

Dalian Refrigeration Co., Ltd. Public Notice on Estimated Routine Associated Transactions for Year 2012

Important:

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

I. Brief of forecasting the routine associated transactions in the whole year 2012 (Unit: RMB'0000)

Type of associated transaction	Associated party	Estimation of the total amount	Proportion to the similar transactions	Total amount in the previous year	
purchasing auxiliary products for package projects from associate parties	Dalian Sanyo Refrigeration Co., Ltd.	700	30,000	18%	23,975
	Dalian Sanyo Cold-Chain Co., Ltd.	1,300			
	Dalian Sanyo Air Conditioner Co., Ltd.	800			
	Dalian Sanyo Compressor Co., Ltd.	1,100			
	Dalian Sanyo Meica Electronics Co., Ltd.	100			
	Dalian Bingshan Group Cold Drink Equipment Company Limited	3,600			
	Dalian Bingshan Group Refrigeration Equipment Company Limited	6,700			
	Dalian No.3 Refrigeration Equipment Factory	2,600			
	Dalian Zheng Xing Switchgear Plant	100			
	Dalian Spindle Cooling Towers Company Limited	300			
	BAC Dalian Company Limited	7,900			
	Dalian Bingshan Group Import and Export Co., Ltd.	3,500			
	Dalian Bingshan Group Materials Trading Co., Ltd.	1,100			
	Dalian Bingshan Metal Technology Co., Ltd.	200			

selling auxiliary spare parts to associate parties	Dalian Sanyo Refrigeration Co., Ltd.	300	24,500	13%	20,800
	Dalian Sanyo Cold-Chain Co., Ltd.	1,600			
	Dalian Sanyo Air Conditioner Co., Ltd.	1,400			
	Dalian Sanyo Compressor Co., Ltd.	1,300			
	Dalian Bingshan Group Cold Drink Equipment Company Limited	600			
	Dalian Bingshan Group Refrigeration Equipment Company Limited	500			
	Dalian No.3 Refrigeration Equipment Factory	1,800			
	Dalian Zheng Xing Switchgear Plant	50			
	BAC Dalian Company Limited	400			
	Dalian Bingshan Group Import and Export Co., Ltd.	14,500			
	Dalian Bingshan – P&A Recreation Development Engineering Co., Ltd.	100			
	Beijing Bingshan Refrigeration Serial Equipment Company Limited	100			
	Beijing Huashang Bingshan Refrigeration Equipment Co., Ltd.	1,400			
	Dalian Fuji Bingshan Vending Machine Co., Ltd.	300			
	Shenyang Sanyo Air Conditioner Co., Ltd.	20			
	Dalian Bingshan Metal Technology Co., Ltd.	30			
Dalian Sanyo High-Efficient Refrigeration System Co., Ltd.	100				
Total		54,500			44,775

II. Introduction to the associated parties and description of the association relationship

Name	Association relationship
Dalian Sanyo Refrigeration Co., Ltd.	associated company to the Company
Dalian Sanyo Cold-Chain Co., Ltd.	
Dalian Sanyo Air Conditioner Co., Ltd.	
Dalian Sanyo Compressor Co., Ltd.	
Dalian Sanyo Meica Electronics Co., Ltd.	
Shenyang Sanyo Air Conditioner Co., Ltd.	
Dalian Fuji Bingshan Vending Machine Co., Ltd.	
Dalian Sanyo High-Efficient Refrigeration System Co., Ltd.	
Dalian Bingshan – P&A Recreation Development Engineering Co., Ltd.	
Beijing Huashang Bingshan Refrigeration Equipment Co., Ltd.	
Thermo King-Dalian Transport Refrigeration Co., Ltd.	
BAC Dalian Company Limited	
Dalian Bingshan Group Cold Drink Equipment Company Limited	
Dalian Bingshan Group Refrigeration Equipment Company Limited	
Dalian No.3 Refrigeration Equipment Factory	
Dalian Zheng Xing Switchgear Plant	
Dalian Spindle Cooling Towers Company Limited	
Dalian Bingshan Metal Technology Co., Ltd.	subsidiary controlled by Bingshan Group
Dalian Bingshan Group Import and Export Co., Ltd.	
Dalian Bingshan Group Materials Trading Co., Ltd.	
Beijing Bingshan Refrigeration Serial Equipment Company Limited	

III. Pricing policy and basis

The Company makes the agreed prices for purchasing goods from or selling products to the associated parties by reference to the market prices.

IV. Transaction purpose and influence of the transactions on the listed company

The routine associate transactions of the Company involve a number of Associate parties, which reflects the aggregated industrial production mode of the company. With the products of the company expanding and developing increasingly, an industrial chain of fair scale in connection with refrigeration and air-conditioning has taken shape. As the refrigeration and air-conditioning package plants for customers involve a high requirement for the production technology, the accessories, contracted-out parts for some products come from our associate parties to ensure the quality of our products and the market stability.

Associated transactions of this Company with the associated parties are necessary for normal production and operation, and of positive significance for normal development of the Company and will continue in future. Associated transactions are confirmed by signing economic contracts. The methods of pricing and settling accounts are based on the market prices, and having no harm to the interests of the Company and of the shareholders.

V. Reviewing procedure

1. The Company held the 14th meeting of the 5th Board of Directors on March 6, 2012, and adopted the above proposal for routine associated transactions. Related directors, Zhang He and Mu Chuanjiang obviated in examination.

2. The Company's independent directors reviewed this proposal in advance on Feb. 24, 2012 and agreed to submit it to the 14th meeting of the 5th Board of Directors for review. Their opinion is: the above routine associated transactions of the Company are normal and necessary, complying with the relevant stipulations of the Rules for Listing Shares and the Company's Articles of Association and with the public, fair and candid basis, and being valid for the Company's actual operation and development conditions; and the transaction prices are reasonable, having no harm to the interests of the Company and of the non-associated shareholders.

3. The routine associated transaction requires approval of the shareholders' general meeting. The associated shareholders having interest in the transaction will waive its right to vote for the related proposal.

VI. Signature of the agreement for associated transaction

For the agreement for associated transaction, the Company will sign on schedule with the associated party, depending on the process of production and operation.

VII. Reference Documents

1. The resolutions of the Company's 14th meeting of the 5th Board of Directors;
2. The opinion of the independent directors.

Board of Directors of Dalian Refrigeration Co., Ltd.

March 8, 2012