This summary is intended to provide you with an overview of the information contained in this document. As it is a summary, it does not contain all the information that may be important to you. You should read the whole document before you decide whether to invest in the **[REDACTED]*****. Some of the particular risks of investing in the*** **[REDACTED]** ***are set out in "Risk Factors" and you should read that section carefully before you decide to invest in the*** **[REDACTED].**

ABOUT US

We are the largest commercial operation service provider in China, with a market share of 9.0% in terms of aggregate GFA under management and GFA of pipeline projects as of December 31, 2022. We are also a pioneer in technology-driven commercial management and digital operations with a primary focus on malls. Our commercial operation services include (i) commercial management services, (ii) property management services and (iii) value-added services:

- **Commercial management services** consist of (i) pre-opening consultancy services, which include site selection, market analysis and positioning services, design consultancy services, and construction consultancy services; and (ii) operational management services, which include opening preparation services, tenant sourcing and management services, tenant coaching service, consumer membership services and property owner relationship management services.

- **Property management services** primarily include (i) security services, (ii) cleaning and greening services and (iii) repair and maintenance services.

- **Value-added services** primarily include (i) advertising space management services, (ii) common area management services, (iii) parking lot management services and (iv) marketing and promotion services.

See "Business – Our Services" for further details about our service scope.

We provide property owners with comprehensive commercial operation services, bring massive foot traffic to tenants and enhance their marketing capability, and address the diverse needs of consumers. As of December 31, 2022, we managed 472 malls with GFA under management of 65.6 million sq.m. In 2020, 2021 and 2022, the average occupancy rate of the malls under our management (excluding parking spaces) was 98.6%. As of December 31, 2022, we had 181 pipeline projects, including 163 projects from independent third parties.

The commercial operation service market in China is fragmented. According to Frost & Sullivan, as of December 31, 2022, among the commercial operation service providers:

- we ranked first globally and in China in terms of GFA under management and our GFA under management exceeded the sum of all the others ranked from second to the tenth in China;

- we ranked first in China in terms of GFA of pipeline projects; and

- we ranked first in China in terms of the number of malls under management owned by independent third parties.

Most of the malls under our management are named "Wanda Plaza." "Wanda Plaza" is a well-known brand for malls in China and has maintained an excellent brand recognition. The registered owner of the brand name "Wanda Plaza" is DWCM. We entered into a trademark licensing agreement with DWCM on April 25, 2021. Pursuant to such agreement, we are entitled to use and sublicense the trademarks owned by DWCM while these trademarks remain valid. We did not separately charge property owners any fees for using the brand name "Wanda Plaza." However, when negotiating our entitlement to the NOI with property owners, we took into account the premium that the brand name of "Wanda Plaza" may bring to property owners as the right to use the brand name was included in the service package that we provided to the property owners. Wanda Plaza is a single multi-functional complex which integrates tenants from a wide range of businesses. In addition to retailers, we also bring together tenants of various experience- based businesses to Wanda Plaza, including catering, lifestyle, sports, art, children goods and services, medical, healthcare, entertainment, education and daily services. As a result, Wanda Plaza is an important venue for leisure, entertainment and consumption activities. It provides consumers with a consumption experience that is difficult to be replicated by online services.

Since we commenced managing Wanda Plazas in 2002, we have accumulated extensive operational experience and unique industry insights, established mature operation and tenant sourcing systems, and equipped ourselves with strong technology and data analysis capabilities. These experiences and capabilities have laid a solid foundation for us to expand our business to manage malls owned by independent third parties. We started to manage malls owned by independent third parties under the asset-light model in 2015. As of December 31, 2022, we managed 184 malls owned by independent third parties, accounting for 39.0% of the total number of malls under our management. As of December 31, 2022, we were the only commercial operation company in China that provides management services to independent third parties at large scale.

We have an excellent, stable and experienced management team. Our senior management members have on average over 15 years of industry experience and have extensive experience in commercial property investment and management. Our senior management team has also led a number of major innovations in the commercial management industry, such as increasing the proportion of experience-based businesses, the adoption of the asset-light model and promoting the concept of a daily life center.

