ADAMA Ltd.

Notice of 2019 Annual General Meeting

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.

I. Basic Information of the Meeting

1. This is the 2019 Annual General Meeting.

2. Convener: Board of Directors. The Company passed a proposal on calling for 2019 Annual General Meeting on the 25th Meeting of the 8th Session of the Board of the Company on April 27, 2020.

3. The meeting is in line with the relevant laws, administrative regulations, regulatory documents and relevant provisions of the Articles of Association.

4. Nature of the meeting: shareholders can vote through on-site voting and online voting.

For each share, either on-site voting or online voting can be used. If repeated voting by the same share occurs, the first voting result shall prevail.

5. Time of the Meeting:

(1) On-site meeting: starts at 14:30 on May 20, 2020.

(2) Online voting: May 20, 2020. The online voting via trading system of Shenzhen Stock Exchange will be from 9:30 a.m. to 11:30 a.m. and from 1:00 p.m. to 3:00 p.m.

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on May 20, 2020; the online voting via online voting system of Shenzhen Stock Exchange will be any time from 9:15 a.m. to 3:00 p.m. on May 20, 2020.

6. Record day of the meeting: May 15, 2020

For B-share shareholders, they can vote only if they purchase the Company's shares on May 12 , 2020 or before.

7. Attendance:

(1) All shareholders of the Company whose names appear on the registry of the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited on the closing of the trading market on the record day are entitled to attend the meeting. Shareholders may also appoint proxies in writing to attend and vote. The proxies can be non-shareholders.

Shareholders China National Agrochemical Co., Ltd. and Jingzhou Sanonda Holdings Co., Ltd. are related parties of the Company and shall refrain from the voting on the proposal 6, proposal 8 and proposal 9.

(2) Directors, supervisors and senior executives of the Company;

(3) Attorney engaged by the Company;

(4) Other invitees invited by the convenor.

8. Location:

6F A7 Building, No.10, Chaoyang Park South Road, Chaoyang, Beijing, China

II. Proposal

1. Proposal on the 2019 Annual Report and its Abstract

2. Proposal on the 2019 Financial Statements

3. Proposal on the Pre-Plan of the 2019 Dividend Distribution

4. Proposal on the 2019 Working Report of the Board of Directors

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5. Proposal on the Engagement with an Audit Firm for the Audit of the Financial Statements and Internal Control of the Company for 2020

6. Proposal on the Expected Related Party Transactions in the Ordinary Course of Business in 2020

7. Proposal on the 2019 Working Report of the Board of Supervisors

8. Proposal on the Overall Achievement of the Committed Performance included in the Major Assets Restructuring Project and the Planned Compensation to the Company by the Obligors

9. Proposal on the Share Buyback and Cancellation and the Decrease of the Registered Capital of the Company

10. Proposal on Revisions to the Articles of Association of the Company and relevant Rules of Procedures

11. Proposal on Terminating the Use of Raised Funds on Certain Designated Projects Included in the Project of Share Issuance for Assets Purchase and Supporting Finance

12. Proposal on the Compliance with the Conditions for Public Issuance of Corporate Bonds to Qualified Investors

13. Proposal on the Plan on Public Issuance of Corporate Bonds

14. Proposal on Requesting the Shareholders Meeting to Authorize the Board of Directors and Persons Authorized by the Board of Directors to Manage All Matters Related to the Public Issuance of Corporate Bonds

The Working Report of 2019 of the Independent Directors will be presented on the meeting.

The above proposals were passed by the 25th meeting of the 8th session of the Board of Directors and the 12th meeting of the 8th session of the Board of Supervisors. The details are set out in the announcement disclosed by the Company on http://www.cninfo.com.cn on April 28, 2020.

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Approval of proposal 8 is a precondition for the effectiveness of proposals 9 and 10. As special resolutions, approval of proposals 9 and 10 shall require at least 2/3 of the voting rights represented by the attending shareholders

The voting of Mid-small shareholders shall be counted separately and disclosed.

