

Dalian Refrigeration Co., Ltd.

**Public Notice on Resolution of 1st Extraordinary Shareholders'
General Meeting of 2019**

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, 17 January, 2019

Internet polling: From 16 January, 2019 to 17 January, 2019

(1) Voting through the trading system of Shenzhen Stock Exchange: 9:30-11:30 am and 1:00-3:00 pm dated 17 January, 2019;

(2) Voting through the Internet voting system of Shenzhen Stock Exchange can be made anytime from 3:00 pm 16 January, 2019 to 3:00 pm 17 January, 2019;

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 1st Extraordinary Shareholders' General Meeting of 2019 was published in China Securities and Hong Kong Commercial Daily dated 28 December, 2018.

(II) Particulars about participants of the meeting

1. Particulars about general information of attending the meeting

76 shareholders and shareholders' representatives attended the meeting, representing 259,246,021 shares, taking 30.31% of the Company's total share capital 855,434,087 shares.

Among them:

10 shareholders and shareholders' representatives attended the on-site meeting, representing 250,708,210 shares, taking 29.31% of the Company's total share capital 855,434,087 shares.

66 shareholders and shareholders' representatives attended the network meeting, representing 8,537,811 shares, taking 1.00 % of the Company's total share capital 855,434,087 shares.

2. Particulars about shareholders of A shares attending the meeting

71 shareholders of A shares and their representatives attended the meeting, representing 184,278,061 shares, taking 30.01% of the Company's 613,934,087 total A shares.

Among them:

9 shareholders of A shares and their representatives attended the on-site meeting, representing 177,205,060 shares, taking 28.86% of the Company's 613,934,087 total A shares.

62 shareholders of A shares and their representatives attended the network meeting, representing 7,073,001 shares, taking 1.15% of the Company's 613,934,087 total A shares.

3. Particulars about shareholders of B shares attending the meeting

5 shareholders of B shares and their representatives attended the meeting, representing 74,967,960 shares, taking 31.04% of the Company's 241,500,000 total B shares.

Among them:

1 shareholders of B shares and their representatives attended the on-site meeting, representing 73,503,150 shares, taking 30.44% of the Company's 241,500,000 total B shares.

4 shareholders of B shares and their representatives attended the network meeting, representing 1,464,810 shares, taking 0.60 % of the Company's 241,500,000 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. Report on Electing the Directors of 8th Session of the Board

1.1 Elected Mr. Ji Zhijian to be director

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	259,246,021	253,032,410	97.60%	6,162,811	50,800
Including: A shares	184,278,061	179,529,260	97.42%	4,698,001	50,800
B shares	74,967,960	73,503,150	98.05%	1,464,810	0
Minority shareholders	9,802,431	3,588,820	36.61%	6,162,811	50,800
Including: A shares	8,337,621	3,588,820	43.04%	4,698,001	50,800
B shares	1,464,810	0	0.00%	1,464,810	0

1.2 Elected Mr. Ding Jie to be director

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	259,246,021	253,168,210	97.66%	6,064,711	13,100
Including: A shares	184,278,061	179,665,060	97.50%	4,601,301	11,700
B shares	74,967,960	73,503,150	98.05%	1,463,410	1,400
Minority shareholders	9,802,431	3,724,620	38.00%	6,064,711	13,100
Including: A shares	8,337,621	3,724,620	44.67%	4,601,301	11,700

B shares	1,464,810	0	0.00%	1,463,410	1,400
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1.3 Elected Mrs. Xu Junrao to be director

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	259,246,021	253,057,410	97.61%	6,069,111	119,500
Including: A shares	184,278,061	179,554,260	97.44%	4,604,301	119,500
B shares	74,967,960	73,503,150	98.05%	1,464,810	0
Minority shareholders	9,802,431	3,613,820	36.87%	6,069,111	119,500
Including: A shares	8,337,621	3,613,820	43.34%	4,604,301	119,500
B shares	1,464,810	0	0.00%	1,464,810	0

1.4 Elected Mr. Fan Yuekun to be director

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	259,246,021	253,123,310	97.64%	6,003,211	119,500
Including: A shares	184,278,061	179,618,760	97.47%	4,539,801	119,500
B shares	74,967,960	73,504,550	98.05%	1,463,410	0
Minority shareholders	9,802,431	3,679,720	37.54%	6,003,211	119,500
Including: A shares	8,337,621	3,678,320	44.12%	4,539,801	119,500
B shares	1,464,810	1,400	0.10%	1,463,410	0

