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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)

**GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
PROPOSED ADOPTION OF THE AMENDED AND
RESTATED BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Wanda Hotel Development Company Limited to be held at Unit 3007, 30/F., Two Exchange Square, 8 Connaught Place, Central, Hong Kong on Friday, 28 June 2024 at 10:00 a.m., is set out on pages 28 to 32 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. Wednesday, 26 June 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, 4 June 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Unit 3007, 30/F., Two Exchange Square, 8 Connaught Place, Central, Hong Kong on Friday, 28 June 2024 at 10:00 a.m.;
“Board”	the board of Directors or a duly authorised committee of the board of Directors;
“Bye-laws”	the bye-laws of the Company;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“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;
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Dalian Wanda Group”	大連萬達集團股份有限公司 (Dalian Wanda Group Co., Ltd.*), a company established in the PRC engaged in property development, hotel development and management, and operation of movie theatre and other cultural industry and investment holdings;
“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;
“Existing Bye-laws”	the existing bye-laws of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

* For identification purposes only

DEFINITIONS

“Latest Practicable Date”	28 May 2024, 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;
“New Bye-laws”	the amended and restated bye-laws of the Company;
“Notice of AGM”	the notice convening the AGM as set out on pages 28 to 32 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;
“Proposed Amendments”	the proposed amendments to the Existing Bye-laws as set out in Appendix III to this circular;
“RMB”	Renminbi;
“Share(s)”	the ordinary share(s) in the share capital of the Company;
“Share Issuance Mandate”	the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution as further set out in the section headed “General Mandate to Issue Shares” in this circular;
“Share Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution as further set out in the section headed “General Mandate to Repurchase Shares” in this circular;
“Shareholder(s)”	holder(s) of issued Shares;

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholders”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

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 Directors:

Mr. Ning Qifeng (*Chairman*)
Mr. Liu Yingwu

Non-Executive Directors:

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, 4 June 2024

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
PROPOSED ADOPTION OF THE AMENDED AND
RESTATED BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

By ordinary resolutions of the Shareholders passed on 24 May 2023, a general mandate was granted to the Directors to, inter alia, issue, allot and deal with new Shares not exceeding 20% of the issued share capital of the Company as at 24 May 2023. This general mandate will expire at the conclusion of the AGM if not renewed by ordinary resolution of the Shareholders before the AGM. It is therefore proposed to seek your approval at the AGM to grant a fresh general mandate to the Directors to exercise the above powers.

This circular contains all information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolutions proposed at the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM for the grant of a general mandate to the Directors to issue, allot or otherwise deal with additional Shares up to a maximum of 20% of the aggregate number of issued Shares as at the date of the passing of the relevant resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after passing of the resolution) (the “**Share Issuance Mandate**”). The 20% limit to the general mandate to issue additional Shares is imposed pursuant to the Listing Rules.

The Share Issuance Mandate is valid from the date of passing of the relevant resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Bye-laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders in a general meeting.

As at the Latest Practicable Date, the number of Shares in issue was 4,697,346,488. Accordingly, the exercise of the Share Issuance Mandate in full would enable the Company to issue, allot or otherwise deal with additional 939,469,297 Shares.

3. GENERAL MANDATE TO REPURCHASE SHARES

Under the Listing Rules, listed companies are allowed to repurchase their own issued securities. The Bye-laws also enable such securities repurchases to be made. The Directors consider that the power to repurchase Shares increases flexibility in the conduct of the Company’s affairs and is in the interests of the Company and the Shareholders as a whole.

At the AGM, an ordinary resolution will be proposed that the Directors be given a general mandate to exercise all powers of the Company to repurchase Shares subject to the Bye-laws, the applicable laws and relevant regulatory requirements. Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the mandate as set out in Resolution No. 9 of the Notice of AGM will be such number of Shares not exceeding 10% of the issued Shares as at the date of the AGM (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after passing of the resolution) (the “**Share Repurchase Mandate**”). A separate resolution authorizing the extension of the Share Issuance Mandate to the Directors to issue additional Shares by the number of Shares repurchased (if any) under the Share Repurchase Mandate will be proposed as Resolution No. 10.

Appendix I to this circular contains the explanatory statement required under the Listing Rules that gives all the information reasonably necessary to enable Shareholders to make an informed decision in connection with their approval of the Share Repurchase Mandate.

