Dalian Wanda Commercial Properties Co., Ltd.

Terms of Reference for the Audit Committee of the Board

(Applicable after H Shares Listing)

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Chapter 1 General Provisions

Article 1 To boost the decision-making capability of the Board, and continually enhance the formation of the internal control system of Dalian Wanda Commercial Properties Co., Ltd. (hereinafter referred to as the "**Company**"), ensure the Board's effective control over the team of managers and continually enhance the Company's corporate governance, in accordance with the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Listing Rules**"), the Corporate Governance Code set out in Appendix 14 thereto and the Articles of Association of Dalian Wanda Commercial Properties Co., Ltd. (hereinafter referred to as the "**Articles of Association**") and other relevant regulations. The Company has established the Audit Committee of the Board (hereinafter referred to as the "**Audit Committee**") and formulated these Terms of Reference.

Article 2 The Audit Committee is a specific working body established by the Board, and is mainly responsible for the communication between the Company, internal audit and external audit firms, supervision and verification of internal audit and external audit, and is accountable to the Board.

Chapter 2 Composition

Article 3 Members of the Audit Committee shall comprise three non-executive directors, among which the majority shall be independent non-executive directors, and at least one independent non-executive director among the members shall possess accounting or relevant financial management expertise as required by the Listing Rules (including any amendment thereto) in respect of the qualification of finance professionals in the audit committee.

A former partner of the external audit firm which is currently responsible for auditing of the Company accounts should be prohibited from acting as a member of the Audit Committee for a period of one year from the date (whichever is the later) as follows:

a. the date of ceasing to be a partner of the external audit firm ; or

b. the date of ceasing to entitle any financial interest in the external audit firm.

Article 4 Members of the Committee shall be nominated by the Chairman of the Board or the Nomination Committee, and shall be elected by more than half of the total number of directors of the Board.

Article 5 The Committee shall have a chairman, who shall be an independent non-executive director, and shall oversee the operation of the Committee; the chairman shall be appointed among the members by the Board.

Article 6 The term of office of the Committee shall be consistent with that of the Board. Each member of the Committee shall be eligible for re-election upon completion of his term of office. During his term of office, if any committee member ceases to be a director, his membership in the Committee shall lapse automatically, and shall be filled by the Board according to the above Articles 3 to 5.

Article 7 The internal audit department is responsible for the Company's internal audit and directly under the leadership of the audit committee as its working unit, which is accountable to the Board.

Chapter 3 Duties and Authorities

Article 8 The specific duties of the Committee are:

(1) Deal with the following matters in respect of the external audit firm:

(i) to make recommendation to engage, appoint, remove or replace its external auditing firm, approve the remuneration and employment terms for the external audit firm, deal with any matters related to the resignation of external audit firm or dismissal of external audit firm;

(ii) to review and monitor the independence and objectivity of the independent audit firm and the effectiveness of the auditing procedures in accordance with applicable standards; the Audit Committee shall discuss with the external audit firm about the nature and scope of audit and the related reporting obligations before the commencement of audit work;

(iii) to formulate and implement policy on the provision of non-audit services by external audit firm. As for this requirement, external audit firm includes any entity that is under common control, ownership or management which is responsible for audit, or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the national or international businesses of such audit firm. The Committee shall take actions or improvements in respect of above matters, and it shall report to the Board and make relevant recommendations;

(2) Supervise the implementation of the Company's internal audit system, review the implementation of financial and accounting policies and relevant policies of the Company and its subsidiaries;

(3) Review and monitor the financial information of the Company, including the integrity of financial statements of the Company, and annual reports and accounts, half-year reports and quarterly reports (if any) of the Company; and review significant financial reporting judgments contained in statements and reports. Prior to submit relevant statements and reports, the Audit Committee should focus particularly on:

(i) changes in accounting policies and practices;

(ii) any issue involving significant judgment;

(iii) significant adjustments in the result of audit;

(iv) the going concern assumptions and qualifications;

(v) whether accounting standards are complied with; and

(vi) whether requirements under the Listing Rules and other applicable laws relating to financial reporting are complied with;

(4) Members of Audit Committee shall liaise with the Board and senior management. The Audit Committee shall meet with the Company's external audit firm at least twice a year; the Audit Committee shall consider any material or unusual matters reflected or required to be reflected in such reports and accounts, and shall give due consideration to any matters raised by the Company's finance department, internal audit department or external audit firm. Senior management refers to president, vice-president, secretary of the Board, the person in charge of finance, employed by the Board and other senior management required by the Articles of Association and the Listing Rules;

(5) Review the Company's internal control system, and advise and recommend in respect of the soundness and completeness of our internal control system, and review our financial control, internal control system and risk management system;

(6) Discuss the internal control system with the management, to ensure that the Company has established an effective internal control system; Discussions shall include the adequacy of resources, staff qualifications and experience, training program and budget of the Company's accounting and financial reporting function;

(7) Consider major investigation findings on internal control matters and management's response to these findings on its own initiative or as delegated by the Board;

(8) The Audit Committee shall ensure co-ordination between the internal and external audit firm, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Group, and to review and monitor its effectiveness;

(9) Review the explanation letter of audit provided to management by external auditor firm, any material queries raised by the audit firm to the management about accounting records, financial accounts or systems of control, and management's response;

(10) Ensure that the Board will provide a timely response to the issues raised in the explanation letter of audit;

(11) Report to the Board on the matters set out in these Terms of Reference;

(12) Review the following arrangements of the Company: The employees of the Company could report any possible improper behaviors in respect of financial reporting, internal control or others in a furtive manner; and ensure that appropriate arrangements are in place in order for the Company to conduct fair and independent investigation and take appropriate actions for those issues;

(13) Responsible for the communication between internal audit and external audit, and responsible for supervising the relationship between them;

(14) Establish a whistleblowing policy and system for employees and those who deal with the Company (e.g. customers and suppliers) to raise concerns, in confidence, with the Audit Committee about possible improprieties in any matter related to the Company;

(15) Advise and recommend in respect of the appraisal and replacement for the person in charge of internal audit department of the Company; and

(16) Deal with other relevant matters authorized by the Board.

