

關於召開2022年年度股東大會的通知

各位股東：

根據大連萬達商業管理集團股份有限公司（以下簡稱「公司」）第五屆董事會第十次會議決議，公司擬召開2022年年度股東大會，現將有關事項通知如下：

一、會議基本情況

- 1、會議召集人：公司董事會
- 2、會議時間：2023年6月29日
- 3、會議召開方式：書面會議
- 4、會議表決方式：書面記名表決
- 5、股權登記日：2023年6月26日

二、會議審議事項

議案一：《關於審議公司2022年度董事會報告的議案》

議案二：《關於審議公司2022年度監事會報告的議案》

議案三：《關於聘請大華會計師事務所（特殊普通合夥）擔任公司2023年度審計機構的議案》

議案四：《關於預計公司2023年度日常關聯交易額度的議案》

議案五：《關於為全資或控股子公司提供擔保的議案》

議案六：《關於審議公司開展基礎設施REITs的議案》

議案七：《關於審議公司新增註冊發行基礎設施融資工具的議案》

議案八：《關於修改〈大連萬達商業管理集團股份有限公司章程〉的議案》

議案九：《關於選舉公司獨立董事的議案》

本次會議審議的議案中，議案八為特別決議案，需由出席股東大會的有表決權股東所持表決權的三分之二以上審議通過；其餘議案均為普通決議案，需由出席股東大會的有表決權股東所持表決權的二分之一以上審議通過。

三、 參會人員

- 1、 於股權登記日登記在冊的公司股東；
- 2、 公司董事、監事和高級管理人員；
- 3、 其他相關人員。

四、 會議表決

表決截止時間：2023年6月29日下午18:00時。

參會股東需於表決截止時間前將簽署的《會議表決票》原件提供至公司，或將掃描件通過電郵發送至公司並於會議召開當日或次日將原件寄出；於表決截止時間，公司仍未收到《會議表決票》原件或掃描件的，視為股東未出席。

公司指定的本次會議收件人信息如下：

聯繫人： 孔旋
地址： 北京市朝陽區建國路93號萬達廣場B座21層
郵政編碼：100022
電話： 010-85853674
電子郵箱：kongxuan@wanda.cn

五、 其他

公司股東可與會議聯繫人聯繫，以郵寄、電子郵件等方式憑股東身份證明材料進行登記並獲取股東大會議案材料。

大連萬達商業管理集團股份有限公司董事會

2023年6月5日

附：本次股東大會表決票

Dalian Wanda Commercial Management Group Co., Ltd.

THE NOTICE CONVENING THE 2022 ANNUAL GENERAL MEETING

Dear Shareholders,

Pursuant to the resolution of the 10th meeting of the fifth session of the Board of Directors of Dalian Wanda Commercial Management Group Co., Ltd. (hereinafter referred to as the "Company"), the Company proposes to convene the 2022 Annual General Meeting, and the relevant matters are as follows:

I. BASIC INFORMATION OF THE MEETING

1. Convener: the Board of Directors of the Company
2. Time: June 29, 2023
3. Way: circulation of written proposal
4. Voting method: written ballot
5. Share registration date: June 26, 2023

II. MATTERS TO BE CONSIDERED AT THE MEETING

- No. 1 Proposal: Proposal on Consideration of the Report of the Board of Directors of the Company for 2022
- No. 2 Proposal: Proposal on Consideration of the Report of the Supervisory Committee of the Company for 2022
- No. 3 Proposal: Proposal on the Appointment of Da Hua Certified Public Accountants LLP as the Auditor of the Company for 2023
- No. 4 Proposal: Proposal on the Expected Cap of Connected Transactions during the Ordinary Course of Business of the Company for 2023
- No. 5 Proposal: Proposal on the Provision of Guarantee for Wholly-owned or Controlled Subsidiaries
- No. 6 Proposal: Proposal on Consideration of the Development of Infrastructure REITs by the Company
- No. 7 Proposal: Proposal on Consideration of the Additional Registration and Issuance of Infrastructure Financing Instruments by the Company

No. 8 Proposal: Proposal on Amendments to the Articles of Association of Dalian Wanda Commercial Management Group Co., Ltd.

No. 9 Proposal: Proposal on the Election of Independent Directors of the Company

Among the proposals to be considered at the Meeting, the No. 8 Proposal is a special resolution that must be considered and approved by at least two-thirds of the voting rights held by the shareholders present at the Meeting; the remaining proposals are all ordinary resolutions that must be considered and approved by at least one-half of the voting rights held by the shareholders present at the Meeting.