LETTER FROM THE BOARD

4. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Ning Qifeng and Mr. Liu Yingwu as executive Directors, Mr. Zhang Lin and Mr. Han Xu as non-executive Directors, and Dr. Chen Yan, Mr. He Zhiping and Dr. Teng Bing Sheng as independent non-executive Directors.

Mr. Han Xu, Dr. Teng Bing Sheng and Dr. Chen Yan will retire from their offices at the conclusion of the AGM in accordance with code provision B.2.2 in Appendix C1 of the Listing Rules. Mr. Han Xu, Dr. Teng Bing Sheng and Dr. Chen Yan being eligible, will offer themselves for re-election at the AGM in accordance with Bye-law 99 of the Bye-laws. Each of Dr. Teng Bing Sheng and Dr. Chen Yan as an independent non-executive Director has given a confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. Their appointments have been reviewed and assessed by the Nomination Committee of the Company, and the Board is of the view that Dr. Teng Bing Sheng and Dr. Chen Yan are able to continue fulfilling their jobs as required and meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

Mr. Liu Yingwu was appointed as an executive Director by the Shareholders on 10 January 2024. Pursuant to Bye-law 102 of the Bye-laws, Mr. Liu Yingwu shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at the AGM.

With their broad and solid management skills and experience, the Board is of the view that Mr. Liu Yingwu, Mr. Han Xu, Dr. Teng Bing Sheng and Dr. Chen Yan are able to provide various professional advice in different fields thus making contribution to the diversity of the Board.

Brief biographical details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

5. PROPOSED ADOPTION OF THE NEW BYE-LAWS

Reference is made to the announcement of the Company dated 25 March 2024 in relation to the proposed amendments to the Existing Bye-laws and the proposed adoption of the New Bye-laws.

The Board proposes to amend the Existing Bye-laws and adopt the New Bye-laws to allow the Company to (i) bring the Existing Bye-laws in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers, and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; and (ii) incorporate certain housekeeping amendments.

LETTER FROM THE BOARD

Details of the Proposed Amendments (marked-up against the relevant clauses of the Existing Bye-laws) are set out in Appendix III to this circular. The Proposed Amendments were prepared in the English language. The Chinese translation of the Proposed Amendments and the New Bye-laws is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

In view of the number of Proposed Amendments, the Board proposes to adopt the New Bye-laws in substitution for, and to the exclusion of, the Existing Bye-laws. The Proposed Amendments and the adoption of the New Bye-laws are subject to the approval of the Shareholders by way of special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the Existing Bye-laws shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Bermuda laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the Listing Rules and are not inconsistent with the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the Proposed Amendments for a Bermuda incorporated company listed on the Stock Exchange.

The Board considered that the Proposed Amendments are in the interest of the Company and the Shareholders. The resolution in relation thereto will be proposed at the AGM as a special resolution.

6. CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Friday, 28 June 2024. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 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 AGM, 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 Monday, 24 June 2024.

7. ANNUAL GENERAL MEETING

The AGM will be held at Unit 3007, 30/F., Two Exchange Square, 8 Connaught Place, Central, Hong Kong on Friday, 28 June 2024 at 10:00 a.m.. The Notice of AGM is set out on pages 28 to 32 of this circular. Resolutions in respect of, amongst others, the Share Issuance Mandate and the extension thereof, the Share Repurchase Mandate, the re-election of Directors and the proposed adoption of the New Bye-laws as referred to above will be proposed at the AGM.

LETTER FROM THE BOARD

8. ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, 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 AGM (i.e. Wednesday, 26 June 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 AGM or any adjourned meeting should you so wish.

9. 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 AGM will, pursuant to Bye-law 70 of the Bye-laws, demand for a poll for all resolutions put forward at the AGM to be held on Friday, 28 June 2024.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting at the AGM under the Listing Rules.

10. RECOMMENDATION

The Directors believe that the Share Issuance Mandate and the extension thereof, the Share Repurchase Mandate, the re-election of Directors and the proposed adoption of the New Bye-laws to be proposed at the AGM 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 AGM.

11. 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

This appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules, to provide required information to you for your consideration as to whether to vote for or against the ordinary resolution to be proposed at the AGM for granting the Share Repurchase Mandate.

(A) PROPOSED SHARE REPURCHASE MANDATE

It is proposed that the Directors may exercise the powers of the Company to repurchase up to 10% of the Shares in issue as at the date of passing of the resolution to approve the granting to the Directors the Share Repurchase Mandate. As at the Latest Practicable Date, the number of Shares in issue was 4,697,346,488. Accordingly, the exercise of the Share Repurchase Mandate in full (being the repurchase of 10% of the Shares in issue as at the date of the passing of the resolution to approve the Share Repurchase Mandate (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of shares after passing of the resolution)) would enable the Company to repurchase 469,734,648 Shares.

