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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or otherwise transferred all your shares in **Dalian Wanda Commercial Properties Co., Ltd.**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

- (1) EXTENSION OF SHAREHOLDERS' APPROVAL IN RELATION
TO THE PROPOSED A SHARE OFFERING**
- (2) SPECIAL REPORT IN RELATION TO THE USE OF PROCEEDS
RAISED BY PREVIOUS H SHARE OFFERING AS OF
30 JUNE 2016**
- (3) SUPPLEMENTAL NOTICE OF THE EGM**
- (4) SUPPLEMENTAL NOTICE OF THE H SHARE CLASS MEETING
AND**
- (5) NOTICE OF THE DOMESTIC SHARE CLASS MEETING**

A supplementary notice convening the EGM to be held as originally scheduled at 10:00 a.m. on Monday, 15 August 2016 at Opera Meeting Room, 7/F, Sofitel Wanda Beijing, Block C Wanda Plaza, No. 93, Jianguo Road, Chaoyang District, Beijing, the People's Republic of China is set out in Appendix II to this circular. A supplementary notice convening the H Share Class Meeting to be held as originally scheduled immediately after the EGM on the same date at the same place is set out in Appendix III to this circular. A notice convening the Domestic Share Class Meeting to be held at 10:00 a.m. on Monday, 19 September 2016 at Opera Meeting Room, 7/F, Sofitel Wanda Beijing, Block C Wanda Plaza, No. 93, Jianguo Road, Chaoyang District, Beijing, the People's Republic of China is set out in Appendix IV to this circular. The supplemental proxy forms for the EGM and the H Share Class Meeting, and the proxy form for the Domestic Share Class Meeting are accompanied with this circular, and posted on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>). If you intend to appoint a proxy to attend the EGM, the H Share Class Meeting and/or the Domestic Share Class Meeting on your behalf, you are required to complete the supplemental proxy forms for the EGM and/or the H Share Class Meeting, and/or the proxy form for the Domestic Share Class Meeting according to the instructions printed thereon, and return it/them not less than 24 hours before the fixed time of holding the EGM, the H Share Class Meeting and/or the Domestic Share Class Meeting or any adjourned meeting thereof (as the case may be) in any event. Completion and return of the supplemental proxy form(s) or the proxy form will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Special Report in relation to the Use of Proceeds raised by Previous H Share Offering as of 30 June 2016	15
Appendix II – Supplemental notice of the EGM	19
Appendix III – Supplemental notice of the H Share Class Meeting	22
Appendix IV – Notice of the Domestic Share Class Meeting	25

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“A Share(s)”	ordinary shares of the Company with nominal value of RMB1 per Share that are proposed to be issued under the A Share Offering, which will be listed on the Shanghai Stock Exchange (to be finally determined by the Board) and traded in RMB
“A Share Offering”	the Company’s proposed initial public offering of not more than 250,000,000 A Shares in the PRC
“Articles of Association”	the Articles of Association of the Company
“Board” or “Board of Directors”	the board of directors of the Company
“Company”	Dalian Wanda Commercial Properties Co., Ltd., a joint stock company incorporated in the PRC with limited liability on 10 December 2009
“CSRC”	China Securities Regulatory Commission
“Dalian Wanda Group”	大連萬達集團股份有限公司 (Dalian Wanda Group Co., Ltd.), a limited liability company incorporated in the PRC and a controlling shareholder of the Company as at the Latest Practicable Date
“Director(s)”	the director(s) of the Company
“Domestic Share Class Meeting”	the class meeting of domestic Shareholders or any adjourned meeting to be held pursuant to the notice of meeting of the Company dated 1 August 2016 for convening a class meeting of domestic Shareholders at 10:00 a.m. on 19 September 2016
“EGM”	the extraordinary general meeting of the Shareholders to be held at 10:00 a.m. on 15 August 2016 in Opera Meeting Room, 7/F, Sofitel Wanda Beijing, Block C Wanda Plaza, No. 93, Jianguo Road, Chaoyang District, Beijing, the PRC
“Group”	the Company and its subsidiaries

DEFINITIONS

“H Share Class Meeting”	the class meeting of H Shareholders or any adjourned meeting to be held in Opera Meeting Room, 7/F, Sofitel Wanda Beijing, Block C Wanda Plaza, No. 93, Jianguo Road, Chaoyang District, Beijing, the PRC immediately after the conclusion of the EGM or any adjournment thereof (whichever is the later)
“H Shares”	ordinary shares with a par value of RMB1.00 each in the issued share capital of the Company which are listed on the Main Board of the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	30 July 2016, being the latest practicable date for ascertaining information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“PRC” or “China”	the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the share(s) of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Special Report”	the Special Report in relation to the Use of Proceeds Raised by previous H Share offering as of 30 June 2016 as set out in Appendix I

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. DING Benxi
Mr. QI Jie
Mr. WANG Zhibin

Non-executive Directors:

Mr. QU Dejun
Mr. YIN Hai
Mr. LIU Zhaohui

Independent non-executive Directors:

Dr. HU, Fred Zuliu
Mr. QI Daqing
Mr. LI Guinian

Registered Office:

No. 539 Changjiang Road
Xigang District
Dalian
Liaoning Province
The People's Republic of China

Principal Place of Business in

Hong Kong:
Unit 3007, 30th Floor
Block 2, Exchange Square
#8, Connaught Plaza, Central
Hong Kong

1 August 2016

To the Shareholders

Dear Sir or Madam,

- (1) EXTENSION OF SHAREHOLDERS' APPROVAL IN RELATION
TO THE PROPOSED A SHARE OFFERING**
- (2) SPECIAL REPORT IN RELATION TO THE USE OF PROCEEDS
RAISED BY PREVIOUS H SHARE OFFERING AS OF
30 JUNE 2016**
- (3) SUPPLEMENTAL NOTICE OF THE EGM**
- (4) SUPPLEMENTAL NOTICE OF THE H SHARE CLASS MEETING
AND**
- (5) NOTICE OF THE DOMESTIC SHARE CLASS MEETING**

1. INTRODUCTION

Pursuant to the Company Law of the PRC and the Articles of Association, shareholders who individually or in aggregate hold more than 3% of the shares of the Company may submit ad hoc proposals 10 days before the holding of shareholder's meetings. The Company received a proposal on 30 July 2016 from its controlling

LETTER FROM THE BOARD

shareholder Dalian Wanda Group in relation to, amongst other things, the extension for a further 12 months of the authorisations previously given in August 2015 by shareholders in relation to the A Share Offering, as described further below in this circular and the proposed resolutions in the EGM, the H Share Class Meeting and the Domestic Share Class Meeting.

