

DALIAN WANDA COMMERCIAL PROPERTIES CO., LTD.

Conditions and Procedures of the Nomination of Director Candidates

I. Conditions of the Nomination of Director Candidates

Directors shall be elected or removed by general meetings. When a general meeting is held by the Company, the Board, supervisory committee or shareholders who individually or together holding more than 3% of the shares of the Company may propose resolutions to the convener of the general meeting in relation to the election of Directors.

Candidates nominated as Directors must comply with the relevant requirements of director qualification set out in the Company Law of the PRC, the Articles of Association of Dalian Wanda Commercial Properties Co., Ltd. (the “Articles”) and other applicable laws and regulations. The Board shall have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.

II. Procedures of the Nomination of Director Candidates

Each director candidate should be separately proposed. Written notice concerning proposed nomination of a director candidate and indication of the candidate’s intention to accept the nomination shall be sent to the Company after the dispatch of the notice in respect of such election meeting by the Company and seven days before the general meeting is convened.

If the general meeting intends to discuss the election of directors, the notice of the general meeting shall disclose complete information of the director candidates. The notice should at least include the following:

- (1) Personal information including but not limited to education background, work experience and any part-time job;
- (2) Whether there is any associated relationship between him/her and the Company or the controlling shareholders and de facto controller of the Company;
- (3) Disclosure of the number of their shareholdings in the Company;
- (4) Whether or not they have been penalized by CSRC and other related securities regulatory departments and the stock exchange.

A director shall be elected upon the passing of the proposed resolution on a general meeting. An announcement shall be made according to relevant Listing Rules.

The nomination committee of the Company is entitled to propose its nomination of director candidates to the Board according to the Articles, the Terms of Reference for the Nomination Committee of the Board of Dalian Wanda Commercial Properties Co., Ltd. and other applicable laws and regulations.

- III. In case of any discrepancy between the Chinese and English versions of these Conditions and Procedures of the Nomination of Director Candidates, the Chinese version shall prevail.