OUR KEY OPERATING DATA[1]

Largest management scale

- **472** malls under management[2]
- **181** pipeline projects[2]
- **65.6 million sq.m.** of GFA under management[2]

Strongest asset-light expansion capability

- **184** malls under management owned by independent third parties[2]
- **163** pipeline projects from independent third parties[2]
- **100%** asset-light model[3]

Most extensive offline traffic reach

- **3,941.2 million** in foot traffic[4]
- **327.9 million** in vehicle traffic[4]
- **99.8 million** members[2]

Most comprehensive consumer brand coverage

- **98,700+** offline tenants[2]
- **71,700+** online tenants[2]
- **24,700+** brand partners[2]

Notes:

1. The operating data of the projects managed under Xinyue Anhui are not included here. In December 2022, through the acquisition of Xinyue Anhui, we entered into 17 agreements to obtain the operation rights of the projects managed thereunder, the total GFA of which amounts to 280 thousand sq.m.. As of December 31, 2022, the GFA under our management of these projects was 268 thousand sq.m., representing 0.41% of the total GFA under our management; there was one project that was not yet in operation and hence the GFA for this project has not yet been included in GFA under our management. Unless otherwise specified, the operating data disclosed in "Summary" and "Business" sections in this document do not include the operating data of projects managed under Xinyue Anhui. See "Business – Entrusted Management Model – Projects Managed under Xinyue Anhui" for further details.

2. As of December 31, 2022.

3. We do not own the malls under our management or the malls to be opened in our pipeline projects. See "Industry Overview – Analysis of Commercial Operation Services Market in China – Introduction to Asset-light Models."

4. For the twelve months ended December 31, 2022.

OUR OPERATING MODELS

We provide our services under two operating models: (i) the entrusted management model and (ii) the sublease management model. We commenced providing services to the property owners of Wanda Plazas in 2002. During the Track Record Period, we have made a series of adjustments to the operating models for malls under our management owned by Wanda Group and independent third parties. As of the Latest Practicable Date, all of the 290 malls under our management owned by Wanda Group had adopted the entrusted management model, while 143 of a total of 193 malls under our management owned by the independent third parties had adopted the sublease management model. In respect of these operating models:

- ***Entrusted management model.*** We are entrusted with full authority to manage the malls. We provide various commercial management services, property management services and value-added services.

- ***Sublease management model.*** We lease malls from property owners and sublease the commercial spaces within the malls to tenants. Meanwhile, we have full authority to manage the malls. The scope of our services under the sublease management model is largely consistent with that of the entrusted management model. Compared with the traditional sublease management model in the industry, our sublease management model is primarily an NOI-based type. See "Industry Overview – Analysis of Commercial Operation Services Market in China – Introduction to Asset-light Models."

Under the entrusted management model, our revenue primarily consists of operational management service fees, pre-opening consultancy service fees, property management fees and value added service fees. Under the sublease management model, our revenue primarily consists of rental income from tenants for our commercial management services and subleasing, pre-opening consultancy service fees, property management fees and value-added service fees. Despite that the revenue sources are slightly different under our entrusted management model and sublease management model, we generally end up entitling to a certain percentage, typically ranging from 20% to 40%, of NOI generated from projects under both management models. See "Business – Our Operating Models – Overview" for the relationship between NOI and our revenue sources.

We made the following adjustments to our operating models:

- In 2020 and January 2021, we respectively switched 34 malls and one mall owned by Wanda Group and managed under the entrusted management model to be managed under the sublease management model as part of our effort to explore the appropriate operating model for our businesses.

- Since May 2021, we have started to charge operational management service fees under the entrusted management model as calculated based on the NOI of the malls we manage, thereby recognizing revenue from the operational management services.

- In March 2021, we started to switch all 56 malls owned by Wanda Group that were previously managed under the sublease management model to the entrusted management model, in order to align the operating model across all projects from Wanda Group.

- In the six months ended June 30, 2021, we ceased the fixed or minimum payment arrangements provided to independent third parties who used to enjoy such arrangements under the sublease management model through disposal of the relevant subsidiaries that managed such malls. Subsequent to the adjustment, we no longer pay the fixed or minimum rental fee to the mall owners under the sublease management model. Such adjustment relieved us from having to consolidate the relevant right-of-use assets into our balance sheet, thereby facilitating the adoption of the asset-light model.

See "Business – Our Operating Models" for further details about our operating models, adjustments to our operating models during the Track Record Period, revenue sources and the calculations of NOI generated from projects. The foregoing adjustments caused or will cause a change in the mix of revenue contribution from our two operating models and may have a positive impact on our operating performance. See "Financial Information – Key Factors Affecting Our Resulting of Operations – Adjustments to Our Operating Models."

We provide various types of commercial operation services under these operating models. The table below sets out a breakdown of revenue by services offered under different operating models for the periods indicated.