In this connection, reference is made to the circular of the Company dated 3 July 2015 in relation to, among other things, the A Share Offering, the circular of the Company dated 3 August 2015 in relation to, among other things, the special report in relation to the use of proceeds raised by previous H Share offering as of 30 June 2015, and the announcement of the Company dated 18 August 2015 in relation to the poll results of the extraordinary general meeting, domestic shareholders' class meeting and H shareholders' class meeting held on 18 August 2015.

Reference is also made to the announcement of the Company dated 15 November 2015, in which the Company announced that it has submitted an application for an A share listing to the CSRC. Each of the resolutions contained in the supplemental notice of the EGM, supplemental notice of the H Share Class Meeting and notice of the Domestic Share Class Meeting are required under applicable PRC laws in connection with the proposed A Share Offering.

The purpose of this circular is to give you the supplemental notice of the EGM, the supplemental notice of the H Share Class Meeting and the notice of the Domestic Share Class Meeting, and provide you with information on certain proposed resolutions to be considered at the EGM, the H Share Class Meeting and the Domestic Share Class Meeting to enable you to make an informed decision on whether to vote for or against those resolutions at the said meetings.

2. EXTENSION OF SHAREHOLDERS' APPROVAL IN RELATION TO THE PROPOSED A SHARE OFFERING

A. Proposals by Dalian Wanda Group

At the extraordinary general meeting, the H shareholders' class meeting and the domestic shareholders' class meeting of the Company all held on 18 August 2015, the following resolutions, amongst others, were approved by the Shareholders:—

Resolutions	On 18 August 2015		
	Extraordinary general meeting	H shareholders' class meeting	Domestic shareholders' class meeting
To consider and approve the plan for the A Share Offering	Approved as special resolution	Approved as special resolution	Approved as special resolution

LETTER FROM THE BOARD

To consider and approve the authorisation to the Board to deal with all matters in relation to the A Share Offering	Approved as special resolution	Approved as special resolution	Approved as special resolution
To consider and approve the distribution of the accumulated undistributed profits before the A Share Offering	Approved as special resolution	Approved as special resolution	Approved as special resolution
To consider and approve the proposal on the use of proceeds to be raised through the A share Offering and the feasibility analysis	Approved as special resolution	Approved as special resolution	Approved as special resolution

As stated in the circular of the Company dated 3 July 2015, the above Shareholders authorisations regarding the A Share Offering were valid for a period of 12 months from 18 August 2015, being the date on which the proposal for the A Share Offering was considered and approved. Accordingly, this validity period will expire on 17 August 2016.

Pursuant to the Company Law of the PRC, the Securities Law of the PRC, Measures on the Administration of Initial Public Offering and Listing of Securities (《首次公開發行股票並上市管理辦法》), and the Articles of Association of the Company, the issue of A shares of the Company shall be resolved by way of special resolutions at the meeting of shareholders of different classes. On 30 July 2016, the Company received a proposal from Dalian Wanda Group to put forward resolutions to Shareholders to consider and, if thought fit, approve (1) the extension of the validity period in relation to the above resolutions to 12 months from the date when such extension is considered and approved by the Shareholders at the date of EGM, the H Share Class Meeting and the Domestic Share Class Meeting (whichever is the latest); and (2) the approval of the Special Report (please refer to the section headed “3. Special Report in relation to the Use of Proceeds raised by previous H Share Offering as of 30 June 2016” for details). The Company has applied to the Executive Director of the Corporate Finance Division of the Securities and Futures Commission for a consent pursuant to the requirements of Rule 4 of the Code on Takeovers and Mergers in respect of the extension of the shareholders’ approval for the A Share Offering and for the authorization to the Board to deal with all matters in relation to the A Share Offering. The Company has already obtained consent from the joint offerors pursuant to Note 1 to Rule 4 of the Code on Takeovers and Mergers in respect of the above.

Accordingly, supplemental notices of the EGM and the H Share Class Meeting and the notice of the Domestic Share Class Meeting are being given to include the consideration of such resolutions at the EGM, the H Share Class Meeting and the Domestic Share Class Meeting, respectively.

LETTER FROM THE BOARD

The details of the A Share Offering as stated in the circular of the Company dated 3 July 2015 are reproduced in the below section headed “B. Proposal on the Proposed A Share Offering”, except that (i) information regarding the size of issue, location of listing and expected completion timing of the A Share Offering has been updated, and (ii) impact on the shareholding structure of the Company has been updated by reference to the share capital as at the Latest Practicable Date.

B. Proposal on the Proposed A Share Offering

Terms of the A Share Offering

The Shareholders authorised by way of special resolution on 18 August 2015 application being made by the Company to the CSRC and other relevant regulatory authorities of the PRC, including the Shanghai Stock Exchange and/or the Shenzhen Stock Exchange, for proposed A Share Offering in accordance with the Company Law of the PRC, the Securities Law of the PRC, Measures on the Administration of Initial Public Offering and Listing of Securities (《首次公開發行股票並上市管理辦法》), Measures on the Administration of Securities Issuance and Underwriting (《證券發行與承銷管理辦法》) and other relevant laws and regulations of the PRC. Details of the plan for the A Share Offering so approved are as follows:

(1) *Type of the securities to be issued:*

A Shares

(2) *Par value:*

RMB1.00 per share

(3) *Issuance size:*

As approved by the Shareholders on 18 August 2015, not more than 250,000,000 A Shares, and the final number will be determined by the Board of Directors according to the authorisation obtained from the Shareholders and upon consultation with the regulatory authorities, taking into consideration the Company’s capital requirements, regulatory authorities’ communication results, market demand and after consultation with the sponsor(s) (the lead underwriter(s)). The number of A Shares to be issued will be adjusted accordingly upon the occurrence of ex-rights events, such as stock dividend, transferring of capital reserve into capital, etc.

LETTER FROM THE BOARD

(4) *Target subscribers:*

The target subscribers of the A Share are inquiring subscribers which satisfy the specified requirements of CSRC, as well as natural persons, legal persons and other institutional investors who have opened A share securities accounts (excluding those prohibited by relevant PRC laws, regulations and other regulatory requirements).

