

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.

**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.

Financial Adviser to the Joint Offerors



CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED

Reference is made to the joint announcement dated 30 May 2016 (the “**Joint Announcement**”) jointly issued by Dalian Wanda Commercial Properties Co., Ltd. (the “**Company**”) and the Joint Offerors. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

It was stated in the Joint Announcement that after the date of that announcement and prior to the latest practicable date to be referred to in the Composite Document, the number of Consortium Investors would be finalised and an announcement would be made to update shareholders of the Company and potential investors. It is expected that the Composite Document will be issued on or before 30 June 2016 and on that basis, the Latest Practicable Date is 27 June 2016.

As at the Latest Practicable Date, the Consortium Investor structure in respect of WD Knight I and WD Knight II remain the same as that announced in the Joint Announcement.

Dalian Wanda Group has exercised its right to add new Consortium Investors to the consortium and such changes relate to investment commitments of less than 25% of the investment commitments from Consortium Investors as at the date of the Joint Announcement. The identities of the Consortium Members in respect of each Joint Offeror are now as follows:

Name of Joint Offeror	Shareholders/Limited partners in the Joint Offeror
WD Knight I	Ultimately wholly-owned by Dalian Wanda Group as at the Latest Practicable Date and as part of the agreement with Consortium Investors, either the relevant H Shares or the shares in WD Knight I will be transferred to Ningbo Nanjia Equity Investment Partnership (Limited Partnerships)* (寧波南嘉股權投資合夥企業 (有限合夥)).
WD Knight II	Ultimately wholly-owned by Dalian Wanda Group as at the Latest Practicable Date and as part of the agreement with Consortium Investors, either the relevant H Shares or the shares in WD Knight II will be transferred to Shanghai Chirui investment Management Centre (Limited Partnership)* (上海持睿投資管理中心 (有限合夥)) and Shanghai Chuhua Venture Investment Partnership (Limited Partnership)* (上海褚驊創業投資合夥企業 (有限合夥)).
WD Knight III	Wholly-owned by Dalian Wanda Group as at the Latest Practicable Date and is the borrower of a loan facility of up to HK\$9 billion with China Merchants Bank as lender. This loan facility is a standby facility of up to 25% of amounts payable from time to time by the Joint Offerors under the H Share Offer and related fees and expenses. This standby facility may be used in the event that a Consortium Investor in any Joint Offeror (other than WD Knight I, WD Knight II and WD Knight X) fails to meet any of its contractual commitments to pay the remaining balance of its investment commitment after the date of the Joint Announcement. If this standby facility is not utilised, WD Knight III will not be allocated any H Shares.
WD Knight IV (with new investor)	<ul style="list-style-type: none"> (i) Oriente Magico Investment Fund L.P.; (ii) Oriente Rosso Investment Fund L.P.; and (iii) Nice First Investment Limited (added after the Joint Announcement)
WD Knight V	Pohua Hong Kong Investment Limited
WD Knight VIII	<ul style="list-style-type: none"> (i) PA INVESTMENT FUNDS SPC II; and (ii) PA INVESTMENT FUNDS SPC III

Name of Joint Offeror	Shareholders/Limited partners in the Joint Offeror
WD Knight IX (with new investors)	(i) Land Zone Investment Limited; (ii) Giant Smart Investment Limited; (iii) BHR Investment Fund III, L.P.; (iv) BHR Investment Fund IV, L.P.; (v) China Dragon Asia Champion Fund Series SPC; (vi) Fung Shing Investments Ltd.; (vii) Guotai Junan Finance (Hong Kong) Limited; (viii) AVIC Capital International Holding Co., Ltd. (added after the Joint Announcement); and (ix) Wisdom Investment Management (HK) Limited (added after the Joint Announcement).
Red Fortune Global Limited	Shanghai Sailing Boda Kegang Business Consulting LLP
WD Knight X	Wholly-owned by Dalian Wanda Group as at the Latest Practicable Date and is the borrower of the loan facility of up to HK\$3.78 billion with CICC Hong Kong Finance (Cayman) Limited, as lender. This standby facility may be used from time to time if, after China Merchants Bank has fulfilled its lending obligations to WD Knight III, there remain Consortium Investors in any of the Joint Offerors (other than WD Knight I, WD Knight II and WD Knight III) who have failed to meet any or all of their contractual commitment to pay the balance of their investment commitments after the date of the Joint Announcement. If this standby facility is not utilised, WD Knight X will not be allocated any H Shares.

Further details of the new Consortium Investors will be set out in the Composite Document.

DOMESTIC SHAREHOLDER IRREVOCABLE UNDERTAKINGS

As at the date of the Joint Announcement, all of the Domestic Shareholders had entered into the Domestic Shareholder Irrevocable Undertakings, pursuant to which, they agreed (amongst other things) that (a) no offer be made to the Domestic Shareholders and even if a voluntary conditional cash offer is made to them, they will not accept such offer; (b) the Domestic Shareholders will support the Delisting (including, amongst others, to vote in favour of the delisting resolution in the EGM if so permitted by the relevant regulators); and (c) they would not offer, sell, give, transfer, pledge, encumber, charge or grant any right over or otherwise dispose of or deal with any of the Domestic Shares they hold or all other shares of the Company received, allotted to, or otherwise acquired by Domestic Shareholder after the date of the Domestic Shareholder Irrevocable Undertakings or any interest therein until such time as the Delisting is completed. The Domestic Shareholder Irrevocable Undertakings terminate when the H Share Offer is withdrawn, lapsed or closed.

The Domestic Shareholder Irrevocable Undertakings do not prohibit any holders of Domestic Shares who also hold H Shares to accept the H Share Offer in respect of those H Shares.

NO COMPARABLE OFFER AND NO RIGHT OF COMPULSORY ACQUISITION

Given that all the Domestic Shareholders have entered into the Domestic Shareholder Irrevocable Undertakings, no comparable offer will be made to Domestic Shareholders in respect of the Domestic Shares and consequently, the Joint Offerors have applied for and obtained a waiver from the Executive from the requirements of Rule 14 of the Takeovers Code.

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, the Joint Offerors have applied for and obtained a waiver from the Executive from the requirements of Rule 2.2(c) of the Takeovers Code.

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 P.R.C., 27 June 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.