

## **ADAMA Ltd.**

# **Announcement of Resolutions of the 33<sup>rd</sup> Meeting of the 9<sup>th</sup> 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 33<sup>rd</sup> Meeting of the 9<sup>th</sup> Session of the Board of Directors of ADAMA Ltd. (hereinafter referred to as the “Company”) was held via video and on-site conference on April 25, 2024 following notifications sent to all the directors on April 15, 2024. Five directors were entitled to attend the meeting and five directors attended. Among them, Mr. Qin Hengde, the chairman, was unable to attend the meeting in person due to work reasons, and entrusted the director Mr. An Liru, to attend and exercise voting rights on his behalf.

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

### **1. Proposal on the Q1 2024 Report**

This proposal was passed with 5 affirmative votes, 0 negative votes and 0 abstentions. For details, please refer to the Q1 2024 Report disclosed on April 26, 2024.

### **2. Proposal on Nomination of Non-Independent Directors to Compose the 10th Session of the BOD**

Following review, the Board of Directors approved the nomination of Mr. Qin Hengde, Mr. Liu Hongsheng, and Mr. An Liru as candidates to continue serving as non-independent directors of the 10<sup>th</sup> Session of the Board of Directors.

For the profiles of the above candidates, please refer to the appendix of this announcement.

This proposal was passed with 5 affirmative votes, 0 negative votes and 0 abstentions. This proposal is subject to the approval of the Shareholders.

### **3. Proposal on Nomination of Independent Directors to Compose the 10th Session of the BOD**

Following review, the Board of Directors approved the nomination of Mr. Ge Ming and Mr. Yang Guangfu as candidates to continue serving as independent directors of the 10<sup>th</sup> Session of the Board of Directors.

The nomination of Mr. Ge Ming and Mr. Yang Guangfu as the candidates to continue serving as independent directors shall be submitted to the Company's shareholders meeting for deliberation and approval following its review by the Shenzhen Stock Exchange.

For the profiles of the above candidates, please refer to the appendix of this announcement. The Statement by the Nominator for Independent Director Candidates and the Statement by the Independent Director Candidates were disclosed on the website of Juchao Information (<http://www.cninfo.com.cn>) on the same day of this announcement.

This proposal was passed with 5 affirmative votes, 0 negative votes and 0 abstentions. This proposal is subject to the approval of the Shareholders.

### **4. Proposal on Revisions to the Policy for Independent Directors of ADAMA Ltd.**

In order to further improve the corporate governance of the Company and give full play to the role of independent directors, the Board approved revisions to the Policy for Independent Directors of the Company according to relevant provisions of Administrative Measures for Independent Directors of Listed Companies issued by China Securities Regulatory Commission, taking into account the actual situation of the Company.

The policy was disclosed on the website of Juchao Information (<http://www.cinfo.com.cn>) with this announcement.

This proposal was passed with 5 affirmative votes, 0 negative votes, and 0 abstentions. This proposal is subject to the approval of the Shareholders.

### **5. Proposal on Revisions to the Implementation Rules of the Audit Committee of the BOD, Implementation Rules for the Nomination Committee of the BOD**

## **and Implementation Rules of the Remuneration and Appraisal Committee of the BOD**

According to Administrative Measures for Independent Directors of Listed Companies issued by China Securities Regulatory Commission, Shenzhen Stock Exchange Listing Rules and Guidelines of Shenzhen Stock Exchange on Self-discipline Supervision of Listed Companies No.1: Standardized Operation of Main Board Listed Companies, combined with the actual situation of the Company, the Board approved revisions to the Implementation Rules of the Audit Committee, Implementation Rules for the Nomination Committee and Implementation Rules of the Remuneration and Appraisal Committee of the Board of Directors, which shall be formally implemented after being reviewed and approved by the Board.

The rules were disclosed on the website of Juchao Information (<http://www.cinfo.com.cn>) with this announcement.

This proposal was passed with 5 affirmative votes, 0 negative votes, and 0 abstentions.

