ADAMA Ltd.

Independent Opinions of the Independent Directors on the Relevant Issues

In accordance with the *Company Law of the People's Republic of Chin*a, *Guidance on Establishing the Independent Director System in Listed Companies*, and other laws, regulations and normative documents, as well as the *Articles of Association of the Company* and *Independent Director Policy*, we, as the independent directors of ADAMA Ltd. (hereinafter referred to as "Company"), give our independent opinions on the relevant matters from the standpoint of independent judgment:

1. Independent Opinions on the Utilization of the Company's Capital for Non-Operating Purposes by the Controlling Shareholder and the Related Parties of the Company; and External Guarantees Provided by the Company

(1) Utilization of the Company's Capital for Non-Operating Purposes by the Controlling Shareholder and the Related Parties of the Company

In the first half of 2020, the Controlling shareholder and related parties of the Company did not utilize the Company's capital for non-operating purposes.

Capital amounts transferred between the Company and its controlling shareholder and related parties in the first half of 2020 were solely related to normal business operations and conducted at fair prices. The transactions followed the required legal procedures and did not harm the interests of the Company and its shareholders.

(2) External guarantees

The Company strictly controlled the guarantees provided to others according to the relevant laws and regulations as well as the *Articles of Association of the Company*. As of June 30, 2020, no guarantees were provided by the Company and/or its subsidiaries in favor of entities not consolidated in the Company's financial

cninf 巨潮资讯 www.cninfo.com.cn

statements. The balance of external guarantees was RMB 4,127.36 million, accounting for 18.21% of the latest audited net assets of the Company.

We are of the opinion that, in the first half of 2020, all of the Company's external guarantees were legally provided and properly disclosed. The external guarantees provided by the Company did not harm the interests of the Company or its shareholders, including the minority shareholders.

2. Independent Opinion on the Status of the Deposit and Actual Usage of the Raised Funds in the First Half of 2020

In accordance with the *Regulatory Guidelines for Listed Companies No.2—Regulatory Requirements for Management and Use of Raised Funds of Listed Companies* (Announcement of CSRC [2012] No.44), as well as the *Guidelines of the Shenzhen Stock Exchange for Standardized Operation of Listed Companies* issued by Shenzhen Stock Exchange, the Board of Directors prepared a *Special Report on the Deposit and Actual Usage of the Raised Funds in the First Half of 2020* (hereinafter referred to as the " Report").

After review of the Report, we are of the opinion that the Report truly reflects the deposit, usage and management status of the raised funds. The related information on the deposit and usage of the raised funds disclosed by the Company is authentic, accurate and complete and was done in a timely manner. The deposit, usage and management of the raised funds are in line with relevant laws, regulations, and the *Rules on the Usage and Management of Raised Funds of the Company*, and do not harm the interests of the shareholders.

3. Independent Opinion on the Investment in Derivative Financial Instruments and Related Risk Controls

The derivative investments carried by the Company are for hedging and avoiding the risk of market fluctuations. The investments are related to the Company's regular business needs and are in accordance with the relevant laws and regulations. Additionally, the Company has adopted a Currency Risk Hedging Policy to strengthen

cninf 巨潮资讯 www.cninfo.com.cn

its risk management and control, which allow the Company to reduce market risk. The derivative investments do not harm the interest of the Company or its shareholders.

4. Independent Opinion on the Renewal of the Financial Service Agreement with ChemChina Finance Co., Ltd.

We are of the opinion that:

(1) ChemChina Finance Co., Ltd. ("the Finance Company") is a normative non-bank financial institution approved by the China Banking and Insurance Regulatory Commission. The provision of financial services by the Finance Company to the Company and its wholly-owned subsidiary ADAMA Anpon (Jiangsu) Ltd. is within its business scope and complies with related laws and regulations;

(2) The *Financial Service Agreement* to be signed follows the principle of equality and voluntariness, and is based on the principles of fairness and transparency. It does not harm the interests of the Company or the minority shareholders; the transaction is conducive to increasing the Company's return on capital and improving its financing capabilities;

