

Bingshan Refrigeration & Heat Transfer Technologies Co., Ltd.
Notice on Holding 2nd Extraordinary Shareholders' General
Meeting of 2022

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.

I. Particulars about holding the meeting

1. The period of board session: The 2nd Extraordinary Shareholders' General Meeting of 2022
2. Convener: The Board of Directors of the Company, holding the Shareholders' General Meeting after the deliberation of 8th Meeting of 9th Session of the Board.

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

4. Date of the meeting:

(1) On-site meeting: 3:00 pm, November 1, 2022

(2) Internet polling: the poll through network via trading system of SZSE will be at 9:15-9:25,9:30-11:30 am and 1:00-3:00 pm dated November 1, 2022; any time from 9:15 am to 3:00 pm dated November 1,2022 will available for polling through internet poll system of SZSE.

5. Way of holding: On-site votes plus network polling .The Company will provide a voting as an internet form to whole shareholders through the trading system and internet poll system (<http://wltp.cninfo.com.cn>) of SZSE. Shareholders should participate in voting any time in the network polling during the above mentioned time period.

6. Record date of the meeting

The record date of the meeting was October 27, 2022. B shareholders who wanted to attend the meeting should buy shares of the Company no later than October 24, 2022.

7. Attendance

(1) All shareholders of the Company whose names appear on the register of the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited while the close of trading at noon on record date. The above mentioned shareholders of the Company have the right to attend the meeting, they can attend the meeting through proxy by trust deed and shareholder of the Company wouldn't be necessary as the proxy.

The shareholders who should avoid voting on the meeting, shall not accept entrustment of other shareholders to vote.

(2) Directors, supervisors and senior executives of the Company

(3) Attorney engaged by the Company

(4) Other people the Board of Directors of the Company agreed to attend

8. Place of the meeting

The conference room of the Company

II. Particulars about examination of the meeting

1. Name of proposal

Code of Proposal	The content of proposals
1.00	Proposal on the Company's major asset purchase and related party transaction meeting the requirements of relevant laws and regulations
2.00	Proposal on this major asset purchase and related party transaction scheme
2.01	Transaction overview
2.02	Transaction counterparty
2.03	Underlying assets
2.04	Pricing basis and transaction price
2.05	Payment method and period of consideration
2.06	Profit and loss arrangement in transition period
2.07	Transfer of ownership of the underlying assets
2.08	Personnel placement and treatment of creditor's rights and debts
2.09	Liability for breach of contract
2.10	Validity of resolutions
3.00	Proposal on whether this transaction constitutes related transaction
4.00	Proposal on the report (Draft) on major asset purchase and related transaction of Bingshan Refrigeration & Heat Transfer Technologies Co., Ltd. and its abstract
5.00	Proposal on the Company signing the equity transfer contract with conditions
6.00	Proposal on whether this transaction complies with the relevant provisions of Article 11 of the Administrative Measures for Material Assets Reorganization of Listed Companies and does not apply the provisions of articles 43 and 44
7.00	Proposal on compliance of this transaction with the relevant provisions of Article 4 of the Provisions on Regulating Several Issues Concerning Major Asset Restructuring of Listed Companies
8.00	Proposal on the Company that this transaction does not constitute a reorganization and listing as stipulated in Article 13 of the Administrative Measures for the Material Assets Reorganization of Listed Companies
9.00	Proposal on whether there were the relevant entities of this transaction shall not participate in any material assets reorganization of Listed Companies in accordance with Article 13 of the Guidelines for the Supervision of listed companies No. 7 - Supervision of Abnormal Transactions of Stocks Related to Material Assets Reorganization of Listed Companies
10.00	Explanation on the listed company's stock price fluctuation failing to meet the relevant standards in Article 13 of Shenzhen Stock Exchange's Guidelines for Self Discipline Supervision of Listed Companies No. 8 - Major Asset Restructuring
11.00	Proposal on the completeness and compliance of legal procedures performed by the Company in this transaction and the effectiveness of legal documents submitted
12.00	Proposal on the independence of the appraisal institution, the rationality of the appraisal assumptions, the relevance of the appraisal methods to the appraisal purposes, and the fairness of the appraisal pricing
13.00	Proposal on diluting the Company's immediate return and filling measures in this transaction
14.00	Proposal on approving the audit report, reference review report and evaluation report related to this transaction
15.00	Proposal on requesting the General Meeting of Shareholders to authorize the Board of Directors to handle matters related to this transaction

Among the above proposals, proposals 1 to 14 are related party transactions, and related shareholders need to avoid voting; Proposals 1 to 15 are special resolutions related to major asset restructuring, which need to be approved by more than 2/3 of the voting rights held by shareholders (including shareholders' agents) attending the General Meeting of Shareholders; Proposal 2 needs to be voted item by item.

The cumulative voting system is not adopted in this general meeting of shareholders.

Details of the proposal could be found in the notice on resolution of the Board of Directors and other related notices published in China Securities and <http://www.cninfo.com.cn/>.

III. Registration way of spot meeting

1. Registration way

(1) Personal ID card accompanied by the shareholding certificates and stock account card must be taken for individual shareholders. If attended the meeting by proxy, the attendant must hold the ID copy of the client, power of attorney, shareholding certificates, stock account card along with agent's ID card for registration;

(2) For corporate shareholders, the copy of the business license, certificate of identity of the legal representative, power of attorney, shareholding certificates along with ID of proxy must be necessary.