### **6. Proposal on Credit Facility from the Related Party**

In order to further support the Company's ongoing working capital needs, the Company's wholly-owned subsidiary ADAMA Agricultural Solutions Ltd. (directly, or through one of its subsidiaries), intends to apply for a new credit facility in a total amount of up to USD 200 million from any of the overseas subsidiaries of Syngenta Group Co., Ltd. The transaction constitutes a related party transaction.

For details, please refer to the Announcement on Credit Facility of USD 200 million from a Related Party disclosed on the same day.

The related directors, Mr. Qin Hengde and Mr. Liu Hongsheng, refrained from voting. This proposal was passed with 3 affirmative votes, 0 negative vote and 0 abstention. This proposal is subject to the approval of the Shareholders.

### **7. Proposal on Calling for the 1st Interim Shareholders Meeting in 2024**

The Board of Directors calls for the 1st interim shareholders meeting to be held on May 13, 2024, at which a vote will be conducted by a combination of on-site votes and online votes, to consider the abovementioned proposals 2 to 4, and proposal 6, as well as proposal 2 approved by the 13th meeting of the 9th session of the Board of Supervisors.

This proposal was passed with 5 affirmative votes, 0 negative votes, and 0 abstentions.

The above proposal 1 was reviewed and approved by the Audit Committee of the Board of Directors of the Company.

The above proposal 2 and proposal 3 were reviewed and approved by the Nomination Committee of the Board of Directors of the Company. After the completion of the election, the total number of directors concurrently serving as the senior executive of the Company shall not exceed half of the total number of directors of the 10th session of the Board of Directors. The Company does not have any director as the employee representatives.

All the Company's independent directors provided opinions and preapproved the above proposal 6.

It is hereby announced.

Board of Directors of ADAMA Ltd.

April 26, 2024

## Appendix: Profiles of Nominees of Director

### **Non-independent Director**

#### 1. Qin Hengde

Mr. Qin Hengde, Chinese, born in April 1970, master's degree, senior accountant, is the Chief Financial Officer of Syngenta Group Co., Ltd., the Chairman of Zhenda Xianjing (Shanghai) Science and Technology Development Co., Ltd. He joined in work in August 1991 and served as deputy chief accountant of Hubei Hongqi Cable Factory, chief accountant of SDIC YuanYi Industry Co.,Ltd., as well as deputy general manager of investment management department of D'Long International Strategic Investment Co.,Ltd.

Mr. Qin Hengde joined Sinochem in July 2004 and served as General Manager of Business Development Department, Financial Controller, Deputy General Manager, Executive Deputy General Manager, General Manager and the Party Secretary of Sinochem International Corporation.

He previously served as the Party Secretary and President of Agricultural Division of Sinochem Corporation, Vice Chairman of Qinghai Salt Lake Industry Co., Ltd., the Party Secretary and Executive Director of China National Seed Group Co., Ltd, Party Secretary and President of Syngenta Group China, Chairman and General Manager of Syngenta Group Modern Agricultural Technology Co., Ltd, the Vice President and Chief Human Resources Officer of Syngenta Group Co., Ltd., the Chairman of Winall Hi-tech Seed Co.,Ltd., Party Secretary, General Manager and Executive Director of Sinofert Holdings Limited, and General Manager and Executive Director of Sinofert Company Limited as well as Chairman of Jiangsu Yangnong Chemical Co., Ltd.

As of the date of this Announcement, Mr. Qin Hengde does not directly or indirectly hold any of the Company's shares. Save as disclosed herein, Mr. Qin Hengde has no relationship with any shareholders holding more than 5% of the Company's shares, the actual controllers, or other directors, supervisors and senior executives of the Company.

Mr. Qin Hengde has not been subject to any punishment imposed by the CSRC and the SZSE and does not fall under any of the circumstances stipulated in Article 3.2.2 of the Guidelines of Shenzhen Stock Exchange on Self-discipline Supervision of Listed Companies No.1: Standardized Operation of Main Board Listed Companies.

