

## Dalian Refrigeration Co., Ltd.

### Public Notice on Resolutions of 2012 Shareholders' General Meeting

Dalian Refrigeration Co., Ltd. and its whole members of Board of Directors ensure that the public notice is real, accurate and complete, and there are no any important omissions, fictitious statements or serious misleading carried in this notice.

#### I. Important

There was no augmentation, rejection or changing of proposals in the Shareholders' General Meeting.

#### II. Particulars about holding of the meeting

1. Date of the meeting: May 21, 2013
2. Place of the meeting: the conference room on 8/F of the Company
3. Way of holding: spot registered voting
4. Convenor: the Board of the Company
5. Presidency: Xiao Yongqin
6. The convening and holding procedures of this Shareholders' General Meeting were in line with Company Law of PRC, the Rules for Listing Shares at Shenzhen Securities Exchange and the Articles of Association of the Company.

The Announcement of holding 2012 Shareholders' General Meeting was published in China Securities and Hong Kong Commercial Daily dated April 20, 2013.

#### III. Particulars about participants of the meeting

1. Particulars about general information of attending the meeting  
7 Shareholders and shareholders' representatives attended the meeting, representing 113,106,885 shares, taking 32.31% of the Company's total share capital 350,014,975 shares.
2. Particulars about shareholders of A shares attending the meeting  
4 Shareholders of A shares and their representatives attended the meeting, representing 76,866,423 shares, taking 32.71% of the Company's 235,014,975 total A shares.
3. Particulars about shareholders of B shares attending the meeting  
3 Shareholders of B shares and their representatives attended the meeting, representing 36,240,462 shares, taking 31.51% of the Company's 115,000,000 total B shares.

#### IV. Particulars about discussion of the proposals

1. Reviewed and passed 2012 Work Report of the Board of Directors of the Company;  
With 113,106,885 shares for, taking 100% of total voting shares held by present shareholders; 0 share against and 0 share as abstention.

For shareholders of A shares, with 76,866,423 shares for, taking 100% of total voting shares held by present shareholders of A shares; 0 share against and 0 share as abstention.

For shareholders of B shares, with 36,240,462 shares for, taking 100% of total voting shares held by present shareholders of B shares; 0 share against and 0 share as abstention.

2. Reviewed and passed 2012 Work Report of the Supervisory Committee of the Company;  
With 113,106,885 shares for, taking 100% of total voting shares held by present shareholders; 0 share against and 0 share as abstention.

For shareholders of A shares, with 76,866,423 shares for, taking 100% of total voting shares held by present shareholders of A shares; 0 share against and 0 share as abstention.

For shareholders of B shares, with 36,240,462 shares for, taking 100% of total voting shares held by present shareholders of B shares; 0 share against and 0 share as abstention.

3. Reviewed and passed 2012 Financial Settlement Report of the Company;

With 113,106,885 shares for, taking 100% of total voting shares held by present shareholders; 0 share against and 0 share as abstention.

For shareholders of A shares, with 76,866,423 shares for, taking 100% of total voting shares held by present shareholders of A shares; 0 share against and 0 share as abstention.

For shareholders of B shares, with 36,240,462 shares for, taking 100% of total voting shares held by present shareholders of B shares; 0 share against and 0 share as abstention.

4. Reviewed and passed 2012 Profit Distribution Plan of the Company;

According to the audit by ZON ZUN Certified Public Accounts Office Ltd., the net profit made by the parent company of the company in 2012 was RMB 106.672 million and 10% of the net profit (RMB 10.667 million) was drawn as the legal surplus reserve. Therefore, the profit distributable to the shareholders in the current year was RMB 96.005 million. Plus the initial undistributed profit of RMB 285.636 million and minus the dividend of RMB 52.502 million of common shares paid in 2011 and the drawn free surplus reserve of RMB 13.507 million (20%), the accumulated profit distributable to the shareholders is RMB 315.632 million, in which, RMB 21.334 million (20%) was drawn as the free surplus reserve, and RMB 52.502 million is distributed as the dividend, and the balance of RMB 241.796 million is transferred to the future for distribution.

The company's dividend distribution plan for 2012:

Based on the total capital stock of 350,014,975 shares at the end of 2012, the dividend of RMB 1.5 in cash (including tax) is distributed for every 10 shares, and the cash dividend for B share is converted and paid in Hong Kong dollars.

The company will not transfer the capital reserve to increase capital stock.

With 113,106,885 shares for, taking 100% of total voting shares held by present shareholders; 0 share against and 0 share as abstention.

For shareholders of A shares, with 76,866,423 shares for, taking 100% of total voting shares held by present shareholders of A shares; 0 share against and 0 share as abstention.

