

Dalian Refrigeration Co., Ltd.
Resolution of 22nd Meeting of 6th Session of the Board

Dalian Refrigeration Co., Ltd. (the "Company") 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. Calling of the Board Meeting

1. The Notice on holding of the Board Meeting was served by written form on December 28, 2015.
2. The Board Meeting held by on-site voting dated January 4, 2016.
3. Nine Directors should present for voting and all of them are present actually.
4. The Meeting president by Chairman of the Company Mr. Ji Zhijian.
5. The Meeting was regarded as abiding the relevant laws, administrative regulation, department rules, normative documents as well as the Article of Association.

II. Deliberation of the Board Meeting

1. Report of candidates for the Directors of 7th Session of the Board
Mr. Ji Zhijian, Mr. Liu Kai, Mrs. Xu Junrao, Mr. Ding Jie, Mr. Kudou sinn, and Mr. Kijima Tadatoshi were nominated as candidates for non-independent directors of 7th session of the Board; Mrs. Dai Dashuang, Mr. Liu Jiwei, and Mrs. Wang Yan were nominated as candidates for independent directors of 7th session of the Board.
Independent directors of the Company were unanimous in approving the director candidates above mentioned for 7th session of the Board.
9 votes in favor; 0 vote objection; 0 vote waived

The proposal should be submitted for deliberation on First Extraordinary Shareholders' General Meeting for 2016. Candidates for independent directors should be submitted for approval on First Extraordinary Shareholders' General Meeting for 2016 after filed by Shenzhen Stock Exchange without a dissenting voice.

Detail information of the candidates for independent directors was published on web-site of Shenzhen Stock Exchange (www.szse.cn) pursuit to rules by the Board. Feedbacks from any units or individuals, during published period, please contact the Stock Exchange by investor's hot line 0755-82083000 or email: info@szse.cn

2. Report of actual amount exceeded estimated total amount of routine associated transactions for year 2015

According to the preliminary statistics provided by the Financial Management Department of the Company, the actual amount of routine associate transactions of the Company in the whole year of 2015 will be around RMB 655.53 million yuan,

consisting of around RMB 363.56 million yuan for purchasing auxiliary products for package projects from associate parties and around RMB 291.97 million yuan for selling auxiliary spare parts to associate parties.

The actual amount exceeded estimated total amount 175.53 million yuan of routine associated transactions for year 2015, consisting of around RMB 153.56 million yuan for purchasing auxiliary products for package projects from associate parties exceeded and around RMB 21.97 million yuan for selling auxiliary spare parts to associate parties exceeded.

The Company's independent directors reviewed this proposal in advance on December 28 2015 and agreed to submit it to the Board of Directors for review. Related directors, Mr. Ji Zhijian, and Mrs. Xu Junrao obviated in examination.

7votes in favor; 0 vote objection; 0 vote waived

The routine associated transaction requires approval of the shareholders' general meeting.

3. Calling of the First Extraordinary Shareholders' General Meeting for 2016

9 votes in favor; 0 vote objection; 0 vote waived

III. Documents available for reference

1. Proposal of the Meeting with signature of attended directors and seal of the Board
2. Opinions from independent directors

Board of Directors of Dalian Refrigeration Co., Ltd.

January 5, 2016

Attachment 1: Resume of candidates for non-independent directors of 7th session of the Board

(1) Ji Zhijian, male, born in 1967, graduated from Dalian University of Technology with a doctorate degree in management; he acted as director and deputy GM of Dalian Ocean Transport Refrigerating Engineering Co., Ltd. from July 1992 to July 1996; hold a post of director and GM of Dalian Sanyo Food Equipment Co., Ltd. from July 1996 to May 2003; served as GM and Chairman successively of Dalian Sanyo Cold Chain Co., Ltd. since May 2003 and director and president of Dalian Bingshan Group Co., Ltd. since 14 February 2014; Serves as the Chairman of the Company since March 2014; He owns 942,300 shares of the Company without penalty from CSRC and other relevant department and punished by Stock Exchange, not be the dishonest executor.

(2) Liu Kai, male, born in 1974, graduate from Xi'an Jiaotong University major in mechanical designing and manufacturing and owes a master of business administration of Dalian University of Technology. He served as head of machinery process division of the Company in 2006 and served as head of production management dept. of the Company in 2009. He served as general manager assistant

and head of the production management dept. of the Company since 2011. Serves as the director and GM of the Company since February 2013 ; He owns 659,600 shares of the Company without penalty from CSRC and other relevant department and punished by Stock Exchange, not be the dishonest executor.