Mr. Qin Hengde is not a judgement debtor subject to enforcement and meets all the qualifications set under the applicable laws and regulations.

## 2. Liu Hongsheng

Mr. Liu Hongsheng, born in 1966, with Chinese nationality, is currently a senior adviser of production and operation of Sinochem Holdings. He joined Sinochem Group in 2000 and held various positions in the logistics sector of Sinochem International (Holdings) Co., Ltd., and then took the office of the general manager of the company as well as the chairman of Hesheng Agricultural Group in 2016.

In 2018, Mr. Liu was promoted to the party secretary and president for the chemical division of Sinochem Group, the party secretary, director of the board and the general manager of Sinochem International (Holdings) Co., Ltd. In 2022, He was appointed as the CPC party secretary and president of Syngenta Group China, the chairman of the board of directors for both Sinofert and Jiangsu Yangnong. Prior to joining Sinochem, he once served in the Ministry of Foreign Trade and Economic Cooperation of China and the Chinese Embassy in Thailand.

Mr. Liu graduated from Peking University with a Bachelor's Degree in Philosophy and later obtained the MBA degree from Shanghai Maritime University.

As of the date of this Announcement, Mr. Liu Hongsheng does not directly or indirectly hold any of the Company's shares. Save as disclosed herein, Mr. Liu Hongsheng has no relationship with any shareholders holding more than 5% of the Company's shares, the actual controllers, or other directors, supervisors and senior executives of the Company except for those being stated above.

Mr. Liu Hongsheng has not been subject to any punishment imposed by the CSRC and the SZSE and does not fall under any of the circumstances stipulated in Article 3.2.2 of the Guidelines of Shenzhen Stock Exchange on Self-discipline Supervision of Listed Companies No.1: Standardized Operation of Main Board Listed Companies. Mr. Liu Hongsheng is not a judgement debtor subject to enforcement and meets all the qualifications set under the applicable laws and regulations.

## 3. An Liru

Mr. An Liru, Chinese, born in 1969. He holds a master degree of chemical engineering and MBA, senior engineering, senior economist. He used to be the Assistant of General Manager, Vice General Manager, General Manager, Deputy

Party Secretary of Jiangsu Anpon Electrochemical Co., Ltd., Chairman of Directors, Party Secretary of Jiangsu Huaihe Chemicals Co., Ltd., Executive Director and CEO of Jiangsu Madao Agrochemical Co., Ltd., the Chairman of the Board of Directors of the Company, Executive Director of Jiangsu Anpon Electrochemical Co., Ltd., Chairman of Directors and Party Secretary of China National Agrochemical Co., Ltd. Currently, he serves also as a Director and the Executive Vice President of Adama Solutions, Executive Director and General Manager of Adama (China) Investment Co., Ltd., Vice President of Syngenta Group Modern Agricultural Technology Co., Ltd..

As of the date of this Announcement, Mr. An Liru does not directly or indirectly hold any of the Company's shares. Save as disclosed herein, Mr. An has no relationship with any shareholders holding more than 5% of the Company's shares, the actual controllers, or other directors, supervisors and senior executives of the Company.

Mr. An has not been subject to any punishment imposed by the CSRC and the SZSE and does not fall under any of the circumstances stipulated in Article 3.2.2 of the Guidelines of Shenzhen Stock Exchange on Self-discipline Supervision of Listed Companies No.1: Standardized Operation of Main Board Listed Companies. Mr. An is not a judgement debtor subject to enforcement and meets all the qualifications set under the applicable laws and regulations.

## **Independent Director**

### **1. Ge Ming**

Mr. Ge Ming, Chinese, born in 1951, obtained a master's degree in western accounting from the Research Institute of Fiscal Science attached to Ministry of Finance of the PRC. He is a certified Chinese public accountant and an Australian certified public accountant.

