Management Measures for the Delegation of Certain Powers of the Board of Directors to the Chief Executive Officer of ADAMA Ltd.

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Chapter 1 General Provisions

Article 1 In order to standardize the corporate governance structure of ADAMA Ltd. (hereinafter referred to as "the Company"), ensure the steady operation of the Company's daily work and improve the efficiency of decision-making, the Board of Directors delegates the decision-making power of some matters to the CEO (hereinafter referred to as "the Authorized Person"). In order to standardize the authorization and exercise of the Board of Directors, these Measures are formulated according to the *Articles of Association of ADAMA Ltd.* (hereinafter referred to as the *Articles of Association*), the *Rules of Procedure of the Board of Directors of ADAMA Ltd.* and other relevant laws, administrative regulations and normative documents.

Article 2 The authorization of the Board of Directors shall follow the principle of reasonable and controllable authorization, and a scientific, reasonable, prudent and efficient authorization management mechanism shall be established.

Chapter 2 Standards for Matters Approved by the Board of Directors

Article 3 According to the Company's Articles of Association, if the Company's transaction meets one of the following standards, it shall be reviewed and approved by the Board of Directors:

(1) The total amount of assets involved in the transaction exceeding 20% of the latest audited total assets of the Company, if the assets involved in the transaction have book value and appraisal value concurrently, the higher value shall be used for calculation.

(2) The revenue of the target of the transaction (i.e., equity interests) in the latest year exceeding 20% of the latest audited revenue of the Company, and the absolute amount is more than RMB 20 million.

(3) The net profit of the target of the transaction (i.e., equity interests) in the latest year exceeding 20% of the latest audited net profit of the Company, and the absolute amount is more than RMB 2 million.

(4) The amount of the transaction (including indebtedness and expenses) exceeding 20%

of the latest audited net assets of the Company, and the absolute amount is more than RMB 20 million.

(5) The profit of the transaction exceeding 20% of the latest audited net profit of the Company, and the absolute amount is more than RMB 2 million.

(6) Any external guarantee matters other than those stipulated in Article 41 of the Articles of Association.

(7) Related-party transaction: the related-party transaction between the Company and related natural person exceeding RMB 300,000; the related transaction between the Company and related legal person exceeding RMB 3 million and exceeding 0.5% of the latest audited net assets of the Company.

(8) Securities investment: the total amount exceeding 10% of the latest audited net assets of the Company, and the absolute amount being more than RMB 10 million. Securities investment foresaid includes placement or subscription of new shares, securities repurchase, stock investment, bond investment, entrusted financial management (including bank financial products, trust products) and other investment behavior identified by the Shenzhen Stock Exchange.

The transactions mentioned in items (1) to (8) above include:

1. Purchase or sale of assets;（excluding the purchase of raw materials, fuel and power, and the sale of products, commodities and other assets related to daily operations, but the purchase and sale of such assets involved in the assets swap is still included).
2. External investment (including entrusted financial management, entrusted loan and investment in subsidiaries).
3. Provision of financial assistance.
4. Provision of guarantee.
5. Renting or leasing assets.
6. Signing management contracts (including entrusted operation and trusted operation).
7. Gifting assets or being gifted.
8. Creditor's rights or debt restructuring.
9. Transfer of research and development projects.
10. Signing a license agreement; and
11. Other transactions recognized by Shenzhen Stock Exchange.

If any figure involved in calculation of the above indicators is negative, the absolute value shall be taken for calculation.

Unless otherwise specified, transactions of the Company shall require the approval of the Board of Directors if they exceed the "Threshold Amount/s" calculated according to the items (1) to (8) of this article.

Chapter 3 Authorized Matters and Permissions

Article 4 The matters to be delegated to the Authorized Person by the Board of Directors are as follows:

1. Investment projects

(1). The Company's annual investment plan and its adjustment shall be approved by the Board of Directors.

(2). Except for the annual investment plan, equity investment projects and fixed assets investment projects with individual amount above the Threshold Amount shall be approved by the Board of Directors, and those with individual amount below the Threshold Amount shall be approved by the Authorized Person. Initiating or investing in the funds that can only invest in agrochemical field and venture capital, and non-main business investment projects not included in the Company's annual investment plan shall be approved by the Board of Directors.