III. Proposal Code

Table 1: coding list of the shareholders' meeting proposals

NO.	**Proposals**	Note The proposal with a "✓" in this column can be voted
100	All Proposals	✓
Non-cumulative Voting Proposals		
1.00	Proposal on the 2019 Annual Report and its Abstract	✓
2.00	Proposal on the 2019 Financial Statements	✓
3.00	Proposal on the Pre-Plan of the 2019 Dividend Distribution	✓

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4.00	Proposal on the 2019 Working Report of the Board of Directors	✓
5.00	Proposal on the Engagement with an Audit Firm for the Audit of the Financial Statements and Internal Control of the Company for 2020	✓
6.00	Proposal on the Expected Related Party Transactions in the Ordinary Course of Business in 2020	✓
7.00	Proposal on the 2019 Working Report of the Board of Supervisors	✓
8.00	Proposal on the Overall Achievement of the Committed Performance included in the Major Assets Restructuring Project and the Planned Compensation to the Company by the Obligors	✓
9.00	Proposal on the Share Buyback and Cancellation and the Decrease of the Registered Capital of the Company	✓
10.00	Proposal on Revisions to the Articles of Association of the Company and relevant Rules of Procedures	✓
11.00	Proposal on Terminating the Use of Raised Funds on Certain Designated Projects Included in the Project of Share Issuance for Assets Purchase and Supporting Finance	✓
12.00	Proposal on the Compliance with the Conditions for Public Issuance of Corporate Bonds to Qualified Investors	✓

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13.00	Proposal on the Plan on Public Issuance of Corporate Bonds	Sub-proposals (12) √
13.01	Issue Size	√
13.02	Issuance Method	√
13.03	Term of the Bonds and Products	√
13.04	Par Value and Issuance Price	√
13.05	Purpose of Raised Funds	√
13.06	Interest Rate and Repayment Method of the Bonds	√
13.07	Guarantee	√
13.08	Options on Adjustment of the Nominal Rate of the Bonds, Redemption or Resale Terms and Other Terms on Rights	√
13.09	Underwriting	√

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13.10	Issuance Objects	✓
13.11	Repayment Guarantee	✓
13.12	Validity Period of the Resolution	✓
14.00	Proposal on Requesting the Shareholders Meeting to Authorize the Board of Directors and Persons Authorized by the Board of Directors to Manage All Matters Related to the Public Issuance of Corporate Bonds	✓

IV. Registration of the on-site Meeting

1. Way of Registration:

(1) for individual shareholders attending the meeting, personal ID card and shareholding certificates are needed; while attending the meeting by proxy, the attendant must hold the ID copy of the client, power of attorney, shareholding certificate along with ID of the proxy;

(2) for legal representatives of legal person shareholders attending the meeting, the copy of business license, certificate of identity of the legal representative and shareholding certificates are necessary; while attending the meeting by proxy, the attendant must hold the copy of the business license, certificate of identity of the legal representative, power of attorney, shareholding certificates along with ID of the proxy;

(3) shareholders from other locations can register via mail or fax before 16:30 on May 19, 2020. Please confirm by telephone after sending the mail or fax. Registration through telephone is not accepted.

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2. Date: 9:30-16:30 (during the working days), from May 18 to May 19, 2020.

3. Place:

Office of the Listco, 6/F, No.7 Office Building, No.10 Courtyard, Chaoyang Park South Road, Chaoyang District, Beijing, China.

4. Contact:

Contact Person: Wang Zhujun, Guo Zhi

Telephone: (010) 56718110 Fax: (010)59246173

Address: 6/F, No.7 Office Building, No.10 Courtyard, Chaoyang Park South Road, Chaoyang District, Beijing, China.

Post code: 100026

5. The on-site meeting will last for half a day, the transportation and boarding expenses for attendance shall be borne by the participants themselves

V. Operation Process of Online Voting:

In the shareholders' meeting, shareholders can participate in voting through the trading system and online voting system (http://wltp.cninfo.com.cn) of Shenzhen Stock Exchange. For more details, please refer to the attachment 1.

VI. Documents available for reference

1. Resolutions of the 25th Meeting of the 8th Session of the Board of the Directors and Resolutions of the 12th Meeting of the 8th Session of the Board of the Supervisors.

2.Other documents required by Shenzhen Stock Exchange.