	Year ended December 31,					
	2020		2021		2022	
	(RMB in thousands, except percentages)					
Entrusted management model						
– Commercial management services[1]	62,379	0.4%	3,881,170	16.5%	5,493,523	20.2%
– Property management services	5,280,725	30.7%	7,370,739	31.4%	7,962,441	29.4%
– Value-added services	3,494,527	20.3%	5,229,901	22.3%	6,242,146	23.0%
Subtotal	**8,837,631**	**51.4%**	**16,481,810**	**70.2%**	**19,698,110**	**72.6%**

	Year ended December 31,					
	2020		2021		2022	
	(RMB in thousands, except percentages)					
Sublease management model						
– Commercial management services and subleasing[2]	5,533,426	32.2%	4,343,012	18.5%	4,384,773	16.2%
– Property management services	2,223,537	12.9%	1,991,148	8.5%	2,094,257	7.7%
– Value-added services	601,287	3.5%	665,194	2.8%	942,586	3.5%
Subtotal	**8,358,250**	**48.6%**	**6,999,354**	**29.8%**	**7,421,616**	**27.4%**
Total	**17,195,881**	**100.0%**	**23,481,164**	**100.0%**	**27,119,726**	**100.0%**

Notes:

1. Prior to May 2021, we provided operational management services without charge under the entrusted management model, and therefore, the revenue generated from commercial management services under the entrusted management model prior to May 2021 consisted entirely of the revenue from pre-opening consultancy services. Since May 2021, we have started to charge service fees for operational management services under the entrusted management model. See "Business – Our Operating Models."

2. The revenue generated from providing commercial management services and subleasing under the sublease management model mainly consists of rental income from the tenants.

OUR COMPETITIVE STRENGTHS

- Largest commercial operation service provider globally
- The largest technology-empowered offline commercial operation platform globally
- The largest commercial operation service system in China, covering the whole industry chain
- The only commercial operation service provider in China that provides large-scale management services to independent third parties
- The world's leading offline commercial ecosystem
- High operating efficiency and effectiveness
- Influential founder, strong, stable and experienced senior management and excellent talent team

OUR STRATEGIES

- Accelerate our expansion in scale, promote industry integration, and further consolidate our global leading industry position

- Enrich monetization scenarios, increase monetization investments, and enhance diversified traffic monetization capabilities

- Deepen technology research and development, strengthen technology capabilities, and improve service quality and operational efficiency

- Strategically invest in our ecosystem and strengthen our whole industry chain service capabilities

- Improve and optimize the management of human resources and build a leading talent team in the industry

CUSTOMERS AND SUPPLIERS

We have a large, growing and loyal customer base, primarily comprising tenants. In addition to tenants that engage in traditional retail businesses, our customers also include tenants that provide consumers with immersive consumption experience, with which we could provide consumers with a full consumption scenarios such as catering, lifestyle, sports, art, children goods and services, medical, healthcare, entertainment, education and daily services. In each of the years ended December 31, 2020, 2021 and 2022, revenue generated from our five largest customers was approximately RMB2,023.0 million, RMB5,635.9 million and RMB6,938.4 million, accounting for 11.7%, 24.1% and 25.5% of our total revenue, respectively.

We have established stable and long-term business relationships with most of our major suppliers which include property owners, utilities companies, property services companies, engineering repair and maintenance companies, special equipment repair and maintenance companies, and construction engineering renovation companies. In each of the years ended December 31, 2020, 2021 and 2022, purchases from our five largest suppliers were approximately RMB4,585.1 million, RMB3,107.4 million and RMB3,243.7 million, accounting for 40.8%, 28.2% and 28.2% of our total purchases, respectively.

RISK FACTORS

Our business and the [**REDACTED**] involve certain risks as set out in the "Risk Factors" in this document. You should read that section in full before deciding to invest in [**REDACTED**]. Some of the major risks we face include:

- The success of our business is dependent on general economic and market conditions.
- Our adjustments to the operating model make it difficult to assess our prospects or forecast our future results.
- We may not be able to successfully carry out our business expansion and growth strategy.
- A significant portion of our revenue was generated from projects sourced from Wanda Group during the Track Record Period, over which we have no control.
- Termination upon expiry, early termination or non-renewal of a significant number of our commercial operation service contracts with property owners could have a material adverse effect on our business, financial condition and operating results.
- Our ability to maintain or improve our profitability depends on our ability to control operating costs, in particular, staff costs, subcontracting costs, utility costs, selling and distribution expenses.
- Any inappropriate use of our trade name or trademark and deterioration in our brand image could materially and adversely affect our business.
- Changes in the economic, political and social conditions and government policies in China could adversely affect our business and prospects.

