
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 transferred all your shares in Wanda Hotel Development Company Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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萬達酒店發展有限公司

WANDA HOTEL DEVELOPMENT COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 169)

**PROPOSED CHANGE OF DIRECTOR
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM of Wanda Hotel Development Company Limited to be held at Unit 3007, 30/F., Two Exchange Square, 8 Connaught Place, Central, Hong Kong on Wednesday, 10 January 2024 at 10:00 a.m., is set out on pages 9 to 10 of this circular.

Whether or not Shareholders intend to attend the said meeting, they are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting (i.e. Monday, 8 January 2024 at 10:00 a.m. Hong Kong time) and any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

Hong Kong, 21 December 2023

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DEFINITIONS

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

“Board”	the board of Directors or a duly authorised committee of the board of Directors;
“Bye-laws”	the amended and restated bye-laws of the Company as adopted by special resolution passed on 24 May 2023;
“Company”	Wanda Hotel Development Company Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange;
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“DWCM”	大連萬達商業管理集團股份有限公司 (Dalian Wanda Commercial Management Group Co., Ltd.*, formerly known as 大連萬達商業地產股份有限公司 (Dalian Wanda Commercial Properties Co., Ltd*)), a company established in PRC with limited liability;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	18 December 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;

DEFINITIONS

“Notice of SGM”	the notice convening the SGM as set out on pages 9 to 10 of this circular;
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, Macao Special Administrative Region and Taiwan;
“SGM”	the special general meeting of the Company to be held at Unit 3007, 30/F., Two Exchange Square, 8 Connaught Place, Central, Hong Kong on Wednesday, 10 January 2024 at 10:00 a.m.;
“Share(s)”	the ordinary share(s) in the share capital of the Company;
“Shareholder(s)”	shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Wanda Hotel Design and Research Institute”	萬達酒店設計研究院有限公司 (Wanda Hotel Design and Research Institute Co., Ltd.), a company established in PRC with limited liability; and
“%”	per cent.

* *For identification purposes only*

LETTER FROM THE BOARD



萬達酒店發展有限公司
WANDA HOTEL DEVELOPMENT COMPANY LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code : 169)

Executive Director:

Mr. Ning Qifeng (*Chairman*)

Non-Executive Directors:

Mr. Ding Benxi

Mr. Han Xu

Mr. Zhang Lin

Independent Non-Executive Directors:

Dr. Chen Yan

Mr. He Zhiping

Dr. Teng Bing Sheng

*Head office and principal place of
business in Hong Kong:*

Unit 3007, 30th Floor

Two Exchange Square

8 Connaught Place

Central

Hong Kong

Registered office:

Victoria Place

5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

Hong Kong, 21 December 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF DIRECTOR
AND
NOTICE OF SPECIAL GENERAL MEETING**

Reference is made to the announcement of the Company dated 18 December 2023 in relation to the proposed change of Director. The purpose of this circular is to provide you with information on, among other things, (i) the proposed removal of a non-executive Director; (ii) the proposed appointment of an executive Director; and (iii) a notice convening the SGM and a proxy form.

A notice convening the SGM is set out on pages 9 to 10 to this circular.

LETTER FROM THE BOARD

On 18 December 2023, the Board resolved to convene a SGM for the purpose of considering the removal of Mr. Ding Benxi (“**Mr. Ding**”) as a non-executive Director (the “**Proposed Removal**”) and the election of Mr. Liu Yingwu (“**Mr. Liu**”) as an executive Director (the “**Proposed Election**”) in accordance with the Bye-laws.

PROPOSED REMOVAL OF NON-EXECUTIVE DIRECTOR

Since 1 September 2023 and until the Latest Practicable Date, the Board has been unable to contact Mr. Ding. As such, he has not been discharging his duties as a non-executive Director since 1 September 2023.

Pursuant to clause 104 of the Bye-laws, the Company may by ordinary resolution remove any Director before the expiration of his term of office notwithstanding anything in the Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead.

Having considered the above, in order to ensure the normal operation efficiency of the Board, the Board resolved to convene the SGM to consider and approve the Proposed Removal by way of an ordinary resolution.

The Board is of the view that the removal of Mr. Ding is in the interests of the Company and its Shareholders as a whole, and if the said removal takes effect, it will not have any material adverse impact on the operations of the Group.

To the best of the Directors’ knowledge, information and belief, the Board is not aware of any disagreement between Mr. Ding and the Board and there are no other matters relating to the Proposed Removal that need to be brought to the attention of the Stock Exchange or the Shareholders.

LETTER FROM THE BOARD

PROPOSED ELECTION OF EXECUTIVE DIRECTOR

In view of the Proposed Removal, the Board proposed the election of Mr. Liu at the SGM. Subject to approval of the Proposed Election at the SGM, the term of office of Mr. Liu shall be effective from the date of approval at the SGM until the first annual general meeting of the Company after the appointment. He is eligible for re-election after the expiry of his term of office.

The biographical details of Mr. Liu and other information relating to his appointment required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below:

Mr. Liu Yingwu (劉英武), aged 48, has been a senior assistant to the president of DWCM and the dean of Wanda Hotel Design and Research Institute since March 2017. Mr. Liu has also been the vice president of Wanda Hotel Management (Shanghai) Co., Ltd. since December 2020 and is responsible for design and construction division and development center. Mr. Liu was an assistant to the president of DWCM and the dean of Wanda Hotel Design and Research Institute from September 2016 to March 2017 and the vice president of Wanda Hotel Design and Research Institute from May 2013 to December 2015. Mr. Liu previously served as the deputy general manager of Dalian Wanda Commercial Properties Co., Ltd and the deputy general manager of Wanda Xishuangbanna International Tourism Resort Management Co., Ltd. Mr. Liu has extensive experience in the field of commercial planning and design (including hotel design management).

