

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)

16 August 2016

*To the Independent H Shareholder(s)*

Dear Sirs,

**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**

**INTRODUCTION**

Reference is made to (i) the announcement (the “**Joint Announcement**”) jointly issued by the Joint Offerors and Dalian Wanda Commercial Properties Co., Ltd. (the “**Company**”) on 30 May 2016 in relation to the voluntary conditional general offer by CICC on behalf of the Joint Offerors to acquire all the issued H Shares; (ii) the composite offer and response document jointly issued by the Joint Offerors and the Company on 30 June 2016 (the “**Composite Document**”); (iii) the announcement jointly issued by the Joint Offerors and the Company in relation to the despatch of the Composite Document dated 30 June 2016; (iv) the notice of the EGM and the H Share Class Meeting both dated 30 June 2016; (v) the supplemental notice of

the EGM and the supplemental notice of the H Share Class Meeting dated 1 August 2016; (vi) the announcement jointly issued by the Joint Offerors and the Company in relation to the poll results of the EGM and the H Share Class Meeting dated 15 August 2016 and (vii) the announcement jointly issued by the Joint Offerors and the Company on 16 August 2016 (the “**First Closing Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

#### **POLL RESULTS OF THE EGM AND THE H SHARE CLASS MEETING**

As stated in the announcement jointly issued by the Joint Offerors and the Company on 15 August 2016, the resolution in relation to Delisting as set out in the notice of EGM and the notice of the H Share Class Meeting both dated 30 June 2016 were passed at the EGM and the H Share Class Meeting respectively by way of poll.

#### **THE H SHARE OFFER BEING DECLARED UNCONDITIONAL IN ALL RESPECTS**

As set out in the First Closing Announcement, as all of the conditions of the H Share Offer have been fulfilled, the H Share Offer has become unconditional in all respects on 16 August 2016.

#### **WITHDRAWAL OF LISTING**

The Company will apply to the Stock Exchange for the withdrawal of the listing of the H Shares from the Stock Exchange with effect from 4:00 p.m. on Tuesday, 20 September 2016. Subject to the satisfaction of any conditions for the Delisting and the receipt of any regulatory approvals required for the Delisting, the last day of trading in the H Shares on the Stock Exchange will be 13 September 2016 and the H Shares will be delisted from the Stock Exchange from 4:00 p.m. on Tuesday, 20 September 2016.

#### **SUBSEQUENT OFFER PERIOD**

**The H Shareholders should note that H Share Offer will remain open for acceptance until 4:00 p.m. on the Final Closing Date, i.e. Tuesday, 13 September 2016 (unless it is extended in accordance with the terms and conditions of the H Share Offer and the Takeovers Code).**

If the H Share Offer is extended, the Joint Offerors and the Company will jointly release an announcement to that effect.

## EXPECTED TIMETABLE

The expected timetable for the H Share Offer set out below is indicative and any changes to the timetable will be jointly announced by the Joint Offerors and the Company.

Events Hong Kong time (2016)

Latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances received at or before the latest time for acceptances of the H Share Offer on the First Closing Date (assuming the H Share Offer has become unconditional in all respects on the First Closing Date) <sup>(Note 1)</sup> . . . . . Thursday, 25 August

Final Closing Date (assuming the H Share Offer has become unconditional in all respects on the First Closing Date) <sup>(Note 2)</sup> . . . . Tuesday, 13 September

Latest time and date for the H Share Offer remaining open for acceptance on the Final Closing Date and closing of the H Share Offer <sup>(Note 2)</sup> . . . . . 4:00 p.m. on Tuesday, 13 September

Announcement of the results of the H Share Offer as at the Final Closing Date on the website of the Stock Exchange . . . . . by 7:00 p.m. on Tuesday, 13 September

Last day of trading the H Shares on the Stock Exchange . . . . . Tuesday, 13 September

Withdrawal of the listing of the H Shares from the Stock Exchange <sup>(Note 3)</sup> . . . . . 4:00 p.m. on Tuesday, 20 September

Latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances of the H Share Offer on the Final Closing Date <sup>(Note 1)</sup> . . . . . Friday, 23 September

### Notes:

- (1) Pursuant to Rule 20.1 of the Takeovers Code, settlement in cash in respect of acceptances of the H Share Offer will be made within 7 business days (as defined under the Takeovers Code) of the later of the date on which the H Share Offer has become or is declared unconditional and the date on which the H Shares are tendered for acceptance of the H Share Offer. Relevant documents of title must be received by the Registrar to render each acceptance of the H Share Offer complete and valid.
- (2) Where the H Share Offer becomes or is declared unconditional (whether as to acceptances or in all respects), it will remain open for acceptance for not less than 28 days thereafter. In such case, at least 28 days' notice in writing must be given before the H Share Offer is closed to the Independent H Shareholders who have not accepted the H Share Offer and an announcement will be published.

- (3) It is currently expected that the withdrawal of listing of the H Shares from the Stock Exchange would happen at 4:00 p.m. on Tuesday, 20 September 2016, subject to the satisfaction of any conditions for delisting such securities from the Stock Exchange, and receipt of any regulatory approvals required for such delisting.
- (4) Beneficial owners of the H Shares who hold their H Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
- (5) The latest time and date for acceptance of the H Share Offer, the latest date for posting of remittances for the amounts due under the H Share Offer in respect of valid acceptances, the last day of trading of H Shares and withdrawal of listing of the H Shares will not take effect if there is a tropical cyclone warning signal number 8 above, or a “black” rainstorm warning, in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the such relevant date. Instead, such relevant date will be rescheduled to the same time on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

### **NO RIGHT OF COMPULSORY ACQUISITION**

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, Independent H Shareholders are reminded that if they do not accept the H Share Offer, and the H Shares are delisted from the Stock Exchange, this will result in the Independent H Shareholders holding unlisted H Shares and the liquidity of the H Shares may be severely reduced. In addition, the Company will not continue to be subject to the Listing Rules and, may or may not continue to be subject to the Takeovers Code after the completion of the H Share Offer depending on whether it remains as a public company in Hong Kong for the purposes of the Takeovers Code thereafter.

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

*\* 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 letter, 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 letter 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 letter 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 letter, the omission of which would make any statement in this letter misleading.*

*As at the date of this letter, 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 letter 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 letter 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 letter, the omission of which would make any statement in this letter misleading.*

***Pohua JT Private Equity Fund L.P. and WD Knight V***

*As at the date of this letter the general partner of Pohua JT Private Equity Fund L.P. is Pohua JT Capital Partners Limited. As at the date of this letter, 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 letter 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 letter 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 letter, the omission of which would make any statement in this letter misleading.*

*As at the date of this letter, 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 letter in connection with WD Knight V, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this letter 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 letter, the omission of which would make any statement in this letter misleading.*

***Ping An of China Securities (Hong Kong) Company Limited and WD Knight VIII***

*As at the date of this letter, 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 letter 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 letter 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 letter, the omission of which would make any statement in this letter misleading.*

*As at the date of this letter, the general partner of WD Knight VIII is WD Knight VII. As at the date of this letter, 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 letter in connection with WD Knight VIII, and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this letter by WD Knight VIII have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.*

***WD Knight IX and WD Knight X***

*As at the date of this letter, 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 letter 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 letter 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 letter, the omission of which would make any statement in this letter misleading.*

## **Red Fortune Global Limited**

*As at the date of this letter, 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 letter, 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 letter 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 letter 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 letter, the omission of which would make any statement in this letter misleading.*

*The sole director of Red Fortune Global Limited accepts full responsibility for the accuracy of the information contained in this letter in connection with it, and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this letter by it have been arrived at after due and careful consideration and there are no other facts not contained in this letter, the omission of which would make any statement in this letter misleading.*

## **The Company**

*As at the date of this letter, 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 letter (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 letter (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 letter, the omission of which would make any statement in this letter misleading.*