ADAMA Ltd.

2022 Annual Working Report of the Board of Directors

In 2022, in accordance with the requirements of relevant laws and regulations, including the *Company Law of the People's Republic of China* and *the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange* as well as other scrutiny rules of CSRC and Shenzhen Stock Exchange, the Board of Directors of ADAMA Ltd. (hereinafter referred to as the "Company") firmly performed its duties under *the Articles of Association* and *the Rules of Procedure of the Board of Directors* and diligently implemented resolutions approved by the general shareholders' meeting in the spirit of responsibility to all shareholders.

During the reporting period, all directors well performed their duties and gave full play to their critical role in the corporate governance. The work of the Board of Directors of the Company for the year 2022 is reported as follows.

I. Business and Management Review of the Company

(I) Business Overview for 2022

Crop prices reached record levels in May 2022 and are expected to remain above pre-pandemic levels despite of the decline since then. The high crop prices which drove strong farmer income supported not only the crop protection demand staying strong throughout the year but also the market absorbing the price increase of agrochemicals.

In the full year 2022, sales of the Company reached a record high of RMB 37.38 billion (USD 5.57 billion) million, up by 20% in RMB terms and 16% in USD, driven by a 16% increase in prices and a 4% growth in volume. The growth for the whole year which was led by Brazil and China reflected strong market demand for crop protection products.

The Company reported an EBITDA of RMB 4.88 billion (USD 730 million), with a growth rate of 28% in RMB and 23% in U.S. dollars on a year-on-year basis. The significant increase in prices as well as the growth of sales volume for the full year outweighed the negative impact of higher costs for procurement, production and logistics, unfavorable exchange rate fluctuations and escalating operating expenses due to intensifying inflation pressure.

The net income attributable to shareholders of the parent company for the full year was RMB 610 million ($96 million), nearly tripling compared to the same period in the prior year. Although the finance expense rose in 2022 due to increased net costs of CPI-linked bonds in Israel, higher hedging costs and the revaluation of the put option granted to minority shareholders of the newly acquired subsidiary in 2021, the Company still managed to achieve growth in its yearly net income supported by higher operating profit.

For a detailed analysis about the Company's business performance for 2022, please

refer to the 2022 Annual Report and the attached press release disclosed on March 21st, 2023 on www.cninfo.com.cn.

(II) Execution Progress of Strategies for Reform and Development

In addition to its daily operations, the Company continues to advance in the firm execution of its long-term strategies, such as the "Core Leap" strategy for AI development and the "Formulation Mastery" for end-products. By doing so, it has kept enriching its AI portfolio and building a high-quality, diversified and differentiated formulation offering. Differentiated products may also be based on recently off-patented active ingredients (AI's) that have been classified as high commercial potential - "Core Leap" AI's and include a variety of product characteristics such as (i) unique proprietary formulations, (ii) products with more than one mode of action, and (iii) biologicals.

In 2022, the Company launched 18 new differentiated products to various regional markets around the world and obtained registrations for 10 new differentiated products. For example, Araddo®, a dual mode herbicide for use in soybean won the award for "Best Formulation Innovation" in the IHS Markit's 2022 Crop Science Forum & Awards, November 2022. Araddo® is the first product to combine ACC'ase Inhibition and Auxin herbicidal modes of action, overcoming the chemical degradation between the two active ingredients. In addition, Sesgama™, was patented as a proprietary formulation technology platform of ADAMA for high-load and other challenging formulations, enabling less use of co-formulants, transport and packaging materials per acre treated with a resulting improved product sustainability profile. First products expected to be launched in the coming year.

In terms of the operation progress, the Company has continuously strengthened investment in capacity buildup for the advanced production and HSE facilities to ensure stable supply and minimize both the energy consumption and carbon dioxide emission in its pursuit of HSE targets of the world class. For the first time, the Company produced the AI of indoxacarb in-house with a proprietary new process in its Israeli site, thus creating a backup pool for the company's differentiated offerings. The innovative process is believed to ensure higher purity, better yield, excellent cost advantages but less volume of both by-products and wastewater to be treated, and therefore, to meet more sustainable standards. Moreover, its Jingzhou Site at Hubei province has been operating at a high level upon the completion of the relocation and upgrade project.