2 Equity transaction projects

(1). Equity transaction projects of unlisted companies. The transfer and capital increase of the equity held by the Company and subsidiaries at all levels shall be approved by the Board of Directors if the project amount is above the Threshold Amount and shall be delegated to the Authorized Person if the project amount is below the Threshold Amount.

(2). Equity transaction projects of listed companies. The transfer of shares of listed companies held by the Company and subsidiaries at all levels through the securities trading system, public solicitation transfer, non-public agreement transfer, free transfer, indirect transfer, exchangeable corporate bonds issued by subsidiaries at all levels, shares of listed companies accepted by subsidiaries at all levels, consolidation by merger and issuing securities of listed companies controlled by subsidiaries at all levels, and assets reorganization between subsidiaries at all levels and listed companies shall be approved by the Board of Directors if the project amount is above the Threshold Amount, and shall be delegated to the Authorized Person if the project amount is below the Threshold Amount.

3 Debt financing and financial asset investment

The Company's annual debt financing plan shall be approved by the Board of Directors. Debt financing projects and financial asset investment projects other than the annual debt financing plan shall be calculated according to the Articles of Association. Those above the Threshold Amount shall be approved by the Board of Directors and those below the Threshold Amount shall be delegated to the Authorized Person.

4 Guarantee matters

(1). The guarantee provided by the Company for the enterprise debts within the scope of the Company's consolidated statements shall be approved by the Board of Directors. The Board of Directors shall not delegate its authority on this matter.

(2). No guarantee is provided for enterprises outside the scope of the Company's

consolidated statements. If guarantee is needed, it must be approved by the Shareholders' Meeting and implemented in accordance with the relevant regulations of the state-owned assets supervision and administration institution.

5 Disposal of assets
(1). The disposal of operating assets (except intellectual property rights) or non-operating fixed assets with original value or net value of individual asset above the Threshold Amount shall be approved by the Board of Directors; Those below the Threshold Amount shall be delegated to the Authorized Person.
(2). The transfer of intellectual property rights with original value or net value of individual asset above the Threshold Amount shall be approved by the Board of Directors; Those below the Threshold Amount shall be delegated to the Authorized Person.

6 External donation or sponsorship
For the Company's external donation or sponsorship, if the individual amount is above the Threshold Amount, it shall be approved by the Board of Directors; Those below the Threshold Amount shall be delegated to the Authorized Person.

7 Other shareholders' functions and powers
The exercise of shareholders' rights on the companies invested by the Company shall be delegated to the Authorized Person, including: issuing Resolutions of Shareholders' Meeting; Business policies and investment plans; Increase or decrease of shares and registered capital; Articles of Association amendment scheme, and profit distribution policy, etc.

Article 5 The Board of Directors may add, adjust or revoke the delegated matters according to the Articles of Association.

Chapter 4 Authorization Management

Article 6 If, according to the Articles of Association, the above matters approved by the Board of Directors need further consideration by the Shareholders' Meeting, the Board of Directors shall promptly submit them to the Shareholders' Meeting for consideration.

Article 7 If the state-owned assets supervision and administration institution has special provisions on the above-mentioned authorized matters, the related matters shall comply with the special provisions in addition to the Articles of Association and these Management Measures for Authorization.

Article 8 The Authorized Person shall exercise his/her functions and powers according to the matters delegated by the Board of Directors, relevant laws and regulations and relevant provisions of the state-owned assets supervision and

administration institution. If the matters decided by the Authorized Person need to be approved or filed by the state-owned assets supervision entity, the matters shall be further submitted to such entity. See the Annex for the delegated matters, decision-making bodies.

Article 9 The Authorized Person delegated by the Board of Directors shall consult the financial, legal or related business leaders according to the types of matters before making decisions.

Article 10 When the delegated matter is related to the Authorized Person or his/her relatives, the Authorized Person shall voluntarily withdraw and submit the matter to the Board of Directors for decision.

Article 11 After decisions are made on the delegated matters, the Authorized Person, relevant departments of the Company involved, or relevant organizations shall be responsible for organizing the implementation. During implementation, the implementation units and personnel should be diligent and conscientious.

Article 12 The Authorized Person shall make decisions in accordance with the delegated matters, permissions and procedures stipulated in these Measures and report material matters to the Board of Directors in a timely manner.