OUR CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, DWCM was directly interested in approximately 69.99% of the total issued Shares and indirectly interested in approximately 8.84% of the total issued Shares through Zhuhai Wanxin, Zhuhai Wanying and Yinchuan Wanda. Immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised), DWCM will be directly interested in approximately [**REDACTED**] of the total issued Shares and indirectly interested in approximately [**REDACTED**] of the total issued Shares through Zhuhai Wanxin, Zhuhai Wanying and Yinchuan Wanda. As of the Latest Practicable Date, Mr. Wang Jianlin held 49.30% equity interests in DWCM, comprising (i) 1.40% direct interest, (ii) 44.71% indirect interest through Wanda Group, Zhuhai Wenpan and Zhuhai Xiangyi and (iii) 3.18% direct interest held by Ms. Lin Ning, the spouse of Mr. Wang Jianlin. Accordingly, Mr. Wang Jianlin, Ms. Lin Ning, Dalian Hexing, Wanda Group, Zhuhai Wenpan, Zhuhai Xiangyi, DWCM, Zhuhai Wanxin, Zhuhai Wanying and Yinchuan Wanda together constitute a group of the Controlling Shareholders. Please see "Relationship with Controlling Shareholders."

Our Relationship with DWCM

The tables below set forth a breakdown of the number of projects under our management, revenue, GFA under management and gross profit margin by property owners for the periods and as of the dates indicated.

	As of December 31/Year ended December 31											
	2020				2021				2022			
	Number of malls	Revenue *(RMB in thousands)*	GFA under management *(sq.m. in thousands)*	Gross profit margin	Number of malls	Revenue *(RMB in thousands)*	GFA under management *(sq.m. in thousands)*	Gross profit margin	Number of malls	Revenue *(RMB in thousands)*	GFA under management *(sq.m. in thousands)*	Gross profit margin
Wanda Group[1]	270	11,676,413	40,334	33.9%	285	15,896,809	42,507	48.3%	288	17,493,971	42,872	55.7%
Independent third parties	98	5,519,468	12,437	43.3%	132	7,584,355	16,448	37.5%	184[2]	9,625,755[3]	22,951	33.6%[3]
Total	**368**	**17,195,881**	**52,771**	**36.9%**	**417**	**23,481,164**	**58,955**	**44.8%**	**472**	**27,119,726**	**65,823**	**47.9%**

Notes:

1. During the Track Record Period, except for one mall, all malls managed by us under this category of property owner were owned by the Parent Group. In 2021, there was one mall managed by us that was owned by an other subsidiary of Wanda Group.

2. In December 2022, through the acquisition of Xinyue Anhui, we entered into 17 agreements to obtain the operation rights of the projects managed thereunder. These projects are primarily commercial districts and plazas where stores agglomerated. See "Business – Entrusted Management Model – Projects Managed under Xinyue Anhui" for further details.

3. Revenue and gross profit of the projects managed by Xinyue Anhui were not reflected because we only obtained the operation rights of these projects on December 31, 2022 and did not participate in the management of these projects in 2022.

In 2021 and 2022, the malls owned by Wanda Group had a higher gross profit margin than those owned by independent third parties, as (i) all of the malls owned by Wanda Group have been managed under the entrusted management model after the adjustment of our operating models between March and June 2021, where we have started to charge for operational management services since May 2021, while (ii) most of the malls owned by independent third parties have been managed under the sublease management model, which incur cost of sales in the form of variable rental payments while malls managed under the entrusted management model do not incur such cost. In 2019 and 2020, the malls owned by Wanda Group had a lower gross profit margin as compared to the malls owned by independent third parties, primarily because (i) a majority of the malls owned by Wanda Group were managed under the entrusted management model in 2019 and 2020, where we did not charge fees for the operational management services before the adjustment of our operating models, while (ii) a majority of the malls owned by independent third parties were managed under the sublease management model, where the fixed rental payments and the fixed portion of minimum rental payments that we made to the property owners were not recognized as cost of sales. See "Financial Information – Key Factors Affecting Our Results of Operations – Our Operating Model Mix" for further information.

See "Relationship with Controlling Shareholders – Our Relationship with DWCM" for further details about our relationship with DWCM.

H-SHARE PRIVATIZATION AND PROPOSED A-SHARE LISTING OF DWCM

The H shares of DWCM were listed on the Stock Exchange on December 23, 2014 and delisted on September 20, 2016. On August 31, 2015, DWCM applied for the A share listing on the Shanghai Stock Exchange. On March 23, 2021, DWCM withdrew its application for A share listing on the Shanghai Stock Exchange. See "History Reorganization and Corporate Structure – H-share Privatization and Proposed A-share Listing of DWCM."