(B) REASON FOR REPURCHASES

Repurchases of Shares will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share. The Directors are seeking the grant of a general mandate to repurchase Shares to give the Company flexibility to do so if and when appropriate. The timing and the number(s), the price and other terms upon which the Shares are repurchased will be decided by the Directors at the relevant time having regard to the circumstances prevailing at that time.

(C) FUNDING OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules, the Takeovers Code and the applicable laws of Bermuda and Hong Kong. Under the applicable laws of Bermuda, repurchases may only be effected out of the capital paid up on the purchased Shares or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 31 December 2023) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(D) CONFIRMATION

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell any Shares to the Company or its subsidiaries if the Share Repurchase Mandate is granted. No core connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company or its subsidiaries or have undertaken not to sell any of the Shares held by them in the event that the Share Repurchase Mandate is approved by the Shareholders at the AGM.

The Directors confirm that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

The Directors confirm that to the best of their knowledge and belief, neither the explanatory statement as set out in this Appendix I nor the proposed repurchase of Shares pursuant to the Share Repurchase Mandate has any unusual features.

(E) IMPLICATIONS UNDER THE TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the controlling shareholder of the Company, Wanda Commercial Properties Overseas Limited (“**Wanda Overseas**”) was interested in 3,055,043,100 Shares, representing approximately 65.04% of the total issued share capital of the Company. Wanda Overseas is wholly-owned by Wanda Real Estate Investments Limited, which is in turn wholly-owned by Wanda Commercial Properties (Hong Kong) Co. Limited, which is turn wholly-owned by DWCM. In the event the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, the interest of Wanda Overseas would be increased to approximately 72.26%. Accordingly, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchases made under the Share Repurchase Mandate.

Such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any other consequences that would arise under the Takeovers Code as a result of a repurchase pursuant to the Share Repurchase Mandate.

(F) SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

(G) SHARE PRICES

The highest and lowest prices at which Shares have traded on the Stock Exchange in each of the previous twelve months before the printing of this circular were as follows:

		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023	May	0.31	0.255
	June	0.28	0.24
	July	0.3	0.25
	August	0.29	0.25
	September	0.3	0.24
	October	0.3	0.25
	November	0.29	0.24
	December	0.26	0.23
2024	January	0.25	0.192
	February	0.25	0.2
	March	0.23	0.201
	April	0.21	0.189
	May (<i>up to the Latest Practicable Date</i>)	0.25	0.182

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

EXECUTIVE DIRECTOR

Mr. Liu Yingwu (“Mr. Liu”), aged 49, has been serving as the executive vice president of Wanda Hotel Management Group and assistant to the chief president of Wanda Cultural Tourism Group since March 2024. Mr. Liu has served as an assistant to the senior president of Wanda Commercial Management Group and president of Wanda Hotel Design and Research Institute Co., Ltd. (“**Wanda Hotel Design and Research Institute**”), in charge of the design and construction division and development center since March 2017. 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.

Mr. Liu has entered into service contract with the Company for a term of three years from 10 January 2024 to 9 January 2027, which is renewable automatically for successive terms of one year each commencing from the date next after the expiry of the then current term, unless terminated by not less than three months’ notice in writing served by either party. Mr. Liu is not entitled to remuneration under his service contract with the Company but is entitled to remuneration from the Group which is determined by the Board and the Company’s remuneration committee after due consideration with reference to his responsibilities within the Group and the Group’s remuneration policies.

As at the Latest Practicable Date, Mr. Liu was not interested in any Shares, but Mr. Liu was interested in 9,600,000 shares in the share capital of DWCM. Save as disclosed above, Mr. Liu did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Liu has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

NON-EXECUTIVE DIRECTOR

Mr. Han Xu (“**Mr. Han**”), aged 53, has been a non-executive Director since March 2019, has extensive experience in finance and general management. From April 2023, Mr. Han has been serving as a first vice president of Dalian Wanda Group, a joint stock company incorporated in the PRC with limited liability, and a controlling shareholder of the Company and is responsible for overseeing all financial operations of Dalian Wanda Group. Prior to that, since his joining of the Dalian Wanda Group in 2002, Mr. Han served in various roles including the general manager of the finance department of DWCM, the general manager of the group financial management center, president assistant, senior president assistant, and vice president within the Dalian Wanda Group. He holds a master degree in business administration in Dongbei University of Finance and Economics.