Article 13 If the Authorized Person fails to perform his/her functions and powers on time, he/she may entrust other senior management personnel of the Company to perform his/her functions and powers in a meeting or in writing. When the Authorized Person resumes performing his/her functions and powers, the entrusted person shall report the relevant exercise results to the Authorized Person.

Chapter 5 Supplementary Provisions

Article 14 These Measures shall come into effect after being reviewed and approved by the Board of Directors. If these Measures need to be revised, the revised contents shall be reviewed and approved by the Board of Directors.

Article 15 "Yuan" as mentioned in these Measures means RMB unless otherwise specified.

Article 16 "Above/more than/exceed" as mentioned in these Measures includes this number unless otherwise specified; The term "below" does not include this number unless otherwise specified.

Article 17 If there is any conflict between these Measures and the Articles of Association, the latter shall prevail. Matters not specified in these Measures shall be implemented in accordance with relevant national laws, administrative regulations,

departmental rules and the Articles of Association.

Article 18 The Board of Directors shall be responsible for the interpretation of these Measures.

Article 19 These Measures shall be implemented following the approval of the Board of Directors.

Annex:
1. List of Matters Authorized by the Board of Directors of ADAMA Ltd.

Appendix

List of Authorization Items of the Board of Directors of ADAMA Ltd.

Description of the Authorization Items		CEO	Board of the Directors
		Decision-making	Decision-making
I.	**Investment**		
1	**Annual Investment Plan**		
1.1	the Company's annual investment plan and its adjustment		√
2	**Investment projects other than the annual investment plan**		
2.1	the total investment amount≥20% of the toal assets of the Company audited for the latest reporting period		√
2.2	Relevant revenue of the transaction target (such as equity) in the latest fiscal year≥20% of total revenue of the Company audited in the latest fiscal year		√
2.3	Relevant net income of the transaction target (such as equity) in the latest fiscal year≥20% of the audited net income of the Company for the latest fiscal year		√
2.4	Transaction amout≥20% of the audited net assets of the Company for the latest reporting period		√
2.5	Transaction profit≥20% of the audited net income of the Company for the latest fiscal year		√
2.6	Total investment amount < 20% of the audited total assets of the Company for the latest reporting period	√	
2.7	Relevant revenue of the transaction target (such as equity) for the latest fiscal year < 20% of the audited revenue of the Company for the latest fiscal year	√	
2.8	Relevant net income of the transaction target (such as equity) for the latest fiscal year < 20% of the audited net income of the Company for the latest fiscal year	√	
2.9	Transaction Amount < 20% of the audited net assets of the Company for the latest reporting period	√	
2.10	Transaction profit < 20% of the audited net income of the Company for the latest fiscal year	√	
2.11	Initiating or investing in industrial funds		√
2.12	Venture capital		√
2.13	Non-main business investment projects not included in the Company's annual investment plan		√
II.	**Equity Transactions**		
1	**Equity Transactions of Non-listed Companies**		
1.1	Transfer and capital increase of the equity held by the Company and subsidiaries at all levels		
1.1.1	Project amount≥20% of the audited total assets of the Company for the latest reporting period		√

Description of the Authorization Items		CEO	Board of the Directors
		Decision-making	Decision-making
1.1.2	Relevant revenue of the transaction target (such as equity) in the latest fiscal year≥20% of total revenue of the Company audited in the latest fiscal year		√
1.1.3	Relevant net income of the transaction target (such as equity) in the latest fiscal year≥20% of the audited net income of the Company for the latest fiscal year		√
1.1.4	Transaction amout≥20% of the audited net assets of the Company for the latest reporting period		√
1.1.5	Transaction profit≥20% of the audited net income of the Company for the latest fiscal year		√
1.1.6	Project amount<20% of the audited total assets of the Company for the latest reporting period	√	
1.1.7	Relevant revenue of the transaction target (such as equity) for the latest fiscal year<20% of the audited revenue of the Company for the latest fiscal year	√	
1.1.8	Relevant net profit of the transaction target (such as equity) for the latest fiscal year<20% of the audited net income of the Company for the latest fiscal year	√	
1.1.9	Transaction amount<20% of the audited net assets of the Company for the latest reporting period	√	
1.1.10	Transaction profit<20% of the audited net income of the Company for the latest fiscal year	√	
2	**Equity Transactions of Listed Companies**		
2.1	Through the securities trading system, non-public agreement transfer, free transfer, issuing exchangeable corporate bonds, issuance of bonds by holding listed companies and acceptance of shares of listed companies		
2.1.1	Project amount≥20% of the audited total assets of the Company for the latest reporting period		√
2.1.2	Relevant revenue of the transaction target(such as equity) of the latest fiscal year≥20% of the audited revenue of the Company for the latest fiscal year		√
2.1.3	Relevant net profit of the equity target (such as equity) for the latest fiscal year≥20% of the audited net income of the Company for the latest fiscal year		√
2.1.4	Transaction amount≥20% of the audited net assets of the Company for the latest reporting period		√
2.1.5	Transaction profit≥20% of the audited net income of the Company for the latest fiscal year		√
2.1.6	Project amount<20% of the audited total assets of the Company for the latest reporting period	√	

