

# **ADAMA Ltd.**

## **Announcement of the Resolution of the 1<sup>st</sup> Interim Shareholders Meeting in 2019**

The Company and all members of its board of directors confirm that all information disclosed herein is true, accurate and complete with no false or misleading statement or material omission.

### **I. Important Notice**

No proposal was added, vetoed or changed at the meeting.

### **II. Holding of the Meeting**

1. Time of the On-site Meeting: 14:30 on March 11, 2019
2. Venue: 6F A7 Building, No.10, Chaoyang Park South Road, Chaoyang District, Beijing
3. Meeting Manner: The combined method of on-site voting and online voting
4. Convener: The Board of Directors of the Company
5. Host: Director An Liru
6. Time/Date of Online Voting:

Online voting: the online voting via trading system of Shenzhen Stock Exchange will be from 9:30 a.m. to 11:30 a.m. and from 1:00 p.m. to 3:00 p.m. on March 11, 2019; the

online voting via online voting system of Shenzhen Stock Exchange will be at any time from 3:00 p.m. on March 10, 2019 to 3:00 p.m. on March 11, 2019.

7. The convening and holding procedures comply with the Company Law, Rules of Listing of Shenzhen Stock Exchange and other laws, regulations, and the Articles of Association of the Company.

### **III. Attendance in the Meeting**

#### 1. Attendance of Shareholders

15 shareholders presented at the on-site meeting or via online voting system, representing 93,872,256 shares and accounting for 3.8369 % of the Company's total shares. Among them, 2 shareholders presented at the on-site meeting, representing 1,438,722 shares and accounting for 0.0588 % of the Company's total shares. 13 shareholders presented via online voting system, representing 92,433,534 shares and accounting for 3.7781 % of the Company's total shares.

#### 2. Attendance of B-share Shareholders

1 B-share shareholders presented at the on-site meeting or via online voting system, representing 1,100 shares and accounting for 0.0007 % of the Company's total B shares. Among them, 0 shareholders presented at the on-site meeting, representing 0 shares and accounting for 0.0000 % of the Company's total B shares. 1 shareholders presented via online voting system, representing 1,100 shares and accounting for 0.0007 % of the Company's total B shares.

#### 3. Attendance of Mid-small Shareholders

15 Mid-small shareholders presented at the on-site meeting or via online voting system, representing 93,872,256 shares and accounting for 3.8369 % of the Company's total shares. Among them, 2 shareholders presented at the on-site meeting, representing 1,438,722 shares and accounting for 0.0588 % of the Company's total shares. 13 shareholders presented via online voting system, representing 92,433,534 shares and accounting for 3.7781 % of the Company's total shares.

Some of the directors, supervisors and senior executives of the Company, as well as the lawyers engaged by the Company for witnessing the meeting, attended the meeting.

#### **IV. Deliberation and Voting on the Proposals**

The following proposals were voted at the meeting by means of online and on-site voting:

##### **1. Proposal on the Expected Related Party Transactions in the Ordinary Course of Business in 2019**

The proposal is a related-party matter. As China National Agrochemical Co., Ltd and Jingzhou Sanonda Holding Co., Ltd are controlled by China National Chemical Co., Ltd which is the actual controller of the Company, they are affiliated shareholders of the Company, which hold 1,810,883,039 shares and 119,687,202 shares of the Company respectively. Such affiliated shareholders will withdraw from voting on this proposal.

###### **1 Voting Summary:**

93,859,656 shares for it, accounting for 99.9866% of all the shares held by shareholders present; 11,700 shares against it, accounting for 0.0125% of all the shares held by shareholders present; 900 shares waived (among them, 0 shares are considered as waived due to non-voting), accounting for 0.0010% of all the shares held by shareholders present. Among them:

###### **(1) Voting Summary of B-share Shareholders:**

1,100 shares for it, accounting for 100.0000% of all the shares held by B-share shareholders present; 0 shares against it, accounting for 0.0000% of all the shares held by B-share shareholders present; 0 shares waived (among them, 0 shares are considered as waived due to non-voting), accounting for 0.0000% of all the shares held by B-share shareholders present.

###### **(2) Voting Summary of Mid-small Shareholders:**

93,859,656 shares for it, accounting for 99.9866% of all the shares held by Mid-small shareholders present; 11,700 shares against it, accounting for 0.0125% of all the shares held by Mid-small shareholders present; 900 shares waived (among them, 0 shares considered as waived due to non-voting), accounting for 0.0010% of all the shares held by Mid-small shareholders present.

2. Voting Result: As a general resolution, this proposal has been approved with more than 1/2 of the total number of shares held by shareholders present.

The above proposal was disclosed on the website of Juchao Information (<http://www.cninfo.com.cn>) on February 22, 2019.

## **V. Legal Opinion**

1. Name of the law firm: King & Wood Mallesons, Beijing

2. Names of the lawyers: Kang Yachen, Fan Qihui

3. Conclusive opinion:

In the lawyers' opinion, the convening and holding procedures comply with the Company Law, Rules for the Shareholders' Meetings of Listed Companies, Notice of the Shenzhen Stock Exchange on Issuing the Detailed Implementing Rules of the Shenzhen Stock Exchange for Online Voting at Shareholders' Meetings of Listed Companies and other laws, regulations, and the Articles of Association of the Company; the qualification of the convener and attendees are legitimate and valid; the voting procedures and voting results of the meeting are legitimate and valid.

## **VI. Documents for Reference**

1. Resolution of the 1<sup>st</sup> Interim Shareholders Meeting in 2019;

2. Legal Opinion on the Witnessing of the Shareholders Meeting.

This announcement is hereby made.

The Board of Directors of ADAMA Ltd.

March 11, 2019