For shareholders of B shares, with 36,240,462 shares for, taking 100% of total voting shares held by present shareholders of B shares; 0 share against and 0 share as abstention.

5. Reviewed and passed the Report on Estimated Associated Transactions for the year 2013;

It is predicted that the total amount of routine associate transactions of the company in the whole year of 2013 will be around RMB 470 million yuan, consisting of around RMB 250 million yuan for purchasing auxiliary products for package projects from associate parties and around RMB 220 million yuan for selling auxiliary spare parts to associate parties.

This transaction belonged to correlative transaction. The correlative persons who had relationship of advantages and disadvantages with this correlative transaction shall give up the voting right to this proposal in Shareholders' General Meeting. Therefore, Dalian Bingshan Group Co., Ltd.

avoided from voting. Excluding the 76,855,683 shares that were held by Dalian Bingshan Group Co., Ltd., the total voting shares held by present non-correlative shareholders were 36,251,202 shares, including non-correlative A shares of 10,740 shares and non-correlative B shares of 36,240,462 shares.

With 36,251,202 shares for, taking 100% of total voting shares held by present non-correlative shareholders; 0 share against and 0 share as abstention.

For shareholders of non-correlative A shares, with 10,740 shares for, taking 100% of total voting shares held by present shareholders of non-correlative A shares; 0 share against and 0 share as abstention.

For shareholders of non-correlative B shares, with 36,240,462 shares for, taking 100% of total voting shares held by present shareholders of non-correlative B shares; 0 share against and 0 share as abstention.

6. Reviewed and passed the Report on Engaging Auditors for the Company in 2013;

The Company would engage ZON ZUN Accounting Office Ltd. as its auditors for 2013 to integrate and audit the financial statements and internal control of the company. Based on the actual situation of the auditing task, the Company would pay ZON ZUN Accounting Office Ltd. RMB 770,000 as the annual financial statements auditing fee (RMB 770,000 for year 2012), and RMB 300,000 as the annual internal control auditing fee. And the corresponding expenditures arising from the auditing shall be born by itself.

With 113,060,123 shares for, taking 99.96% of total voting shares held by present shareholders; 46,762 shares against and 0 share as abstention.

For shareholders of A shares, with 76,866,423 shares for, taking 100% of total voting shares held by present shareholders of A shares; 0 share against and 0 share as abstention.

For shareholders of B shares, with 36,193,700 shares for, taking 99.87% of total voting shares held by present shareholders of B shares; 46,762 shares against and 0 share as abstention.

7. Reviewed and passed 2012 Annual Report of the Company;

With 113,106,885 shares for, taking 100% of total voting shares held by present shareholders; 0 share against and 0 share as abstention.

For shareholders of A shares, with 76,866,423 shares for, taking 100% of total voting shares held by present shareholders of A shares; 0 share against and 0 share as abstention.

For shareholders of B shares, with 36,240,462 shares for, taking 100% of total voting shares held by present shareholders of B shares; 0 share against and 0 share as abstention.

8. Heard the Independent Directors' Report on Their Work;

9. Reviewed and passed the Report on authorizing the Company's management to apply for the bank line of credit and bank line of loan;

In order to meet the need of the Company's normal production and operation, Chairman of the Board of Directors of the Company, and Financial Majordomo are authorized to apply for the comprehensive bank line of credit not more than 500 million yuan, and the bank line of loan not more than 200 million yuan in 2013.

With 113,106,885 shares for, taking 100% of total voting shares held by present shareholders; 0 share against and 0 share as abstention.

For shareholders of A shares, with 76,866,423 shares for, taking 100% of total voting shares held by present shareholders of A shares; 0 share against and 0 share as abstention.

For shareholders of B shares, with 36,240,462 shares for, taking 100% of total voting shares held by present shareholders of B shares; 0 share against and 0 share as abstention.

For details about the aforesaid discussed items, please refer to the related public notice of the Company in China Securities and Hong Kong Commercial Daily dated April 20, 2013.

V. Legal Position Paper Issued by the Lawyer

1. Name of lawyer firm: Liaoning Huaxia Lawyers' Firm

2. Name of lawyer: Ms. Gan Haiwei, Mr. Cui Xiaochen

3. Conclusion of opinions:

“The lawyer believed that convening and holding procedures of this Shareholders' General Meeting were in line with regulations of the law, legislation and the Articles of Association; The participants of the Meeting have lawful and valid qualification; The voting procedures and results of this Shareholders' General Meeting were true, legitimate and valid. ”

Dalian Refrigeration Co., Ltd.

May 22, 2013