SUMMARY OF KEY FINANCIAL INFORMATION

This summary historical data of financial information set forth below have been derived from, and should be read in conjunction with, our consolidated financial statements, including the accompanying notes, set forth in the Accountants' Report set out in Appendix I to this document, as well as the information set forth in "Financial Information" of this document. The consolidated financial information has been prepared under the historical cost convention, except for investment properties, equity investment designated at fair value through other comprehensive income and financial assets at fair value through profit or loss which have been measured at fair value, as explained in the respective accounting policies in the Accountants' Report in Appendix I to this document.

You should not unduly rely on our past operating results to predict our future performance.

OUR CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

The table below sets forth a summary of our consolidated statements of profit or loss and other comprehensive income for the year indicated:

	Year ended December 31,		
	2020	**2021**	**2022**
	(RMB in thousands)		
Revenue	**17,195,881**	**23,481,164**	**27,119,726**
Gross profit	**6,343,942**	**10,521,680**	**12,983,758**
Profit before tax	**1,733,042**	**4,934,473**	**9,303,508**
Profit for the year	**1,112,274**	**3,512,218**	**7,533,827**
Attributable to:			
Owners of the Company	1,112,274	3,503,083	7,502,659
Non-controlling interests	–	9,135	31,168

During the Track Record Period, our revenue was RMB17,195.9 million, RMB23,481.2 million and RMB27,119.7 million in 2020, 2021 and 2022, respectively. The increases in our revenue were primarily driven by increases in the number of malls and GFA under our management due to our business expansion. Our GFA under management increased from 52.8 million sq.m. as of December 31, 2020 to 59.0 million sq.m. as of December 31, 2021 and further to 65.6 million sq.m. as of December 31, 2022.

During the Track Record Period, our net profit was RMB1,112.3 million, RMB3,512.2 million and RMB7,533.8 million in 2020, 2021 and 2022, respectively.

Our net profit increased in 2021 compared to 2020 primarily because our revenue increased by 36.6% to RMB23,481.2 million in 2021 from RMB17,195.9 million in 2020, primarily attributable to (a) an increase in commercial management services income under entrusted management model of 6,119.9% to RMB3,881.2 million in 2021 from RMB62.4 million in 2020, as we started to charge service fees for operational management services since May 2021 under the entrusted management model; (b) an increase in property management services income and an increase in value-added services income in 2021, driven by the recovery of our business from the impact of the COVID-19 pandemic. Our net profit increased in 2022 compared to 2021 primarily because (i) our revenue increased by 15.5% to RMB27,119.7 million in 2022 from RMB23,481.2 million in 2021, primarily attributable to (a) an increase in commercial management services income under the entrusted management model of 19.5% to RMB19,698.1 million in 2022 from RMB16,481.8 million in 2021, as we started to charge service fees for operational management services since May 2021 under the entrusted management model; (b) an increase in property management services income and an increase in value-added services income in 2022, driven by increases in the number of malls and GFA under our management due to our business expansion; and (ii) we record one-time losses of RMB1,255.1 million on disposal of subsidiaries and losses of RMB63.0 million on derecognition of right-of-use assets included in investment properties, both of which were related to the adjustments of our operating models, in 2021. See "Financial Information – Results of Operations."

SUMMARY OF THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The following table sets forth the components of our consolidated statements of financial position as of the dates indicated:

	As of December 31,		
	2020	**2021**	**2022**
	(RMB in thousands)		
Total non-current assets	**21,012,352**	**1,284,680**	**3,088,898**
Total current assets	**26,299,102**	**21,397,184**	**19,796,986**
Total current liabilities	**28,061,767**	**15,991,510**	**15,585,516**
Net current assets/(liabilities)	**(1,762,665)**	**5,405,674**	**4,211,470**

	As of December 31,		
	2020	2021	2022
	(RMB in thousands)		
Total assets less current liabilities	**19,249,687**	**6,690,354**	**7,300,368**
Total non-current liabilities	**17,272,624**	**79,475**	**67,143**
Net assets	**1,977,063**	**6,610,879**	**7,233,225**
Non-controlling interest	**1,287**	**7,631**	**62,935**