In addition to the enhancement of organic growth, the Company has also explored externally to seize M&A opportunities. At the end of 2022, the Company intended to acquire 100% equity interest in Agrinova New Zealand Limited ("Agrinova") through one of its wholly owned subsidiaries. The transaction, which was completed on January 4th, 2023, will help the Company increase its portfolio in the New Zealand market and lay the foundation to expand its market share of bio-pesticides, plant nutrients and plant growth regulators that are highly complementary to the existing business.

II. Daily Work of the Board of Directors

(I) Meetings of the Board of Directors

During the reporting period, the Company held a total of ten meetings of the Board

of Directors and had a total of 28 motions considered and passed. Details of the meetings are as follows.

Session	Convening date	Disclosure date	Resolutions of the Meeting
the 8th Meeting of the 9th Session of the Board of Directors	March 23, 2022	--	The Board discussed the 2021 annual report and related matters. No resolution was made.
the 9th Meeting of the 9th Session of the Board of Directors	March 29, 2022	March 31, 2022	The following resolutions were deliberated and adopted: 1. Proposal on the 2021 Annual Report and its Abstract 2. Proposal on the 2021 Financial Statements 3. Proposal on the Pre-Plan of the 2021 Dividend Distribution 4. Proposal on the Self-Assessment report on the 2021 Internal Control of the Company 5. Proposal on the 2021 Working Report of the Board of Directors 6. Proposal on the 2021 Risk Appraisal Report of ChemChina Finance Corporation and the 2021 Risk Appraisal Report of Sinochem Finance Co., Ltd. 7. Proposal on the Remuneration of Senior Executives 8. Proposal on the Engagement with an Audit Firm for the Audit of the Financial Statements and Internal Control of the Company for 2022 9. Proposal on Bank Loans for the Working Capital of Jingzhou Site 10. Proposal on Providing Guarantees in Favor of the Company's Subsidiaries 11. Proposal on the Expected Related Party Transactions in the Ordinary Course of Business in 2022 12. Proposal on the Special Report on the Deposit and Actual Use of the Raised Funds in 2021 13. Hearing the Report of Independent Directors for the Year 2021 14. Proposal on Calling for the 2021 Annual General Meeting 15. Proposal on Revisions to the Information Disclosure Management Rules of ADAMA Ltd. 16. Proposal on Revisions to the Insider Registration Management Rules of ADAMA Ltd. 17. Proposal on Revisions to the Related-party Transactions Management Rules of ADAMA Ltd. 18. Proposal on the Disposal of Assets located at the Company's Huai'an Site

Session	Convening date	Disclosure date	Resolutions of the Meeting
the 10th Meeting of the 9th Session of the Board of Directors	April 11, 2022	April 12, 2022	The following resolution was deliberated and adopted: 1. Proposal on the Appointment of the Company's Chief Financial Officer
the 11th Meeting of the 9th Session of the Board of Directors	April 25, 2022	--	The Board discussed the Q1 2022 report and related matters. No resolution was made.
the 12th Meeting of the 9th Session of the Board of Directors	April 27, 2022	April 28, 2022	The following resolutions were deliberated and adopted: 1. Proposal on the Q1 2022 Report 2. Proposal on the Management Measures for the Delegation of Certain Powers of the Board of Directors to the Chief Executive Officer of ADAMA Ltd.
the 13th Meeting of the 9th Session of the Board of Directors	August 22, 2022	--	The Board discussed the 2022 semi-annual report and related matters. No resolution was made.
the 14th Meeting of the 9th Session of the Board of Directors	August 29, 2022	August 30, 2022	The following resolutions were deliberated and adopted: 1. Proposal on the 2022 Semi-Annual Report and its Abstract 2. Proposal on the Risk Appraisal Report of Sinochem Finance Co., Ltd. 3. Proposal on ADAMA's 2021 Environmental, Social, and Governance (ESG) Report
the 15th Meeting of the 9th Session of the Board of Directors	October 26, 2022	October 27, 2022	The following resolution was deliberated and adopted: 1. Proposal on the Q3 2022 Report 2. Proposal on the Retirement Arrangement of the General Counsel
the 16th Meeting of the 9th Session of the Board of Directors	December 14, 2022	December 16, 2022	The following resolution was deliberated and adopted: 1. Proposal on Credit Facilities of USD 50 million from the Related Party
the 17th Meeting of the 9th Session of the Board of Directors	December 22, 2022	December 23, 2022	The following resolution was deliberated and adopted: 1. Proposal on the 2023 Work Plan