Mr. Han has entered into a service contract with the Company with a term of appointment of 3 years from 14 March 2019 to 13 March 2022, which is renewable automatically for successive terms of one year each commencing from the date next after the expiry of the then current term, unless terminated by not less than three months’ notice in writing served by either party. Mr. Han is not entitled to remuneration under the service contract after due consideration with reference to his responsibilities with the Company and the Company’s remuneration policies.

As at the Latest Practicable Date, Mr. Han was not interested in any Shares, but Mr. Han (i) beneficially owns 26,400,000 shares in DWCM; and (ii) is interested in 9,600,000 shares in DWCM through the underlying shares of DWCM through his 0.82% interest as a limited partner of a limited partnership that beneficially owns those shares in DWCM. Save as disclosed above, Mr. Han did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Han has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Teng Bing Sheng (“Dr. Teng”), aged 53, has been an independent non-executive Director since March 2019. He is experienced in mergers and acquisitions and strategic management. He has been an independent non-executive director in Yangtze Optical Fibre and Cable Joint Stock Limited Company* (長飛光纖光纜股份有限公司), a company whose shares are listed on The Stock Exchange of Hong Kong Limited (stock code: 6869) since January 2020. He has been an independent non-executive director in Litian Pictures Holdings Limited, a company whose shares are listed on The Stock Exchange of Hong Kong Limited (stock code: 9958) since May 2020. From January 2023, he has been serving as an independent non-executive director of Zhejiang Aokang Shoes Co., Ltd. (a company whose shares are listed on the Shanghai Stock Exchange (stock code: 603001)). Prior to that, he was an independent non-executive director of (i) Shandong Gold Mining Co., Ltd. (山東黃金礦業股份有限公司), a company whose shares are listed on the Stock Exchange of Hong Kong Limited (stock code: 1787) in 2018 and the Shanghai Stock Exchange (stock code: 600547) in 2003, from 2014 to 2017; (ii) ZTE Corporation (中興通訊股份有限公司), a company whose shares are listed on The Stock Exchange of Hong Kong Limited (stock code: 763) and the Shenzhen Stock Exchange (stock code: 000063), from 2015 to 2018; (iii) Aoshikang Technology Co. Ltd. (奧士康科技股份有限公司), company listed on the Shenzhen Stock Exchange (stock code: 002913) from November 2018 to November 2021; and (iv) Haisco Pharmaceutical Group Co., Ltd. (海思科醫藥集團股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 002653) from January 2017 to September 2023. Dr. Teng served as an assistant professor and then associate professor of strategic management at The George Washington University from August 1998 to December 2006. He then joined Cheung Kong Graduate School of Business (長江商學院) in January 2007 as an associate professor and was promoted as a professor in February 2017 and has been the associate dean there since April 2009. Dr. Teng holds a doctorate of strategic management degree from City University of New York.

Dr. Teng has entered into a service contract with the Company with a term of appointment of 3 years from 21 March 2019 to 20 March 2022, which is renewable automatically for successive terms of one year each commencing from the date next after the expiry of the then current term, unless terminated by not less than three months’ notice in writing served by either party. Dr. Teng is entitled to an annual remuneration fixed at RMB220,000 under the service contract which is determined with reference to his responsibilities with the Company and the Company’s remuneration policies.

As at the Latest Practicable Date, Dr. Teng was not interested in any Shares. Dr. Teng did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Dr. Teng has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