(3) Xu Junrao, female, born in 1963, a senior accountant with a MBA degree; She acted as a minister of finance dept. of Dalian Refrigerator Co., Ltd. (“the Company”) from 1998 to 2001; served as deputy chief account and minister of finance dept. of the Company from 2001 to June 2004; took post of CFO and minister of finance dept. of the Company from June 2004 to February 2013; She elected as Director of the Company since May 2003 and re-elected to February 2013; acted as secretary of the Board in the Company from May 2009 to February 2013 and serves as deputy chief account and chief account successively of Dalian Bingshan Group Co., Ltd. since January 2013. Serves as the director of the Company since March 2014; She owns 663,500 shares of the Company without penalty from CSRC and other relevant department and punished by Stock Exchange., not be the dishonest executor.

(4) Ding Jie, male, born in 1963, graduate from Xi'an Jiaotong University major in compressor and refrigeration technology, owed a master of business administration of Huazhong University of Science and Technology. Served as the GM of Wuhan new world Refrigeration Co., Ltd. since 2002, He owns 150,000 shares of the Company without penalty from CSRC and other relevant department and punished by Stock Exchange, not be the dishonest executor.

(5) Kudou sinn, male, born in 1963, graduated from Sōka University; he hold an office as adviser in Ministry of Supervision of Panasonic Electric Industrial Co., Ltd. from October,2012 to April 2015, and agent of Ministry of Supervision since May 2015; He served as the chief accountant Panasonic Electric of China and Panasonic AP of China from November 2015. No shares of Dalian Refrigeration Co., Ltd. owned by Mr. Kobayashi Noriaki and no penalty from CSRC and other relevant department and punished by Stock Exchange., not be the dishonest executor.

(6) Kijima Tadatoshi, male, born in 1958, graduated from Osaka Prefecture University; he hold an office as China Director of Strategic business planning center of Panasonic Electrochemical Residential Equipment Co., Ltd; He has successively held the posts of merchandising vice adviser in cleaner division, the electrochemical residential equipment branch of Matsushita Electric Industrial Co., Ltd., chief of merchandising team in ecological clean life division, the electrochemical residential equipment branch of the company, manager of home electrochemical operation planning division, the electrochemical residential equipment branch of the company and Executive GM of Hangzhou Panasonic Household Appliances Co., Ltd. and the GM of Panasonic Electrochemical Residential Equipment Co., Ltd .Serves as the director of the Company since March 2014.No shares of Dalian Refrigeration Co., Ltd. owned by Mr. Kijima Tadatoshi and no penalty from CSRC and other relevant department and punished by Stock Exchange, not be the dishonest executor.

Attachment 2: Resume of candidates for independent directors of 7th session of the Board

(1) Dai Dashuang, female, born in 1951, professor, international project management appraiser, Chinese registered consulting engineer. She has served successively as the standing deputy dean of the school of management and the director of institute of Eco-Tech of Dalian university of Technology. She serves as professor and doctoral tutor of the school of business administration of Dalian university of Technology, the director of project management research center of Dalian university of technology, the independent director of Dalian Thermal Power Co., Ltd, and the independent director of Yingkou Port Liability Co., Ltd now. No shares of the Company held by Dai Dashuang and she has no affiliate relationship with the controlling shareholder and actual controller of the Company, and no penalty from CSRC and other relevant department and punished by Stock Exchange, not be the dishonest executor.

(2) Liu Jiwei, male, born in 1961, doctor of management, professor of accounting, CPA. He has served successively as deputy dean of kingbridge business school of Dongbei University of Finance and Economics, dean of polytechnic, the director of finance department, the chief account and director of finance department. He serves as professor of the school of accountancy of Dongbei University of Finance and Economics, the independent director of GF Securities Co., Ltd, and the independent director of Lingyuan Iron and Steel Co., Ltd now. No shares of the Company held by Liu Jiwei and he has no affiliate relationship with the controlling shareholder and actual controller of the Company, and no penalty from CSRC and other relevant department and punished by Stock Exchange, not be the dishonest executor.

(3) Wang Yan, female, born in 1963, professor of law. She has served successively as vice dean of law school of Dongbei University of Finance and Economics, the director of Chinese society of Economic Law ,the president of the Economics law seminar of Liaoning Province law society, and the arbitrator of Dalian Arbitration Commission since 2006. She serves as professor of the school of law of Dongbei University of Finance and Economics, and the independent director of China Dalian International Cooperation (Group) Holdings Ltd. No shares of the Company held by Wang Yan and she has no affiliate relationship with the controlling shareholder and actual controller of the Company, and no penalty from CSRC and other relevant department and punished by Stock Exchange, not be the dishonest executor.