

## **Dalian Refrigeration Co., Ltd.**

### **Public Notice on Resolution of 2016 Shareholders' General Meeting**

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 fictitious statements, serious misleading or important omissions carried in this notice.

There was no augmentation, rejection or changing of proposals in the Shareholders' General Meeting. No involved in the case of changing the previous proposals of the general meeting of shareholders.

#### **I. Particulars about holding and participants of the meeting**

##### **(I) Particulars about holding of the meeting**

###### **1. The date and time of the meeting**

On-site meeting: 3:00 pm, May 19, 2017

Internet polling: From May 18, 2017 to May 19, 2017

(1) Voting through the trading system of Shenzhen Stock Exchange: 9:30-11:30 am and 1:00-3:00 pm dated May 19, 2017;

(2) Voting through the Internet voting system of Shenzhen Stock Exchange can be made anytime from 3:00 pm May 18, 2017 to 3:00 pm May 19, 2017;

2. Place of the meeting: The conference room on 3/F of the Company

3. Way of holding: On-site votes plus network polling

4. Convener: The Board of the Company

5. Presidency: Ji Zhijian

6. The meeting is in line with the relevant laws and administrative regulations, departmental rules and regulations, regulatory documents and relevant provisions of the articles of association of the Company.

The Announcement of holding 2016 Shareholders' General Meeting was published in China Securities and Hong Kong Commercial Daily dated April 22, 2017.

##### **(II) Particulars about participants of the meeting**

###### **1. Particulars about general information of attending the meeting**

15 shareholders and shareholders' representatives attended the meeting, representing 188,110,474 shares, taking 30.75% of the Company's total share capital 611,776,558 shares.

Among them:

11 shareholders and shareholders' representatives attended the on-site meeting, representing 186,928,474 shares, taking 30.56% of the Company's total share capital 611,776,558 shares.

4 shareholders and shareholders' representatives attended the network meeting, representing 1,182,000 shares, taking 0.19 % of the Company's total share capital 611,776,558 shares.

###### **2. Particulars about shareholders of A shares attending the meeting**

12 shareholders of A shares and their representatives attended the meeting, representing 128,421,123 shares, taking 29.24% of the Company's 439,276,558 total A shares.

Among them:

8 shareholders of A shares and their representatives attended the on-site meeting, representing 127,239,123 shares, taking 28.97% of the Company's 439,276,558 total A shares.

4 shareholders of A shares and their representatives attended the network meeting, representing 1,182,000 shares, taking 0.27% of the Company's 439,276,558 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 59,689,351 shares, taking 34.60% of the Company's 172,500,000 total B shares.

Among them:

3 shareholders of B shares and their representatives attended the on-site meeting, representing 59,689,351 shares, taking 34.60% of the Company's 172,500,000 total B shares.

0 shareholders of B shares and their representatives attended the network meeting, representing 0 shares, taking 0 % of the Company's 172,500,000 total B shares.

### 4. Other attendance

Directors, supervisors and senior executives of the Company and the witness attorney engaged by the Company

## II. Particulars about discussion of the proposals

(I) Ways of voting: On-site votes plus network polling

(II) The shareholders of the Company and their proxy present at the meeting discussed the proposals. By voting term wise, the following proposals were passed:

### 1.2016 Work Report of the Board of Directors of the Company

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	188,110,474	188,102,974	99.99%	0	7,500
Including: A shares	128,421,123	128,413,623	99.99%	0	7,500
B shares	59,689,351	59,689,351	100.00%	0	0
Minority shareholders	9,671,401	9,663,901	99.92%	0	7,500
Including: A shares	2,484,300	2,476,800	99.70%	0	7,500
B shares	7,187,101	7,187,101	100.00%	0	0

### 2.2016 Work Report of the Supervisory Committee of the Company

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	188,110,474	188,102,974	99.99%	0	7,500
Including: A shares	128,421,123	128,413,623	99.99%	0	7,500
B shares	59,689,351	59,689,351	100.00%	0	0
Minority shareholders	9,671,401	9,663,901	99.92%	0	7,500
Including: A shares	2,484,300	2,476,800	99.70%	0	7,500

B shares	7,187,101	7,187,101	100.00%	0	0
----------	-----------	-----------	---------	---	---

