

Management Measures for the Delegation of Certain Powers of the Board of Directors to the Chief Executive Officer of ADAMA Ltd. (March 2023)

Table of Contents

Chapter 1 General Provisions
Chapter 2 Authorized Matters by the Board of Directors
Chapter 3 Authorization Management
Chapter 4 Supplementary Provisions

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. In the process of implementation of authorization, the Board of Directors shall effectively implement the responsibility of authorization, insist on authorization without exemption, strengthen supervision and inspection, make dynamic adjustments to the authorization according to the exercise of power, and shall not equate authorization with devolution of power.

Chapter 2 Authorized Matters by the Board of Directors

Article 3 In addition to the functions and powers of the Authorized Person as set out in the Articles of Association and any applicable law, the matters to be delegated to the Authorized Person by the Board of Directors are as follows:

- (1) drawing up proposals for the Company's business plan (medium and long-term development plan).
- (2) drafting proposals concerning the acquisitions, share repurchases or merger/consolidation, spin-off, dissolution and alteration in corporate form of the Company to be submitted to the Board of Directors for consideration.

Article 4 The Board of Directors may add, adjust or revoke the delegated matters according to its discretion. However, the statutory functions and powers exercised by the Board of Directors, matters that need to be submitted to the shareholders' meeting for decision and matters that need to be submitted to higher-level state-owned assets supervision and management authority for decision may not be delegated, mainly including:

- (1) convening the shareholders' meeting and reporting work to the shareholders' meeting;
- (2) implementing the resolutions of the shareholders' meeting;
- (3) approving the business plan and investment scheme of the Company;
- (4) formulating the annual financial budget and final calculation plan of the Company;
- (5) formulating profit allocation plan and plan to recover losses, of the Company;
- (6) formulating plans of the Company regarding the increase or decrease in the registered capital, the issuance of bonds or other securities and the listing of the Company;
- (7) drawing up Company plans concerning material acquisitions, the acquisition of Company stocks or merger/consolidation, spin-off, dissolution and alteration in corporate form;
- (8) within the scope of authorization granted by the shareholders' meeting, deciding on such matters as external investment, acquisition and sale of assets, mortgage of assets, external guarantee, entrusted management of wealth, affiliated transactions and external donations;
- (9) approving the transactions as set out in Article 110 of the Articles of Association;
- (10) deciding on the establishment of the internal management organizations of the Company;
- (11) deciding on such matters as appointing or dismissing President & Chief Executive Officer and the secretary of the board of directors of the Company, as well as their remuneration, punishment and awards; according to nominations by President & Chief Executive Officer, deciding on appointing or dismissing Chief Financial Officer and General Legal Counsel and deciding on the remuneration, punishment and awards of the preceding persons;
- (12) formulating the basic management system of the Company;
- (13) formulating the plan for amendment to the Articles of Association;
- (14) managing the information disclosure of the Company;
- (15) proposing to the shareholders' meeting the appointment or replacement of the accounting firm which renders audit service to the Company.

Chapter 3 Authorization Management

Article 5 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 6 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.

Article 7 As in respect of matters to be delegated to the Authorized Person by the Board of Directors, the Party Committee of the Company generally does not make any prior study and discussion. The Authorized Person shall have discussion, through a work meeting with the participation of the relevant managers in the Company before making decisions. Minutes of such meeting shall be signed by the Authorized Person as proof of exercising the authority. The Authorized Person should hear comments from the Party Secretary and the Chairman before making a decision and if there is different opinion, the deliberation at the meeting should be delayed.

Article 8 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 9 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 10 The Authorized Person shall make decisions in accordance with the delegated matters, permissions and procedures stipulated in these Measures. The Authorized Person shall report to the Board on the exercise of any such delegated authority on a half-yearly basis and in a timely manner on material matters; the report may be in writing or in the form of a meeting (during the Board meeting, as a special proposal report).

Article 11 If the Authorized Person intends to sub-delegate the authorized matters due to business needs, he/she shall report to the Board of Directors the specific reasons, objects, contents and time limits, and then perform the relevant prescribed procedures after approval by the Board of Directors. If the authorized matters are changed or terminated, the sub-delegation shall be changed or terminated accordingly. No further sub-delegation shall be made in respect of the authority already sub-delegated.

Article 12 The Board of Directors shall strengthen the supervision of authorization, regularly follow up the decision-making and implementation of authorization matters, organize supervision and inspection of authorization matters at an appropriate time, and evaluate the effectiveness of the exercise of authorization. Based on the exercise of the authorization by the Authorized Person, and taking into account the actual operation and management of the Company, its risk control capability and changes in the investment environment, the Board of Directors shall implement dynamic management of the authorization matters and change the scope, standards and requirements of the authorization in a timely manner to ensure that the authorization is kept within a reasonable and controllable range.

Article 13 The Board of Directors is the main body responsible for regulating the management of authorization and has supervisory responsibility for authorized matters. In the course of supervision and inspection, if it is found that the Authorized Person has exercised his or her authority improperly, it shall promptly rectify the situation and make recommendations for ways to prevent recurrence.

Chapter 4 Supplementary Provisions

Article 14 These Measures shall come into effect after being studied and discussed at the Company's Party Committee meeting as well as 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 in accordance with the above procedures.

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.

ADAMA Ltd.