Assuming no change in the listing status of the Company on the Hong Kong Stock Exchange from the Latest Practicable Date to the date of the proposed A Share Offering, the Company will procure the connected persons of the Company not to subscribe for the A Shares and will ensure that none of the subscribers of the A Shares is a connected person of the Company. In the event that any connected person of the Company becomes a subscribers of the A Shares, the Company will take every reasonable step to comply with relevant requirements under the Listing Rules.

(5) *Method of issuance:*

A combination of off-line book-building placement to the inquiring subscribers and on-line applications, conducted in accordance with the Measures on the Administration of Securities Issuance and Underwriting (《證券發行與承銷管理辦法》) or, other offering methods approved by CSRC.

(6) *Method of price determination:*

The price will be determined through offline inquiry or after consultation with the lead underwriter(s) by the Board in accordance with the Measures on the Administration of Securities Issuance and Underwriting (《證券發行與承銷管理辦法》) and other methods specified or permitted by relevant authorities of the PRC.

When determining the actual offer price, the Company will take into consideration the following factors: (i) requirements of applicable laws and regulations, (ii) Company's profitability and future development, (iii) market demand; (iv) regulatory authorities' instructive rules and policies, and (v) average Price-to-Earnings ratio (P/E ratio) of other A share listed issuer in the same industry. Under the applicable laws and regulations of the PRC, the minimum offer price shall not be lower than the par value of the shares of the Company, being RMB1.00.

In accordance with the Measures in relation to the Strengthening the Regulation and Supervision on Issuance of New Shares (《關於加強新股發行監管的措施》) issued by CSRC, if the P/E ratio corresponding to the issuance price of the A Shares is higher than the average P/E ratio of other A share listed issuer in the same industry, the Company is required to make announcement on the investment risks three weeks before the online applications and at least once a week.

(7) *Method of underwriting:*

The underwriting syndicate led by the lead underwriter(s) will underwrite the offering by way of standby commitment.

LETTER FROM THE BOARD

(8) Place of listing:

Following the application for an A share listing to the CSRC as announced by the Company on 15 November 2015, the Board has determined the place of listing to be the Shanghai Stock Exchange as requested by the CSRC.

(9) Conversion of the form of the Company:

Assuming no change in the listing status of the Company on the Hong Kong Stock Exchange from the Latest Practicable Date to the date of the proposed A Share Offering, the Company will apply for conversion into a joint stock company with both domestic and overseas listed Shares.

(10) Validity period of the resolution:

The authorisation given by the Shareholders on 18 August 2015 was valid for a period of 12 months which will expire on 17 August 2016. According to the proposal from Dalian Wanda Group, the Shareholders are requested to consider, and if thought fit, to extend the authorisation by way of special resolution for a further 12 months from the date of the EGM, the Domestic Shareholders' Class Meeting, the H Shareholders' Class meeting (whichever is the latest). The Directors consider that a validity period of a further 12 months is required since there is uncertainty as to the time required to obtain the approvals from the CSRC and other regulatory authorities of the PRC. To the best knowledge of the Company and subject to the approval process of regulatory authorities, the Company expects to complete the proposed A Share Offering within two years by reference to the number of companies which have applied for listing of A shares in the PRC. The Company will seek further extension of the shareholders' approval for the A Share Offering in due course if appropriate. It is expected that the A Share Offering will not complete before the end of the Offer Period (as defined in the composite offer and response document of the Company dated 30 June 2016).

It should be noted that, the A Share Offering is also subject to the approvals from CSRC and other relevant authorities of the PRC. The proposed A Share Offering will be made pursuant to the specific mandate to be sought at the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting. The Company will make further announcements when the detailed terms of the proposed A Share Offering, such as issue price and issue size, are finalized.

LETTER FROM THE BOARD

Impact of the A Share Offering on the shareholding structure of the Company

For reference and illustration purposes only, assuming (a) no change in the listing status of the Company, (b) a total of 250,000,000 A Shares are issued under the A Share Offering and (c) there are no changes to the capital of the Company prior to the completion of the A Share Offering, the shareholding structure of the Company immediately before and after the completion of the A Share Offering is set out as follows:

	Immediately before the completion of the A Share Offering		Immediately following the completion of the A Share Offering	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
Domestic Shares	3,874,800,000	85.59%	–	–
A Shares	–	–	4,124,800,000	86.34%
– A Shares held by public	–	–	1,596,900,000	33.43%
H Shares	652,547,600	14.41%	652,547,600	13.66%
– H Shares held by public	636,556,400	14.06%	636,556,400	13.32%
Total	<u>4,527,347,600</u>	<u>100.00%</u>	<u>4,777,347,600</u>	<u>100.00%</u>

Notes:

1. Immediately following the completion of the Proposed A Share Offering, 2,527,900,000 A Shares, representing approximately 52.91% of the enlarged total issued share capital of the Company, will be held by controlling shareholders and Directors of the Company.
2. Immediately following the completion of the Proposed A Share Offering, 15,991,200 H Shares, representing approximately 0.33% of the enlarged total issued share capital of the Company, will be held by a connected person of the Company.

Assuming no change in the listing status of the Company on the Hong Kong Stock Exchange and share capital and shareholding structure of the Company from the Latest Practicable Date to the date of the proposed A Share Offering, as a result of the proposed A Share Offering and assuming a maximum of 250,000,000 A Shares are issued, the Company's public float (as defined under the Listing Rules) (including H Shares and A Shares) will be approximately 46.75%. The Company would still be able to meet the minimum requirement on public float percentage as imposed by the Hong Kong Stock Exchange at the time of the Company's listing of H Shares. The percentage of H Shares held in public hands will be approximately 13.32% with the number of H Shares held by the public would remain the same. The Company will closely monitor its public float percentage to make sure its compliance, at all time, with relevant requirements on public float as stipulated under the Listing Rules and will promptly notify the Hong Kong Stock Exchange of any changes in the Company's public float.

LETTER FROM THE BOARD

Proposal on the distribution of the accumulated undistributed profits before the A Share Offering

In connection with the A Share Offering, the Shareholders resolved by way of special resolution on 18 August 2015 that, subject to any dividend distribution plan that may be declared by the Board and approved by the Shareholders before the completion of the A Share Offering, the accumulated undistributed profits of the Company before the A Share Offering will be shared by the existing and new Shareholders after the A Share Offering in proportion to their respective shareholdings. Such proposal will, subject to the extension of the Shareholders' approval of A Share Offering being approved by way of special resolution in the EGM, the H Share Class Meeting and the Domestic Share Class Meeting, become effective upon completion of the A Share Offering.