Description of the Authorization Items		CEO	Board of the Directors
		Decision-making	Decision-making
2.1.7	Relevant revenue of the transaction target(such as equity) of the latest fiscal year<20% of the audited revenue of the Company for the latest fiscal year	√	
2.1.8	Relevant net profit of the transaction target (such as equity) for the latest fiscal year<20% of the audited net income of the Company for the latest fiscal year	√	
2.1.9	Transaction amount<20% of the audited net assets of the Company for the latest reporting period	√	
2.1.10	Transaction profit<20% of the audited net income of the Company for the latest fiscal year	√	
2.2	Public Solicitation Transfer and Indirect Transfer(Loss of Actual Control)		
2.2.1	Project amount≥20% of the audited total assets of the Company for the latest reporting period		√
2.2.2	Relevant revenue of the transaction target(such as equity) of the latest fiscal year≥20% of the audited revenue of the Company for the latest fiscal year		√
2.2.3	Relevant net profit of the transaction target (such as equity) for the latest fiscal year≥20% of the audited net income of the Company for the latest fiscal year		√
2.2.4	Transaction amount≥20% of the audited net assets of the Company for the latest reporting period		√
2.2.5	Transaction profit≥20% of the audited net income of the Company for the latest fiscal year		√
2.2.6	Project amount<20% of the audited total assets of the Company for the latest reporting period	√	
2.2.7	Relevant revenue of the transaction target(such as equity) of the latest fiscal year<20% of the audited revenue of the Company for the latest fiscal year	√	
2.2.8	Relevant net profit of the transaction target (such as equity) for the latest fiscal year<20% of the audited net income of the Company for the latest fiscal year	√	
2.2.9	Transaction amount<20% of the audited net assets of the Company for the latest reporting period	√	
2.2.10	Transaction profit<20% of the audited net income of the Company for the latest fiscal year	√	
2.3	Merger and Consolidation of Holding Listed Companies		
2.3.1	Project amount≥20% of the latest audited total assets of the Company for the latest reporting period		√
2.3.2	Relevant revenue of the transaction target (such as equity) for the latest fiscal year≥20% of the audited revenue of the Company for the latest fiscal year		√

Description of the Authorization Items		CEO	Board of the Directors
		Decision-making	Decision-making
2.3.3	Relevant net profit of the transaction target (such as equity) for the latest fiscal year≥20% of the audtied net income of the Company for the latest fiscal year		√
2.3.4	Transaction amount≥20% of the audited net assets of the Company for the latest reporting period		√
2.3.5	Transaction profit≥20% of the audited net income of the Company for the latest fiscal year		√
2.3.6	Project amount<20% of the audited total assets of the Company for the latest reporting period	√	
2.3.7	Relevant revenue of the transaction target(such as equity) for the latest fiscal year<20% of the audited revenue of the Company for the latest fiscal year	√	
2.3.8	Relevant net profit of the transaction target(such as equity) for the latest fiscal year<20% of the audited net income of the Company for the latest fiscal year	√	
2.3.9	Transaction amount<20% of the audited net assets of the Company for the latest reporting period	√	
2.3.10	Transaction profit<20% of the audited net income of the Company for the latest fiscal year	√	
2.4	Asset Restructuring with Listed Companies (When the asset restructuring proposal is formed)		
2.4.1	Project amount≥20% of the audited total assets of the Company for the latest reporting period		√
2.4.2	Relevant revenue of the transaction target(such as equity) for the latest fiscal year≥20% of the audited revenue of the Company for the latest fiscal year		√
2.4.3	Relevant net profit of the transaction target(such as equity) for the latest fiscal year≥20% of the audited net income of the Company for the latest fiscal year		√
2.4.4	Transaction amount≥20% of the audited net assets of the Company for the latest reporting period		√
2.4.5	Transaction profit≥20% of the audited net income of the Company for the latest fiscal year		√
2.4.6	Project amount<20% of the audited total assets of the Company for the latest reporting period	√	
2.4.7	Relevant revenue of the transaction target(such as equity) for the latest fiscal year<20% of the audited revenue of the Company for the latest fiscal year	√	
2.4.8	Relevant net profit of the transaction target(such as equity) for the latest fiscal year<20% of the audited net income of the Company for the latest fiscal year	√	

