

ADAMA Ltd.

Announcement of Resolutions of the 13th Meeting of the 8th Session of the Board of Directors

The Company and all members of its board of directors hereby confirm that all information disclosed herein is true, accurate and complete with no false or misleading statement or material omission.

The 13th Meeting of the 8th Session of the Board of Directors of ADAMA Ltd. (hereinafter referred to as the “Company”) was held via circulation of the resolution and the related documents on March 29, 2019 following notifications to all the directors by email. Five directors were entitled to participate in the circulation and five directors participated.

The meeting complies with all relevant laws and regulations as well as the Articles of Association of the Company. The following resolution was deliberated and adopted:

1. Proposal on an External Guarantee in a Related Party Transaction

Considering

- (1) On March 19, 2019, China National Agrochemical Co., Ltd. (“CNAC”), CNAC International Company Limited and the Company entered into an Equity Interest Transfer Agreement (“SPA”), according to which the Company shall acquire 100% of the equity interests in Jiangsu Anpon Electrochemical Co., Ltd. (“Anpon” and the “Transaction”);

- (2) Anpon has previously provided a limited amount joint liability guarantee to the Industrial and Commercial Bank of China Limited, Xuyi Branch (the “Bank”), to ensure the repayment of loans provided to a subsidiary of the Company’s controlling shareholder by the Bank (the “Guarantee Contract”).
- (3) CNAC is currently negotiating with the Bank with respect to replacement of the guarantor under the Guarantee Contract, as the result of which CNAC will become the guarantor under the Guarantee Contract in the place of Anpon. As of the date of this announcement, all internal approval procedures of CNAC with regard to the above-mentioned replacement have been completed; and the corresponding internal approval procedures of the Bank are in process.
- (4) As such, the Company’s controlling shareholder, CNAC, provided the Company with an undertaking in which it commits to indemnify the Company and/or Anpon and keep them harmless from any loss suffered by either due to the existence, amendment, performance or termination of the Guarantee Contract and any other negative impact due to the delay in the settlement thereof.

Therefore, the Board of Directors approves that Anpon, post Transaction, will continue performing its obligations under the Guarantee Contract until the Bank completes its internal procedures to settle the Guarantee Contract.

The related-directors Yang Xingqiang and An Liru refrained from the vote. This proposal was passed with 3 affirmative votes, 0 negative vote and 0 abstention.

This proposal subjects to the approval of shareholders of the Company.

It is hereby announced.

Board of Directors of ADAMA Ltd.

March 30, 2019