Proposal on the use of proceeds to be raised through the A Share Offering and the feasibility analysis

In connection with the A Share Offering, the Shareholders approved by way of special resolution on 18 August 2015 the following proposal on the use of proceeds to be raised through the A Share Offering and the feasibility analysis. Such proposal will, subject to the extension of the Shareholders' approval of A Share Offering being approved by way of special resolution in the EGM, the H Share Class Meeting and the Domestic Share Class Meeting, become effective upon completion of the A Share Offering.

As stated in the circular of the Company dated 3 July 2015, it is estimated that the funds raised from the proposed A Share Offering, after deducting relevant offering expenses, will be not more than RMB12 billion and will be deposited into a special account designated by the Board, and prioritized to be used in developing the following investment projects:

Unit: RMB10,000

	Project	Proceeds to be invested
1	Nanjing Xianlin Wandamao (南京仙林萬達茂)	470,000
2	Jinan Gaoxin Wanda Plaza (濟南高新萬達廣場)	190,000
3	Hefei Yaohai Wanda Plaza (合肥瑤海萬達廣場)	180,000
4	Chengdu Shudu Wanda Plaza (成都蜀都萬達廣場)	200,000
5	Xuzhou Tongshan Wanda Plaza (徐州銅山萬達廣場)	160,000
	Total	1,200,000

If the actual proceeds are more than investment requirements for those projects, the remaining proceeds will be used to supplement working capital or be used according to the requirements of regulatory authorities. If the actual proceeds raised from the A Share Offering are less than the amount required for those projects' investment requirements, the shortage will be funded by the Company using internal working capital. If initial investment is needed before the completion of the A Share Offering, the Company will pay for such initial investment first, and subsequently replace such prior investment with the funds raised from the A Share Offering.

LETTER FROM THE BOARD

C. Proposal on the authorisation by the Shareholders to the Board to deal with all matters relating to the A Share Offering

In conjunction with seeking Shareholders' approval for the extension described above of the 12 months' authorisation in relation to the proposed A Share Offering, Dalian Wanda Group also proposes to seek a corresponding extension of the authority given to the Board to handle all matters relating to the A Share Offering on the same terms approved by Shareholders by way of special resolution on 18 August 2015. The validity period of extended authority to the Board is to be for 12 months from the date when such extension is considered and approved by the Shareholders at the date of EGM, the H Share Class Meeting and the Domestic Share Class Meeting (whichever is the latest).

As stated in the circular of the Company dated 3 July 2015, such matters include but are not limited to:

- (a) To formulate and implement the specified plan for the A Share Offering in accordance with the particular circumstances, including but not limited to, determining the specific offering date, target subscribers, the number of shares to be offered, pricing methods, offering methods, listing place and other matters relating to the offering and listing.
- (b) To handle the application matters relating to the offering and listing, including but not limited to, applying for vetting, registration, filing and approval by relevant government agencies, regulatory authorities, stock exchanges and securities registration and settlement institutions.
- (c) To prepare, sign, execute, modify, supplement and deliver any agreements, contracts or the necessary documents, including but not limited to preliminary prospectus, prospectus, sponsor's agreement, underwriting agreement, various announcements and shareholder notifications, various explanation letters or letter of undertaking which are required by regulatory authorities and relating to the offering and listing.
- (d) To adjust the plan for the investment projects and the use of proceeds, in accordance with the comments from relevant regulatory authorities during the application and approval of the offering and listing, including but not limited to the investment progress, the adjustment of investment ratio, and the signing of significant agreements or contracts during the construction progress of the investment projects.
- (e) To decide and appoint relevant intermediaries, and sign relevant agreements or contracts, such as sponsor's agreement, underwriting agreement, etc.
- (f) To determine the special deposit account for the proceeds before the offering according to the requirement.
- (g) To revise the relevant provisions of the Articles of Association relating to the offering in accordance with the particular circumstances, and to handle the registration of the relevant changes with the industry and commerce authorities.

LETTER FROM THE BOARD

- (h) To handle matters relating to the listing of the issued shares on the Shanghai Stock Exchange upon completion of the offering, including but not limited to the registration of according to the commitments of shareholders, and the information disclosure in accordance with the relating laws, regulations and applicable listing rules of the stock exchange.
- (i) If the securities regulatory authorities issue new policies, the Board is authorized to adjust the offering plan in accordance with the new policies.
- (j) To handle other matters which the Board considers as necessary, proper or appropriate matters for the offering, including to authorize a certain director and the director in turn to authorize specific working staff member(s) to handle specific matters.
- (k) Other necessary matters relating to the offering not mentioned above.

D. Benefits and reasons for the proposed A Share Offering

As announced by the Company on 15 November 2015, the Company has submitted an application for an A share listing to the CSRC. As at the Latest Practicable Date, such application has not been granted by the CSRC. As stated in the circular of the Company dated 3 July 2015, the Directors consider that the issue of the A Shares will enhance the corporate image of the Company, further broaden the Company's funding channels and increase the Company's working capital and recognitions of capital market by attracting large institutional and medium and small investors. The Directors also believe that the issue of A Shares will be beneficial to the Company's business growth, financing flexibility and business development, and be beneficial to obtain more financial resources and improve the competitiveness of the Company, and be beneficial to the long term development of the Company.

As stated in the circular of the Company dated 3 July 2015, the Directors consider that the issue of A Shares is in the interests of the Company and the Shareholders as a whole.

Each of the resolutions contained in the supplemental notice of the EGM, supplemental notice of the H Share Class Meeting and notice of the Domestic Share Class Meeting are required under applicable PRC laws in connection with the proposed A Share Offering. If any of the resolutions is not approved by the Shareholders at the EGM, the Domestic Share Class Meeting or the H Share Class Meeting, the Company will not proceed with the proposed A Share Offering and may consider revising terms of the A Share Offering and re-submit to the Shareholders for approval.

E. Fund raising activities

As of the date of this circular, the Company has not raised any funds from the issuance of equity securities in the 12 months immediately preceding the date of this circular.

3. SPECIAL REPORT IN RELATION TO THE USE OF PROCEEDS RAISED BY PREVIOUS H SHARE OFFERING AS OF 30 JUNE 2016

Shareholders approved, amongst other things, the change of use of part of the proceeds from the issuance of the H Shares at the extraordinary general meeting of the Company held on 29 January 2016. As at the Latest Practicable Date, there has been no further change of the use of such proceeds.