Description of the Authorization Items		CEO	Board of the Directors
		Decision-making	Decision-making
2.4.9	Transaction amount<20% of the audited net assets of the Company for the latest reporting period	√	
2.4.10	Transaction profit<20% of the audited net income of the Company for the latest fiscal year	√	
III.	**Debt Financing and Financial Asset Investment**		
1	**Debt Financing**		
1.1	Annual Debt Financing Plan		√
1.2	Debt Financing Plans other the Annual Debt Financing Plan		
1.2.1	Project amount≥20% of the audited total assets of the Company for the latest reporting period		√
1.2.2	Relevant revenue of the transaction target(such as equity) for the latest fiscal year≥20% of the audited revenue of the Company for the latest fiscal year		√
1.2.3	Relevant net profit of the transaction target(such as equity) for the latest fiscal year≥20% of the audited net income of the Company for the latest fiscal year		√
1.2.4	Transaction amount≥20% of the audited net assets of the Company for the latest reporting period		√
1.2.5	Transaction profit≥20% of the audited net income of the Company for the latest fiscal year		√
1.2.6	Project amount<20% of the audited total assets of the Company for the latest reporting period	√	
1.2.7	Relevant revenue of the transaction target(such as equity) for the latest fiscal year<20% of the audited revenue of the Company for the latest fiscal year	√	
1.2.8	Relevant net profit of the transaction target(such as equity) for the latest fiscal year<20% of the audited net income of the Company for the latest fiscal year	√	
1.2.9	Transaction amount<20% of the audited net assets of the Company for the latest reporting period	√	
1.2.10	Transaction profit<20% of the audited net income of the Company for the latest fiscal year	√	
2	**Financial Asset Investment**		
2.1	Securities investment, including secondary market investment such as new share placement, subscription, securities repurchase and stocks, bond investment, securities investment by entrusted wealth management (including bank wealth management products and trust products)		
2.1.1	Total amount≥10% of the audited net assets of the Company for the latest reporting period		√
2.1.2	Total amount<10% of the audited net assets of the Company for the latest reporting period	√	

Description of the Authorization Items		CEO	Board of the Directors
		Decision-making	Decision-making
IV.	**Guarantees**		
1	**Internal Guarantees**		
1.1	Guarantees provided for debts of enterprises within the scope of the company's consolidated statements (guarantees other than those provided for in Article 41 of the *Articles of Association*)		√
2	**External Guarantees**		
2.1	No guarantee for enterprises outside the scope of the Company's consolidated statements is allowed; if a guarantee is required, it must be approved by the shareholders' meeting and implemented in accordance with the regulations of SASAC.		
V.	**Asset Disposal**		
1	**Operating Assets (Except Intellectual Property) and Non-operating Fixed Assets Disposal**		
1.1	The original or net value of the transaction target≥20% of the audited total assets of the Company for the latest reporting period		√
1.2	Relevant revenue of the transaction target(such as equity) for the latest fiscal year≥20% of the audited revenue of the Company for the latest fiscal year		√
1.3	Relevant net profit of the transaction target(such as equity) for the latest fiscal year≥20% of the audited net income of the Company for the latest fiscal year		√
1.4	Transaction amount≥20% of the audited net assets of the Company for the latest reporting period		√
1.5	Transaction profit≥20% of the audited net income of the Company for the latest fiscal year		√
1.6	The original or net value of the transaction target<20% of the audited total assets of the Company for the latest reporting period	√	
1.7	Relevant revenue of the transaction target(such as equity) for the latest fiscal year<20% of the audited revenue of the Company for the latest fiscal year	√	
1.8	Relevant net profit of the transaction target(such as equity) for the latest fiscal year<20% of the audited net income of the Company for the latest fiscal year	√	
1.9	Transaction amount<20% of the audited net assets of the Company for the latest reporting period	√	
1.10	Transaction profit<20% of the audited net income of the Company for the latest fiscal year	√	
2	**Transfer of Intellectual Property**		
2.1	The original or net value of the transaction target≥20% of the audited total assets of the Company for the latest reporting period		√