We had net current liabilities of RMB1,762.7 million as of December 31, 2020 mainly because we distributed RMB5,178.2 million of dividends in 2020. We had net current assets of RMB5,405.7 million as of December 31, 2021 mainly due to (i) an increase in cash and cash equivalents from RMB9,363.5 million as of December 31, 2020 to RMB18,883.4 million as of December 31, 2021; (ii) an increase in trade and bills receivables as a result of the monetization of the operational management services under the entrusted management model; and (iii) a decrease in other payables and accruals from RMB24,651.9 million as of December 31, 2020 to RMB13,557.6 million as of December 31, 2021, partially offset by a decrease in prepayments, other receivables and other assets from RMB16,722.8 million as of December 31, 2020 to RMB789.4 million as of December 31, 2021. Our net current assets decreased to RMB4,211.5 million as of December 31, 2022, primarily because our cash and cash equivalents decreased from RMB18,883.4 million as of December 31, 2021 to RMB13,584.5 million as of December 31, 2022, partially offset by an increase in trade and bills receivables from RMB1,682.5 million as of December 31, 2021 to RMB2,815.6 million as of December 31, 2022. For a detailed discussion on the changes of the relevant statements of financial position items, see "Financial Information – Description of Certain Components of Our Consolidated Statements of Financial Position."

Our net assets increased to RMB6,610.9 million as of December 31, 2021, primarily attributable to (i) an increase in our net profit of RMB1,112.3 million as of December 31, 2020 to RMB3,512.2 million as of December 31, 2021 and (ii) the issue of shares, which mainly included the RMB2,174.3 million capital increase by Zhuhai Wanying in April 2021. Our net assets increased to RMB7,233.2 million as of December 31, 2022, primarily due to (i) an increase in our net profit of RMB3,512.2 million as of December 31, 2021 to RMB7,533.8 million as of December 31, 2022, and (ii) the acquisition of a subsidiary of RMB43.8 million in 2022, partially offset by the distribution of dividends of RMB6,996.1 million to our shareholder in 2022.

Summary of the Consolidated Statement of Cash Flows

The following table sets forth selected cash flow statement information for the periods indicated:

	Year ended December 31,		
	2020	2021	2022
	(RMB in thousands)		
Net cash flows from operating activities	904,237	5,679,868	4,396,399
Net cash flows (used in)/from investing activities	(3,303,369)	2,722,331	(2,652,713)
Net cash flows (used in)/from financing activities	(2,748,101)	1,117,665	(7,042,582)
Net increase/(decrease) in cash and cash equivalents	**(5,147,233)**	**9,519,864**	**(5,298,896)**
Cash and cash equivalents at the beginning of the year	14,510,778	9,363,545	18,883,409
Cash and cash equivalents at the end of the year	**9,363,545**	**18,883,409**	**13,584,513**

Historically, we have funded our working capital primarily from cash generated from our business operations. As of December 31, 2020, 2021 and 2022, we had cash and cash equivalents of RMB9,363.5 million, RMB18,883.4 million and RMB13,584.5 million in our consolidated statements of financial position, respectively. After the [**REDACTED**], we intend to fund our future capital requirements through the same sources of funds as above, together with the net [**REDACTED**] we receive from the [**REDACTED**]. We do not anticipate any changes to the availability of financing to fund our operations in the future.

KEY FINANCIAL RATIOS

The following table sets forth our key financial ratios as of the dates or for the periods indicated:

	As of or for the year ended December 31,		
	2020	2021	2022
Return on assets(1)	2.8%	10.0%	33.1%
Return on equity(2)	27.7%	81.8%	108.8%
Current ratio(3)	0.9	1.3	1.3
Liabilities to assets ratio(4)	95.8%	70.9%	68.4%

Notes:

(1) Return on assets is calculated as our profit for the year divided by our average total assets as of the beginning and the end of the corresponding year and multiplied by 100%.

(2) Return on equity is calculated as our profit for the year divided by our average total equity as of the beginning and the end of the corresponding year and multiplied by 100%.

(3) Current ratio is calculated as our total current assets as of the end of the relevant year divided by our total current liabilities as of the end of the corresponding year.

(4) Liabilities to assets ratio is calculated as total liabilities as of the end of the relevant year divided by the total assets at the end of the same year and multiplied by 100%.

Our return on assets increased from 2.8% in 2020 to 10.0% in 2021, mainly due to (i) a decrease in investment properties as a result of the adjustments to our operating models; and (ii) an increase in our profit driven by (a) the monetization of the operational management services under the entrusted management model; and (b) the recovery of our business from the impact of the COVID-19 pandemic, partially offset by the substantial losses we incurred in the disposal of our subsidiaries. Our return on assets further increased to 33.1% in 2022, mainly due to an increase in profit driven by (a) increases in the number of malls and GFA under our management due to our business expansion; and (b) the monetization of the operational management services under the entrusted management model.