(II) Convening of the General Shareholders' Meetings

In 2022, the Board of Directors of the Company convened two general meetings of shareholders to consider ten motions. The meeting notice, proposals, proceedings, voting on motions and information disclosure of the shareholders' meetings were in compliance with the requirements of the regulations, and all major decisions were resolved by the shareholders' meetings in accordance with the law and witnessed by lawyers, so as to ensure the rights of all shareholders, especially the minority shareholders, to know, participate and vote on major matters of the Company. The details are as follows.

Session	Convening date	Resolution
1st Interim Shareholders Meeting in 2022	January 10, 2022	1. Proposal to Sign *the Financial Services Agreement* with Sinochem Finance Corporation
2021 Annual Shareholders Meeting	April 21, 2022	1. Proposal on the 2021 Annual Report and its Abstract 2. Proposal on the 2021 Financial Statements 3. Proposal on the Pre-Plan of the 2021 Dividend Distribution 4. Proposal on the Self-Assessment report on the 2021 Internal Control of the Company 5. Proposal on the 2021 Working Report of the Board of Directors 6. Proposal on the Engagement of the Audit Agency for 2022 Financial Statements and Internal Control 7. Proposal on the Related Party Transactions in the Ordinary Course of Business in 2022 8. Proposal on the Working Report of the Supervisory Board for 2021 9. Proposal on the Revision of the Management Rules for Related-party Transactions of ADAMA Ltd.

(III) **Performance of Duties of Special Committees of the Board of Directors**

The Board of Directors has set up the Strategy Committee, the Nomination Committee, the Audit Committee and the Remuneration and Evaluation Committee. In 2022, all the special committees actively carried out their work and provided decision-making advice to the Board, which have played an active role in the standardized operation of the Company and the scientific decision-making of the Board of Directors.

In 2022, the Audit Committee held five meetings to review and issue written audit opinions on matters such as periodic reports, related-party transactions, internal control, internal audit and profit distribution, ensuring effective supervision by the Board of Directors over the management and strictly controlling the risks for the Company.

The Remuneration and Evaluation Committee held two meetings during the year to review and issue opinions on the remuneration of senior management of the Company.

The Nomination Committee of the Board of Directors held one meeting in 2022 to study and make recommendations on the appointment of senior management of the

Company.

(IV) Performance of External Directors

The Company currently has four external directors, two of whom are independent directors.

The independent directors performed their duties diligently, prudently and independently in accordance with *the Company Law* and *the Governance Rules for Listed Companies* as well as other laws and regulations such as the Company's *Articles of Association*. They paid timely attention to the Company's operation and finance progress, actively attended the relevant meetings on time, carefully considered the proposals of the Board of Directors and expressed fair and objective independent opinions on the relevant matters of the Company.

In 2022, the independent directors expressed independent opinions for a total of four times and issued prior approval opinions twice, which played a positive role in the scientific and objective decision-making of the Board of Directors and the benign development of the Company.

The participation details of external directors for the year of 2022 are as follows.