1.5 Elected Mr. Takagi Toshiyuki to be director

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	259,246,021	253,243,410	97.68%	5,883,111	119,500
Including: A shares	184,278,061	179,738,860	97.54%	4,419,701	119,500
B shares	74,967,960	73,504,550	98.05%	1,463,410	0
Minority shareholders	9,802,431	3,799,820	38.76%	5,883,111	119,500
Including: A shares	8,337,621	3,798,420	45.56%	4,419,701	119,500
B shares	1,464,810	1,400	0.10%	1,463,410	0

1.6 Elected Mr. Watabe Shinichi to be director

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	259,246,021	253,261,610	97.69%	5,975,711	8,700
Including: A shares	184,278,061	179,757,060	97.55%	4,512,301	8,700
B shares	74,967,960	73,504,550	98.05%	1,463,410	0
Minority shareholders	9,802,431	3,818,020	38.95%	5,975,711	8,700
Including: A shares	8,337,621	3,816,620	45.78%	4,512,301	8,700
B shares	1,464,810	1,400	0.10%	1,463,410	0

1.7 Elected Mrs. Dai Dashuang to be independent director

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	259,246,021	253,172,610	97.66%	6,064,711	8,700
Including: A shares	184,278,061	179,668,060	97.50%	4,601,301	8,700
B shares	74,967,960	73,504,550	98.05%	1,463,410	0
Minority shareholders	9,802,431	3,729,020	38.04%	6,064,711	8,700
Including: A shares	8,337,621	3,727,620	44.71%	4,601,301	8,700
B shares	1,464,810	1,400	0.10%	1,463,410	0

1.8 Elected Mr. Liu Jiwei to be independent director

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	259,246,021	253,380,210	97.74%	5,857,111	8,700
Including: A shares	184,278,061	179,875,660	97.61%	4,393,701	8,700
B shares	74,967,960	73,504,550	98.05%	1,463,410	0
Minority shareholders	9,802,431	3,936,620	40.16%	5,857,111	8,700
Including: A shares	8,337,621	3,935,220	47.20%	4,393,701	8,700
B shares	1,464,810	1,400	0.10%	1,463,410	0

1.9 Elected Mrs. Wang Yan to be independent director

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	259,246,021	253,336,910	97.72%	5,900,411	8,700
Including: A shares	184,278,061	179,832,360	97.59%	4,437,001	8,700
B shares	74,967,960	73,504,550	98.05%	1,463,410	0
Minority shareholders	9,802,431	3,893,320	39.72%	5,900,411	8,700
Including: A shares	8,337,621	3,891,920	46.68%	4,437,001	8,700
B shares	1,464,810	1,400	0.10%	1,463,410	0

2. Report on Electing the Supervisors of 8th Session of the Supervisory Committee.

2.1 Elected Mr. Zhao Huiming to be supervisor

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	259,246,021	253,380,910	97.74%	5,611,311	253,800
Including: A shares	184,278,061	179,807,360	97.57%	4,216,901	253,800
B shares	74,967,960	73,573,550	98.14%	1,394,410	0
Minority shareholders	9,802,431	3,937,320	40.17%	5,611,311	253,800
Including: A shares	8,337,621	3,866,920	46.38%	4,216,901	253,800
B shares	1,464,810	70,400	4.81%	1,394,410	0

2.2 Elected Mrs. Dai Yuling to be supervisor

	Number of shares represented (share)	For (share)	For proportion	Against(share)	Abstention(share)
Present shareholders	259,246,021	253,312,210	97.71%	5,722,111	211,700
Including: A shares	184,278,061	179,738,660	97.54%	4,327,701	211,700
B shares	74,967,960	73,573,550	98.14%	1,394,410	0
Minority shareholders	9,802,431	3,868,620	39.47%	5,722,111	211,700
Including: A shares	8,337,621	3,798,220	45.56%	4,327,701	211,700
B shares	1,464,810	70,400	4.81%	1,394,410	0

3. Report on terminating the implementation of 2016 Restricted Stock Incentive Plan of the Company and logouting the restricted stock.

The shareholders Mr. Ding Jie and Mr.Fan Yuekunare 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	257,531,021	249,053,610	96.71%	8,201,011	276,400

Including: A shares	182,563,061	175,550,460	96.16%	6,806,601	206,000
B shares	74,967,960	73,503,150	98.05%	1,394,410	70,400
Non-correlative minority shareholders	9,802,431	1,325,020	13.52%	8,201,011	276,400
Including: A shares	8,337,621	1,325,020	15.89%	6,806,601	206,000
B shares	1,464,810	0	0.00%	1,394,410	70,400

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 11 December, 2018 and 28 December, 2018.

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.
18 January, 2019