

ADAMA Ltd.

External Donation Management Measures

Chapter I General Provisions

Article 1 For the purposes of further promoting ADAMA Ltd. (hereinafter referred to as “the Company”) to actively perform its social responsibilities, standardize its donations, and strengthen the management of donation, the Measures are formulated in accordance with the *Law of the People's Republic of China on Donations for Public Welfare*, the *Company Law of the People's Republic of China*, the *Articles of Association* of the Company and other laws, regulations and rules.

Social responsibility is an inseparable part of ADAMA's business, and the programs and initiatives ensure long-lasting relationships that make a positive impact with ADAMA's communities and on ADAMA's people.

Article 2 The Measures should apply to the Company and its subsidiaries within the scope of consolidated statements (hereinafter referred to as “each subsidiary”) with the necessary changes having been made from each subsidiary based on local law and regulations.

Article 3 The term "donation" herein refers to the act of the Company's voluntary and gratuitous donation of the legal property that it has the right to dispose of to a legal donee for use in public welfare undertakings that have no direct relationship with production and operating activities.

Chapter II Management and Supervision Organizations and Responsibilities

Article 4 The Party-Mass Work Department is responsible for the implementation of domestic donation programs and the archiving of donation material of the Company.

Article 5 The Finance Department is responsible for the accounting treatment of donation expenditure in accordance with relevant national regulations.

Article 6 The Internal Audit Department is responsible for auditing donation projects and expenditure on a yearly basis based on the actual situation.

Chapter III Principles for Donations

Article 7 Donations should follow the following principles:

(I) The principle of legitimacy and compliance. Donations should comply with the provisions of national and local laws, regulations and rules of each subsidiary, and should not violate social morality or harm the social public interests or the lawful rights or interests of other citizens. No one is allowed to donate in his/her own name the property owned by the Company. The Company has the right to require the donee to implement the Company's legitimate donation intention with regard to the Company's donations, in which case donated property may not be used for other purposes.

(II) The principle of acting within ability. The Company should actively participate in public welfare activities within its capabilities. Where losses have occurred or donations will lead to losses or affect the normal production and operation of the Company, no donation or sponsorship is allowed except under special circumstances as determined by the Company's management.

(III) The principle of honesty and trustworthiness. Donations that the Company has deliberated and decided in accordance with the internal procedures and has promised to the public or recipients must be performed faithfully.

Chapter IV Property Scope of Donations

Article 8 The property that the Company may use for donations includes cash and in-kind assets. The following materials should not be used for donations: main fixed assets used for production and operation of the Company, equity and creditor's rights held, reserves specifically authorized by the state, state financial allocations, properties entrusted for custody, properties with guaranteed rights, properties with unclear ownership, or rotten, damaged or expired material.

Chapter V Types and Beneficiaries of Donations

Article 9 Types of donations:

(I) Public welfare donations: Donations to education, science, culture, health care,

sports, environmental protection and construction of social public facilities.

(II) Relief donations: Relief funds or physical assets provided for production, living and schooling to areas suffering from natural disasters or recognized by the state as "old liberated area, ethnic minority area, frontier area and poor area", as well as social vulnerable groups and individuals in difficulty.

(III) Other donations: Donations, other than the above-mentioned ones, made by the Company to other social public and welfare undertakings for humanitarian purposes or to promote social development and progress.

Article 10 The Company should make public welfare donations through welfare social organizations, mass organizations, or people's governments at or above the county level and their departments. The above-mentioned public welfare social organizations refer to foundations, charitable organizations and other social organizations that have been established in accordance with the laws, have obtained the qualification for pre-tax deduction of income tax, and aim at the development of public welfare undertakings. The Company's public welfare donation expenditure should be in line with the *Law of the People's Republic of China on Donations for Public Welfare*. The specific scope includes: (I) Activities of social groups and individuals such as disaster relief, poverty alleviation and assistance to the disabled; (II) Education, science, culture, health and sports undertakings; (III) Environmental protection and social public facility construction; (IV) Other social public and welfare undertakings promoting social development and progress.

Article 11 The beneficiaries of the Company's donations should be public welfare social organizations, mass organizations, public welfare non-profit enterprises and institutions, socially vulnerable groups or individuals in need of donations. Among them, public welfare non-profit enterprises and institutions refer to educational institutions, scientific research institutions, medical and health care institutions, social public cultural institutions, social public sports institutions and social welfare institutions established according to law and engaged in public welfare undertakings on a non-profit basis. The Company should not make donations to the internal employees of the Company or to the units or individuals that control or are controlled by the Company in terms of equity, operation or finance.

Chapter VI Donation Management

Article 12 The Company implements budget management on donations. Donations from the Company and its subsidiaries should be included in the annual budget for management. A detailed description of the annual donation program, expenditure plan, expenditure scale and other budget arrangements should be made by the application departments or units, and the special report on external donation budget should be submitted by the subsidiary to the headquarter of the Company together with the annual financial budget report for approval. Donations beyond the annual plan should be submitted to the Board of Directors of the Company for approval with procedures for adding budgets being applied and comply with the approval power as specified in Article 13 below.

Article 13 Approval power over donations

A single donation with a value of 5 million RMB and above should be submitted to the General Meeting of Shareholders for approval after being reviewed by the Board of Directors.

A single donation with a value of 3 million RMB and above and less than 5 million RMB should be reviewed by the Board of Directors.

A single donation with a value less than 3 million RMB should be reviewed by the President and CEO.

All - on an annual basis.

Notwithstanding the above provisions, the donation that exceeds annual budget or the single donation within the budget but of a value of 5 million RMB and above should be approved by the state-owned assets supervision body.

Chapter VII Supplementary Provisions

Article 14 The right to interpret the Measures reside in the Party-Mass Work Department of the Company.

Article 15 Matters not covered herein should be in accordance with relevant laws, regulations and the Articles of Association. Where the Measures are inconsistent with relevant laws, regulations and the Articles of Association, the provisions of such laws,

regulations and the Articles of Association should prevail.

Article 16 The Measures should come into effect as of the date of approval by the Board of Directors.

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