LETTER FROM THE BOARD

In connection with the proposed A Shares Offering and according to the “Provisions on the Report on Use of the Capital Raised in the Previous Time” (《關於前次募集資金使用情況報告的規定》) issued by CSRC, the Company has conducted an inspection on the use of proceeds raised by H Share offering as of 30 June 2016. Based on the results of the inspection, the Company has prepared the Special Report, which is set out in Appendix I.

The Board has approved the Special Report. As proposed by Dalian Wanda Group, the Company seeks the approval of the Special Report at the EGM by ordinary resolution.

4. THE EGM, THE H SHARE CLASS MEETING AND THE DOMESTIC SHARE CLASS MEETING

According to the Listing Rules, any vote in the EGM, the H Share Class Meeting and the Domestic Class Meeting must be taken by poll.

The EGM and the H Share Class Meeting respectively will be held as originally scheduled at Opera Meeting Room, 7/F, Sofitel Wanda Beijing, Block C Wanda Plaza, No. 93, Jianguo Road, Chaoyang District, Beijing, the PRC on 15 August 2016 to consider and pass, if thought fit, the above resolutions. The supplemental proxy forms for use at the EGM and the H Share Class Meeting, respectively, are also enclosed herewith. The Domestic Share Class Meeting will be held at Opera Meeting Room, 7/F, Sofitel Wanda Beijing, Block C Wanda Plaza, No. 93, Jianguo Road, Chaoyang District, Beijing, the PRC on 19 September 2016 to consider and pass, if thought fit, the above resolutions. The proxy forms for use at the Domestic Share Class Meeting are also enclosed herewith. Please refer to the respective supplemental proxy forms or proxy form for timing of the EGM, the H Share Class Meeting and the Domestic Share Class Meeting.

If you intend to appoint a proxy to attend the EGM, the H Share Class Meeting or the Domestic Share Class Meeting (as applicable), you are required to complete and return the supplemental proxy forms or proxy form in accordance with the instructions printed thereon as soon as possible. For the H Shareholders, the proxy forms should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, in any event served in hand or by post not less than 24 hours before the time stipulated for convening the EGM and/or the H Share Class Meeting or any adjourned meeting thereof. For the Domestic Shareholders, the proxy forms should be deposited with the Company’s board office at 21/F Block B Wanda Plaza, No. 93 Jianguo Road, Chaoyang District, Beijing, the PRC, in any event not less than 24 hours before the time stipulated for convening the EGM and/or the Domestic Share Class Meeting or any adjourned meeting thereof. Completion and return of the supplemental proxy forms or proxy form will not preclude you from attending and voting in person at the EGM, the H Share Class Meeting or the Domestic Share Class Meeting (as applicable) or at any adjourned meeting thereof if you so wish.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATIONS

The Board considers that all resolutions relating to the A Share Offering to be proposed at the EGM, the H Share Class Meeting and the Domestic Share Class Meeting are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all such resolutions to be proposed at those meetings.

By order of the Board

Dalian Wanda Commercial Properties Co., Ltd.

DING Benxi

Chairman

**APPENDIX I SPECIAL REPORT IN RELATION TO THE USE OF PROCEEDS
RAISED BY PREVIOUS H SHARE OFFERING AS OF 30 JUNE 2016**

I. INFORMATION ON THE PREVIOUSLY RAISED PROCEEDS

As approved by the Reply on Approval of the Issuance of Overseas-listed Foreign Shares by Dalian Wanda Commercial Properties Co., Ltd. (the “**Company**”) issued by the China Securities Regulatory Commission (Zheng Jian Xu Ke [2014] No. 1242), the Company issued 600.00 million ordinary shares (H shares) denominated in HK\$ with par value of RMB1.00 each to public investors at the issue price per share of HK\$48 on 10 December 2014. The proceeds after deducting, among other things, trading fee, transaction levy, services fee and related banking service fee, amounted to HK\$28,797.2647 million (RMB22,732.5607 million) in aggregate. The Company also issued 52.5476 million ordinary shares (H shares) denominated in HK\$ with par value of RMB1.00 each to public investors at the issue price per share of HK\$48 on 21 January 2015. The proceeds after deducting, among other things, trading fee and transaction levy amounted to HK\$2,522.0906 million (RMB1,993.2082 million) in aggregate. After the issue of H shares, the proceeds amounted to monetary funds of RMB24,725.7689 million in aggregate. The net proceeds actually raised amounted to RMB24,221.3500 million after the related offering expenses of RMB504.4189 million.

As of 22 January 2015, the proceeds raised from the above issue were received by the Company and verified by Da Hua Certified Public Accountants (Special General Partnership) in its capital verification report (Da Hua Yan Zi [2015] No. 000344). The proceeds amounting to RMB24,725.7689 million (before related issue expenses) in aggregate were deposited into HK\$ accounts of the Company at Bank of China (Hong Kong) Limited and Industrial and Commercial Bank of China (Asia) Limited respectively.

II. ACTUAL USE OF THE PREVIOUSLY RAISED FUNDS

(1) Comparison table for the use of the previous raised funds

Unit: RMB'0000

Total proceeds:	2,422,135	Total accumulative proceeds used:	2,430,430
Change in use of proceeds:	214,787	Proceeds used each year:	2,430,430
Proportion of change in use of proceeds:	8.87%	Of which: For the year 2015: January – June 2016:	1,722,324 708,106