III. ATTENDEES

1. Shareholders of the Company whose name appear on the register of members on the share registration date;
2. Directors, supervisors and senior management of the Company;
3. Other relevant personnel.

IV. VOTING AT THE MEETING

Deadline for voting: 18:00 p.m. on June 29, 2023.

Shareholders attending the Meeting are required to provide the original signed Voting Form of Meeting to the Company before the deadline or send the scanned copy to the Company by email with the original one delivered on the day or the next day of the Meeting; if the Company has not received the original or scanned copy of Voting Form of the Meeting by the deadline for voting, such shareholders are deemed to be absent.

The information of the addressee designated by the Company for the Meeting is as follow:

Contact person: Kong Xuan
Address: 21/F, Tower B, Wanda Plaza, No. 93 Jianguo Road, Chaoyang District, Beijing
Postal Code: 100022
Tel: 010-85853674
Email: kongxuan@wanda.cn

V. OTHER INFORMATION

Shareholders of the Company are available to the contact person for the Meeting to register and obtain relevant materials for the proposals of the Meeting by post or email and with their identification documents.

The Board of Dalian Wanda Commercial Management Group Co., Ltd.
June 5, 2023

Attachment: Voting Form of the Meeting

大連萬達商業管理集團股份有限公司

2022年年度股東大會表決票

股東姓名／名稱：_____

持有股份數：_____

序號	議案名稱	同意	反對	棄權
1	《關於審議公司2022年度董事會報告的議案》			
2	《關於審議公司2022年度監事會報告的議案》			
3	《關於聘請大華會計師事務所(特殊普通合夥)擔任公司2023年度審計機構的議案》			
4	《關於預計公司2023年度日常關聯交易額度的議案》			
5	《關於為全資或控股子公司提供擔保的議案》			
6	《關於審議公司開展基礎設施REITs的議案》			
7	《關於審議公司新增註冊發行基礎設施融資工具的議案》			
8	《關於修改<大連萬達商業管理集團股份有限公司章程>的議案》			
9	《關於選舉公司獨立董事的議案》			

說明事項：

每項議案表決只能在贊成、反對、棄權三項中選擇一項，用「✓」表示，未填、錯填、多填、塗改或字跡無法辨認的表決票視為投票人放棄表決權利，其所持股份數的表決結果應計為「棄權」。沒有簽名的票將作無效票處理。

股東簽字／蓋章^(註)：_____

2023年6月29日

註：

- 1、自然人股東：由股東本人親自簽字；
- 2、境內企業股東：加蓋企業公章；
- 3、境外企業股東：由有權簽字人簽字或加蓋企業印章。

Dalian Wanda Commercial Management Group Co., Ltd.

Voting Form for the 2022 Annual General Meeting

Name of shareholder: _____

Number of shares held: _____

NO.	Name of proposal	For	Against	Abstain
1	Proposal on Consideration of the Report of the Board of Directors of the Company for 2022			
2	Proposal on Consideration of the Report of the Supervisory Committee of the Company for 2022			
3	Proposal on the Appointment of Da Hua Certified Public Accountants LLP as the Auditor of the Company for 2023			
4	Proposal on the Expected Cap of Connected Transactions during the Ordinary Course of Business of the Company for 2023			
5	Proposal on the Provision of Guarantee for Wholly-owned or Controlled Subsidiaries			
6	Proposal on Consideration of the Development of Infrastructure REITs by the Company			
7	Proposal on Consideration of the Additional Registration and Issuance of Infrastructure Financing Instruments by the Company			
8	Proposal on Amendments to the Articles of Association of Dalian Wanda Commercial Management Group Co., Ltd.			
9	Proposal on the Election of Independent Directors of the Company			

Notes:

Each proposal can only be voted on by selecting one of the three options: for, against or abstain, indicated by a "√". The un-filled, wrongly-filled, over-filled, altered or illegible votes shall be deemed as the voters' waiver of voting rights, and the voting by the shares held by them shall be counted as "abstain". Votes without signatures will be treated as invalid.

Shareholder's signature/seal^(Note): _____

June 29, 2023

Notes:

1. Natural person shareholder: signed by the shareholder in person;
2. Domestic enterprise shareholders: affixing the company seal;
3. Overseas enterprise shareholders: signed by the authorized signatory or affixed the company seal.