* For identification purpose only

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Dr. Chen Yan (“Dr. Chen”), aged 62, has been an independent non-executive Director since March 2019. She has extensive experience in accounting. From July 2005, Dr. Chen has been a professor in accounting at the Dongbei University of Finance and Economics (東北財經大學). She is also an evaluation expert in financial accounting of the China Scholarship Council (國家留學基金委員會) and China Postdoctoral Science Foundation (中國博士後科學基金) since 2015, an evaluation expert of the National Social Science Fund of China (國家社科基金) since 2020 and an internal control specialist and a financial advisor at Dalian Fang Yuan CPA Co., Ltd (大連方圓會計師事務所有限公司) since 2017. From 2014 to 2017, she was involved in the risk assessment and review of the internal control systems of various research institutes and organizations for and on behalf of the Dongbei University of Finance and Economics. She was a deputy director of the Accounting Department from 2003 to 2007 of the same university. From March 2018 to December 2023, Dr. Chen served as the independent director of Liaoning SC Technology Co., Limited (遼寧思凱科技股份有限公司), a company incorporated in the PRC with limited liability. She has served as an independent director of Dalian Hellon Piston Co., Ltd (大連滙隆活塞股份有限公司), a company listed on National Equities Exchange and Quotations in Beijing Stock Exchange (stock code: 833455) since July 2022. Since September 2023, she has been serving as an independent non-executive director of Neusoft Xikang Holdings Inc. (a company whose shares are listed on The Stock Exchange of Hong Kong Limited (stock code: 9686)). Since December 2023, he has been serving as an independent director of Yingkou Jinchun Machinery Co., Ltd. (a company whose shares are listed on the Shanghai Stock Exchange (stock code: 603396)). Dr. Chen holds a doctor of business administration degree in accounting from the Dongbei University of Finance and Economics (東北財經大學) and is a non-practising member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) and a senior member of the Accounting Society of China (中國會計學會). She was also a former member of the American Accounting Association and the Association of Certified Fraud Examiners, respectively.

Dr. Chen has entered into a service contract with the Company with a term of appointment of 3 years from 21 March 2019 to 20 March 2022, which is renewable automatically for successive terms of one year each commencing from the date next after the expiry of the then current term, unless terminated by not less than three months’ notice in writing served by either party. Dr. Chen is entitled to an annual remuneration fixed at RMB220,000 under the service contract which is determined with reference to her responsibilities with the Company and the Company’s remuneration policies.

As at the Latest Practicable Date, Dr. Chen was not interested in any Shares. Save as disclosed above, Dr. Chen did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Dr. Chen has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with her re-election.

APPENDIX III**PARTICULARS OF PROPOSED
AMENDMENTS TO THE BYE-LAWS**

The following are the proposed amendments to the Bye-Laws. Unless otherwise specified, clauses, paragraphs and Bye-law numbers referred to herein are clauses, paragraphs and Bye-law numbers of the new Bye-Laws.

Cover page of the
New Bye-laws

AMENDED AND RESTATED BYE-LAWS**OF****Wanda Hotel Development Company Limited**

(as adopted by special resolution passed on ~~24 May 2023~~^[•] **2024**)



Bye-law No.	Provision in the New Bye-Laws (changes marked-up against provisions in the Existing Bye-Laws)
1.(A)	<p>The marginal notes to these Bye-Laws shall not be deemed to be part of these Bye-Laws and shall not affect their interpretation and, in the interpretation of these Bye-Laws, unless there be something in the subject or context inconsistent therewith:</p> <p>“appointed newspaper” shall have the meaning as defined in the Companies Act;</p> <p>“associates” shall have the meaning as defined in the Listing Rules;</p> <p>“Auditors” shall mean the persons for the time being performing the duties of that office;</p> <p>“Bermuda” shall mean the Islands of Bermuda;</p> <p>“the Board” shall mean the board of directors of the Company as constituted from time to time or (as the context may require) the majority of Directors present and voting at a meeting of the Directors at which a quorum is present;</p> <p>“these Bye-Laws” or “these presents” shall mean these Bye-Laws in their present form and all supplementary, amended or substituted Bye-Laws for the time being in force;</p> <p>“call” shall include any instalment of a call;</p> <p>“capital” shall mean the share capital from time to time of the Company;</p> <p>“the Chairman” shall mean the Chairman presiding at any meeting of shareholders or of the Board;</p> <p>“Clearing House” shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;</p> <p>“the Companies Act” shall mean the Companies Act 1981 of Bermuda as may from time to time<u>time</u> be amended;</p>

Bye-law No.	Provision in the New Bye-Laws (changes marked-up against provisions in the Existing Bye-Laws)
	<p>“the Company” or “this Company” shall mean Wanda Hotel Development Company Limited (formerly known as Wanda Commercial Properties (Group) Co., Limited, Hengli Commercial Properties (Group) Limited, Hengli Properties Development (Group) Limited and China Fair Land Holdings Limited) incorporated in Bermuda on the 2nd day of November 2000;</p> <p><u>“corporate communication” shall have the meaning as defined in the Listing Rules;</u></p> <p>“corporate representative” means any person appointed to act in that capacity pursuant to Bye-law 87(A);</p> <p>“debenture” and “debenture holder” shall respectively include “debenture stock” and “debenture stockholder”;</p> <p>“Director” means a director of the Company;</p> <p>“dividend” shall include scrip dividends, distributions in specie or in kind, capital distributions and capitalisation issues, if not inconsistent with the subject or context;</p> <p>“Head Office” shall mean such office of the Company as the Directors may from time to time determine to be the principal office of the Company;</p> <p>“HK\$” shall mean Hong Kong dollars or other lawful currency of Hong Kong;</p> <p>“holding company” and “subsidiary” shall have the meanings ascribed to them by the Companies Act;</p> <p>“Listing Rules” shall mean the Rules Governing the Listing of Securities on Thethe Stock Exchange of Hong Kong Limited (as may be amended from time to time);</p>