APPENDIX I

SPECIAL REPORT IN RELATION TO THE USE OF PROCEEDS
RAISED BY PREVIOUS H SHARE OFFERING AS OF 30 JUNE 2016

No.	Committed investment Project under the prospectus in relation to H shares	Investment project	Total investment of proceeds			Total accumulative investment by using the proceeds as at Long Stop Date			Completion of projects as at Long Stop Date	
			Proportion of committed amount of investment before raised proceeds (Note 1)	Committed amount of investment after raised proceeds	Investment amount during the current period	Proportion of committed amount of investment before raised proceeds (Note 1)	Committed amount of investment after raised proceeds	Actual investment amount		Difference between actual investment amount and committed amount after raised proceeds (Note 2)
1	Guangyuan Wanda Plaza	Guangyuan Wanda Plaza	5.89%	142,664	25,455	5.89%	142,664	193,467	50,803	92%
2	Harbin Hanan Wanda Plaza	Harbin Hanan Wanda Plaza	13.39%	324,324	12,940	13.39%	324,324	74,790	-249,533	30%
3	Wuhai Wanda Plaza	Wuhai Wanda Plaza	8.66%	209,757	54,223	8.66%	209,757	149,801	-59,956	64%
4	Fuyang Wanda Plaza	Fuyang Wanda Plaza	7.83%	189,653	31,970	7.83%	189,653	213,653	24,000	93%
5	Nanning Anji Wanda Plaza	Nanning Anji Wanda Plaza	8.14%	197,162	41,470	8.14%	197,162	233,556	36,394	92%
6	Jiaxing Wanda Plaza	Jiaxing Wanda Plaza	8.42%	203,944	51,047	8.42%	203,944	193,140	-10,804	96%
7	Taizhou Jingkai Wanda	Taizhou Jingkai Wanda	7.86%	190,380	33,886	7.86%	190,380	211,964	21,584	88%
8	Tai'an Wanda Plaza	Tai'an Wanda Plaza	9.73%	235,674	78,742	9.73%	235,674	249,639	13,965	77%
9	Xiangtan Wanda Plaza	Xiangtan Wanda Plaza	11.58%	280,483	46,523	11.58%	280,483	193,485	-86,998	65%
10	Zhengzhou Wanda Center	Zhengzhou Wanda Center	8.5%	205,881	64,524	8.5%	205,881	251,641	45,760	87%
11	Xining Haihu Wanda Plaza	Xining Haihu Wanda Plaza			74,722			74,722		65%
12	Yiyu Wanda Plaza	Yiyu Wanda Plaza			55,701			55,701		72%
13	Bozhou Wanda Plaza	Bozhou Wanda Plaza			36,844			36,844		46%
14	Urumqi Wanda Plaza	Urumqi Wanda Plaza			29,941			29,941		57%
15	Yanji Wanda Plaza	Yanji Wanda Plaza			17,579			17,579		37%
16	Working capital or other general corporate purposes	Working capital or other general corporate purposes	10%	242,213	52,539	10%	242,213	250,507	8,293	N/A
	Total			2,422,135	708,106		2,422,135	2,430,430	8,295	

Note 1: As disclosed in the prospectus of the Company in relation to the initial public offering of H shares, the Company intended to utilize approximately 90% of the estimated net proceeds raised from global offering for the development of 10 projects. Details on capital allocation are set out in the above table; approximately 10% of the estimated net proceeds will be used as working capital of the Company or for other general corporate purposes.

Note 2: The difference between actual investment amount and committed amount after raised proceeds refers to the difference between actual used proceeds and committed amount of investment as at 30 June 2016.

Actual used proceeds are higher than total proceeds of RMB82.95 million. It is due to the fact that the actual used proceeds represent the amounts of increase in accumulated exchange gains or losses for the proceeds account and interest income. The proceeds are used to replenish the working capital of the Company during the current period.

**APPENDIX I SPECIAL REPORT IN RELATION TO THE USE OF PROCEEDS
RAISED BY PREVIOUS H SHARE OFFERING AS OF 30 JUNE 2016**

(2) Change in actual investment projects using previously raised proceeds

On 29 January 2016, the resolution to approve the change of use of part of the proceeds from the issuance of H shares and to authorize the Board and its authorized persons to do such other matters relating to the change was passed at the EGM of the Company. The Board has resolved to re-allocate proceeds of RMB1.9 billion to 5 new projects to enhance the efficiency in use of capital and return on unutilized capital. The details of the allocation are as follows:

No.	New projects in relation to H Shares fund-raising	Funds to be invested (RMB100 million)
1	Xining Haihu Wanda Plaza	4.9
2	Yiwu Wanda Plaza	5.6
3	Bozhou Wanda Plaza	3.7
4	Urumqi Wanda Plaza	3.0
5	Yanji Wanda Plaza	1.8
	Total	19.0

In the event of any shortfall in the required funding of the projects after the reallocation of funds, the shortfall shall be funded by the Company internally. In the event of any surplus of the proceeds over the required funding of the projects, the surplus shall be used to supplement working capital or be applied according to the requirements of regulatory authorities.

As at 30 June 2016, the actual proceeds used for the above 5 projects were RMB2.148 billion. The actual proceeds used for these projects that are in excess of the committed investment amount were funded by adjusting the investment amount of other projects.

(3) External transfer or alternation of investment projects using previously raised proceeds

Nil

(4) Use of unutilized proceeds

As at 30 June 2016, the Company applied the entire unutilized proceeds to replenish the working capital of the Company. Accordingly, the entire proceeds were applied.

(5) Comparison of the use of previously raised proceeds and the regular report of the Company

The use of previously raised proceeds was not disclosed under the “Report of the Board of Directors” of the 2015 annual report.

(6) Prepayment and reimbursement of investment projects

During the period from 30 June 2014 to 31 December 2014, the Company had prepaid expenses in relation to the above 10 projects of RMB5,782.14 million with its own funds. Such invested capital of RMB5,782.14 million was reimbursed to the Company with net proceeds raised in the current period.

III. ECONOMIC BENEFITS FROM INVESTMENT PROJECTS USING RAISED PROCEEDS

There is no estimation of the economic benefits from investment projects using the raised proceeds in the prospectus of the Company in relation to the initial public offering of H shares.

IV. CONCLUSION

The Board of the Company is of the view that, the Company has utilized the previously raised proceeds in accordance with the plan for use of proceeds as disclosed under the prospectus of the Company in relation to the initial public offering of H shares and the sub-section “II. Actual use of the previously raised funds” above.

All directors of the Company undertake that there are no misrepresentations, misleading statements or material omissions in this report and they are jointly and severally liable for the authenticity, accuracy and completeness of this report.



