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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)

**ANNOUNCEMENT
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE
AND INSIDE INFORMATION
IN RELATION TO
A POSSIBLE VOLUNTARY GENERAL OFFER
TO ACQUIRE ALL THE ISSUED H SHARES IN THE CAPITAL OF
THE COMPANY**

This announcement is made by Dalian Wanda Commercial Properties Co., Ltd. (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the “**SFO**”).

Possible voluntary general offer which if proceeded with, could result in the privatisation and delisting of the Company from the Stock Exchange

Dalian Wanda Group Co., Ltd., the Company’s controlling shareholder (the “**Controlling Shareholder**”) has informed the Company that it is in the preliminary phase of considering a voluntary general offer for the H Shares which, if proceeded with, could result in the privatisation and delisting of the Company from the Stock Exchange. Since such preliminary consideration is still in progress at the date of this announcement, there is no certainty that the

voluntary general offer, privatisation and delisting will proceed. Consideration is also being given as to whether and how to proceed, subject to relevant laws and regulations, with an offer for holders of domestic shares of the Company.

The Controlling Shareholder has also indicated that if the voluntary general offer is proceeded with and a formal offer is made, the offer price per H Share will not be less than HK\$48 in cash per H Share (except where it is decreased to take into account the amount of dividend per H Share declared by the Company (if any) in respect of routine interim or annual dividends). The Controlling Shareholder's indicative price above does not imply that it will increase the offer price beyond the amount mentioned above in the event that it decides to proceed with the voluntary general offer.

Shares in issue

As at the date of this announcement, the Company has a total issued share capital of 652,547,600 H Shares and 3,874,800,000 domestic shares. Other than these H Shares and domestic shares, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement. As at the date of this announcement, the Controlling Shareholder is interested in 1,979,000,000 domestic shares of the Company, representing approximately 43.71% of the Company's total issued shares.

Disclosure of dealings in shares

Associates (having the meaning given to it under the Takeovers Code, including persons holding 5% or more of the relevant securities of the Company) of the Company are reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other

intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Updates

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the possible voluntary general offer for the H Shares which may result in the privatisation and delisting of the Company from the Stock Exchange will be made by the Company until an announcement is made of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with such a transaction. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

WARNING: The possible voluntary general offer for the H Shares which may result in the privatisation and delisting of the Company from the Stock Exchange may or may not proceed and so there is no assurance that the possible transactions mentioned in this announcement will materialise or eventually be consummated. Shareholders of the Company and potential investors are reminded to exercise caution when dealing in the H Shares.

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

Beijing, the PRC
30 March 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 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 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.