Mr. Liu obtained a bachelor's degree from Hefei University of Technology in July 1999 and a master's degree in business administration from Hefei University of Technology in July 2021.

Subject to the approval of Mr. Liu's appointment at the SGM, the Company will enter into a Director's service contract with him, which can be terminated by three months' advance notice in writing by either party and is subject to the provisions of the Bye-laws and Listing Rules. Mr. Liu will hold office until the first annual general meeting of the Company after the appointment and will be eligible for re-election at that meeting and will thereafter be subject to the provisions of retirement by rotation and re-election contained in the Bye-laws at future annual general meetings. Mr. Liu will not be entitled to any director's remuneration unless otherwise reviewed and determined by the Board and the Company's remuneration committee.

Mr. Liu will receive remuneration as a vice president of Wanda Hotel Management (Shanghai) Co., Ltd. in the amount of RMB4,080,000 per annum plus any discretionary bonus. The level of this remuneration was reviewed by the Remuneration Committee of the Company and determined on the basis of his responsibilities involved in the Company, the prevailing market conditions and the performance of the Company's results.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Liu was interested in 9,600,000 underlying shares of DWCM, a controlling shareholder of the Company, representing approximately 0.04% of the total issued shares of DWCM as at the Latest Practicable Date.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. Liu has confirmed that:

- he has not held any other directorships in any listed companies, in Hong Kong or overseas, in the last three years, nor any other positions within the Group;
- he does not have any relationship with any Directors, supervisors, senior management, substantial shareholder or controlling shareholder of the Company;
- he does not have nor is deemed to have any interests or short positions in the shares, underlying shares or bonds of the Company or its associated corporation(s) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and
- there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

CLOSURE OF REGISTER OF MEMBERS

The SGM is scheduled to be held on Wednesday, 10 January 2024. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 5 January 2024 to Wednesday, 10 January 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the SGM, unregistered holders of Shares should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 4 January 2024.

SPECIAL GENERAL MEETING

The SGM will be held at Unit 3007, 30/F., Two Exchange Square, 8 Connaught Place, Central, Hong Kong on Wednesday, 10 January 2024 at 10:00 a.m. The Notice of SGM is set out on pages 9 to 10 of this circular. Resolutions in respect of the Proposed Removal and the Proposed Election as referred to above will be proposed at the SGM.

LETTER FROM THE BOARD

ACTIONS TO BE TAKEN

A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete and return the form of proxy to the Company's Hong Kong branch share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the SGM (i.e. Monday, 8 January 2024 at 10:00 a.m. Hong Kong time) and any adjourned meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the SGM or any adjourned meeting should you so wish.

VOTING BY POLL

According to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll, and hence the chairman of the SGM will, pursuant to clause 70 of the Bye-laws, demand for a poll for all resolutions put forward at the SGM to be held on Wednesday, 10 January 2024.

RECOMMENDATION

The Directors believe that the Proposed Removal and the Proposed Election to be proposed at the SGM are in the best interests of the Company and Shareholders as a whole, and accordingly recommend you to vote in favour of all the relevant resolutions to be proposed at the SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors 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.

By order of the Board
Wanda Hotel Development Company Limited
Ning Qifeng
Chairman

NOTICE OF SGM



萬達酒店發展有限公司
WANDA HOTEL DEVELOPMENT COMPANY LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code : 169)

NOTICE IS HEREBY GIVEN that the Special General Meeting of shareholders of Wanda Hotel Development Company Limited (the “**Company**”) will be held at Unit 3007, 30/F., Two Exchange Square, 8 Connaught Place, Central, Hong Kong on Wednesday, 10 January 2024 at 10:00 a.m. (the “**SGM**”) for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution in relation to the removal of Mr. Ding Benxi as a non-executive director of the Company; and
2. To consider and approve the resolution in relation to the election of Mr. Liu Yingwu as an executive director of the Company.

By order of the Board
Wanda Hotel Development Company Limited
Ning Qifeng
Chairman

Hong Kong, 21 December 2023

Notes:

- (i) A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one proxy or more than one proxy (if he holds two or more shares) who must be an individual or individuals to attend and vote instead of him. A proxy does not need to be a shareholder of the Company.
- (ii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited with the Company’s Hong Kong branch share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not less than 48 hours before the time appointed for holding the meeting (i.e. Monday, 8 January, 2024 at 10:00 a.m. Hong Kong time) and any adjourned meeting.

NOTICE OF SGM

- (iii) For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 5 January 2024 to Wednesday, 10 January 2024 both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the SGM, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 4 January 2024.
- (iv) If typhoon signal no. 8 or above remains hoisted or "extreme conditions" caused by super typhoons is announced by the Hong Kong Government or a black rainstorm warning signal is in force at 8:00 a.m. on the date of the SGM, the SGM will be postponed. The Company will post an announcement on the Company's website at <http://www.wanda-hotel.com.hk> and the HKEXnews website at <http://www.hkexnews.hk> to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, Mr. Ning Qifeng (Chairman) is the executive Director, Mr. Ding Benxi, Mr. Han Xu and Mr. Zhang Lin are the non-executive Directors; and Dr. Chen Yan, Mr. He Zhiping, and Dr. Teng Bing Sheng are the independent non-executive Directors.