Bye-law No.**Provision in the New Bye-Laws****(changes marked-up against provisions in the Existing Bye-Laws)**

“month” shall mean a calendar month;

“Newspapers”, in relation to the publication in newspapers of any notice, shall mean in English in one leading English language daily newspaper and in Chinese in one leading Chinese language daily newspaper published and circulating generally in the Relevant Territory and specified for this purpose by the stock exchange in the Relevant Territory;

“paid up” in relation to a share, shall mean paid up or credited as paid up;

“the Principal Register” shall mean the register of shareholders of the Company maintained in Bermuda;

“the register” shall mean the Principal Register and any branch register to be kept pursuant to the provisions of the Statutes;

“Registered Office” shall mean the registered office of the Company for the time being;

“Registration Office” shall mean in respect of any class of share capital, such place or places in the Relevant Territory or elsewhere where the Directors from time to time determine to keep a branch register of shareholders in respect of that class of share capital and where (except in cases where the Directors otherwise agree) transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered;

“Relevant Territory” shall mean Hong Kong or such other territory as the Directors may from time to time decide if the issued ordinary share capital of the Company is listed on a stock exchange in such territory;

“Seal” shall mean any one or more common seals from time to time of the Company for use in Bermuda or in any place outside Bermuda;

Bye-law No.**Provision in the New Bye-Laws****(changes marked-up against provisions in the Existing Bye-Laws)**

“Secretary” shall mean the person or corporation for the time being performing the duties of that office;

“Securities Seal” shall mean a seal for use for sealing certificates for shares or other securities issued by the Company which is a facsimile of the Seal of the Company with the addition on its face of the words “Securities Seal”;

“share” shall mean share in the capital of the Company;

“shareholder” shall mean the duly registered holder from time to time of the shares in the capital of the Company;

“Statutes” shall mean the Companies Act and every other act (as amended from time to time) for the time being in force of the Legislature of Bermuda applying to or affecting the Company, the Memorandum of Association and/or these presents;

“Stock Exchange” shall mean The Stock Exchange of Hong Kong Limited;

“Transfer Office” shall mean the place where the Principal Register is situate for the time being; and

“writing” or “printing” shall include **“printing” shall, unless the contrary intention appears, be construed as including without limitation** writing, printing, lithography, photography, ~~typewriting~~ and every other ~~mode~~ **modes** of representing words or figures in a legible ~~visible form~~, and ~~non-transitory form~~ **including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the shareholder’s election comply with all applicable laws, rules and regulations.**

Bye-law No.	Provision in the New Bye-Laws (changes marked-up against provisions in the Existing Bye-Laws)
1.(G)	<u>To the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Companies Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the shareholders to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Companies Act, as applicable;</u>
26.	In addition to the giving of notice in accordance with Bye-Law 25, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the shareholders by notice to be published at least once in the Newspapers, <u>or to the extent permitted by and in compliance with the Listing Rules and all applicable laws and regulations from time to time in force, by notice published on the Stock Exchange’s website, or in the manner in which notices may be served by the Company as herein provided.</u>
44.	The registration of transfers may be suspended and the register closed on giving notice by advertisement in an appointed newspaper and in the Newspapers, <u>or subject to the Listing Rules and all applicable laws and regulations from time to time in force, by announcement or by electronic communication in the manner in which notices may be served by the Company as herein provided or any other means in such manner as may be accepted by the Stock Exchange,</u> at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares. The register shall not be closed for more than thirty days in any year.
144.	Notice of the declaration of an interim dividend shall be given by advertisement in the Relevant Territory and in such other territory or territories as the Board may determine and <u>or</u> in such manner as the Board shall determine.