Details of External Directors' Attendance to Board Sessions and Shareholders' Meetings for 2022

Name of the Directors	Sessions required to attend during the Reporting Period	Actual Attendance to Board Sessions	Attendance to shareholder meetings
Erik Fyrwald	10	10	1
Chen Lichtenstein	10	10	1
Ge Ming	10	10	2
Xi Zhen	10	10	2

(V) Information Disclosure and Insider Information Management

Putting the needs of investors as its focus, the Board of Directors of the Company performs its information disclosure obligations in strict accordance with relevant regulations of CSRC and the Shenzhen Stock Exchange as well as requirements of the Company's "*Information Disclosure Matters Management System*" in order to keep improving the quality of information disclosure.

In 2022, the Company revised and improved the "*Information Disclosure Matters*" and the "*Management System for Registration of Persons with Inside Information*" after consideration and approval by the Board of Directors.

The Company issued 73 periodic and interim reports throughout the year and disclosed information on material matters and production and business progress of the Company in a true, accurate, complete, timely and fair manner.

At the same time, it has continued to strengthen the management of insider information, standardize the process of information transmission, enhance employees' awareness of confidentiality and compliance, and strictly prevent insider trading. During the reporting period, the Company did not experience any share price variation due to the leakage of insider information.

(VI) Management of Investors' Relations

The Company communicates with investors through public announcements, telephone inquiries, interaction on digital platforms, emails and other multimedia channels to promote the exchange of opinions; it carries out various tasks to deepen investors' understanding of business operations and development prospects and maintains good relations with investors.

At the same time, it attaches importance to hearing investors' opinions and suggestions, and actively promotes the interaction between itself and investors. During the reporting period, numerous telephone calls were replied, questions answered and all interactive platforms were made full use to patiently respond to investors, ensuring a smooth and fair channel for investors to obtain information.

(VII) Standardized Corporate Governance of the Company

The Group's existing internal control system adapts to the management requirements. It also provides a reasonable basis for the preparation of true and fair financial statements and ensures the healthy operation of the Group's various business activities, as well as the implementation and compliance of relevant laws and regulations and the Group's own internal rules. With the changes in the external environment and the development of the Group's business, the Company plans to take the following measures to further improve the internal control system:

(1) Further improve the internal control system by strengthening the research and implementation of internal control management and risk management. Based on the risk assessment result and the needs of the Group, adjust and improve the relevant business processes in a timely manner to establish effective internal control system which would improve work efficiency.

(2) Emphasizing on the importance and education of the internal control system within the Group. Providing training to managerial personnel on the related laws and regulations regarding internal controls. This would enhance the awareness and level of standardization of operation, which could further improve the corporate governance structure.

(3) Regularly evaluating key controls in the business processes. Through the rectification of issues identified, the management and operation risks would be reduced which could lead to a better operation.

(4) Continuously improving the execution of internal controls. Constructing the internal control systems including internal environment, risk assessment, control activities, information and communication, and internal supervision in accordance with the requirements by the "Basic Standards for Enterprise Internal Control", in order to improve the systematization and effectiveness of the internal control.

(5) Strengthening the management and control of high-risk areas through effective integration with the internal control evaluation system to ensure that the Group's major risks are under control. At the same time, the existing internal control system is continuously reviewed and improved along with the optimization of management processes, which is to minimize business risks and ensure the Group's sustainable,

stable and healthy development.

(VIII) Work Highlights of the Board of Directors for 2023

Looking forward to 2023, according to the long-term development strategy and annual business plan, the board of directors of the Company will continue to actively play a critical role in the corporate governance, further improve rules and regulations, perfect the internal control management system and persist in improving the quality of the listed company in strict accordance with the requirements of laws, regulations and systems such as *the Company Law*, *the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange* and *the Articles of Association* of the Company.

At the same time, the Board of Directors will, in accordance with the regulatory requirements of CSRC and Shenzhen Stock Exchange, conscientiously fulfill its information disclosure obligations, ensure that the information disclosed is true, accurate, complete, timely, concise, clear and easy to understand; diligently do a good job in investor relations management, strengthen the communication with investors through diversified channels, provide more convenient and comprehensive access for investors to understand the company, and make efforts to safeguard the interests of the Company and all shareholders.

Board of Directors of ADAMA Ltd.
March 19, 2023