Mr. Ge Ming currently serves as an independent director on the boards of China Tourism Group Duty Free Corporation Limited, AsiaInfo, GAC Aion New Energy Automobile Co., Ltd. and Apollobio Corp. He currently also serves on the supervisory boards of Taikang Insurance Group Inc., Bank of Shanghai, and Tencent Foundation, and serves as the executive director and general manager of Beijing Huaming Fulong Accounting Consulting Co., Ltd.

Mr. Ge Ming previously served as the chairman and chief accountant of Ernst & Young Hua Ming Certified Public Accountants Firm, and as the managing partner, chief accountant and senior advisor of Ernst & Young Hua Ming Certified Public Accountants (special general partnership). Mr. Ge Ming has not worked in the controlling shareholder and the actual controller of the Company before. Since November 2020, Mr. Ge Ming has been an independent director of the Company.

As of the date of this Announcement, Mr. Ge Ming does not directly or indirectly hold any of the Company's shares. Mr. Ge has no relationship with any shareholders holding more than 5% of the Company's shares, the actual controllers, or other directors, supervisors and senior executives of the Company.

Mr. Ge has not been subject to any punishment imposed by the CSRC and the SZSE and does not fall under any of the circumstances stipulated in Article 3.2.2 of the Guidelines of Shenzhen Stock Exchange on Self-discipline Supervision of Listed Companies No.1: Standardized Operation of Main Board Listed Companies. Mr. Ge is not a judgement debtor subject to enforcement and meets all the qualifications set under the applicable laws and regulations.

## 2. Yang Guangfu

Mr. YANG Guangfu, a PRC citizen born in 1970, holds a title of PhD in pesticide science.

He is the recipient of National Outstanding Youth Science Fund, and he is also honored as a leading talent in science and technology innovation of the "Ten Thousand Talents Plan" of the Organization Department of the Central Commitment of the CPC, the Innovation Team Leader of the Ministry of Education, the National Model Teacher and one of the National Outstanding Scientific and Technological Professionals, etc.

Starting his career life in July 1997, Yang has successively served as lecturer, associate professor and professor in the Institute of Pesticide Chemistry of Central China Normal University. He also held positions including dean and professor for the School of Chemistry as well as the assistant to the President of the University, etc.

He is currently a professor, doctoral supervisor, deputy director of the Academic Committee of the University, director of the National Key Laboratory of Green Pesticide (based at the University), director of International Joint Research Center

for Intelligent Biosensor Technology and Health, and director of the Pesticide Engineering Research Centre of Hubei Province.

Additional academic appointments of Professor Yang include Member of the 5th and 6th Chemistry and Chemical Engineering Department of the Science and Technology Committee of the Ministry of Education, Member of the Pesticide Industry Development Guidance Expert Group of the Ministry of Agriculture and Rural Development, Fellow of the Chinese Chemical Society, Director of the Chinese Plant Protection Society, Deputy Director of the Agricultural Chemistry Committee of the Chinese Chemical Society, Member of the Chemical Biology Committee of the Chinese Chemical Society, Member of the Pesticide Committee of the Chinese Society of Chemical Engineering, Vice President of the Hubei Plant Protection Society, and so on.

Since December 2023, Professor Yang has been an independent director of the Company. Professor Yang has not held any positions of director of the board, supervisor or senior executive in other organizations in the last five years.

As of the date of this Announcement, Mr. Yang Guangfu does not directly or indirectly hold any of the Company's shares; he does not work for any shareholders holding more than 5% of the Company's shares and the actual controller. Mr. Yang Guangfu has no relationship with any shareholders holding more than 5% of the Company's shares, the actual controllers, or other directors, supervisors and senior executives of the Company.

Mr. Yang Guangfu has not been subject to any punishment imposed by the CSRC and the SZSE and does not fall under any of the circumstances stipulated in Article 3.2.2 of the Guidelines of Shenzhen Stock Exchange on Self-discipline Supervision of Listed Companies No.1: Standardized Operation of Main Board Listed Companies. Mr. Yang Guangfu is not a judgement debtor subject to enforcement and meets all the qualifications set under the applicable laws and regulations.