Bye-law No.	Provision in the New Bye-Laws (changes marked-up against provisions in the Existing Bye-Laws)
162.(B)	<p>Every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report, shall not less than twenty-one days before the date of the meeting be sent to every shareholder of, and every holder of debentures of, the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of the Companies Act or these Bye-Laws <u>by any manner in which notices may be served by the Company as herein provided or any other means in such manner as may be permitted by all applicable laws and regulations from time to time in force and subject to the Company complying with the rules of the Stock Exchange</u>, provided that this Bye-Law shall not require a copy of those documents to be sent to any person of whose address <u>or electronic address</u> the Company is not aware <u>of</u> or to more than one of the joint holders of any shares or debentures, but any shareholder or holder of debentures to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the shares or debentures of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange, there shall be forwarded to the appropriate officer of such stock exchange such number of copies of such documents as may for the time being be required under its regulations or practice.</p>

Bye-law No.	Provision in the New Bye-Laws (changes marked-up against provisions in the Existing Bye-Laws)
167.	<p>Any notice or document <u>(including any corporate communications), whether or not,</u> to be given or issued under these Bye-Laws shall be in writing, and may be served by the Company on any shareholder either <u>(a) by serving it</u> personally <u>on the relevant person;</u> or <u>(b)</u> by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by advertisement in the Newspapers; <u>or (c) by delivering or leaving it at such registered address as aforesaid; or (d) by sending or transmitting it as an electronic communication to the relevant person at the electronic address provided by him in accordance with Bye-Law 167A, subject to the Company complying with the Listing Rules and all applicable laws and regulations from time to time in force; or (e) by publishing it on the Company's website and/or the Stock Exchange's website, subject to the Company complying with the Listing Rules and all applicable laws and regulations from time to time in force; or (f) by placing an advertisement in the Newspapers; or (g) by sending or otherwise making it available to the relevant person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Listing Rules and all applicable laws, rules and regulations.</u> In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>
167A.	<p><u>Every person who is entitled to receive notice from the Company under the provisions of the Companies Act or these Bye-Laws may register with the Company an electronic address to which notices can be served upon him.</u></p>
167B.	<p><u>Subject to any applicable laws, rules and regulations and the terms of these Bye-Laws, any notice, document, including but not limited to the documents referred to in Bye- Laws 162 and 167 may be given in English language only or in both English language and Chinese language.</u></p>

Bye-law No.	Provision in the New Bye-Laws (changes marked-up against provisions in the Existing Bye-Laws)
<u>167C.</u>	<u>Any shareholder who fails (and, where a share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address, or, in case of electronic communications, fails to supply his electronic address or a correct electronic address, to the Company for service of notices and documents on him shall not (and where a share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Directors in their absolute discretion so elect (and subject to them as re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Directors see fit, by publishing or otherwise making available on the Company or the Stock Exchange's website or by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such shareholder which notice shall state the address within the Relevant Territory at which he may obtain a copy of the relevant document, or, if the Board sees fit, by publishing or otherwise making available on the Company or the Stock Exchange's website. Any notice or document served in the manner so described shall be sufficient service as regards shareholders with no registered or incorrect addresses, provided that nothing in this Bye-law 167C shall be construed as requiring the Company to serve any notice or document on any shareholder with no or an incorrect registered address, or, in case of electronic communications, no or an incorrect electronic address, for the service of notice or document on him or on any shareholder other than the first name on the register of members of the Company.</u>

Bye-law No.	Provision in the New Bye-Laws (changes marked-up against provisions in the Existing Bye-Laws)
169. (A)	Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within the Relevant Territory and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and put into such post office shall be conclusive evidence thereof.
<u>169. (B)</u>	<u>Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the rules of the stock exchange of the Relevant Territory or any applicable laws or regulations.</u>
<u>169. (C)</u>	<u>Any notice, document or publication placed on either the Company's website or the Stock Exchange's website is deemed given or served by the Company on the day it first so appears on the relevant website, unless the rules of the stock exchange of the Relevant Territory specify a different date, in which case the deemed date of service shall be as provided or required by the rules of the stock exchange of the Relevant Territory.</u>
<u>169. (D)</u>	<u>Any notice, document or publication served or delivered in any other manner contemplated by these Bye-Laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant dispatch, transmission or publication; and in proving such service or delivery, a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, dispatch, transmission or publication shall be conclusive evidence thereof.</u>

Bye-law No.	Provision in the New Bye-Laws (changes marked-up against provisions in the Existing Bye-Laws)
170.	A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a shareholder by sending it through <u>electronic means, to the extent permitted by all applicable laws or regulations, or</u> the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the <u>electronic address or</u> address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an <u>electronic address or</u> address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
172.	Any notice or document delivered or sent <u>through electronic means, to the extent permitted by all applicable laws or regulations, or</u> by post to, or left at the registered address of, any shareholder in pursuance of these presents, shall notwithstanding that such shareholder be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.
173.	The signature to any notice to be given by the Company may be written or printed <u>in writing or printing or by means of facsimile or, where relevant, by electronic signature.</u>

Bye-law No. **Provision in the New Bye-Laws**
(changes marked-up against provisions in the Existing Bye-Laws)

178.

