Hubei Sanonda Co., Ltd.

Materials of the 2017 Annual Shareholders Meeting

June 28, 2018

Agenda for the 2017 Annual Shareholders Meeting

Time: starts at 14:30 on June 28, 2018

Venue: 6F A7 Building, No.10, Chaoyang Park Sough Road, Chaoyang District, Beijing

Meeting Manner: The combined method of on-site voting and online voting

Agenda

议程

1. The host launches the meeting with a welcome speech

2. The board secretary delivers the voting rules and highlights

3. Elect vote counters and scrutineer

4. Attendees discuss the proposals

5. Q&A Session for shareholders

6. Shareholders vote

7. Votes casted on-site are counted and announced.

8. Break and combine online and on-site voting results

9. The results of voting are announced

10. Lawyers read the legal opinion

11. Sign the relevant documents

12. The meeting ends

Notes on the Meeting

I. The Office of the Board Secretary is in charge of organization of the meeting and handling relevant matters.

II. The Board of Directors protects legitimate benefits and rights of shareholders in the principle of ensuring the order and efficiency of the meeting as well as exercising its legal duties and responsibilities.

III. Shareholders attending the meeting have the legal rights of speaking, inquiring and voting, etc.

IV. Shareholders shall register with the Office of the Board Secretary before speaking in the shareholder meeting. The total time of shareholder speeches shall generally be limited to 30 minutes. In case more than one shareholder ask to speak, the host shall arrange the sequence of speaking in terms of shareholding, where the shareholder with the most shares speaks first. Each shareholder shall report his shareholding before speaking. Each shareholder shall speak for no more than 5 minutes generally.

V. To enhance the efficiency of the meeting, the voting shall begin immediately after the ending of shareholder speeches related to the proposals. The registration of the meeting closes before the voting.

VI. The meeting adopts both on-site voting and online voting.

VII. Shareholders attending the shareholders' meeting shall exercise their legal obligations seriously. They shall not violate other shareholders' rights and benefits, neither shall they disturb the order of the meeting.

Office of the Board Secretary of Hubei Sanonda Co., Ltd.

Material 1

Proposal on the 2017 Annual Report and its Abstract

Dear shareholders:

According to the Company Law, Securities Law, Management Rules on the Information Disclosure of Listed Companies, and relevant regulations of Shenzhen Stock Exchange, the Company made the 2017 Annual Report and its Abstract and published them on the www.cninfo.com.cn on March 29, 2018.

Please review this proposal.

Material 2

Proposal on the 2017 Working Report of the Board of Directors

Dear shareholders:

The Board of Directors strictly followed the Company Law, Securities Law, Articles of Association of the Company, and relevant regulations of Shenzhen Stock Exchange in 2017, and continuously strengthened the corporate governance level. Please see the relevant contents of Section IV of 2017 Annual Report for the 2017 Working Report of the Board of Directors.

Please review this proposal.

Material 3

Proposal on the 2017 Financial Account Report

Dear shareholders:

Please refer to the relevant contents of the 2017 Annual Report announced on March 29, 2018 on www.cninfo.com.cn for the 2017 Financial Account Report.

Please review this proposal.

Material 4

Proposal on the Pre-Plan of 2017 Dividend Distribution

Dear shareholders:

As audited by Deloitte Touche Tohmatsu Certified Public Accountants LLP, the net profit attributable to stakeholders of the Company is RMB 1,545,879,000. After deduction of the transfer to statutory surplus reserve of 10% of the net profit on a standalone basis of the reporting period which is RMB 17,124,000, profit available for distribution for the year 2017 is RMB 1,528,754,600.

Considering: (1) the Company's dividend policy as contained in its Articles of Associations, (2) the Company's past practice with respect to distribution of its profits, and (3) that the execution of Company's development strategy , including both organic and inorganic growth opportunities, will require the reinvestment of the Company's funds in (i) the further development of its advanced product and broad IP portfolio, (ii) the further upgrading and expansion of its manufacturing facilities, especially in the twin operational hubs of China and Israel, as well as (iii) in potential acquisitions, in-licensing agreements and joint ventures that offer attractive opportunities to enhance the Company's market access and position as well as strengthen and further differentiate its product portfolio, the proposal for profit distribution and transfer of reserves into equity capital for the year 2017 is a distribution of approximately 10% of the total profit available for distribution, calculated as follows:

Taking the total outstanding 2,446,553,582 shares of the Company dated February 28, 2018 as the basis, to distribute RMB 0.63 (including tax) per 10 shares as cash dividend to all shareholders, resulting in a total cash dividend of RMB154,132,875.67 (including tax), and

zero shares as share dividend, as well as no reserve transferred to equity capital.

