are still subject to further negotiation amongst the parties, have yet to be finalised and may deviate from those set out in the Framework Agreement. In the event that the legally binding formal agreement is signed, further announcement(s) will be made by the Company in compliance with the Listing Rules. As the Possible Transactions may or may not proceed, shareholders of the Company and potential investors are advised to exercise caution in dealing in the securities of the Company.**

## **RESUMPTION OF TRADING**

Trading in the shares of the Company on the Stock Exchange was halted at the request of the Company with effect from 9:01 a.m. on 9 August 2017 pending the release of this announcement. The Company has applied for a resumption of trading in the shares with effect from 9:00 a.m. on 10 August 2017.

By order of the Board  
**Wanda Hotel Development Company Limited**  
**Ding Benxi**  
*Chairman*

Hong Kong, 9 August 2017

*As at the date of this announcement, Mr. Ding Benxi (Chairman), Mr. Qi Jie and Mr. Qu Dejun are the non-executive Directors; Mr. Liu Chaohui is the executive Director; and Mr. Liu Jipeng, Dr. Xue Yunkui and Mr. Zhang Huaqiao are the independent non-executive Directors.*