INDEIVINITYINDEMNITY

Save and except so far as the provisions of this Bye-Law shall be avoided by any provisions of the Statutes, the Directors, Managing Directors, alternate Directors, Auditors, Secretary and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default, fraud and dishonesty respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except as the same shall happen by or through their own wilful neglect or default, fraud and dishonesty respectively.

NOTICE OF AGM



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 Annual 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 Friday, 28 June 2024 at 10:00 a.m. (the “**AGM**”) for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditors of the Company for the year ended 31 December 2023;
2. To re-elect Mr. Liu Yingwu as an executive director of the Company;
3. To re-elect Mr. Han Xu as a non-executive director of the Company;
4. To re-elect Dr. Teng Bing Sheng as an independent non-executive director of the Company;
5. To re-elect Dr. Chen Yan as an independent non-executive director of the Company;
6. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company;
7. To re-appoint Ernst & Young as independent auditors and to authorize the board of directors of the Company to fix their remuneration;
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power, be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (aa) Rights Issue; or (bb) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (cc) the exercise of any option under any share option scheme of the Company adopted by its shareholders for the grant or issue to participants of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire shares of the Company; or (dd) any scrip dividend or other similar scheme implemented in accordance with the Company's bye-laws, shall not exceed 20% (or such other percentage as may from time to time be specified in the Listing Rules) of the total aggregate number of the shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of this resolution) and the said approval be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company; or
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Company's bye-laws to be held; or
 - iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares or other securities open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements the directors of the Company may deem necessary or expedient in relation to fractional entitlements of having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

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9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company or any other rights to subscribe shares in the capital of the Company in each case on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the rules governing the listing of securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the directors of the Company;
- (c) the aggregate number of the ordinary shares of the Company or any other rights to subscribe shares in the capital of the Company in each case which the directors of the Company are authorised to repurchase pursuant to the approvals in sub-paragraphs (a) and (b) of this resolution shall not exceed 10% of the aggregate number of the ordinary shares of the Company in issue on the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of this resolution) and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company; or
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Company’s bye-laws to be held; or
 - iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.”

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10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the ordinary resolutions numbered 8 and 9 as set out in the notice convening this meeting, the general mandate referred to in resolution numbered 8 above be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of a number representing the aggregate number of shares of the Company repurchased by the Company since the granting of the general mandate referred to in resolution numbered 9 above and pursuant to the exercise by the directors of the powers of the Company to purchase such shares provided that such extended number shall not exceed 10% of the aggregate number of the shares of the Company in issue on the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after passing of this resolution).”

SPECIAL RESOLUTION

11. As special business, to consider and, if thought fit, pass with or without modification the following resolution as a special resolution of the Company:

“**THAT**:

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing bye-laws of the Company (the “**Existing Bye-laws**”), the details of which are set out in Appendix III to the circular of the Company dated 4 June 2024, be and are hereby approved;
- (b) the amended and restated Bye-laws (the “**New Bye-laws**”) incorporating and consolidating all the Proposed Amendments as set out in Appendix III to the circular of the Company dated 4 June 2024 in the form of the printed document produced to this meeting and for the purpose of identification signed by the chairman of this meeting, be and is hereby adopted, confirmed and approved as the new bye-laws of the Company in substitution for and to the exclusion of the Existing Bye-laws with immediate effect after the close of this meeting; and
- (c) any Director of the Company be and is hereby authorised to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the Proposed Amendments to the Existing Bye-laws and the adoption of the New Bye-laws.”

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

Hong Kong, 4 June 2024

NOTICE OF AGM

Notes:

- (i) A shareholder of the Company (if he holds two or more shares) entitled to attend and vote at the above meeting is entitled to appoint one proxy or more than one proxy 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. Wednesday, 26 June 2024 at 10:00 a.m. Hong Kong time) and any adjourned meeting.
- (iii) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 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 AGM, 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 Monday, 24 June 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 AGM, the AGM 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.