Stock Code: 000553(200553) Stock Abbreviation: ADAMA A (B) NO. 2021-46

ADAMA Ltd.

Announcement on Credit Facilities of $100m from the Related Party

The Company and all members of the Company's Board of Directors confirm that all information disclosed herein is true, accurate and complete, with no false or misleading statement or material omission.

I. Overview of the Related Party Transaction

On October 27, the 5th meeting of the 9th session of the Board of Directors of ADAMA Ltd. (hereinafter referred to as the "Company") approved a proposal on the signing of Credit Facility Agreements, by and between Syngenta Group (NL) B.V. (hereinafter referred to as "SG NL"), a subsidiary of the Company's controlling shareholder, Syngenta Group Co., Ltd. (hereinafter referred to as "SG"), and Adama Fahrenheit B.V. (hereinafter referred to as "ADAMA NL"), a wholly-owned subsidiary of the Company, according to which SG NL shall set up committed credit facilities in the favor of ADAMA NL in the aggregate amount of USD 100 million on the basis of market terms as detailed hereunder (the "Transaction").

Since SG NL and ADAMA NL are both controlled by SinoChem Holding Co., Ltd. (hereinafter referred to as "SinoChem Holding"), the Transaction constitutes a related party transaction.

Among the five directors of the Company, the related-party directors, Mr. Erik Fyrwald and Mr. Chen Lichtenstein refrained from voting, while among the remaining votes of the three directors, there were three (3) affirmative votes, and no negative votes and or abstentions. The independent directors also issued their independent opinion.

The Transaction is within the approval line of the Board of Directors and is not

subject to the approval of the shareholders.

The Transaction does not constitute a Material Assets Restructuring as stipulated by the Administrative Measures on Significant Asset Restructuring of Listed Companies.

II. Introduction to the Related Party

SG NL was established in 2016. Its legal representative is Edwin Pool, and its registered address is Westeinde 62, 1601BK Enkhuizen, The Netherlands. It has registered capital of EUR 1 and mainly undertakes the businesses related to holding activities. The main financial data as of December 31, 2020 is: operating revenue of USD 726,377,000, net profit of USD 724,221,000, total assets of USD 43,363,379,000, net assets of USD 41,360,784,000.

Related-party relationship: Both SG NL and ADAMA NL are controlled by SinoChem Holding, the actual controller of the Company. SG NL is related party of the Company in accordance with Item 2 of Article 10.1.3 of the Listing Rules of Shenzhen Stock Exchange.

Analysis of contract performance capability: To the best of the Company's knowledge, SG NL operates normally and is in good operational condition. After searching on the website of disclosure of enforcement information of China, it is not a debtor subject to judicial enforcement.

III. Basic Information on the Target of the Related-Party Transaction

The Transaction is for the setting up of committed credit facilities in the aggregate amount of USD 100 million on market terms or preferable terms, by way of: (i) USD 50 million short-term committed annually revolving credit line, at 3-month Libor + 1.6%; and (ii) USD 50 million long-term bullet loan for 5 years, at 2.7% annual fix interest rate (the "**Credit Facilities Agreements**").

IV. Pricing Basis of the Related-Party Transaction

The Transaction is made on the principles of voluntariness, equality, mutual benefit, justice and fairness. The terms of the Transaction were negotiated fairly on the basis of market practice.

V. Main Contents of the Credit Facilities Agreements

Contract Name: Credit Facilities Agreements by and between Adama Fahrenheit B.V. and Syngenta Group (NL) B.V.

Borrower: Adama Fahrenheit B.V.

Lender: Syngenta Group (NL) B.V.

Main Terms: committed credit facilities in the aggregate amount of USD 100 million on market terms or on preferable terms) by way of: (i) USD 50 million short-term committed annually revolving credit line, at 3-month Libor + 1.6%; and (ii) USD 50 million long-term bullet loan for 5 years, at 2.7% annual fix interest rate.

Effective Date of the Credit Facilities Agreements: the date the Credit Facilities Agreements are duly signed, following the approval of the Board of Directors of the Company. The Board of Directors of the Company will review the terms relating to the USD 50 million short-term revolving credit line every three years.

Dispute Resolutions: Any controversy or claim that fails to be solved amicably shall be finally submitted to the competent courts of Amsterdam under the laws of Netherlands.

VI. Purpose of the Transaction and Its Impact on the Company

The Transaction expands the Company's and its subsidiaries funding sources with committed facilities providing an additional cash source not included in bank covenants. The Credit Facilities Agreements follow the general practice of similar transactions in the market and doesn't contain unfair terms. The Transaction will not adversely affect the interests of the Company and its non-related party shareholders, nor will it affect the independence of the Company.

VII. Status of the Different Kind of Related Party Transactions between the Company and SinoChem Holding

The related party transactions between the Company and subsidiaries of Sinochem Holding are as follows:

1. From January 1, 2021 till September 30, 2021, the occurred related party transactions with subsidiaries of SinoChem Holding in the ordinary course of business is RMB 2,788.06m. The estimated related party transaction amount in the ordinary course of business approved by the 2020 annual shareholders meeting is RMB 3,539.1m.

2. Deposits of the Company and its wholly-owned subsidiary ADAMA Anpon (Jiangsu) Ltd. deposited in the ChemChina Finance Company: As of the date of this announcement, the balance of deposits remains RMB 59,346,357.53 and USD 24,068,474.46, which have been approved by the 3rd interim shareholders meeting of the Company in 2020.

VIII. Independent Directors' Opinions

The Company's independent directors have given separate opinions on the Transaction: The Credit Facilities Agreements are based on the funding needs of the Company and is normal business operations. The Transaction conforms to relevant national laws and regulations, as applicable, and market-oriented principles, and will not impact the independence of the Company or harm the interests of the Company and its other shareholders. The decision-making procedures for the Transaction conform to the Company Law, the Rules of Shenzhen Stock Exchange for the Listing of Stocks, the Articles of Association of the Company and other laws and regulations. Therefore, the independent directors approved the Transaction.

IX. Documents for Future Reference

1. The resolution of the 5th Meeting of the 9th Session of the Board of Directors of the Company;
2. Independent directors' opinion and their prior written approval.

It is hereby announced.

The Board of Directors of ADAMA Ltd.

October 28, 2021