Our return on equity was 81.8% in 2021, primarily attributable to an increase in our profit due to (i) the recovery of our business from the impact of the COVID-19 pandemic and (ii) the monetization of the operational management services under the entrusted management model, and partially offset by the substantial losses we incurred in the disposal of our subsidiaries and a RMB2,174.3 million capital increase by Zhuhai Wanying in April 2021. Our return on equity further increased to 108.8% in 2022 primarily due to an increase in profit driven by (a) increases in the number of malls and GFA under our management due to our business expansion; and (b) the monetization of the operational management services under the entrusted management model.

Our current ratio increased from 0.9 as of December 31, 2020 to 1.3 as of 2021 primarily due to (i) a RMB2,174.3 million capital increase by Zhuhai Wanying; and (ii) an increase in trade and bills receivables as a result of the monetization of the operational management services under the entrusted management model. Our current ratio remained relatively stable at 1.3 in 2022.

Our liabilities to assets ratio decreased from 95.8% as of December 31, 2020 to 70.9% as of December 31, 2021 primarily due to (i) a RMB2,174.3 million capital increase by Zhuhai Wanying; and (ii) an increase in trade and bills receivables as a result of the monetization of the operational management services under the entrusted management model. Our liabilities to assets ratio remained relatively stable at 68.4% in 2022 compared to December 31, 2021.

DIVIDEND AND DIVIDEND POLICY

In 2020, 2021 and 2022, we distributed dividends amounting to RMB5,178.2 million, RMB1,100.0 million and RMB6,996.1 million to our shareholder, respectively. Our net profit attributable to owners of the Parent Company in 2022 is RMB7,481.2 million. In February and March 2023, our Board approved resolutions in respect of the final dividend for the year of 2022 of RMB3,188.9 million and the dividend for the three months ended March 31, 2023 of RMB2,391.7 million, respectively. Such dividend distributions have been approved by the Shareholders' general meetings held on February 28, 2023 and April 13, 2023, respectively. Whether any future dividend payments will be made and the amount of such payments, if any, will be at the sole discretion of our Board and will also depend on various factors that our Board deem relevant. Any declaration and payment of dividends as well as the amount of such declaration and payment will be subject to our Articles of Association and the relevant laws.

After the [**REDACTED**], our Board of Directors intends to recommend at the shareholder meetings an annual dividend of no less than 65% of our profits available for distribution. The recommendation of the payment of dividend is subject to the sole discretion of our Board of Directors, and, after the [**REDACTED**], any declaration of final dividend for each financial year will be subject to the approval of our Shareholders.

USE OF [REDACTED]

Assuming an [**REDACTED**] of [**REDACTED**] per Share (being the mid-point of the indicative [**REDACTED**] range stated in this document), and assuming that the [**REDACTED**] is not exercised, after deducting the [**REDACTED**], fees and estimated expenses payable by us in connection with the [**REDACTED**], we estimate that we will receive net [**REDACTED**] of approximately [**REDACTED**] million from the [**REDACTED**]. We currently intend to use such [**REDACTED**] for the following purposes:

- approximately [**REDACTED**], or [**REDACTED**], will be used for strategic investment and acquisition to acquire operation rights of high-quality projects, expand our commercial operation services business and increase the number of malls and GFA under our management to reinforce our leading position in the industry;

- approximately [**REDACTED**], or [**REDACTED**], will be used for the improvement and upgrade of various software and hardware facilities for enriching our monetization scenarios;

- approximately [**REDACTED**], or [**REDACTED**], will be used to strengthen our technology and data processing capabilities to enhance our operating efficiency and service quality;

- approximately [**REDACTED**], or [**REDACTED**], will be used for the upgrade of certain facilities in malls to increase their competitiveness;

- approximately [**REDACTED**], or [**REDACTED**], will be used to make strategic investments within the ecosystem to diversify revenue sources, increase the synergy and create a whole industry chain service system with high customer stickiness; and

- approximately [**REDACTED**], or [**REDACTED**], will be used for working capital and other general corporate purposes.

Please see "Future Plans and Use of [**REDACTED**]."