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)

SUPPLEMENTAL NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of the extraordinary general meeting (the “**EGM**”) of Dalian Wanda Commercial Properties Co., Ltd. (the “**Company**”) dated 30 June 2016 (the “**Original Notice**”), which sets out details of the resolutions to be proposed at the EGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held as originally scheduled at 10:00 a.m. on Monday, 15 August 2016 at Opera Meeting Room, 7/F, Sofitel Wanda Beijing, Block C Wanda Plaza, No. 93, Jianguo Road, Chaoyang District, Beijing, the People’s Republic of China (the “**PRC**”) for the purposes of considering and, if thought fit, passing the following resolutions (the “**Additional Resolutions**”), in addition to the resolutions set out in the Original Notice:

AS ORDINARY RESOLUTION

1. To consider and approve the special report in relation to the use of proceeds raised by previous H Share offering as of 30 June 2016;

AS SPECIAL RESOLUTIONS

2. To consider and approve the extension of the validity period of the shareholders’ approval granted on 18 August 2015 in relation to the proposal on the plan for the A Share Offering, including the following information:
 - (1) Type of the securities to be issued;
 - (2) Par value;
 - (3) Issuance size;
 - (4) Target subscribers;
 - (5) Method of issuance;
 - (6) Method of price determination;

- (7) Method of underwriting;
 - (8) Place of listing;
 - (9) Conversion of the form of the Company;
 - (10) Distribution of the accumulated undistributed profits before the A Share Offering;
 - (11) Proposal on the use of proceeds to be raised through the A Share Offering and the feasibility analysis; and
 - (12) Validity period of the resolution;
3. To consider and approve the extension of the validity period of the shareholders' approval granted on 18 August 2015 in relation to the proposal on the authorisation to the Board to deal with all matters in relation to the A Share Offering.

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

Beijing, the PRC
1 August 2016

Notes:

1. Pursuant to the Company Law of the PRC and the articles of association of the Company, shareholders who individually or aggregately hold more than 3% of the shares of the Company may submit ad hoc proposals 10 days before the holding of shareholder's meetings. The Company received a proposal on 30 July 2016 from our controlling shareholder Dalian Wanda Group Co., Ltd. and hereby issues this supplemental notice.
2. Save for the Additional Resolutions, no other changes are made to the resolutions set out in the Original Notice. Please refer to the Original Notice for the other resolutions to be passed at the EGM and other relevant matters.
3. Details of the Additional Resolutions are set out in the circular of the Company dated 1 August 2016 ("**Circular**"). Unless otherwise defined in this supplemental notice, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Circular.
4. Since the proxy form enclosed with the Original Notice (the "**Original Proxy Form**") does not contain the new resolutions as set out in this supplemental notice, a supplemental proxy form (the "**Supplemental Proxy Form**") has been prepared and is enclosed with this supplemental notice. The Original Proxy Form that has been lodged with the Company's board office or the H Share Registrar shall remain valid and may be used to the extent as permitted range if they are correctly completed.
5. The Supplemental Proxy Form is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.wandaplazas.com).

6. Whether or not intending to attend the EGM, Shareholders are advised to complete the enclosed Supplemental Proxy Form in accordance with the instructions printed thereon and return the same to the Company's board office at 21/F Block B Wanda Plaza, No. 93 Janguo Road, Chaoyang District, Beijing, the PRC for holders of domestic shares of the Company, or the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for holders of H shares of the Company as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof (the "**Latest Time**").
7. Shareholders are entitled to appoint one or more proxies to attend the EGM instead of him/her, but only one of the proxies can be designated to vote at the EGM. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attend the EGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the EGM. Completion and return of the Original Proxy Form and/or Supplemental Proxy Form shall not preclude Shareholders from attending and voting in person at the EGM if Shareholders so wish.
8. Please refer to the Original Notice for details of other resolutions to be considered and passed at the EGM, eligibility for attending the EGM, registration procedures, closure of register of members and other relevant matters.

As at the date of this notice, the Board of Directors of the Company comprises Mr. DING Benxi, Mr. QI Jie and Mr. WANG Zhibin being the executive Directors, Mr. QU Dejun, Mr. YIN Hai and Mr. LIU Zhaohui being the non-executive Directors, and Dr. HU, Fred Zuliu, Mr. QI Daqing and Mr. LI Guinian being the independent non-executive Directors.



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)

SUPPLEMENTAL NOTICE OF THE H SHARE CLASS MEETING

Reference is made to the notice of the class meeting of holders of H Shares (the “**H Share Class Meeting**”) of Dalian Wanda Commercial Properties Co., Ltd. (the “**Company**”) dated 30 June 2016 (the “**Original Notice**”), which sets out details of the resolutions to be proposed at the H Share Class Meeting for H Shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the H Share Class Meeting will be held as originally scheduled on Monday, 15 August 2016 immediately after the conclusion of the extraordinary general meeting of the Company to be held on the same date at Opera Meeting Room, 7/F, Sofitel Wanda Beijing, Block C Wanda Plaza, No. 93, Jianguo Road, Chaoyang District, Beijing, the People’s Republic of China (the “**PRC**”) for the purposes of considering and, if thought fit, passing the following resolutions (the “**Additional Resolutions**”), in addition to the resolutions set out in the Original Notice:

AS SPECIAL RESOLUTIONS

1. To consider and approve the extension of the validity period of the shareholders’ approval granted on 18 August 2015 in relation to the proposal on the plan for the A Share Offering, including the following information:
 - (1) Type of the securities to be issued;
 - (2) Par value;
 - (3) Issuance size;
 - (4) Target subscribers;
 - (5) Method of issuance;
 - (6) Method of price determination;
 - (7) Method of underwriting;
 - (8) Place of listing;

- (9) Conversion of the form of the Company;
 - (10) Distribution of the accumulated undistributed profits before the A Share Offering;
 - (11) Proposal on the use of proceeds to be raised through the A Share Offering and the feasibility analysis; and
 - (12) Validity period of the resolution;
2. To consider and approve the extension of the validity period of the shareholders' approval granted on 18 August 2015 in relation to the proposal on the authorisation to the Board to deal with all matters in relation to the A Share Offering.

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

Beijing, the PRC
1 August 2016

Notes:

1. Pursuant to the Company Law of the PRC and the articles of association of the Company, shareholders who individually or aggregately hold more than 3% of the shares of the Company may submit ad hoc proposals 10 days before the holding of shareholder's meetings. The Company received a proposal on 30 July 2016 from our controlling shareholder Dalian Wanda Group Co., Ltd. and hereby issues this supplemental notice.
2. Save for the Additional Resolutions, no other changes are made to the resolutions set out in the Original Notice. Please refer to the Original Notice for the other resolutions to be passed at the H Share Class Meeting and other relevant matters.
3. Details of the Additional Resolutions are set out in the circular of the Company dated 1 August 2016 ("**Circular**"). Unless otherwise defined in this supplemental notice, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Circular.
4. Since the proxy form enclosed with the Original Notice (the "**Original Proxy Form**") does not contain the new resolutions as set out in this supplemental notice, a supplemental proxy form (the "**Supplemental Proxy Form**") has been prepared and is enclosed with this supplemental notice. The Original Proxy Form that has been lodged with the H Share Registrar shall remain valid and may be used to the extent as permitted range if they are correctly completed.
5. The Supplemental Proxy Form is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.wandaplazas.com).
6. Whether or not intending to attend the H Share Class Meeting, Shareholders are advised to complete the enclosed Supplemental Proxy Form in accordance with the instructions printed thereon and return the same to the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for holders of H shares of the Company as soon as possible and in any event not less than 24 hours before the time appointed for holding the H Share Class Meeting or any adjournment thereof (the "**Latest Time**").

