

Bingshan Refrigeration & Heat Transfer Technologies Co., Ltd.

Public Notice on Resolution of the 9th Meeting of the 8th 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 3 April 2020.
2. The Board Meeting held in the form of live and video dated 16 April 2020.
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. 2019 Work Report of the General Manager of the Company;

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

2. 2019 Work Report of the Board of Directors of the Company;

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

3. 2019 Financial Settlement Report of the Company;

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

4. 2019 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 2019 was RMB 152.046 million and 10% of the net profit (RMB 15.205 million) was drawn as the legal surplus reserve. Therefore, the profit distributable to the shareholders in the current year was RMB 136.842 million. Plus the initial undistributed profit of RMB 926.512 million and minus the dividend of RMB 42.161 million of common shares paid in 2018 and the drawn free surplus reserve of RMB 32.428 million (20%), the accumulated profit distributable to the shareholders was RMB 988.765 million.

The Company's profit distribution preplan for 2019:

Based on the net profit made by the parent Company of the Company in 2019 (152.046 million), 20% of the net profit (RMB 30.409 million) will be drawn as the free surplus reserve;

Based on the total capital stock of 843,212,507 shares, the dividend of RMB 0.3 in cash (including tax) will be distributed for every 10 shares, the total cash dividend is RMB 25.296 million, and the cash dividend for B share is converted and paid in Hong Kong dollars.

The above preplan shall be submitted to the 2019 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 2019;

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

6. Quarterly Report for First Quarter of 2020;

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 2019;

(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 2019;

(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 2019;

(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 2020;

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 1,000 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.

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

12. Report on Estimated Associated Transactions for the year 2020;

It is predicted that the total amount of routine associate transactions of the Company in the whole year of 2020 will be around RMB 750 million yuan, consisting of around RMB 280 million yuan for purchasing auxiliary products for package projects from associate parties and around RMB 470 million yuan for selling auxiliary spare parts to associate parties.

The Company's independent directors reviewed this proposal on April 3, 2020 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 6 votes for, 0 vote against and 0 vote as abstention.

13. Report on Engaging Auditors for the Company in 2020;

The Company planned to reengage ShineWing CPAs (Special General Partnership) as its auditors for 2020 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 2019), 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 3, 2020 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 was the correlative director, and was avoided from voting this proposal.

With 8 votes for, 0 vote against and 0 vote as abstention.

15. Report on selling some Guotai Junan shares;

Agrees on the Company's selling no more than five million Guotai Junan shares through the trade system of Shanghai Securities Exchange in right time before 31 December 2020.

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

16. Report on changing accounting policy of the Company;

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

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

17. Issues relevant to 2019 Shareholders' General Meeting.

(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 shall be submitted to 2019 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 18, 2020