

## **Bingshan Refrigeration & Heat Transfer Technologies Co., Ltd.**

### **Public Notice on Resolution of the 13<sup>th</sup> Meeting of the 9<sup>th</sup> Board of Directors**

***Important:***

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

#### **I. Calling of the Board Meeting**

1. The Notice on holding of the Board Meeting was served by written form on April 12, 2023.
2. The Board Meeting held in the form of live and video dated April 25, 2023.
3. Nine Directors should present for voting and all of them are present actually.
4. The Meeting was presided over by Mr. Ji Zhijian, Chairman of the Board of the Company.
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. 2022 Work Report of the General Manager of the Company;

With 9 votes for, 0 vote against and 0 vote as abstention.

2. 2022 Work Report of the Board of Directors of the Company;

With 9 votes for, 0 vote against and 0 vote as abstention.

3. 2022 Financial Settlement Report of the Company;

With 9 votes for, 0 vote against and 0 vote as abstention.

4. 2022 Profit Distribution Preplan of the Company;

According to the audit by ShineWing CPAs (Special General Partnership), the net profit made by the parent company of the Company in 2022 was RMB 157.554 million and 10% of the net profit (RMB 15.755 million) was drawn as the legal surplus reserve. Therefore, the profit distributable to the shareholders in the current year was RMB 141.799 million. Plus the initial undistributed profit of RMB 803.564 million and minus the dividend of RMB 8.432 million of common shares paid in 2021, the accumulated profit distributable to the shareholders was RMB 936.931 million.

The Company's profit distribution preplan for 2022:

Based on the net profit made by the parent Company of the Company in 2022 (157.554 million), 20% of the net profit (RMB 31.511 million) will be drawn as the free surplus reserve;

Based on the total capital stock of 843,212,507 shares, the dividend of RMB 0.1 in cash (including tax) will be distributed for every 10 shares, the total cash dividend is RMB 8.432 million, and the cash dividend for B share is converted and paid in Hong Kong dollars.

The above preplan shall be submitted to the 2022 shareholders' general meeting for review and approval.

With 9 votes for, 0 vote against and 0 vote as abstention.

5. Annual Report for the year 2022;

With 9 votes for, 0 vote against and 0 vote as abstention.

6. Quarterly Report for First Quarter of 2023;

With 9 votes for, 0 vote against and 0 vote as abstention.

7. Report of evaluation on internal control of the Company for the year 2022;

(For details, see <http://www.cninfo.com.cn>)

With 9 votes for, 0 vote against and 0 vote as abstention.

8. Report of social responsibility of the Company for the year 2022;

(For details, see <http://www.cninfo.com.cn>)

With 9 votes for, 0 vote against and 0 vote as abstention.

9. The independent directors' report on their work for the year 2022;

(For details, see <http://www.cninfo.com.cn>)

With 9 votes for, 0 vote against and 0 vote as abstention.

10. Report on withdrawing provisions for devaluation of assets;

(For details, see <http://www.cninfo.com.cn>)

With 9 votes for, 0 vote against and 0 vote as abstention.

11. Report on authorizing the Company's Chairman of the Board and management to apply for the bank line of credit and bank line of loan in 2023;

In order to meet the need of the Company's normal production and operation, the General Manager and Financial Majordomo of the Company are authorized to apply for the comprehensive bank line of credit not more than 1,200 million yuan, and Chairman of the Board of Directors of the Company is authorized to apply for the bank line of loan not more than 800 million yuan (not including merger and acquisition loans).The authorization runs from April 1, 2023 to September 30, 2024.

With 9 votes for, 0 vote against and 0 vote as abstention.

12. Report on Estimated Associated Transactions for the year 2023;

It is predicted that the total amount of routine associate transactions of the Company in the whole year of 2023 will be around RMB 828.6 million yuan, consisting of around RMB 257.5 million yuan for purchasing auxiliary products for package projects from associate parties and around RMB 571.1 million yuan for selling auxiliary spare parts to associate parties.

The Company's independent directors reviewed this proposal on April 12, 2023 and agreed on submitting it to the Board of Directors for discussions.

Correlative directors were avoided from voting this proposal respectively.

(For details, see <http://www.cninfo.com.cn>)

With 5 or 7 votes for, 0 vote against and 0 vote as abstention.

13. Report on Engaging Auditors for the Company in 2023;

The Company planned to reengage ShineWing CPAs (Special General Partnership) as its auditors for 2023 to integrate and audit the financial statements and internal control of the company. Based on the actual situation of the auditing task, the Company planned to pay ShineWing CPAs (Special General Partnership) RMB 770,000 as the annual financial statements auditing fee (RMB 770,000 for year 2022), and RMB 300,000 as the annual internal control auditing fee. And the corresponding expenditures arising from the auditing shall be born by itself.

The Company's independent directors reviewed this proposal on April 12, 2023 and agreed on submitting it to the Board of Directors for discussions.

With 9 votes for, 0 vote against and 0 vote as abstention.

14. Report on lease of land and houses of the Company;

(For details, see <http://www.cninfo.com.cn>)

Director of the Company, Mr. Ji Zhijian and Mr Fan Wen were the correlative directors, and were

avoided from voting this proposal.

With 7 votes for, 0 vote against and 0 vote as abstention.

15. Report on selling the Guotai Junan shares;

Agrees on the Company's selling all of Guotai Junan shares through the trade system of Shanghai Securities Exchange in right time before June 30, 2024.

(For details, see <http://www.cninfo.com.cn>)

With 9 votes for, 0 vote against and 0 vote as abstention.

16. Report on financial leasing sales cooperation with Dalian Bingshan Group Hua Hui Da Financial Leasing Co., Ltd. (Hua Hui Da);

The subsidiary of the Company, Dalian Bingshan Lingshe Quick-freezing Equipment Co. LTD("Bingshan Lingshe"). will cooperate with Hua Hui Da, designated by the lessee Jilin Fuyu Agricultural Technology Co., LTD. ("Jilin Fuyu "), intends to purchase the Bingshan Lingshe 's cold storage equipment (Corn on the cob freezing machine) .

The above mentioned transaction constitutes a related transaction. Independent directors of the Company deliver a prior approval for the proposal on April 12, 2023 and agree to submit for deliberation on the Board. Related director Mr. Ji Zhijian is avoiding the votes for the proposal.

8 votes for; 0 vote against; 0 vote as abstention.

17. Report on guarantee to Jilin Fuyu Agricultural Technology Co., LTD.;

Based on the above financial leasing business, the Company and Bingshan Lingshe agree with Hua Huida and Jilin Fuyu that the Company and Bingshan Lingshe undertake the delayed rental advance and repurchase guarantee responsibility for Jilin Fuyu.

Independent directors of the Company deliver a prior approval for the proposal on April 12 and agree to submit for deliberation on the Board.

9 votes for; 0 vote against; 0 vote as abstention.

18. Report on amending the Registration and Management of Insider Information.

(For details, see <http://www.cninfo.com.cn>)

With 9 votes for, 0 vote against and 0 vote as abstention.

Among the above resolutions, resolution 2、3、4、5、11、12、13、15 shall be submitted to 2022 shareholders' general meeting for review and approval.

### 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 Bingshan Refrigeration & Heat Transfer Technologies Co., Ltd.

April 26, 2023