Article 9 The Audit Committee is accountable to the Board. Its proposals shall be submitted to the Board for the Board's consideration and decision. The Audit Committee shall cooperate with the supervisory committee in the supervision and auditing conducted by the supervisory committee.

Article 10 The internal audit department shall convene a meeting with the Audit Committee in each quarter to report on the work of internal audit and problems discovered, and shall submit an internal audit report to the Audit Committee at least once a year. The Audit Committee shall issue written appraisal comments on the effectiveness of internal control of the Company based on the internal audit report and relevant information submitted by the internal audit department and report to the Board.

Chapter 4 Decision making process

Article 11 The internal audit department is responsible for the preliminary preparation work for decisions to be made by the Audit Committee and the provision of written information on the relevant aspects of the Company:

(1) the relevant financial report of the Company;

(2) the working reports of both internal and external audit bodies;

(3) external audit contract and the relevant working report;

(4) audit report on material connected transactions of the Company;

(5) financial information and legal materials concerning significant investment projects;

(6) other related information.

Article 12 The Audit Committee will conduct appraisal and review on the report provided by the internal audit department and submit the relevant written resolution materials to the Board for discussion.

Chapter 5 Working rules

Article 13 The Audit Committee shall convene meetings on non-regular basis according to proposals of the chairman. Notice of meeting shall be given to all members at least three days in advance. A meeting shall be presided by the chairman, if the chairman is unable to attend, he may appoint another member who is an independent director to preside on his behalf, notice may be given at any time under urgent circumstances.

Article 14 Members of the Audit Committee may attend the meetings in person, or may appoint other members as proxies to attend and exercise voting rights on their behalf. A member of the Audit Committee who appoints another member as his proxy to attend a meeting and exercise his voting right shall submit an authorization letter to the chairman of the meeting. The authorization letter shall be submitted to the chairman of the meeting not later than the beginning of voting at the meeting.

Article 15 If a member of the Audit Committee is unable to attend a meeting and has not appointed another member to attend on his behalf, he will be considered as absent from the relevant meeting. Any member of the Audit Committee who is absent from two meetings consecutively shall be deemed to be unable to duly perform his duties, and members of the Audit Committee may propose his removal to the Board.

Article 16 Meetings of the Audit Committee shall be convened only with the attendance by two-thirds of the members as quorum; each member has one vote; resolution of the meeting must be passed by a simple majority of all members. In the event of equal votes, the chairman of the Audit Committee is entitled to an additional vote (a casting vote) and a decision shall be made by exercising such voting right.

Article 17 Voting in meetings of the Audit Committee shall be carried out by a show of hands or by poll; meetings may be convened by voting through telecommunication means.

Article 18 The person in charge of the internal audit department may attend meetings of the Audit Committee as observers, and directors, supervisors and senior management officers may also be invited to attend the meetings as observers, if necessary.

Article 19 If necessary, the Audit Committee may engage an intermediary firm to provide professional opinions for its decision making, and the fees shall be borne by the Company.

Article 20 The procedure to convene meetings, form of voting and resolutions passed by the meetings of the Audit Committee must comply with the laws, regulations, Articles of Association and requirements of these Terms of Reference.

Article 21 Minutes of meetings shall be maintained by the Audit Committee, members who are present at the meetings shall sign on the minutes of meetings; the minutes of meetings shall be kept by the Secretary to the Board of the Company. The draft and finalized version of the minutes of meeting shall be delivered to all members of the Audit Committee within a reasonable period after the meeting respectively, the draft is for expression of opinions by members and the finalized version is for their retention and record purposes.

Article 22 The resolutions and voting results passed at the meetings of the Audit Committee shall be reported to the Board of the Company in writing.

Article 23 Members who attend the meetings and persons who attend the meetings as observers shall have confidentiality obligations in respect of all items mentioned in the meetings.

Chapter 6 Supplemental Provisions

Article 24 These Terms of Reference, after being reviewed and approved by the Board, shall be effective from the date of listing and trading of the foreign listed shares issued by the Company on The Stock Exchange of Hong Kong Limited. Amendments to the Terms of Reference shall be effective after review and approval by the Board.

Article 25 Any matters not provided in these Terms of Reference or if any conflict between these Terms of Reference with the requirements of the relevant applicable laws, regulations, rules, regulatory documents and the Articles of Association, the requirements of the applicable laws, regulations, regulatory documents, Listing Rules and the Articles of Association shall prevail. In the event if any conflict between these Terms of Reference with the relevant laws, regulations, regulatory documents, Listing Rules or duly amended Articles of Association in future, the relevant laws, regulations, regulatory documents, Listing Rules and Articles of Association shall prevail, and these Terms of Reference will be amended as soon as possible for submission to the Board for review and approval.

Article 26 In case of any discrepancy between the Chinese and English versions of these Terms of Reference, the Chinese version shall prevail.

Dalian Wanda Commercial Properties Co., Ltd.
July 29, 2014