(3) The Finance Company's risk appraisal report fully reflects the Finance Company's operating qualifications, business and risk status. As a non-bank financial institution, its business scope, business content and procedures, internal risk control system and other measures are all subject to strict supervision by the China Banking and Insurance Regulatory Commission. Under the above-mentioned risk control conditions, we approve that the Finance Company will continue to provide relevant financial services to the Company and its wholly-owned subsidiary ADAMA Anpon (Jiangsu) Ltd.;

(4) The *Risk Emergency Disposal Plan of ADAMA Ltd. for Deposits in ChemChina Finance Co., Ltd.* formulated by the Company can effectively and

cninf 巨潮资讯 www.cninfo.com.cn

timely prevent, control and resolve the Company's financial risks and maintain security of its funds;

(5) The decision-making procedures for the transaction conform to the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Articles of Association of the Company* and other laws and regulations.

Therefore, we agree to submit the proposal to the Company's shareholders for approval.

5. Independent Opinion on the Risk Appraisal Report of ChemChina Finance Co., Ltd.

For securing the safety of the funds of the Company deposited with ChemChina Finance Co., Ltd., the Company evaluated the business, qualifications, and the status of the risk of ChemChina Finance Co., Ltd., and issued a Risk Appraisal Report. We are of the opinion that:

(1) ChemChina Finance Co., Ltd. holds a valid *Financial Institution License* and a *Business License*. The China Banking and Insurance Regulatory Commission strictly supervises the business scope, business procedures and internal risk control system of ChemChina Finance Co., Ltd.

(2) We did not find that ChemChina Finance Co., Ltd. has any significant defect in its risk management. Currently, the risk of the Company's related-party deposit in ChemChina Finance Co., Ltd. is controllable.

6. Independent Opinion on the Repurchase Plan for Part of the Company's Domestically Listed Foreign Shares (B share)

We are of the opinion that:

(1) The repurchase of part of the Company's B shares is in accordance with the laws and regulations.

cninf 巨潮资讯 www.cninfo.com.cn

The repurchase plan complies with the *Company Law of the People's Republic of China*, the *Opinions on Supporting the Repurchase of Shares by Listed Companies(No. 35 [2018] of CSRC)*, the *Implementation Rules of the Shenzhen Stock Exchange on Share Repurchases of Listed Companies*, the *Articles of Association of the Company* and relevant regulations; the convening of the meeting of the board of directors, the number of attendees, and the deliberation procedures are in compliance with the *Company Law of the People's Republic of China*, *the Articles of Association of the Company* and other relevant regulations.

(2) The necessity of the repurchase of part of the Company's B shares.

The overall B-share market has suffered for many years from a lack of liquidity and small market size, contributing to the share price of the Company's B-Shares being significantly lower than the net asset value per share. Therefore, in order to protect the Company's value and the interests of all shareholders, enhance investor confidence, and reinforce the Company's commitment to effectively and efficiently return value to its shareholders, the Company intends to repurchase a portion of its B-Shares.

(3) The rationality and feasibility of the repurchase plan.

The total funds to be used for the repurchase will be not more than RMB 132,562 thousand, equivalent to not more than HKD 148,200 thousand, and it will not have a negative impact on the Company's daily operations.

According to the repurchase plan, the repurchase price and the number of shares to be repurchased will be decided by the Company according to the conditions set by the repurchase plan. The repurchase plan has certain flexibility and is not expected to have a negative impact on the Company's daily production and operation. The Company has the ability to pay the full price of the repurchase with its own funds.

cninf 巨潮资讯 www.cninfo.com.cn

Based on the above points, we are of the opinion that the repurchase of part of the Company's domestically listed foreign shares (B shares) is in accordance with the laws and regulations. It will benefit the value of the Company and conforms to the interests of the Company and its shareholders. Therefore, we approve to submit this matter to the Company's shareholders for approval.

cninf 巨潮资讯 www.cninfo.com.cn

(The signature page of Independent Opinion on the Relevant Issues)

Independent Director Signature:

_____	_____
Tang Yunwei	Xi Zhen

August 19, 2020

cninf 巨潮资讯 www.cninfo.com.cn