(3) The shareholders in other places can register in way of letter, fax or e-mail.

(4) Registration time

From October 28, 2022 to November 1, 2022 until the host announced the end of the meeting registration on the spot meeting

(5) Place of registration

The Securities and Legal Affairs Department of the Company

2. Contact way of the meeting

Contact telephone number: (86-411)-87968822

Fax: (86-411)-87968125

Contact Person: Ms. Du Yu

Contact Address: 106 Liaohe East Road, Dalian Economic and Technological Development Zone Securities and Legal Affairs Department, Bingshan Refrigeration & Heat Transfer Technologies Co., Ltd.

Post Code: 116630

The spot meeting will be a period of half a day. Transportation and boarding expenses for attendance shall be paid by the participants themselves.

IV. Operational process of network polling

In the shareholders' general meeting, shareholders can participate in voting through the trading system and internet polling system (<http://wltp.cninfo.com.cn>) of Shenzhen Stock Exchange. (More details please see the attachment 1)

V. Documents available for reference

1. Resolution and Announcement documents of the 8th Meeting of 9th Session of the Board of the Company;
2. Other relevant documents according to the SZSE.

Board of Directors of Bingshan Refrigeration & Heat Transfer Technologies Co., Ltd.

September 27, 2022

Operational process of network polling

I. The process of network polling

1. Voting code: 360530; Voting abbreviation: “Bingshan voting”

2. The proposal and vote opinion

The proposal is not the cumulative voting proposal. Fill the vote opinion for, against or abstention.

3. The shareholder vote for general proposal means the same voting result for all proposals.

If the shareholder voted for general proposal and for individual proposal at the same time, the first effective voting should prevail. If the shareholder voted for general proposal after relevant proposal voting, the voting result for relevant proposal should prevail, and other un-voted proposals would base on the result voting for general proposal. If voted for relevant proposal after voting for general proposal, the result voting for general proposal should prevail.

II. Vote via trading system of SZSE

1. Voting period: 9:15-9:25 am, 9:30-11:30 am, 1:00-3:00 pm November 1, 2022

2. Shareholders can participate in voting through the trading system.

III. Voting via internet poll system

1. Voting period: The voting via internet poll system will start at 9:15 am and close at 3:00 pm on November 1, 2022.

2. Shareholders voting via internet poll system, according to the regulation of Business Implementation of Network Service Identity Verification for Investors of SZSE, shareholders must choose the digital certificate or service password for identity verification.

3. The shareholders may vote on-line via logging in <http://wltp.cninfo.com.cn> with service password or digital certificate.

Authorized Letter of Attorney

Hereby entrust Mr. /Ms. _____ to attend The 2nd Extraordinary Shareholders' General Meeting of 2022 of Bingshan Refrigeration & Heat Transfer Technologies Co., Ltd. on behalf of himself or herself and execute vote rights on behalf.

Consigner (signature): _____ ID No. of consigner: _____

Shareholder account No. of consigner: _____

Amount of shares held by consigner: A/B _____

Consignee: _____ ID No. of consignee: _____

Date of entrustment: _____

The term of validity for the entrustment: _____

Consigner (signature or seal): _____

Consignee (signature): _____

The exercise of voting rights are as follows (The attorney should be filled by “√” in voting result)

Code of proposal	The content of proposals	Type of voting result		
		For	Against	Abstention
1.00	Proposal on the Company's major asset purchase and related party transaction meeting the requirements of relevant laws and regulations			
2.00	Proposal on this major asset purchase and related party transaction scheme			
2.01	Transaction overview			
2.02	Transaction counterparty			
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3.00	Proposal on whether this transaction constitutes related transaction			
4.00	Proposal on the report (Draft) on major asset purchase and related transaction of Bingshan Refrigeration & Heat Transfer Technologies Co., Ltd. and its abstract			

5.00	Proposal on the Company signing the equity transfer contract with conditions			
6.00	Proposal on whether this transaction complies with the relevant provisions of Article 11 of the Administrative Measures for Material Assets Reorganization of Listed Companies and does not apply the provisions of articles 43 and 44			
7.00	Proposal on compliance of this transaction with the relevant provisions of Article 4 of the Provisions on Regulating Several Issues Concerning Major Asset Restructuring of Listed Companies			
8.00	Proposal on the Company that this transaction does not constitute a reorganization and listing as stipulated in Article 13 of the Administrative Measures for the Material Assets Reorganization of Listed Companies			
9.00	Proposal on whether there were the relevant entities of this transaction shall not participate in any material assets reorganization of Listed Companies in accordance with Article 13 of the Guidelines for the Supervision of listed companies No. 7 - Supervision of Abnormal Transactions of Stocks Related to Material Assets Reorganization of Listed Companies			
10.00	Explanation on the listed company's stock price fluctuation failing to meet the relevant standards in Article 13 of Shenzhen Stock Exchange's Guidelines for Self Discipline Supervision of Listed Companies No. 8 - Major Asset Restructuring			
11.00	Proposal on the completeness and compliance of legal procedures performed by the Company in this transaction and the effectiveness of legal documents submitted			
12.00	Proposal on the independence of the appraisal institution, the rationality of the appraisal assumptions, the relevance of the appraisal methods to the appraisal purposes, and the fairness of the appraisal pricing			
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