Board of Directors

April 28, 2020

Attachment 1

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The Operation Process of Online Voting

I. Online voting procedure

1. Voting code and abbreviation: Voting code “360553”; abbreviation “ADAMA voting”

2. Vote

For non-cumulative voting proposals, shareholders shall vote among: For, Against, and Waive.

II. Vote via Shenzhen Stock Exchange Trading Program

1. Voting time: 9:30-11:30 and 13:00-15:00 on May 20, 2020.

2. Shareholders can enter into the trading system to vote.

III. Vote via Shenzhen Stock Exchange Online Voting System

1. The online voting via online voting system of Shenzhen Stock Exchange will be any time from 9:15 a.m. to 3:00 p.m. on May 20, 2020.

2. Shareholders voting through online voting system shall obtain Shenzhen Digital Certificate or Shenzhen Investor Service Password in accordance with the Guidelines of Shenzhen Stock Exchange Investor Network Identity Authentication Service Business (April 2016) to provide of identity authentication. For detailed authentication process, please log into the online voting system http://wltp.cninfo.com.cn.

3. Shareholders can log into http://wltp.cninfo.com.cn with the Shenzhen Digital Certificate or Shenzhen Investor Service to vote within the time period required by the Shenzhen Stock Exchange online voting system.

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Attachment 2

Power of attorney

I hereby authorize Mr./Ms._____ to attend and vote in the 2019 Annual General Meeting of ADAMA Ltd. on May 20, 2020. The voting opinion is as followed:

NO.	Proposals	Note	Voting Opinions		
			For	Against	Waived
100	All Proposals	✓			
Non-cumulative Voting Proposals					
1.00	Proposal on the 2019 Annual Report and its Abstract	✓			
2.00	Proposal on the 2019 Financial Statements	✓			
3.00	Proposal on the Pre-Plan of the 2019 Dividend Distribution	✓			
4.00	Proposal on the 2019 Working Report of the Board of Directors	✓			
5.00	Proposal on the Engagement with an Audit Firm for the Audit of the Financial Statements and Internal Control of the Company for 2020	✓			

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6.00	Proposal on the Expected Related Party Transactions in the Ordinary Course of Business in 2020	✓			
7.00	Proposal on the 2019 Working Report of the Board of Supervisors	✓			
8.00	Proposal on the Overall Achievement of the Committed Performance included in the Major Assets Restructuring Project and the Planned Compensation to the Company by the Obligors	✓			
9.00	Proposal on the Share Buyback and Cancellation and the Decrease of the Registered Capital of the Company	✓			
10.00	Proposal on Revisions to the Articles of Association of the Company and relevant Rules of Procedures	✓			
11.00	Proposal on Terminating the Use of Raised Funds on Certain Designated Projects Included in the Project of Share Issuance for Assets Purchase and Supporting Finance	✓			

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12.00	Proposal on the Compliance with the Conditions for Public Issuance of Corporate Bonds to Qualified Investors	√			
13.00	Proposal on the Plan on Public Issuance of Corporate Bonds	Sub-proposals (12) √			
13.01	Issue Size	√			
13.02	Issuance Method	√			
13.03	Term of the Bonds and Products	√			
13.04	Par Value and Issuance Price	√			
13.05	Purpose of Raised Funds	√			
13.06	Interest Rate and Repayment Method of the Bonds	√			
13.07	Guarantee	√			
13.08	Options on Adjustment of the Nominal Rate of the Bonds, Redemption or Resale Terms and Other Terms on Rights	√			

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13.09	Underwriting	√			
13.10	Issuance Objects	√			
13.11	Repayment Guarantee	√			
13.12	Validity Period of the Resolution	√			
14.00	Proposal on Requesting the Shareholders Meeting to Authorize the Board of Directors and Persons Authorized by the Board of Directors to Manage All Matters Related to the Public Issuance of Corporate Bonds	√			

（**Note: For non-cumulative voting, Choose "√" if you vote for the resolution , "×" if you vote against the resolution, "O" if you waive; For cumulative voting, please fill in the number of the votes for the candidates.**）

Consignor:

ID card or business license number:

Shareholding account: Type and amount of shareholding:

Consignee: ID card number:

Delegation date:

This power of attorney shall come into effect from the date of issuance and shall invalid while the above Meeting ends.

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