### 3. 2016 Financial Settlement Report of the Company

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	188,110,474	188,102,974	99.99%	0	7,500
Including: A shares	128,421,123	128,413,623	99.99%	0	7,500
B shares	59,689,351	59,689,351	100.00%	0	0
Minority shareholders	9,671,401	9,663,901	99.92%	0	7,500
Including: A shares	2,484,300	2,476,800	99.70%	0	7,500
B shares	7,187,101	7,187,101	100.00%	0	0

### 4. 2016 Profit Distribution Plan of the Company

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	188,110,474	186,939,974	99.38%	1,170,500	0
Including: A shares	128,421,123	127,250,623	99.09%	1,170,500	0
B shares	59,689,351	59,689,351	100.00%	0	0
Minority shareholders	9,671,401	8,500,901	87.90%	1,170,500	0
Including: A shares	2,484,300	1,313,800	52.88%	1,170,500	0
B shares	7,187,101	7,187,101	100.00%	0	0

### 5. 2016 Annual Report of the Company

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	188,110,474	188,102,974	99.99%	0	7,500
Including: A shares	128,421,123	128,413,623	99.99%	0	7,500
B shares	59,689,351	59,689,351	100.00%	0	0
Minority shareholders	9,671,401	9,663,901	99.92%	0	7,500
Including: A shares	2,484,300	2,476,800	99.70%	0	7,500
B shares	7,187,101	7,187,101	100.00%	0	0

6. Report on Authorizing the Chairman of the Board and the Company's Management to Apply for the Bank Line of Credit and Bank Line of Loan for the year 2017

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	188,110,474	187,714,780	99.79%	288,794	106,900
Including: A shares	128,421,123	128,413,623	99.99%	0	7,500
B shares	59,689,351	59,301,157	99.35%	288,794	99,400
Minority shareholders	9,671,401	9,275,707	95.91%	288,794	106,900
Including: A shares	2,484,300	2,476,800	99.70%	0	7,500
B shares	7,187,101	6,798,907	94.60%	288,794	99,400

7. Report on Estimating Routine Associated Transactions for the year 2017

The shareholders Mr. Ji Zhijian, Mrs. Xu Junrao, Dalian Bingshan Group Co., Ltd., and Sanyo Electric Co., Ltd. are the correlative shareholders. They were avoided from voting this proposal.

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present non-correlative shareholders	11,186,001	11,178,501	99.93%	0	7,500
Including: A shares	3,998,900	3,991,400	99.81%	0	7,500
B shares	7,187,101	7,187,101	100.00%	0	0
Non-correlative minority shareholders	9,671,401	9,663,901	99.92%	0	7,500
Including: A shares	2,484,300	2,476,800	99.70%	0	7,500
B shares	7,187,101	7,187,101	100.00%	0	0

8. Report on Engaging Auditors for the Company in 2017

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	188,110,474	188,102,974	99.99%	0	7,500
Including: A shares	128,421,123	128,413,623	99.99%	0	7,500
B shares	59,689,351	59,689,351	100.00%	0	0
Minority shareholders	9,671,401	9,663,901	99.92%	0	7,500
Including: A shares	2,484,300	2,476,800	99.70%	0	7,500
B shares	7,187,101	7,187,101	100.00%	0	0

## 9. Report on modifying the Articles of Association of the Company

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	188,110,474	188,102,974	99.99%	0	7,500
Including: A shares	128,421,123	128,413,623	99.99%	0	7,500
B shares	59,689,351	59,689,351	100.00%	0	0
Minority shareholders	9,671,401	9,663,901	99.92%	0	7,500
Including: A shares	2,484,300	2,476,800	99.70%	0	7,500
B shares	7,187,101	7,187,101	100.00%	0	0

Details of the proposal could be found in the notice on resolution of the Board of Directors published in China Securities, Hong Kong Commercial Daily and <http://www.cninfo.com.cn/on> April 22, 2017.

### III. Legal Position Paper Issued by the Lawyer

1. Name of lawyer firm: Liaoning Huaxia Lawyers' Firm
2. Name of lawyer: Mrs. Bao Jingxin, Mrs. Liu Cuimei
3. Conclusion of opinions:

"The lawyer believed that convening and holding procedures of this Shareholders' General Meeting was 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. "

### IV. Documents available for reference

1. The decisions of the Shareholders' General Meeting that acknowledged by the present directors and the recorder and stamped by the board of directors;
2. Legal opinions;
3. Other relevant documents.

Board of Directors of Dalian Refrigeration Co., Ltd.  
May 20, 2017