Description of the Authorization Items		CEO	Board of the Directors
		Decision-making	Decision-making
2.2	Relevant revenue of the transaction target(such as equity) for the latest fiscal year≥20% of the audited revenue of the Company for the latest fiscal year		√
2.3	Relevant net profit of the transaction target(such as equity) for the latest fiscal year≥20% of the audited net income of the Company for the latest fiscal year		√
2.4	Transaction amount≥20% of the audited net assets of the Company for the latest reporting period		√
2.5	Transaction profit≥20% of the audited net income of the Company for the latest fiscal year		√
2.6	The original or net value of the transaction target<20% of the audited total assets of the Company for the latest reporting period	√	
2.7	Relevant revenue of the transaction target(such as equity) for the latest fiscal year<20% of the audited revenue of the Company for the latest fiscal year	√	
2.8	Relevant net profit of the transaction target(such as equity) for the latest fiscal year<20% of the audited net income of the Company for the latest fiscal year	√	
2.9	Transaction amount<20% of the audited net assets of the Company for the latest reporting period	√	
2.10	Transaction profit<20% of the audited net income of the Company for the latest fiscal year	√	
VI.	**External Donation or Sponsorship**		
1.1	Total asset involved in a single donation≥20% of the audited total assets of the Company for the latest reporting period		√
1.2	Relevant revenue of the transaction target(such as equity) for the latest fiscal year≥20% of the audited revenue of the Company for the latest fiscal year		√
1.3	Relevant net profit of the transaction target(such as equity) for the latest fiscal year≥20% of the audited net income of the Company for the latest fiscal year		√
1.4	Transaction amount≥20% of the audited net assets of the Company for the latest reporting period		√
1.5	Transaction profit≥20% of the audited net income of the Company for the latest fiscal year		√
1.6	Total asset involved in a single donation<20% of the audited total assets of the Company for the latest reporting period	√	
1.7	Relevant revenue of the transaction target(such as equity) for the latest fiscal year<20% of the audited revenue of the Company for the latest fiscal year	√	

Description of the Authorization Items		CEO	Board of the Directors
		Decision-making	Decision-making
1.8	Relevant net profit of the transaction target(such as equity) for the latest fiscal year<20% of the audited net income of the Company for the latest fiscal year	√	
1.9	Transaction amount<20% of the audited net assets of the Company for the latest reporting period	√	
1.10	Transaction profit<20% of the audited net income of the Company for the latest fiscal year	√	
VII.	**Related-party Transactions**		
1.1	Amount of Transactions with related natural person≥RMB 300,000		√
1.2	Amount of Transactions with related legal person≥RMB 3,000,000 yuan and ≥0.5% of the audited net assets of the Company for the latest reporting period		√
1.3	Amount of Transactions with related natural person < RMB 300,000 yuan	√	
1.4	Amount of Transactions with related legal person < RMB 3,000,000 yuan	√	

Note: 1. This list is edited by authorized items. In order to ensure the completeness of the decision-making, the amount and subject of some non-authorized items are included in the list.

2. If, according to the Articles of Association, the above-mentioned items approved by the Board of Directors need to be further considered by the general meeting of shareholders, the Board of Directors shall promptly submit them to the general meeting for consideration.

3. If there are special provisions on the above authorized items by SASAC, the relevant items shall comply with the aforementioned special provisions while complying with the Articles of Association and this present Administrative Measures on Authorization.