

Dalian Refrigeration Co., Ltd. Public Notice on Estimated Routine Associated Transactions for Year 2015

Important:

The directors and the Board of Directors of Dalian Refrigeration Co., Ltd. hereby confirm that there are no any important omissions, fictitious statements or serious misleading carried in this report.

I. Brief of forecasting the routine associated transactions in the whole year 2015 (Unit: RMB'0000)

Type of associated transaction	Associated party Dalian	Estimation of the total amount		Proportion to the similar transactions	Total amount in the previous year
purchasing auxiliary products for package projects from associate parties	Panasonic Refrigeration (Dalian) Co., Ltd.	500	21,000	21%	17,168
	Panasonic Cold-Chain (Dalian) Co., Ltd.	2,400			
	Panasonic Compressor (Dalian) Co., Ltd.	500			
	Dalian Sanyo Meica Electronics Co., Ltd.	100			
	Dalian Bingshan Group Refrigeration Equipment Company Limited	5,500			
	Dalian No.3 Refrigeration Equipment Factory	1,000			
	Dalian Spindle Cooling Towers Company Limited	150			
	BAC Dalian Company Limited	5,900			
	Dalian Bingshan Engineering & Trading Co., Ltd.	4,400			
	Dalian Mach level control electric appliance Co., Ltd.	20			
	Dalian Sanyo High-Efficient Refrigeration System Co., Ltd.	300			
	Beijing Bingshan Refrigeration Serial Equipment Company Limited	50			
	Dalian Bingshan Metal Technology Co., Ltd.	180			

selling auxiliary spare parts to associate parties	Panasonic Refrigeration (Dalian) Co., Ltd.	1, 200	27, 000	19%	17, 927
	Panasonic Cold-Chain (Dalian) Co., Ltd.	5, 800			
	Panasonic Compressor (Dalian) Co., Ltd.	800			
	Dalian Bingshan Group Refrigeration Equipment Company Limited	200			
	Dalian No.3 Refrigeration Equipment Factory	600			
	BAC Dalian Company Limited	240			
	Dalian Bingshan Engineering & Trading Co., Ltd.	9, 500			
	Dalian Bingshan – P&A Recreation Development Engineering Co., Ltd.	80			
	Beijing Bingshan Refrigeration Serial Equipment Company Limited	200			
	Beijing Huashang Bingshan Refrigeration Equipment Co., Ltd.	2, 000			
	Dalian Fuji Bingshan Vending Machine Co., Ltd.	1, 900			
	Dalian Mach level control electric appliance Co., Ltd.	20			
	Dalian Bingshan Metal Technology Co., Ltd.	30			
	Dalian Sanyo High-Efficient Refrigeration System Co., Ltd.	70			
	MHI Bingshan Refrigeration (Dalian) Co., Ltd.	4, 000			
	Dalian Honjo Chemical Co. Ltd.	10			
	Dalian Spindle Cooling Towers Company Limited	350			
Total			48, 000		35, 095

II. Introduction to the associated parties and description of the association relationship

Name	Association relationship
Panasonic Refrigeration (Dalian) Co., Ltd.	associated company to the Company
MHI Bingshan Refrigeration (Dalian) Co., Ltd	
Dalian Honjo Chemical Co. Ltd.	
Panasonic Cold-Chain (Dalian) Co., Ltd.	
Panasonic Compressor (Dalian) Co., Ltd.	
Dalian Sanyo Meica Electronics Co., Ltd.	
Dalian Fuji Bingshan Vending Machine Co., Ltd.	
Dalian Sanyo High-Efficient Refrigeration System Co., Ltd.	
Dalian Bingshan – P&A Recreation Development Engineering Co., Ltd.	
Beijing Huashang Bingshan Refrigeration Equipment Co., Ltd.	

BAC Dalian Company Limited	subsidiary controlled by Bingshan Group and associate of Bingshan Group
Dalian Mach level control electric appliance Co., Ltd.	
Dalian Bingshan Group Refrigeration Equipment Company Limited	
Dalian No.3 Refrigeration Equipment Factory	
Beijing Bingshan Refrigeration Serial Equipment Company Limited	
Dalian Spindle Cooling Towers Company Limited	
Dalian Bingshan Metal Technology Co., Ltd.	
Dalian Bingshan Engineering & Trading Co., Ltd.	

For details of the above associated parties, see the annual report of the Company.

III. Pricing policy and basis

The Company makes the agreed prices for purchasing goods from or selling products to the associated parties by reference to the market prices.

IV. Transaction purpose and influence of the transactions on the listed company

The routine associate transactions of the Company involve a number of Associate parties, which reflects the aggregated industrial production mode of the company. With the products of the company expanding and developing increasingly, an industrial chain of fair scale in connection with refrigeration and air-conditioning has taken shape. As the refrigeration and air-conditioning package plants for customers involve a high requirement for the production technology, the accessories, contracted-out parts for some products come from our associate parties to ensure the quality of our products and the market stability.

Associated transactions of this Company with the associated parties are necessary for normal production and operation, and of positive significance for normal development of the Company and will continue in future. Associated transactions are confirmed by signing economic contracts. The methods of pricing and settling accounts are based on the market prices, and having no harm to the interests of the Company and of the shareholders.

V. Reviewing procedure

1. The Company held the 16th meeting of the 6th Board of Directors on April 22, 2015, and adopted the above proposal for routine associated transactions. Related directors, Mr. Ji Zhijian, Mrs. Xu Junrao, and Mr. Kijima Tadatoshii obviated in examination.
2. The Company's independent directors reviewed this proposal in advance on April 10, 2015 and agreed to submit it to the 16th meeting of the 6th Board of Directors for review. Their opinion is: the above routine associated transactions of the Company are normal and necessary, complying with the relevant stipulations of the Rules for Listing Shares and the Company's Articles of Association and with the public, fair and candid basis, and being valid for the Company's actual operation and development conditions; and the transaction prices are reasonable, having no harm to the interests of the Company and of the non-associated shareholders.
3. The routine associated transaction requires approval of the shareholders' general meeting. The associated shareholders having interest in the transaction will waive its right to vote for the related proposal.

VI. Signature of the agreement for associated transaction

For the agreement for associated transaction, the Company will sign on schedule with the associated party, depending on the process of production and operation.

VII. Reference Documents

1. The resolutions of 16th meeting of the 6th Board of Directors of the Company;
2. The opinion of the independent directors.

Board of Directors of Dalian Refrigeration Co., Ltd.

April 24, 2015