Material 5

Proposal on the Engagement of the Audit Firm for the for the Financial Statements and Internal Control of the Company

Dear shareholders:

The Company reengages Deloitte Touche Tohmatsu Certified Public Accountants LLP (hereinafter referred to as “Deloitte”) as the auditor of the Company for 2018 annual financial reports and 2018 annual internal control of the Company. Upon the subsequent authorization of the Shareholders Meeting, the corresponding expenditures with respect to such auditing services shall be decided between the Board of Directors and Deloitte.

Please review this proposal.

Material 6

Proposal on the 2017 Working Report of the Board of Supervisors

Dear shareholders:

In 2017, Board of Supervisors of the Company (hereinafter referred to as "BOS") strictly followed the laws, regulations, Articles of Association of the Company, and Rules of Procedures of the BOS to perform its Fiduciary and diligence duty, and gave a full play to its role.

Please refer to the Announcement on March 29, 2018 on the website www.cninfo.com.cn for the 2017 Working Report of the Board of Supervisors.

Please review this proposal.

Material 7

Proposal on the Remunerations of Supervisors

Dear shareholders:

Following the 1st Interim Shareholders Meeting selection of relevant people to organize the 8th session of the Board of Supervisors, the Board of Supervisors resolved to set the remuneration of the supervisors as follows:

(1) Internal supervisors, who are full-time employees of the Company (or any of its subsidiaries), will be entitled to receive the remuneration set for their posts and will not be entitled to any additional remuneration for serving as supervisors.

(2) External supervisors, who are not employees of the Company (or any of its subsidiaries), will be entitled to receive a remuneration of RMB 60,000 per annum (before tax) starting the day following the shareholders meeting on which they were elected.

Please review this proposal.

Material 8

Proposal on Revising the Business Scope, Adding Production Address and Revising the Articles of Association Accordingly

Dear shareholders:

The Company plans to revise the business scope, add production address and revise the articles of association accordingly. For details, please refer to the Announcement on the Revision of the Articles of Association published on June 8th, 2018 on the website www.cninfo.com.cn.

Please review this proposal.

Material 9

Proposal on the External Guarantee Limit for Year 2018

Dear shareholders:

The 4th meeting of the 8th session of the Board of Directors approved the 2018 external guarantee limit. For details, please refer to the Announcement on the External Guarantee Limit for Year 2018 published on June 8th, 2018 on the website www.cninfo.com.cn.

Please review this proposal.

Material 10

Proposal on the Expected Related Party Transactions in the Ordinary Course of Business in 2018

Dear shareholders:

The 4th meeting of the 8th session of the Board of Directors approved the expected related-party transactions in the ordinary course of business in 2018. The Company expects that in 2018 it and/or its subsidiaries (together the "Group Companies") will purchase raw materials/products, receive certain services and be entrusted to sell products, in a total amount that will not exceed RMB 1,371 million, from subsidiaries controlled by China National Chemical Corporation (“ChemChina”); and that the Group Companies will sell products and provide services, in a total amount that will not exceed RMB 475 million, to subsidiaries controlled by ChemChina.

The actual amount of the related-party transactions in the ordinary course of business of 2017 (hereinafter referred to as the “2017 Transactions”) exceeded the estimated amount of the 2017 Transactions. The estimated amount of the 2017 Transactions was RMB 260 million and the actual amount in the year is RMB 604.23 million. The exceeded amount of the 2017 Transactions was RMB 344.23 million.

The estimated total amount of the 2017 Transactions was not in line with the actual amount due to the material asset restructuring (“Restructuring”) of the Company in the same year. The Company acquired the entire equity of Adama Agricultural Solutions Ltd. (hereinafter referred to as "Adama") in July 2017, resulting in the expansion of the scope of related-party transactions in the consolidated statement. Specifically speaking,

following the consolidation of Adama, transactions between Adama (and its subsidiaries) and Syngenta and Jiangsu Anpon Electrochemical Co., Ltd. which are subsidiaries of the company's actual controller, China National Chemical Corporation, were also deemed as related-party transactions of the combined company.

The 2017 Annual Shareholders Meeting will deliberate the expected related-party transactions in the ordinary course of business in 2018, and complementally confirm the exceeded 2017 Transactions. For details, please refer to the Announcement on the Expected Related-Party Transactions in the Ordinary Course of Business in 2018 published on June 8th, 2018 on the website www.cninfo.com.cn.

Please review this proposal.