ADAMA Ltd.

Amended Independent Opinions on the Relevant Issues of the 23rd Meeting of the 8th Session of the Board of Directors

Pursuant to relevant laws and internal rules, we, as independent directors of the Company, give the following independent opinions on the resignation of Chairman Yang Xingqiang and the nominations of non-independent directors of the Board of Directors.

1. Resignation of Chairman Yang Xingqiang

The resignation of Chairman Yang Xingqiang is due to the work arrangement of ChemChina. The reason for his resignation is in line with the actual situation and his resignation will not have an adverse impact on the Company's regular operation, nor will it adversely affect the routine business and the management of the Company.

2. Nominations of the non-independent directors

(1) The nomination procedure for directors of the 8th session of the Board of the Directors, as further detailed hereunder, is lawful and valid.

(2) After reviewing the profiles of the nominees, we are of the opinion that neither Mr. Fyrwald nor Mr. Lichtenstein have been subject to punishment imposed by the China Securities Regulatory Commission or the SZSE, nor are they the subjects of any investigation of a judicial authority, and both are not dishonest parties subject to any judicial enforcement.

(3) We acknowledge that the nomination of Mr. Fyrwald and the continued service of Mr. Lichtenstein are done in the context of the formation of Syngenta Group Co.

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Ltd., a newly formed, wholly-owned subsidiary of China National Agrochemical Co. Ltd. ("CNAC") to include ADAMA, Syngenta AG and Sinochem's agriculture-related activities ("Syngenta Group"), the forming of which is intended to further bolster the intra-Group collaboration that has already generated both meaningful additional revenue through cross-sales as well as procurement and operational savings.

(4) We acknowledge the potential conflict of interests that may arise due to: (i) Mr. Fyrwald's concurrent positions as a director in the Company and the CEO of Syngenta Group and CEO and Executive director of its wholly-owned subsidiary Syngenta AG; as well as (ii) Mr. Lichtenstein assuming the position of CFO of Syngenta Group (with responsibility also for Strategy and Integration) as well as of certain of its subsidiaries, including Syngenta AG.

However, we are of the opinion that the nomination of Mr. Fyrwald and the continued service of Mr. Lichtenstein are for the benefit of the Company as they will support the alignment between the Syngenta Group companies and capitalize on the value creation and synergy opportunities identified, while both will be subject to fiduciary duties towards the Company, which they otherwise would not bear.

(5) Therefore, according to the Company Law and supported by a legal opinion provided to us by a reputable PRC law firm, we approve the submission of the nominations to the Company's shareholders meeting for their approval.

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(The signature page of Independent Opinions on the Relevant Issues of the 23rd Meeting of the 8th Session of the Board of Directors)

Independent Director Signature:

Tang Yunwei	Xi Zhen

March 25, 2020

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