[REDACTED] INVESTMENT

Between July 2, 2021 and August 30, 2021, Zhuhai Wanying, DWCM, the [**REDACTED**] Investors and/or the Company entered into a series of agreements under the [**REDACTED**] Investment pursuant to which, among others, the [**REDACTED**] Investors agreed to acquire certain equity interests in the Company from Zhuhai Wanying. Our Directors are of the view that the Company would benefit from business synergy between us and the [**REDACTED**] Investors, the [**REDACTED**] Investors' knowledge and experience and the endorsement of the Company's performance, strength and prospects reflected by the [**REDACTED**] Investment. The participation of the executive Directors and the senior management in the [**REDACTED**] Investment is also conducive to the stability of the Company's management team. See "History Reorganization and Corporate Structure – [**REDACTED**] Investment."

RECENT DEVELOPMENT

Our Directors confirm that, saved as disclosed in "Financial Information – No Material Adverse Change", there had been no material adverse change in our financial, operating or trading positions or prospects since December 31, 2022, being the date of the latest audit report on our consolidated financial statements in the Accountants' Report set out in Appendix I to this document.

COVID-19 PANDEMIC IMPACTS

We are engaged in commercial operation services in China. The historical responses and measures taken by the PRC government and society as a whole in response to the COVID-19 pandemic impacted our business and results of operations. Measures to prevent the spread of COVID-19, such as social distancing, resulted in a decrease in consumption level and commercial activities in China, especially retail consumption and tourism. The public's concerns about the economic impact and uncertainties of the COVID-19 pandemic as well as a decline in overall household income has been suppressing the consumption. In early 2020, the PRC government issued the "Implementation Opinions on Promoting Consumption" (《關於促進消費擴容提質加快形成強大國內市場的實施意見》). In addition, various local governments have taken remedial measures, such as government grants provided to the enterprises in the form of social insurance premium reduction and subsidies for employment. The foregoing factors impacted our business operation and operating results during certain periods of the Track Record Period as follows:

- Travel restrictions and reduced consumption levels resulted in (i) a decrease in the demand for our commercial operation services and (ii) closures of a number of malls, which had an adverse impact on our revenue during certain periods. In 2020, as compared to 2019, there was an approximately 14.9% decrease in foot traffic and a 1.5% decrease in the average occupancy rate in the malls we manage. In 2020 and 2021, malls were closed for an average of 24.6 and 21.0 days respectively due to the COVID-19 pandemic. Due to resurgence of COVID-19 cases in 2022, there was a 16.9% decrease in foot traffic. In 2022, malls were closed for an average of 31 days, and malls in first-tier cities were closed for an average of 46 days.

- We waived rent and property management fees for some of our tenants from January 2020 to February 2020 to ease their financial burden. In 2020, we waived total rent of RMB558.2 million and total property management fees of RMB810.5 million and such concessions were ceased on February 29, 2020.

- We had social insurance premium reductions of RMB362.3 million in 2020, which reduced our staff costs. In addition, in 2020, 2021 and 2022, we received subsidies for employment amounting to RMB54.0 million, RMB9.4 million and RMB26.9 million, respectively.

- In the second half of 2020, we actively conducted marketing activities and strengthened our efforts in responding to the negative impact of the COVID-19 pandemic, resulting in a 280.6% increase in our selling and distribution expenses from RMB264.0 million in 2019 to RMB1,004.9 million in 2020.

- Our losses in fair value of investment properties, net increased from RMB29.5 million in 2019 to RMB84.5 million in 2020.

In response to the COVID-19 pandemic, we took certain measures to protect the health of our employees, tenants and consumers. For example, we (i) disinfected the malls we operated on a daily basis, (ii) adopted temperature and health check-up measures and controlled foot traffic in such malls, and (iii) raised awareness for preventive measures to minimize the risk of contracting and spreading COVID-19.

In December 2022, the PRC government has announced a nation-wide cancellation of COVID-19 restrictions, such as suspending mandatory testing requirements. In May 2023, the World Health Organization declared end of COVID-19 as a public health emergency.

During the Track Record Period, the COVID-19 pandemic did not cause any significant delay to the opening of our pipeline projects, or to the provision of services by the subcontractors for the mall operation. After considering (i) the above impact of the COVID-19 pandemic, (ii) the recovery of our business from the COVID-19 pandemic since 2021, and (iii) our business and operational scale, the COVID-19 has not had a material adverse impact on our operations. However, there remains uncertainties associated with COVID-19, including the full extent to which the COVID-19 pandemic will directly or indirectly impact our business operations and financial performance. See "Risk Factors – Our business operations and financial performance have been and may continue to be affected by the outbreak of COVID-19."

[**REDACTED**]

[**REDACTED**] EXPENSES

Our [**REDACTED**] expenses mainly include [**REDACTED**].