7. Shareholders are entitled to appoint one or more proxies to attend the H Share Class Meeting instead of him/her, but only one of the proxies can be designated to vote at the H Share Class Meeting. For the avoidance of doubt, should the proxies being appointed to attend the H Share Class Meeting under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attend the H Share Class Meeting, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the H Share Class Meeting. Completion and return of the Original Proxy Form and/or Supplemental Proxy Form shall not preclude Shareholders from attending and voting in person at the H Share Class Meeting if Shareholders so wish.
8. Please refer to the Original Notice for details of other resolutions to be considered and passed at the H Share Class Meeting, eligibility for attending the H Share Class Meeting, registration procedures, closure of register of members and other relevant matters.

As at the date of this notice, the Board of Directors of the Company comprises Mr. DING Benxi, Mr. QI Jie and Mr. WANG Zhibin being the executive Directors, Mr. QU Dejun, Mr. YIN Hai and Mr. LIU Zhaohui being the non-executive Directors, and Dr. HU, Fred Zuluu, Mr. QI Daqing and Mr. LI Guinian being the independent non-executive Directors.



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)

NOTICE OF THE DOMESTIC SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the class meeting of holders of domestic Shares (the “**Domestic Share Class Meeting**”) will be held at 10:00 a.m. on Monday, 19 September 2016 at Opera Meeting Room, 7/F, Sofitel Wanda Beijing, Block C Wanda Plaza, No. 93, Jianguo Road, Chaoyang District, Beijing, the People’s Republic of China (the “**PRC**”) for the purposes of considering and, if thought fit, passing the following resolutions:

AS SPECIAL RESOLUTIONS

1. To consider and approve the extension of the validity period of the shareholders’ approval granted on 18 August 2015 in relation to the proposal on the plan for the A Share Offering, including the following information:
 - (1) Type of the securities to be issued;
 - (2) Par value;
 - (3) Issuance size;
 - (4) Target subscribers;
 - (5) Method of issuance;
 - (6) Method of price determination;
 - (7) Method of underwriting;
 - (8) Place of listing;
 - (9) Conversion of the form of the Company;
 - (10) Distribution of the accumulated undistributed profits before the A Share Offering;
 - (11) Proposal on the use of proceeds to be raised through the A Share Offering and the feasibility analysis; and

- (12) Validity period of the resolution;
2. To consider and approve the extension of the validity period of the shareholders' approval granted on 18 August 2015 in relation to the proposal on the authorisation to the Board to deal with all matters in relation to the A Share Offering.

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

Beijing, the PRC
1 August 2016

Notes:

1. Domestic Shareholders whose names appear on the domestic share register of members of the Company on Monday, 19 August 2015 will be entitled to attend and vote at the Domestic Share Class Meeting.
2. Shareholders intending to attend the Domestic Share Class Meeting (or any adjournment thereof) should complete and return the reply slip for attending the Domestic Share Class Meeting (or any adjournment thereof) personally, by facsimile or by post.

Shareholders should complete and return the reply slip to the Company's Department of Securities Affairs by facsimile (at +8610 8585 3095) or by post to (or by depositing it at) 21/F Block B, Wanda Plaza, 93 Jianguo Road, Chaoyang District, Beijing, China, 100022 (contact person: Wu Hua, Tel: +8610 8585 3229, Fax: +8610 8585 3095), such that the reply slip shall be received by the Company's Department of Securities Affairs 20 days before the Domestic Share Class Meeting (i.e. on or before Tuesday, 30 August 2016).
3. Shareholders may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Domestic Share Class Meeting (or any adjournment thereof) on his behalf. A proxy need not be a shareholder of the Company.
4. Shareholders must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing. If the form of proxy is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the Domestic Share Class Meeting (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate shareholder of the Company or duly signed by its director or any other person duly authorized by that corporate shareholder of the Company as required by the articles of association of the Company.
5. To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note 4 above must be delivered to the Company's Department of Securities Affairs (address: 21/F Block B, Wanda Plaza, 93 Jianguo Road, Chaoyang District, Beijing, China, 100022) (contact person: Wu Hua, Tel: +8610 8585 3229, Fax: +8610 8585 3095) not less than 24 hours before the time appointed for the Domestic Share Class Meeting (or any adjournment thereof).
6. A shareholder of the Company or his proxy should produce proof of identity when attending the Domestic Share Class Meeting (or any adjournment thereof). If a corporate shareholder's legal representative or any other person duly authorized by such corporate shareholder attends the Domestic Share Class Meeting (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative or the valid authorisation document (as the case may be).
7. The Domestic Share Class Meeting (or any adjournment thereof) is expected to last less than one day. Shareholders or their proxies who attend the Domestic Share Class Meeting (or any adjournment thereof) shall bear their own travelling and accommodation expenses.

8. The Company's principal place of business in the PRC is situated at:

Block B Wanda Plaza
No. 93 Jianguo Road
Chaoyang District
Beijing, PRC

Tel No.: (8610) 8585 3888
Fax No.: (8610) 8585 3222

The address of the Company's H Shares Registrar, Computershare Hong Kong Investor Services Limited is:

17M Floor, Hopewell Centre
183 Queen's Road East Wan Chai
Tel No.: (852) 2862 8628
Fax No.: (852) 2865 0990

As at the date of this notice, the Board of Directors of the Company comprises Mr. DING Benxi, Mr. QI Jie and Mr. WANG Zhibin being the executive Directors, Mr. QU Dejun, Mr. YIN Hai and Mr. LIU Zhaohui being the non-executive Directors, and Dr. HU, Fred Zulu, Mr. QI Daqing and Mr. LI Guinian being the independent non-executive Directors.