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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 25 MAY 2016**

Reference is made to the notice of the annual general meeting dated 8 April 2016 (the “**AGM Notice**”) of Dalian Wanda Commercial Properties Co., Ltd. (the “**Company**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the AGM Notice.

AGM

The Board is pleased to announce the poll results of the AGM held by the Company at 10:00 a.m. on 25 May 2016 at Opera Meeting Room, 7/F, Sofitel Wanda Beijing, Block C Wanda Plaza, No. 93, Jianguo Road, Chaoyang District, Beijing, the PRC. The convening of the AGM was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the AGM, the total number of issued shares of the Company (the “**Shares**”) is 4,527,347,600 (of which 3,874,800,000 are Domestic Shares and 652,547,600 are H Shares), all of which entitle the holders to attend the AGM and vote for, against or abstain from voting on the resolutions (the “**Resolutions**”) proposed at the AGM. Shareholders holding an aggregate of 3,454,795,607 Shares with voting rights, representing approximately 76.31% of the total number of issued Shares, attended the AGM either in person or by proxy. No shareholder was required to abstain from voting on any of the Resolutions under the Listing Rules. There were no Shares entitling the holder to attend the AGM and abstain from voting in favour of any of the Resolutions under Rule 13.40 of the Listing Rules. No shareholder has stated the intention in the AGM Notice to vote against or to abstain from voting on any of the Resolutions. All the Resolutions were voted by way of poll. Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, acted as the scrutineer for vote-taking at the AGM.

The poll results in respect of the respective Resolutions are as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
1.	To consider and approve the report of the board of directors of the Company for the year of 2015.	3,453,801,507 (99.971226%)	0 (0.000000%)	994,100 (0.028774%)
2.	To consider and approve the report of the supervisory committee of the Company for the year of 2015.	3,453,801,507 (99.971226%)	0 (0.000000%)	994,100 (0.028774%)
3.	To consider and approve the final financial accounts of the Company for the year of 2015.	3,453,801,507 (99.971226%)	0 (0.000000%)	994,100 (0.028774%)
4.	To consider and approve the annual report of the Company for the year of 2015.	3,453,801,507 (99.971226%)	0 (0.000000%)	994,100 (0.028774%)
5.	To consider and approve the re-appointment of Ernst & Young as the auditor of the Company for the year of 2016, and to authorize the Board to fix its remuneration.	3,453,801,507 (99.971226%)	0 (0.000000%)	994,100 (0.028774%)
6.	To consider and approve the plan of distribution of final dividends of the Company for the year of 2015.	3,453,801,507 (99.971226%)	0 (0.000000%)	994,100 (0.028774%)
7.	To consider and approve the investment plan for the year of 2016 and to authorize the Board to implement.	3,337,647,239 (96.609109%)	114,288,168 (3.308102%)	2,860,200 (0.082789%)
8.	To consider and approve the authorization for the provision of guarantees to wholly-owned or controlled subsidiaries of the Company.	3,307,639,549 (95.740528%)	140,597,436 (4.069631%)	6,558,622 (0.189841%)
9.	To consider and approve the special report in relation to the use of proceeds raised by previous H Share offering of the Company as at 31 December 2015.	3,453,801,507 (99.971226%)	0 (0.000000%)	994,100 (0.028774%)
10.	To consider and approve the dilution of current return resulting from the initial public offering of ordinary shares (A Shares) denominated in Renminbi and its remedial measures.	3,453,801,507 (99.971226%)	0 (0.000000%)	994,100 (0.028774%)
11.	To consider and approve the undertaking by the Company's directors, senior management, controlling shareholder and actual controller to implement remedial measures in relation to the dilution of current return resulting from the initial public offering of A shares.	3,453,801,507 (99.971226%)	0 (0.000000%)	994,100 (0.028774%)
Special Resolution		Number of Votes (%)		
		For	Against	Abstain
12.	To consider and approve the resolution in relation to the granting of a general mandate to issue new shares.	3,325,301,429 (96.251756%)	128,500,078 (3.719470%)	994,100 (0.028774%)

As more than half of the votes from the shareholders (including their proxies) attending and voting at the AGM were respectively cast in favour of the Resolutions numbered 1 to 11, these Resolutions were duly passed as ordinary resolutions.

As more than two-thirds of the votes from the shareholders (including their proxies) attending and voting at the AGM were cast in favour of the Resolution numbered 12, this Resolution was duly passed as a special resolution.

FINAL DIVIDEND FOR 2015

The Board announces the following information relating to payment of the final dividend for 2015:

The Company will pay in cash the final dividend (the “**Dividend**”) of RMB1.05 (tax inclusive) per share for the year ended 31 December 2015. The Dividend is payable to the shareholders whose names appear on the register of members of the Company on 5 June 2016. The Dividend shall be denominated in Renminbi. The Dividend on Domestic Shares shall be paid in Renminbi whilst the Dividend on H Shares shall be paid in Hong Kong dollars.

The central parity rate of the average exchange rate of Renminbi to Hong Kong dollars as announced by The People’s Bank of China for the seven days immediately prior to and including the AGM date, that was from 18 May 2016 to 25 May 2016, was HK\$1.00 to RMB0.84. Accordingly, the Dividend payable per H Share is HK\$1.25 (tax inclusive).

The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the Dividend declared by the Company on behalf of the H shareholders. The Dividend will be paid by the Receiving Agent and the dividend warrants will be posted by the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to H shareholders who are entitled to receive the Dividend at their own risk on or around 22 July 2016.

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)), the Notice of the State Administration of Taxation on the Questions Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 45 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), other relevant laws and regulations and other regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H Shares in respect of the dividend to be distributed to them. However, the individual holders of H Shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled and the tax arrangements between Mainland China and Hong Kong (or Macau). For individual holders of H Shares in general, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H Shares in the distribution of the dividend. However, the tax rates applicable to individual holders of H Shares overseas may vary depending on the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled, and the Company will withhold and pay individual income tax on behalf of the individual holders of H Shares in the distribution of the dividend accordingly.

For non-resident enterprise holders of H Shares, i.e., any shareholders who hold the Company's Shares in the name of non-individual shareholders, including but not limited to HKSCC Nominee Limited, other nominees, trustees, or holders of H Shares registered in the name of other groups and organizations, the Company will withhold and pay the enterprise income tax at the tax rate of 10% for such holders of H Shares pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Who Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)).

Pursuant to the Notice on Relevant Taxation Policies Concerning the Pilot Inter-connected Mechanism for Trading on the Shanghai Stock Market and the Hong Kong Stock Market (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)):

- For Mainland individual investors who invest in the H Shares of the Company via the Shanghai-Hong Kong Stock Connect Program, the Company will withhold individual income tax at the rate of 20% in the distribution of dividend. Individual investors may, by producing valid tax payment proofs, apply to the competent tax authority of China Securities Depository and Clearing Company Limited for tax credit relating to the withholding tax already paid abroad. For Mainland securities investment funds that invest in the H Shares of the Company via the Shanghai-Hong Kong Stock Connect Program, the Company will withhold individual income tax in the distribution of dividend pursuant to the foregoing provisions; and
- For Mainland corporate investors that invest in the H Shares of the Company via the Shanghai-Hong Kong Stock Connect Program, the Company will not withhold the income tax in the distribution of dividend and the Mainland corporate investors shall file the tax returns on their own.

Should the holders of H Shares of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact in Mainland China, Hong Kong and other countries (regions) on the possession and disposal of the H Shares of the Company.

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

Beijing, PRC
25 May 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 Zuluu, Mr. QI Daqing and Mr. LI Guinian.

The directors of the Company 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.